

# alphatrust andromeda

L. 3371/2005, Company, License: Hellenic Capital Market Commission Decision  
5/192/6.6.2000 Headquarters: Kifissia  
General Commercial Register (G.C.R.): 003882701000

## **INVITATION of shareholders to the Annual Ordinary Shareholders Meeting**

I. Pursuant to the resolution of the Board of Directors and in accordance with the Greek law and the Company's Articles of Incorporation, shareholders of ALPHA TRUST ANDROMEDA are hereby invited to participate **remotely in real time by teleconference due to the extraordinary situation and within the preventive measures for the spread of Covid-19**, in the Annual Shareholders Meeting which will take place on Monday, June 22, 2020 at 16:00 hours from the Company's headquarters at 7, Kavalieratou T. Street in Kifissia, in order to resolve upon the following Agenda:

1. Submission and approval of the Financial Statements for the fiscal year 01.01.2019 – 31.12.2019, the Management Report of the Board of Directors and the Auditors' reports.
2. Approval of the total management of the members of the Board of Directors during the fiscal year 01.01.2019 - 31.12.2019 according to article 108 of the law 4548/2018 and exemption of the auditors from any liability for the financial year 1.1.2019 -31.12.2019.
3. Approval of the Remuneration Report of the financial year 01.01.2019 – 31.12.2019.
4. Election of a Certified Auditor and its deputy for the fiscal year 01.01.2020- 31.12.2020 and determination of their fees.
5. Determination of the Board members' remuneration. Approval of their fees for the previous fiscal year and pre-approval of their fees for the next fiscal year.
6. Granting of authorization and approval to members of the Board of Directors to perform acts in accordance to article 98 par. 1 of Law 4548/2018.
7. Approval of extension of the duration of the agreement with the external investment manager, ALPHA TRUST MUTUAL FUND AND ALTERNATIVE INVESTMENT FUND MANAGEMENT S.A., as in force, according to the provisions of the aforementioned agreement and Law 4209/2013.
8. Update from the Chairman of the Audit Committee to the shareholders on the proceedings of the Audit Committee
9. Remuneration of the President of the Audit Committee.
10. Election of the Remuneration Committee.
11. Reduction of the share capital by the amount of 300.852,00 euro, by reducing the nominal value of the company share, which will consequently amount from € 14,50 to € 13,75 each, in order to return capital to the shareholders of an amount of € 0,75 per share and relevant amendment of article 5 of the articles of association.
12. Termination of the Programme of purchase of own shares which was approved by the Extraordinary General Meeting of 10.09.2018.
13. Decision for the purchase of own shares, in accordance with the provisions of article 49 of L.4548/2018.
14. Miscellaneous announcements.

In case of no-quorum according to the law, for all or part of the daily agenda issues shareholders are invited to a Repeat General Meeting, on Monday, June 29, 2020 at 16:00 from the Company's offices Kavalieratou T. 7, Kifissia.

It is noted that no new invitation to the Repeat General Meeting will be published, in accordance with article 130 par. 2 section c of Law 4548/2018, as in force.

**In accordance with the provisions of par.2 of art.33 of the Legislative Content Act (Government Gazette A' 68/20.03.2020) which was ratified by Law 4683/2020 (Government Gazette A' 83/10.04.2020), the General Meeting of June 22nd, 2020 and any Repeat General Meeting, will take place remotely, in real-time by teleconference and the use of electronic means, without the physical presence of Shareholders at its venue, under the conditions of art.125 of Law 4548/2018 and the specific provisions in the present invitation.**

Furthermore, pursuant to articles 121 of Law 4548/2018, the Company informs shareholders of the following:

**a. Entitlement to participate and vote in the General Shareholders' Meeting**

Every shareholder is entitled to participate and vote at the General Meeting. Each Company share bears one (1) voting right at the General Meeting.

