



## **INVITATION TO THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

Following the decision of the Board of Directors and in accordance with the article 22 of the Articles of Association, our Company's shareholders are invited to the Extraordinary General Shareholders' Meeting on Monday, December 9<sup>th</sup> 2019, at 14:00, at 26 Amaroussiou – Halandriou Street.

### **SUBJECTS OF THE DAILY AGENDA**

1. Approval of: a) the Cross Border Merger Joint Plan dated October 25<sup>th</sup> 2019 regarding the absorption of the Company's 100% affiliate Cypriot limited liability company named "GR. SARANTIS CYPRUS LIMITED", pursuant to the provisions of Laws 3777/2009, 4601/2019, 4172/2013 and of Cypriot "Corporate Law (Chapter 113)", and b) the Company's Board of Directors report dated October 25<sup>th</sup> 2019, pursuant to a. 5 of Law 3777/2009.
2. Approval of the Cross Border Merger through the absorption of the Company's 100% affiliate Cypriot limited liability company named "GR. SARANTIS CYPRUS LIMITED", pursuant to the provisions of Laws 3777/2009, 4601/2019, 4172/2013 and of Cypriot "Corporate Law (Chapter 113)".
3. Appointment of a Company's representative to sign the cross border merger agreement before a notary and authorization of the Board of Directors to coordinate other matters arising from the aforementioned cross border merger.
4. Other announcements.

Should the quorum required by law not be achieved, the Repeated General Meeting of the Shareholders of the Company will take place on Monday, December 16<sup>th</sup> 2019, at 10:00, at the same place without the publication of a further invitation.

### **PARTICIPATION AND VOTING RIGHT**

Individuals and legal entities appearing as shareholders of the Company in the Dematerialized Securities System File of the Company, which is kept electronically with the company "Greek Central Securities Depository SA" (ATHEXCSD) at the beginning of the fifth (5<sup>th</sup>) day prior to the original general meeting, i.e. on December 4<sup>th</sup> 2019 (record date), are entitled to participate and vote. The aforementioned record date applies in the case of postponed or repeated meeting. Proof of shareholding status is based on information received by the Company directly through electronic connection with ATHEXCSD files. Those entitled to participate and vote at the General Meeting are only the individuals who qualify as shareholders on the aforementioned record date. The exercise of the above rights does not require blocking of shares or following any other similar processes that would restrict the possibility of sale and transfer of shares during the period between the Record Date and the General Meeting.

## **PROXY VOTING PROCEDURE**

Eligible shareholders may participate in the General Meeting in person or by proxy. Each shareholder may appoint up to three proxies. Legal entities may appoint up to three individuals as their proxies. A proxy statement for shareholders is available on the Company's website <http://ir.sarantis.gr/el-gr/home/sarantis-investor-relations-home-page> and may also be obtained in hard copy from the Company's Investor Relations Department (26 Amarousiou-Halandriou Street, Maroussi, tel.: +30 210 6173065). The completed and signed proxy statement must be submitted at the Company's Investor Relations Department, at the above address, at least 48 hours prior to the General Meeting. In the event of a Repeated General Meeting, proxy statements must be delivered to the Company as above at least 48 hours prior to the Repeated General Meeting. A proxy holder who represents more than one shareholder may vote differently for each shareholder.

A shareholder's proxy holder is required to notify the Company, prior to the General Meeting, of any specific facts that may be useful to the shareholders in assessing any potential risk that the proxy holder has a conflict of interest. A conflict of interest may arise especially when the proxy holder is:

- a) a controlling shareholder of the Company or a different legal entity controlled by such shareholder,
- b) a member of the Board of Directors or the management of the Company in general, or controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company,
- c) an employee or an auditor of the Company or controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company,
- d) a spouse or a first-degree relative with the individuals of cases a) to c) above.

The Articles of Association do not allow participation in the General Meeting through electronic means or for remote voting by the shareholders.

## **MINORITY SHAREHOLDERS RIGHTS**

- Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least 15 days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the previous agenda 13 days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 123 paragraph 4 of L. 4548/2018.
- Following a request of shareholders, representing 1/20 of the paid-up share capital, the Board of Directors makes available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 123 paragraph 4 of L. 4548/2018, at least 6 days before the General Meeting if the relevant request is communicated to the Board of Directors at least 7 days before the General Meeting.
- Following the request of any shareholder, communicated to the Company at least 5 full days before the General Meeting, the Board of Directors must provide to the General Meeting, the requested, specific information with respect to matters of the Company, as far as this information is useful for the actual assessment of the items on the agenda. At

the request of shareholders representing 1/20 of the paid-up share capital, the board of directors is obliged to announce to the general meeting the amounts that have been paid during the last two years to each member of the board of directors or to the Company's managers, as well as any benefits that were granted to them for any reason or on the basis of their contract with the Company. The Board of Directors may refuse to provide the information requested on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide an overall response to requests of shareholders of the same content. The obligation of providing information does not exist if the relevant information is already available on the Company's website, especially in a question and answer format.

- Following a request of shareholders representing 1/10 of the paid-up share capital which is communicated to the Company 5 full days before the General Meeting the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds which must be mentioned in the minutes.

Further information on the minority shareholders rights and their exercise is available on the Company's website <http://ir.sarantis.gr/el-gr/home/sarantis-investor-relations-home-page>.

In the aforementioned cases, the shareholders who are communicating a request must provide proof of their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right by any legal means. The shareholding is certified through online connection of the Company with ATHEXCSD.

This invitation, drafts of the resolutions to be proposed by the Board of Directors, as well as the other documents to be submitted to the General Meeting are available on the Company's website: <http://ir.sarantis.gr/el-gr/home/sarantis-investor-relations-home-page>.

Moreover, in the same link the total number of shares and voting rights at the time of the invitation per shareholder category is available as well.

The documents are also available to shareholders in hard copy from the Company's Investor Relations Department (26 Amarousiou-Halandriou Street, Maroussi, tel.: +30 210 6173065).