



# ELVALHALCOR

HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.

**NOTICE OF ANNUAL ORDINARY GENERAL MEETING  
TO THE SHAREHOLDERS OF THE COMPANY UNDER THE TRADENAME  
“ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.” AND  
DISTICTIVE TITLE “ELVALHALCOR S.A.”  
G.E.MI. No 303401000 (Gen. Electronic Commercial Reg.)**

As set out below and in compliance with the publicity rules laid down in the articles 122 and 123 of law 4548/2018, as it is in force today and following a decision of the Board of Directors of the Company, the Shareholders of «**ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.**» are hereby invited to attend the Company's Annual Ordinary General Meeting, to be held on Monday 25th of May, 2020, at 09:30 hours, at the conference room (1<sup>st</sup> floor) of «KANAL, ALUMINIUM CAN RECYCLING CENTER», 43 Amaroussiou-Halandriou Ave., in Maroussi, in order to discuss and take decision on the following items of the agenda:

**A. ITEMS OF THE A G E N D A:**

1. Approval of the annual financial statements (standalone and consolidated) of the Company for the fiscal year 2019, along with the relevant reports of the Board of Directors and of the Chartered Auditors on them.
2. Approval of the allocation of results for the fiscal year 2019 and the distribution of dividend.
3. Approval of the overall management that took place during the fiscal year 2019 and release of the Chartered Auditors from any liability for compensation for the fiscal year 2019.
4. Approval of the remuneration and fees paid to the members of the Board of Directors for the fiscal year 2019 and pre-approval of payment of their respective remuneration and fees for the fiscal year 2020.
5. Approval of the Company's Remuneration Report for the fiscal year 2019 (article 112 of Law 4548/2018, as in force).
6. Election of an audit firm for the statutory audit of the Company's financial statements for the fiscal year 2020 and approval of its remuneration.
7. Election of new members of the Board of Directors and designation of the independent members of the Board of Directors.
8. Election of the members of the Audit Committee pursuant to article 44 of Law 4449/2017.
9. Financing own participation of an investment project according to the provisions of D.L. 4399/2016 of financed cost 60,345,800.00 Euro.
10. Issue of a common bond loan.

11. Grant of permission, in accordance with article 98, paragraph 1, of Law 4548/2018, as in force, to the members of the Board of Directors and the Company's managers to participate in Boards of Directors or in the management of the Group's subsidiaries and affiliates pursuing the same or similar purposes.
12. Other announcements.

According to article 121, par. 4 of law 4548/2018, the Company informs the shareholders on the following:

#### **B. RIGHT TO ATTEND THE GENERAL MEETING**

Any person, listed as a shareholder in the electronic registry of the Dematerialized Securities System (D.S.A.T.), managed by "HELLENIC EXCHANGES, S.A." (HELEX), in which the company's shares are held, has the right to attend the General Meeting.

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 central securities depository, if it provides registry services, or through the participants and registered intermediaries in the central securities repository in any other case.

The capacity to act as a shareholder must be held on 20.05.2020 (record date) i.e. at the beginning of the fifth (5th) day before the date of the General Meeting of 25.5.2020, as stipulated by the Article 124 paragraph 6 of law 4548/2018. As far as the company is concerned it is considered that only the person holding the shareholder's ownership at the respective recording date is entitled to participate and vote in the General Meeting. The above record date (20.5.2020) also applies in case of a postponement or a repeat session, provided that the postponement or the repeat session does not take place more than thirty (30) days from the record date. If this is not the case or if in the case of the repeat general meeting a new invitation is published, anyone, who holds the capacity to act as a shareholder at the beginning of the 3<sup>rd</sup> day prior to the date of the general meeting which follows the postponed one or the repeat general meeting, is entitled to participate in the general meeting.

#### **C. MINORITY SHAREHOLDERS RIGHTS**

1. By request of shareholders, representing the one twentieth (1/20) of the paid-up share capital, the board of directors is obliged to convene an extraordinary general meeting of the shareholders, setting a date for this meeting, which must not be later than forty-five (45) days from the date of service of the request to the chairman of the board of directors. The request includes the item of the agenda. In case no general meeting is convened by the board of directors within twenty (20) days from the service of the relevant request, the convocation is made by the requesting shareholders at the company's expense, by a court decision issued following the procedure of interim measures. This decision sets the place and date of the meeting

as well as the agenda. The decision is not challenged by legal remedies. The management board convenes the general meeting in accordance with the general provisions.

