



**«AS COMPANY S.A.»**

**COMMERCIAL - INDUSTRIAL COMPUTER AND TOY S.A.**

**INVITATION TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

Pursuant to the Law and its Statute, the Board of Directors of the Company under the name "AS Commercial - Industrial Computer and Toy Societe Anonyme" invites the shareholders, following the decision of the B.O.D on 31.05.2019, to an Ordinary General Assembly, which will take place at the headquarters of the company, in Oreokastro, Ionia Street, Thessaloniki, on Friday, 21.06.2019, at 11:00 am.

The issues on the agenda are as follows:

**ISSUES ON THE AGENDA**

1. Submission and approval of the annual financial statements of the Company for the fiscal year 01.01.2018 - 31.12.2018 accompanied with the relevant reports of the Board of Directors and the Statutory Auditors.
2. Approval of the distribution of profit concerning the fiscal year 01.01.2018 - 31.12.2018.
3. Approval of the overall management of the Board of Directors for the fiscal year 1.1.2018 - 31.12.2018 according to article 108 of Law 4548/2018 and discharge of the Auditors for the same fiscal year, according to article 117, paragraph 1, c), of Law 4548/2018.
4. Approval of the remuneration and compensation to the members of the Board for the fiscal year 1.1.2018 - 31.12.2018.
5. Pre-approval / determination of payment of compensation and compensation to the members of the Board of Directors for the fiscal year 1.1.2019 - 31.12.2019 and until the ordinary General Assembly of the year 2020.
6. Election of the auditing company for the auditing of the annual financial statements of the fiscal year 2019 and approval of their remuneration.

7. Decrease of the share capital of the Company by 918,821.40 € by reducing the nominal value of each share from EUR 0.56 to EUR 0.49, i.e. a decrease of 7 cents and return to the shareholders, as well as amendment of article 5 of the current codified statute concerning the company's share capital.
8. Adaptation and amendment of Company's articles of association, according to the provisions of the Law 4548/2018.
9. Withdrawal of the existing and election of a new Board of Directors due to increase in the number of members and appointment of its independent members, according to article 3 par. 1 of Law 3016/2002.
10. Withdrawal of the existing and election of the new Audit Committee, due to the appointment of new Board of Directors, according to Article 44 of Law 4449/2017.
11. Approval for stock repurchase according to the provisions of Article 49 of Law 4548/2018.
12. Grant of permission to the members of the Board of Directors and the directors of the company to participate in the Boards of Directors or in the management of other affiliated companies within the meaning of Article 32 of Law 4308/2014 and in other companies operating in other objects.
13. Other Announcements.

In the event of failure to reach the required quorum for a decision on the issues on the agenda or some of them, then, the 1st Repeat Ordinary General Meeting will be held on 2 July 2018, Tuesday at 9 a.m., at the above registered office of the company, without further invitation of the shareholders, in accordance with article 130 par. 2 of Law 4548/2018.

According to Law 4548/2018, as amended and currently in force, the Company informs the shareholders about the following:

#### **1. RIGHT OF PARTICIPATION AND VOTING AT THE GENERAL MEETING**

Any person appearing as a shareholder in the records of the Dematerialized Securities System managed by "Hellenic Exchanges SA" (E.X.A.E.), which holds the

securities (shares) of the company, has the right to participate at the Ordinary General Meeting. Proof of shareholder's status will be furnished by presenting a relevant written certificate of the aforementioned entity or, alternatively, by direct electronic connection of the company to the records of the entity. Shareholder's status must be held at the beginning of the fifth day before the date of the General Meeting, i.e. on 16.06.2019 (record date), and the relevant written confirmation or electronic certification of shareholder's capacity must be submitted to the company no later than forty eight (48) hours before the set date of the General Meeting.

At the repetitive General Meeting, shareholders may participate under the same formal conditions as above. Shareholder's status must be held at the beginning of the fifth day before the date of the General Meeting, i.e. on 16.06.2019 (record date), and the relevant written confirmation or electronic certification of shareholder's capacity must be submitted to the company no later than forty eight (48) hours before the set date of the General Meeting.

Only the person who holds the shareholder status has the right to participate and vote at the General Meeting on the above mentioned record dates. It is noted that the exercise of the rights (participation and voting) does not imply the blocking of shares or any other similar procedure, which restricts the possibility of selling and transferring the shares, during the period between the record date and the date of the General Convention.

## **2. PROCEDURE FOR THE EXERCISE OF VOTING RIGHTS BY REPRESENTATIVE**

Each Shareholder may participate and vote either in person or by representative, by submitting an authorization to the Company as set out below, and may appoint up to three (3) representatives. If the Shareholder owns shares of the Company that appear in more than one securities account, the Shareholder may appoint different representatives in the General Meeting for the shares appearing in each securities account. The appointment and / or the revocation and / or replacement of a representative shall be made in writing and then deposited with the Company at its headquarters or sent by fax to the number 2310 572074 or by e-mail -mail at [investors@ascompany.gr](mailto:investors@ascompany.gr) at least forty-eight (48) hours prior to the date of the General Meeting. The representation form is posted / available on the Company's

website ([www.ascompany.gr](http://www.ascompany.gr)). In the event of non-compliance with the above deadline, Shareholders may participate in the General Meeting unless the General Meeting refuses their participation in any major cause justifying the denial. A representative acting for more than one Shareholders may vote differently for each Shareholder. The representative votes according to the instructions of the Shareholder, if any, and is required to archive the voting instructions for at least one (1) year from the date of the Ordinary General Meeting or Repeat General Meeting, in which he used the representative.

