

**INVITATION**  
TO THE SHAREHOLDERS OF THE SA COMPANY NAMED  
**"XENODOCHIAKAI- TOURISTIKAI- OIKODOMIKAI & LATOMIKAI EPICHIRISSIS O  
KEKROPS S.A."**  
TO ATTEND THE ANNUAL GENERAL MEETING

General Commercial Registry : 223301000  
(Former Registration No 13063/06/B/86/134)

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on the 01<sup>st</sup> of July 2019, Shareholders of the SA Company named **"XENODOCHIAKAI- TOURISTIKAI- OIKODOMIKAI & LATOMIKAI EPICHIRISSIS O KEKROPS S.A."**, are invited to the Annual General Meeting which will take place on **Tuesday the 23rd of July 2019 at 10:00 a.m.**, at the headquarters of the Company, in P. Psychiko, Attica, Dafnis 6 str., in order to discuss and decide on the following items of the Daily Agenda:

**DAILY AGENDA ITEMS**

1. Submission for approval of the Annual Financial Report for the fiscal year 01.01.2018 to 31.12.2018, prepared with the International Financial Reporting Standards (IFRS) and approved by the relevant Board of Directors' and the Certified Accountant Auditor's Reports.
2. Approval of the overall management of the Board of Directors for fiscal year 01.01.2018 – 31.12.2018 in accordance with article 108 of Law 4548/2018 and discharge of the Certified Accountant Auditor from any related liability for damages.
3. Appointment of the regular and substitute Certified Accountant Auditor for the audit of the company for the fiscal year 01.01.2019 to 31.12.2019 and pre-approval of their fees.
4. Conclusion and ratification of contracts under article 23A of CL. 2190/1920, as amended.
5. Approval of the compensation paid for the fiscal year 01.01.2018 – 31.12.2018 and pre-approval of the compensation for the fiscal year 2019.
6. Permission to the members of the Board of Directors of the Company as well as to the executives of the Company, to participate in the BoD or in the management of affiliated companies according to IAS 24 and IAS 27 and according to article 98 par.1 of L. 4548/2018 and to act under the Company's purpose.
7. Ratification of the Shareholders' Annual General Meeting decision of 24.05.2017 on the partial change in the use of funds that have been raised from the Company's share capital increase.
8. Amendment of the company's articles of association according to the provisions of L. 4548/2018 in order to article 183 of the same law.
9. Miscellaneous Items and Announcements

In case the quorum required under the Law in order to decide on the aforementioned items of the daily agenda is not obtained, the Shareholders are invited to a 1st Repetitive Annual General Meeting on **Tuesday 30th July 2019 at 10 a.m.** at the same place, without publishing any further invitation. The aforementioned items shall be on the daily agenda of the Repetitive Meeting, except for those items that have already been resolved.

## **A. RIGHT OF PARTICIPATION & VOTE**

In the Annual General Meeting, whoever appears as a shareholder in the Dematerialized Securities System files (DSS) which is managed by "Hellenic Central Securities Depository", where Company' securities are being held, is entitled to participate. Shareholding capacity is evidenced by any legal means and in any case based on information received by the company by the "Hellenic Central Securities Depository". Therefore, the Shareholder is not required to provide a written certification.

The shareholding capacity must exist on **18.07.2019** (Date of Record), that is on the beginning of the (5th) day before the date of the General Meeting on **23.07.2019** and the relevant written certification or electronic verification, regarding the shareholding capacity must be received by the Company on 20.07.2019, at the latest, that is on the third (3rd) day prior to the session of the General Meeting.

The aforementioned Date of Record applies in the case of the Repetitive General Meeting on 30th July 2019.

Towards the Company, only persons having shareholding capacity, on the Date of Record shall be entitled to participate and vote at the General Meeting. Any shareholder failing to comply with the deadlines according to article 128 par. 4 of L. 4548/2018, that is in case the shareholder does not submit in writing the appointment of proxy or representative to the Company at least forty eight (48) hours before the date of General Meeting, the General Meeting is entitled to refuse the participation for an important reason, which justifies its refusal. Each share gives the right to one (1) vote.

## **B. MINORITY RIGHTS OF SHAREHOLDERS**

A. At the request of Shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items on the daily agenda of the General Meeting which has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, no later than **08.07.2019**.

The additional items must be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122, at least seven (7) days prior to the General Meeting, no later than **16.07.2019**. The request for including additional items on the daily agenda is accompanied by an explanation or a draft decision for approval to the General Meeting at the revised daily agenda is published in the same way as the previous daily agenda, that is thirteen (13) days prior to the date of the General Meeting, no later than 10.07.2019 and at the same time it is made available to Shareholders through the Company's website, along with the explanation or the draft decision that is submitted by the Shareholders, in accordance with the provisions of the article 123 paragraph 4. If these additional items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting in accordance with paragraph 5 of Article 141 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of the present paragraph at the expense of the Company.

B. Shareholders representing one-twentieth (1/20) of the paid-up share capital, have the right to submit draft decisions for items which have been included in the initial or revised daily agenda of the General Meeting. The relevant request is received at least seven (7) days prior to the date of the General Meeting, no later than 16.07.2019, the draft decisions on the items, are submitted to the shareholders in accordance to the article 123 paragraph 3 of the

Law 4548/2018 at least six (6) days before the date of the General Meeting, no later than 17.07.2019.