2. At the request of shareholders representing the one twentieth (1/20) of the paid-up share capital, the board of directors is obliged to include additional items in the agenda of the general meeting, which has already been convened, if the relevant request is communicated to the board of directors at least fifteen (15) days prior to the general meeting, i.e. until 10.5.2020. The additional items of the agenda must be published or disclosed, under the responsibility of the board of directors, in accordance with Article 122 of law 4548/2018 at least seven (7) days prior to the general meeting, i.e. until 18.5.2020. The request to include additional items in the agenda is accompanied by a justification or a draft decision for approval by the general meeting and the revised agenda is published in the same manner as the previous agenda, thirteen (13) days prior to the date of the general meeting, i.e. until 12.5.2020 included, and at the same time it is made available to the shareholders on the company's website along with the justification or the draft resolution that has been submitted by the shareholders, according to the provisions of article 123 paragraph 4 of law 4548/2018. If these items of the agenda are not published, the requesting shareholders are entitled to request the postponement of the general meeting in accordance with paragraph 5 and to operate the publication by themselves, as stipulated by the second subparagraph of this paragraph, at the company's expense.

3. Shareholders representing the one twentieth (1/20) of the paid-up share capital have the right to submit draft resolutions concerning items included in the original or any revised agenda of the general meeting. The relevant request must be communicated to the board of directors at least seven (7) days prior to the date of the general meeting, i.e. until 18.5.2020, the draft decisions being made available to the shareholders, according to the provisions of paragraph 3, article 123 of law 4548/2018, at least six (6) days prior to the date of the general meeting, i.e. until 19.5.2020.

4. The board of directors is not obliged to include items in the agenda or to publish or disclose them along with justifications and draft resolutions, submitted by the shareholders, according to the above paragraphs 2 and 3 respectively, in case their content obviously contradicts the law and bonos mores.

5. Upon request by a shareholder or shareholders representing the one twentieth (1/20) of the paid-up share capital, the President of the meeting is obliged to postpone only once the taking of a resolution by the general meeting, ordinary or extraordinary, for all or some items of the agenda, setting as date of resumption of the meeting the date set in the request of the shareholders, which may not be later than twenty (20) days from the date of the postponement. The general meeting which follows a postponed one, constitutes a continuation of the previous one and the publicity formalities of the invitation of shareholders may need not be repeated. New shareholders may also participate, provided that the relevant participation

formalities are complied with. For the rest, paragraph 6 of Article 124 of law 4548/2018 applies.

6. Following a request of any shareholder submitted to the Company at least five full days before the general meeting, i.e. until 19.5.2020, the board of directors is obliged to provide the general meeting with the specific information requested concerning the Company's affairs, in so far as these are relevant to the items on the agenda. The board of directors may respond in a unified way to shareholders' applications with the same content. No obligation to provide information exists when the relevant pieces of information have already been available on the Company's website, especially in the form of questions and answers.

7. Following the request of shareholders representing the one twentieth (1/20) of the paid-up share capital, the board of directors is obliged to announce to the general meeting, in case the latter is ordinary, the amounts that during the last two years were paid to each member of the Board of Directors or to the Directors of the Company, as well as any benefit to such persons from any cause or contract of the Company with them. The Board of Directors may respond in a unified way to shareholders' applications with the same content. In all the above cases, the board of directors may refuse to provide the pieces of information on the grounds of a substantial reason which is mentioned in the minutes. Such a reason may be, occasionally, the representation of the requesting shareholders in the board of directors in accordance with paragraphs 79 or 80 of law 4548/2018.

8. Following the request of shareholders representing the one tenth (1/10) of the paid-up share capital which is submitted to the Company within the time limit of paragraph 6 herein above, the board of directors is obliged to provide the general meeting with information on the course of corporate affairs and the financial situation of the Company. The board of directors may refuse to provide the information on the grounds of a substantial reason to be mentioned in the minutes. Such a reason may be, occasionally, the representation of the requesting shareholders in the board of directors in accordance with paragraphs 79 or 80 of law 4548/2018, provided that the corresponding members of the Board of Directors have received the relevant information in an adequate manner.

