

FOURLIS HOLDINGS S.A.

G.E.M.I. No. 258101000

S.A. Reg. No. 13110/06/B/86/01

**INVITATION TO
THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

In accordance with the Law and the Company's Articles of Association and following the decision taken by its Board of Directors, Shareholders are hereby invited to the Annual Ordinary General Meeting, to be held on **Friday 14th June 2019**, at **11:00 a.m.** at the CROWNE PLAZA ATHENS CITY CENTRE HOTEL (50, Michalakopoulou street, Athens, Attica), in order to discuss and take relevant decisions on the subjects of the agenda.

If the required quorum, for all or part of the subjects of the agenda, is not achieved, the shareholders are invited to a **Repeat Meeting** on **Friday 21st June 2019** at **10:30 a.m.** at the head offices of the Company (18-20, Sorou street, 151 25, Maroussi, Attica), in order to discuss and take relevant decisions on the subjects of the agenda, without publication of a new invitation.

SUBJECTS ON THE AGENDA:

1. Submission for approval of the financial statements and the consolidated financial statements (Annual Financial Report) together with the Annual Report thereon prepared by the Board of Directors and the Chartered Accountants-Auditors for the period 1/1/2018 - 31/12/2018.
2. Approval of the overall management of the Company and discharge of Chartered Accountants-Auditors from any liability.
3. Election of one (1) ordinary and one (1) substitute Chartered Accountant-Auditor to audit the consolidated and the Company's financial statements for the period 1/1/2019 - 31/12/2019 and determination of their remuneration.
4. Approval of members of the Board of Directors' remuneration for the period 1/1/2018 - 31/12/2018 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2019 - 31/12/2019 in accordance with article 109 L. 4548/2018.
5. Notice of resignation of Audit Committee's member and election of a new.
6. Share Buy Back approval and more specifically Buy Back of 2.590.365 shares (5% of share capital) within 24 months from approval, with a minimum purchasing price of one euro (1,00 €) per share and maximum eight euro (8,00 €) per share in accordance with Article 49 of Law 4548/2018.
7. Capital Return to the Shareholders of 0,10 euros per share through reduction of the share capital of the Company with corresponding reduction of the nominal value of each share and respectively the amendment of article 3 of the Articles of Association.
8. Amendment and fulfilment of the provisions of the Articles of Association of the Company in order to align them with the provisions of Law 4548/2018. Codification of the Articles in a uniform text.

Participation right and vote in the Annual General Meeting (ordinary and repeat) have those individuals and legal entities that appear as a Shareholder on June 9, 2019 (Record Date). The proof of the capacity to act as a shareholder may be evidenced by any legal means and in any case, on the basis of information received by the company from the

records of the organization in which the transferable securities of the Company are registered (HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. (HELEX)).

For the participation and vote in the Annual General Meeting (ordinary and repeat) does not require the shareholders to block their shares or any other similar procedure, that restricts the sale and transfer during the period between the Record Date and the date of the General Meeting.

The Articles of Association of the Company does not provide for any procedures for the participation and the exercise of the voting right in the General Meeting via post or electronic means.

Shareholders wishing to participate in the Annual General Meeting (ordinary and repeat) through a proxy, should send a relevant representation statement, that is available at the Company's Head offices (18-20, Sorou str., 151 25, Maroussi - Investor Relations Department) and at the website www.fourlis.gr, at the same aforementioned address, the latest forty eight (48) hours prior to the General Meeting or any Repeat General Meeting.

Shareholders participate in the Annual General Meeting or any repeat General Meeting either in person or through a proxy. Every shareholder may appoint up to three (3) proxies. Legal entities may participate in the Annual General Meeting or any repeat General Meeting by appointing up to three (3) individuals as proxies. However, if a shareholder holds company shares that appear in more than one security accounts, that do not restrict the shareholder to appoint different proxies for each account in relation to the Annual General Meeting. A proxy who represents more than one shareholder may vote differently for each shareholder.

The proxy must notify the company, before the start of the Annual General Meeting, any specific event that may be useful to shareholders to assess the risks that the proxy may serve other interests, than those of the represented shareholders as specified in Article 128 Paragraph 5 of Law 4548/20018.

With regard to the Annual General Meeting, the shareholders of the company also have the following rights:

(A) Shareholders representing one twentieth (1/20) of the Company's paid-up share capital are entitled to request from the Board of Directors, to include additional subjects on the Agenda of the Annual General Meeting, upon a relevant application which must be received by the Board of Directors at least fifteen (15) days before the Annual General Meeting. The application shall be accompanied by a justification of reasons for it or by a draft resolution for approval by the Annual General Meeting. The revised Agenda shall be publicized by the same way as the previous Agenda, thirteen (13) days before the General Meeting date and shall be made available simultaneously to the shareholders on the Company's website (www.fourlis.gr), with the justification or draft resolution submitted by the shareholders in accordance with the provisions of article 123 par. 4 of Law 4548/2018.

(B) At the request of the shareholders representing one twentieth (1/20) of the paid-up share capital, the Company's Board of Directors discloses to the shareholders in accordance with Article 123 Paragraph 3 of Law 4548/2018, at least six (6) days before the date of the Annual General Assembly, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days before the date of the Annual General Meeting.

(C) Upon application of any shareholder, submitted to the Company at least five (5) full days before the General Meeting, any shareholder may request from the Board of Directors to provide to the General Meeting the requested specific information regarding the Company's affairs, to the extent that this is useful in the actual assessment of the items of the Agenda. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Also, at the request of shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors must notify the Annual General

Meeting regarding the amounts that have been paid to each Member of the Board or the Company's directors or any benefit provided to these persons for any reason or contract with them, over the last two years. In all of the above cases, the Board of Directors may decline the provision of information for an adequate and substantial reason, mentioned in the minutes.

(D) At the request of the shareholders representing one tenth (1/10) of the paid-up share capital, which is communicated to the Company at least five (5) full days before the Annual General Meeting, the Board of Directors is obligated to provide to the assembly the requested information regarding the corporate affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes.

(E) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the voting procedure in an issue or issues of the Agenda is acting by open vote.

In all aforementioned cases the shareholders must demonstrate their capacity and the number of shares they own in order to exercise the relevant voting right, except the case of Article 141 Paragraph 6 of Law 4548/2018. Proof of shareholder's capacity can be verified by any legal way and in any case by the information received by the Company from the Central Securities Depository provided it provides registry services or through the participants and registered intermediaries in the Central Securities Depository in any other case.

Information and documents related to Article 123 Paragraph 3 and 4 of Law 4548/2018 are available in hard copy to the Company's shareholders by the Investor Relations Department (18-20 Sorou str., Maroussi, Athens) and at the website www.fourlis.gr.

Maroussi, May 20, 2019

THE BOARD OF DIRECTORS