C. Following a request of any Shareholder, which is submitted to the Company at least five (5) full days prior to the General Meeting, no later than 17.07.2019, the Board of Directors is obliged to provide to the General Meeting the information specifically requested concerning Company affairs, in so far as they are useful in order to actually assess the issues on the daily agenda. There is no obligation to provide information, if the relevant information is already available on the Company's website, especially in the form of questions and answers. At the request of Shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce in the Annual General Meeting the sums paid during the last two years to each member of the Board of Directors or to Company executives, as well as any benefit to the afore-mentioned individuals for any reason whatsoever or due to a contractual obligation of the Company with them. In all the above cases, the Board of Directors may refuse to provide the information for sufficiently important reason, which is recorded in the minutes. Such a reason may be, in the circumstances, the representation of the shareholders submitting the request to the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph, the Board of Directors may provide a single reply to shareholder requests having the same content.

D. At the request of shareholders representing at least one-tenth (1/10) of the paid-up capital which is submitted to the Company at least five (5) full days prior to the General Meeting, no later than 17.07.2019, the Board is obliged to provide to the General Meeting information on the course of Corporate Affairs and asset situation of the Company. The Board may refuse to provide such information on reasonable grounds, the reason for refusal is recorded in the minutes. Such a reason may be, the representation of the applicant shareholders on the Board, in accordance with articles 79 or 80 of the Law 4548/2018, provided that the respective members of the Board have received relevant information in a sufficient way.

In all above cases, the requesting Shareholders must demonstrate their status as shareholders, except the cases referred to in the first subparagraph of paragraph (G), as well as the number of shares they hold, at the time of exercise of their right. Proof of shareholding may be carried by any means and in any case based on information received by the company by the Central Securities Depository, according to article 40, paragraph five (5), of Law 4548/2018.

Corresponding deadlines for any exercise of rights of minority shareholders, apply in the case of Iterative General Meeting.

Detailed information on the said minority rights and the terms for their exercise is available at the Company's website ([www.kekrops.gr](http://www.kekrops.gr)).

### **C. PROCEDURE FOR EXERCISING VOTING RIGHTS BY PROXY**

A shareholder may participate in the General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. Legal entities may participate at the General Meeting by appointing up to three (3) physical persons as proxies. However, if a shareholder owns shares of the Company, that are held in more than one Investor Securities Account, such limitation will not prevent the shareholder from appointing separate proxies for

the shares appearing in each Account, in respect to the General Meeting. The provision of plenipotentiary is freely revocable. A proxy acting on behalf of more than one shareholder may vote differently for each shareholder.

A shareholder may appoint a proxy for one or more General Meetings and for a certain period of time. The proxy shall vote according to the instructions of the shareholder, if such instructions exist. In case of non-compliance of the proxy with the instructions received, shall not affect the validity of the decisions of the General Meeting, even if the proxy's vote will be decisive for achieving a majority.

A shareholder's proxy is obligated to notify the Company, before the start of the General Meeting about any specific event, which may be useful to shareholders in order to ascertain the risk that the proxy may serve other interests besides the interests of the shareholder. According to the meaning of the present paragraph, a conflict of interest may arise in particular when the proxy is:

- a) A shareholder that exercises control of the Company or other legal person or entity that is controlled by that shareholder,
- b) A member of the Board of Directors or in general of the Company's management or shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company,
- c) An employee or a certified auditor of the Company or a shareholder that exercises control of the company, or other legal person or entity that is controlled by a shareholder that exercises control of the Company,
- d) A spouse or relative in the first degree with one of the private individuals that are mentioned above in cases (a) to (c).

The appointment and the revocation of a shareholder's proxy is made in writing and is notified to the Company in the same manner, prior to the date of session of the General Meeting.

The Company has made available on its website ([www.kekrops.gr](http://www.kekrops.gr)) a form which can be used for appointing a proxy. This form completed and signed by the shareholder must be submitted to the Company's shareholders Service Department at the registered offices of Company, in P. Psychiko, Attica, Dafnis 6 str., or sent by Fax to +30 210-6714146, at least forty-eight (48) hours before the date of the General Meeting.

The beneficiary shareholder must confirm that the proxy' appointment form has been successfully received by the Company, by calling the number: +30 210-6712071.

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The information of article 123, par. 3 and 4 of Law 4548/2018 and in particular, the invitation to the Annual General Meeting, the total number of shares and voting rights, the forms of appointment of proxy, the documents to be submitted to the General Meeting, the draft decisions for each item of the daily agenda, other information related to the referred minority rights and the conditions of their exercise in accordance of article 141 of law 4548/2018, is available in hard copy from the Company's shareholders Service Department at the registered offices of Company, in P. Psychiko, Attica, Dafnis 6 str. and in electronic format on the Company's website ([www.kekrops.gr](http://www.kekrops.gr)).

P. Psychiko, 01.07.2019

THE BOARD OF DIRECTORS