9. In the above cases of paragraphs 6, 7 and 8, any dispute as to whether or not the reason for refusing to provide information is substantiated or not, is resolved by the one-member court of first instance of the Company's registered office, by virtue of a decision issued in the interim measures. By virtue of the same decision the court also obliges the Company to provide the information that it has refused. The decision is not challenged by legal remedies.

10. Upon shareholders' request, representing the one twentieth (1/20) of the paid-up share capital, voting on an item or items on the agenda shall take place by means of open vote.

11. In all the above cases, the requesting shareholders must prove their capacity to act as shareholders and, except in the case of the first subparagraph of paragraph 6, the number of shares they hold during the exercise of the relevant right. Proof of the capacity to act as shareholder may take place by means of any legal means and, in any case, on the basis of information received by the company from the central securities depository, if it provides registry services, or through the participating and registered intermediaries at the central repository of securities in any other case.

#### **D. PROCEDURE TO BE FOLLOWED IN ORDER TO EXERCISE VOTING RIGHTS THROUGH A REPRESENTATIVE**

Each share embodies the right of one vote in the general meeting.

Any shareholder is entitled to participate and vote in the general meeting. The shareholder participates in the General Meeting and votes either in person or through representatives. Each shareholder may appoint up to three (3) representatives. However, if the shareholder owns shares of the Company that appear in more than one securities account, this limitation does not prevent the particular shareholder from appointing different representatives for the shares appearing in each securities account in relation to the General Meeting. A representative acting on behalf of more than one shareholder may vote differently for each shareholder.

Legal persons participate in the general meeting through their representatives.

The shareholder may appoint a representative for one or more general meetings and for a certain time period. The representative votes in accordance with the shareholder's instructions, if any, and is obliged to create an archive with the voting instructions for at least one (1) year, from the date of the general meeting or, in case of a postponement, the last repeating meeting during which has made use of the proxy. The non-compliance of the representative with the instructions he has received does not affect the validity of the decisions of the general meeting, even if the representative's vote was decisive for achieving the majority. The provisions of Article 128 (4) and (5) of law 4548/2018 apply for the appointment and revocation or replacement of the representative and the obligations of the shareholder's representative.

The shareholder's representative is required to notify the Company, prior to the commencement of the general meeting, any specific event that may be useful to shareholders to assess the risk that the representative may serve interests other than the interests of the represented shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular in any case the representative:

(a) is a shareholder exercising control over the Company or is another legal entity or entity controlled by this shareholder, (b) is a member of the board of directors or of the administration of the Company in general or of a shareholder exercising control over the Company, or of another legal entity or of an entity that is controlled by a

shareholder exercising control over the Company, (c) is an employee or auditor of the Company or of a shareholder exercising control over the Company, or of any other legal entity or of an entity that is controlled by a shareholder exercising control over the Company, (d) is a spouse or a first degree relative with one of the natural persons mentioned in sections (a) to (c) above.

The appointment and revocation of a shareholder's representative takes place in writing and is notified to the Company by means of the same formalities, at least forty eight hours (48) hours before the date of the general meeting. The Company will make available on its website (<https://www.elvalhalcor.com/el/investor-relations/shareholder-information/shareholders-meetings/>) the form that can be used for the appointment of a representative. The proxy/appointment form, filled in and, legally, signed: (a) with regard to a shareholder/physical person, along with copies of the IDs(both sides) or Passports of the Shareholder and of the Shareholder's representative and (b) with regard to a shareholder/legal person, along with copy(ies) of the ID(s)(both sides) or Passport(s) of the Shareholder's legal representative(s) and the document(s) that attest the legal representative's(s') identity and powers of representation, are returned by the shareholder, physical or legal person, whatever the case is, at least forty eight (48) hours prior to the date of the scheduled General Meeting either to the Company's Shareholders and Corporate Announcements Department to the following address: 16, Himaras Str., 15125 Maroussi, or, by e-mail, to the electronic address: [ir@elvalhalcor.com](mailto:ir@elvalhalcor.com). The beneficiary is responsible for confirming the successful and prompt transmission and receipt by the Company of the proxy/appointment form with the appropriate documents, as above, by calling tel:+302262048640 (Mr. Alexandros Kompotis).