The representative of the Shareholder is obliged to disclose to the Company, prior to the commencement of the Annual General Meeting, any specific event that may be useful to the Shareholders to ascertain the existence of the risk that the representative may serve interests other than the interests of the Shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular when the representative: (a) is a Shareholder exercising control over the Company, or another legal entity or entity controlled by that Shareholder; (b) is a member of the Board of Directors or the general management of the Company or is a Shareholder exercising control over the Company or any other legal person or entity controlled by a shareholder exercising control over the Company; (c) is an employee or auditor of the Company or a Shareholder exercising control over the Company or any other legal person or entity controlled by a Shareholder exercising control over the Company; (d) is a spouse or relative of first degree with one of the natural persons referred to in (a) ) to (c). The Company's Statute does not provide the possibility to participate in the General Meeting by electronic means without the physical presence of the Shareholders at the venue or voting at the General Meeting from distance.

The company has made available on its website [www.ascompany.gr](http://www.ascompany.gr) the relevant form for the appointment of a representative. This form is filled in and signed by the shareholder at the offices of the company at: Ionias Street, 57013, Oreokastro, Thessaloniki, or sent through fax: 2310 572074 (Shareholder's Responsible Service, Mrs. Sonia Strikou) at least three (3) days before the date of the General Assembly, ie until 18.06.2019. The beneficiary shareholder is requested to confirm the

successful sending of the representative appointment form and the receipt by the company, by calling: 231057200.

### **3. MINORITY RIGHTS OF SHAREHOLDERS**

According to article 121 par. 4 of the Law 4548/2018, we inform the Messrs. Shareholders that, among other things, have the following rights provided for in Article 141 par. 2, 3, 6 and 7 of Law 4548/2018:

(a) At the request of the shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the company is obliged to include on the agenda of the General Meeting additional issues if the relevant application is received by the Board of Directors at least fifteen (15) days prior to the Ordinary General Meeting. The application for including additional items on the agenda is accompanied by a justification or draft decision for approval by the General Meeting. The revised agenda is published in the same way as the previous agenda, thirteen (13) days before the date of the General Meeting. At the same time, it is made available to the shareholders on the company's web site below, along with the justification or draft decision submitted by the applicant shareholders according to the provisions of article 123 par. 4 of Law 4548/2018. If these items are not published, the applicant shareholders, representing 1/20 of the paid up capital, are entitled to request the postponement of the General Meeting pursuant to paragraph 5 of article 141 of Law 4548/2018 and to make the publication themselves, as defined in the second subparagraph of article 141 par. 2, at the expense of the Company.

(b) At the request of the shareholders representing one twentieth (1/20) of the paid up share capital, according to the provisions of article 123 par. 4 of the Law 4548/2018, the Board of Directors makes available to the shareholders draft decisions on matters included in the original or revised agenda, not later than six (6) days prior to the date of the General Meeting, if the relevant request of the shareholders is received by the Board of Directors until seven (7) days prior to the date of the General Meeting.

(c) At the request of any shareholder submitted to the Company at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide to the General Meeting all required specific information on the affairs of the company, to

the extent that are useful for the actual assessment of the issues on the agenda. The Board of Directors may refuse to provide information on substantive grounds, which is recorded in the minutes. The Board of Directors may provide a single response to shareholder's requests, which have the same content. No obligation to provide information exists 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 is obliged to inform the General Meeting the amounts that were paid to each member of the BoD or the management of the company during the last two years, as well as any benefit provided to these persons by any reason. In all the aforementioned cases, the Board of Directors may refuse to provide information on substantive grounds, which is recorded in the minutes.

(e) At the request of shareholders representing one tenth (1/10) of the paid up share capital, the Board of Directors is obliged to provide information to the General Meeting regarding the course of corporate affairs and the assets of the company. The request shall be submitted to the company at least five full days before the General Meeting. The Board of Directors may refuse to provide the information for substantive reasons, which shall be recorded in the minutes. The aforementioned deadlines for the exercise of minority shareholders' rights also apply to Repeated General Meetings. In all the aforementioned cases, the requesting shareholders have to prove their shareholder's status and the number of shares they hold in exercise of the relevant right and, subject to the case of paragraph III above, the number of shares held in the exercise of the relevant right. Such proof shall also be furnished by submitting a certificate from the entity holding the relevant securities or a certificate by means of direct electronic link between the entity and the company.

#### **4. AVAILABLE DOCUMENTS & INFORMATION**

The information in article 123 par. 3 and 4 of Law 4548/2018, as in force, including the present invitation, the explanatory and introductory report of the Board of Directors on the items of the Agenda, the documents to be submitted to the General Assembly, the drafts of the decisions proposed by the Board of Directors on matters

on the Agenda, representation forms, fuller information on the exercise of these minority rights as defined in Law 4548/2018 as well as the total number of existing shareholders and voting rights will be made available in electronic form on the Company's website ([www.ascompany.gr](http://www.ascompany.gr)). Also, the Shareholders may receive the above documents in printed form from the offices of the company's registered office and the company will post free of charge to any shareholder upon their request.