It is further noted that, due to COVID-19 pandemic and the measures to protect the public health, which have been taken by the Greek State i.e., among others, restrictions in citizens' movements, prohibition of public meetings (maximum limit of ten persons), Shareholders may participate in the General Meeting, appointing, as their representative, Company's employee(s), who have been already appointed by the Company in order to facilitate the process and represent the Shareholders in the General Meeting, exercising, on their behalf, their voting right, according to the written voting instructions of the Shareholders. Therefore, those from the Shareholders, who wish to take the advantage of the above offer, due to the restrictions in citizens' movement and in public meetings that have been imposed on by the Greek State, are kindly requested to contact the Company by calling tel:+302262048640 (Mr. Alexandros Kompotis). And in this case, the proxy/appointment form along with the rest documents, as above, shall have to be received by the Company, as described hereinabove in all aspects, and within the above period, at least forty eight (48) hours prior to the date of the scheduled General Meeting.

#### **E. ALTERNATIVE WAYS OF PARTICIPATING IN THE GENERAL MEETING**

Moreover, it is noted that Shareholders who are entitled to participate in the General Meeting, may participate in the General Meeting, without physical presence

at the place of the General Meeting, taking advantage of alternative ways of participation and, specifically, the following:

**(1) Remote participation, in real time, in the General Meeting.**

Shareholders, who are entitled to participate in the General Meeting, may participate in the General Meeting, by teleconference, in real time, without physical presence at the place of the General Meeting.

Shareholders who are entitled to participate in the General Meeting, by teleconference, shall have to submit, at least forty eight (48) hours prior to the date of the scheduled General Meeting either by sending to the Company's Shareholders and Corporate Announcements Department to the following address: 16, Himaras Str., 15125 Maroussi, or, by e-mail, to the electronic address: [ir@elvalhalcor.com](mailto:ir@elvalhalcor.com), the following details:

- Full name (for physical persons)/Company's name (for legal entities)
- Father's name (for physical persons)
- Legal representative's (s') full name(s) (for legal entities)
- Address (for physical persons)/Registered office (for legal entities)
- ID No/Passport No (for physical persons)/General Commercial Registry No (for legal entities)
- Tax Registration No
- Number of shares
- Investor's Account No on D.S.S.
- Securities Account No on D.S.S.
- Contact details (e-mail address and telephone),

by filling in and legally signing the Declaration of Participation, by teleconference, which the Company has made available on its website (<https://www.elvalhalcor.com/el/investor-relations/shareholder-information/shareholders-meetings/>) and, by sending, simultaneously, within the above same period, to the electronic address:

[ir@elvalhalcor.com](mailto:ir@elvalhalcor.com): (a) with regard to a shareholder/physical person, a copy of the ID(both sides) or Passport of the Shareholder and, in case of appointment of a representative, a copy of the ID(both sides) or Passport of the Shareholder's representative and (b) with regard to a shareholder/legal person, copy(ies) of the ID(s)(both sides) or Passport(s) of the Shareholder's legal representative(s) and the

document(s) that attest the legal representative's(s') identity and powers of representation, according to law. In case of appointment of a representative, Shareholders shall also have to submit, in the same manner, and within the same period, apart from the Declaration of Participation, by teleconference, and the above documents, the proxy/appointment form as well, referred to in section D. herein above (D. PROCEDURE TO BE FOLLOWED IN ORDER TO EXERCISE VOTING RIGHTS THROUGH A REPRESENTATIVE). The beneficiary is responsible for confirming the successful and prompt submission and receipt by the Company of the Declaration of Participation, by teleconference, along with the appropriate documents, as above, by calling tel:+3022620 48640 (Mr. Alexandros Kompotis).

The remote participation in the General Meeting, in real time, by teleconference, of Shareholders who are entitled to participate in the General Meeting and shall have completed on time the above mentioned procedure, shall be effected through the program (software) Cisco Webex. More specifically, Shareholders, at their own discretion, may:

- 1) either download the application, which is available free-of-charge through (URL): <https://www.webex.com/downloads.html/>
- 2) or join from a compatible web browser ( <https://help.webex.com/en-us/nki3xrq/Webex-Meetings-Suite-System-Requirements> )

In relation to the above, the Company shall send, by e-mail, to the electronic address that shall have been declared by Shareholders (and which must not be linked with pre-existing account of the Cisco Webex platform), according to their instructions in the Declaration of Participation, by teleconference, the link for activating their account. Subsequently, Shareholders will have to activate their account by clicking the link, in order to activate their credentials such as the username and the password which the Company will provide. By using those credentials the Shareholders will gain access to the General Meeting's web conferencing. In the above web conferencing the electronic ballot will be available, which Shareholders may fill in, exercising their relevant voting right, during the Ordinary General Meeting of the Company and until the end of the works of the General Meeting.

Any further instructions with regard to the participation in the General Meeting, by teleconference, may be notified by the Company to Shareholders, in the manner mentioned hereinabove.

For any questions, Shareholders may contact the Company's Shareholders and Corporate Announcements Department, by calling tel:+3022620 48640 (Mr. Alexandros Kompotis).

## **(2) Remote voting on the agenda items of the General Meeting (Vote by mail).**

Shareholders, who are entitled to participate in the General Meeting, may vote, by mail, on the agenda items of the General Meeting. This voting procedure is conducted before the General Meeting. Therefore, those from the Shareholders who wish to vote on the agenda items of the General Meeting, by mail (Vote by mail), are



informed that the Company has made available the Ballot Paper on the Company's website (<https://www.elvalhalcor.com/el/investor-relations/shareholder-information/shareholders-meetings/>) where the Notice of the Board of Directors to attend the General Meeting, including the agenda items, as well as the draft decisions on the agenda items of the General Meeting, are also available. The original Ballot Paper, filled in and, legally, signed, must be returned by Shareholders, physical or legal persons, by mail, to the address of the registered office of the Company (2-4 Mesogeion Ave., 11527 Athens), while a copy of the Ballot Paper must be sent, by e-mail, to the electronic address: [ir@elvalhalcor.com](mailto:ir@elvalhalcor.com), twenty four (24) hours before the commencement of the General Meeting at the latest. The beneficiary is responsible for confirming the successful and prompt sending and receipt by the Company of the Ballot Paper, by calling tel:+302262048640 (Mr. Alexandros Kompotis). And in this case, Shareholders who exercise their voting right, by Vote by mail, shall have to abide with all the rules applying to the legalization of Shareholders i.e. these Shareholders shall have: (a) to send to the Company and the Company shall have to have received, all the appropriate documents (copy of ID or Passport, documents attesting the legal representative's (s') identity and powers of representation etc.), as described hereinabove, at least forty eight (48) hours prior to the date of the scheduled General Meeting and (b) to confirm the successful sending and prompt receipt by the Company of the required documents, by calling tel: +302262048640 (Mr. Alexandros Kompotis).

It is noted that Shareholders who exercise their voting right, by Vote by mail, are counted for the formation of a quorum and majority, on the condition that the votes have been received by the Company twenty-four (24) hours before the commencement of the General Meeting at the latest.

## **F. DOCUMENTS AND INFORMATION AVAILABLE**

The pieces of information mentioned in paragraphs 3 and 4 of Article 123 of law 4548/2018, including the Invitation to convene the General Meeting, the representative appointment form and the full text of the draft decisions /recommendations on the items on the agenda, the detailed information on the exercise of the minority rights as well as the declaration form for the participation in the General Meeting, by teleconference, and the ballot paper are available in electronic form on the Company's website (<https://www.elvalhalcor.com/el/investor-relations/shareholder-information/shareholders-meetings/>). The full text of the draft decisions /recommendations and the documents provided for in paragraphs 3 and 4 of article 123 of law 4548/2018 will be available in hard copies well at the offices of the Company's Shareholders & Corporate Announcements Department, at 16 Himaras Str., 15125 Maroussi. All the above-mentioned documents and the present Invitation, the total number of existing shares and voting rights (in total and per category of shares), the forms for voting through a representative as well as the declaration form for the participation in the General Meeting, by teleconference, and the ballot paper are available in electronic form on the Company's website

(<https://www.elvalhalcor.com/el/investor-relations/shareholder-information/shareholders-meetings/>).

Athens, 30/4/2020

THE BOARD OF DIRECTORS