Any person appearing as a shareholder at the registry of the Dematerialized Securities System managed by the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.", in which the shares of the Company are recorded, is entitled to participate in the Ordinary General Meeting at 22.06.2020 and the Repeat General Meeting at 29.06.2020. Proof of shareholder status should be made by presenting relevant written certification from the above mentioned Central Securities Depository or alternatively, proof of shareholder status can be made through direct electronic link-up of the Company with the records of the Dematerialized Securities System. Shareholder status should exist at the latest by the beginning of the fifth (5<sup>th</sup>) day prior to the General Meeting, dated 22.06.2020 that is at the beginning of 17.06.2020 (record date), and the relevant written certification or the electronic verification of shareholder status must be received by the Company by the third (3<sup>rd</sup>) day before the date of the General Meeting namely including the 19.06.2020, during business days and hours.

Towards the Company, a shareholder is deemed to have the right to participate and vote at the General Meeting, if he is shareholder at the respective record date.

**b. Remote participation and vote at the General Meeting in real-time by teleconference**

In order for Shareholders to participate and vote at the Annual Shareholders Meeting of June 22nd, 2020 and any Repeat General Meeting, which will take place remotely, in real-time by teleconference, without their physical presence, they or, their proxies, must create and use an electronic shareholder account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr>. In order to access the electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the data registered in the Dematerialized Securities System and have been provided to the Company by the Hellenic Central Securities Depository as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Decision No 8 of the Hellenic Central Securities Depository, "Services to facilitate shareholder identification in remote general meetings & provision of 2-factor authentication when investors access ATHEXCSD electronic services", shareholders must provide or update the information above, in order to create the account.

For this purpose, shareholders are requested to contact without delay the Operator of their Account where the shares of the Company are kept, or any other intermediary, that provides them with custody services for the shares of the Company, as the case may be, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent by the Company via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [m.salamoura@alphatruster.gr](mailto:m.salamoura@alphatruster.gr) or by telephone at +30 210 6289200 (daily between 09.00 –17.00).

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at +30 210 3366120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders that will participate at the General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting. Therefore, shareholders will have the ability to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally during the General Meeting,
- c) vote in real time during the GM on the matters of the daily agenda
- d) receive information on the recording of their vote.

### **c. Procedure for voting by proxy.**

The shareholder may participate in the General Meeting and may vote either in person or by proxy. Each shareholder may appoint up to three (3) proxy holders.

A proxy holder may vote, according to instructions, if any, received by the shareholder. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Any noncompliance of the proxy holder with the instructions he received, does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in reaching the majority, in accordance with Article 128, paragraph 3, par. c 'of L v.4548 / 2018.

Prior to the commencement of the General Meeting proceedings, the proxy holder must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder.

Conflict of interest may arise especially when the proxy voter:

- (a) is a controlling shareholder of the Company or is another entity controlled by such shareholder;
- (b) is a member of the board of directors or the broader management of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (c) is an employee or an auditor of the Company, or a controlling shareholder or an entity controlled by such shareholder;
- (d) is a spouse or close relative (1st degree) of a natural person referred to in (a) to (c) hereinabove.

In addition, the shareholder's proxy person shall keep record of the voting instructions for at least one (1) year, from the date of the General Meeting or, in the event of a postponement, of the last repeat meeting in which he has used the proxy.

Legal persons participate in the General Assembly through their representatives.

The appointment and revocation or replacement of the representative or the proxy person of the shareholder shall in any case be made in writing and shall be submitted to the company at least forty-eight (48) hours before the scheduled date of the meeting, ie by 20.06.2020 at the latest and 16:00 for the initial Annual General Meeting and no later than 27.06.2020 at 16:00 for any Repeat.

Specifically for shareholder participation by proxy at the General Meeting on 22 June 2020 or any Repetitive Meetings, remotely in real-time by teleconference, shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 16:00 on 20.06.2020 at the latest).

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in b. above.

The Company has available at its corporate website ([www.andromeda.eu](http://www.andromeda.eu)) the form to be used for appointing a proxy voter. The said form shall be filled in and submitted signed by the shareholder at the Company's Shareholder Services Department on 21 Tatoiou Str. 145 61 Kifissia (Shareholder Services Department, Mrs Mary Salamoura, tel. ++30 210 6289200) or sent via fax at ++30 210 6234242 at least three (3) days before the date of the General Meeting or any Repeat Meetings of the above. The lawful beneficiary shareholder is called upon to take all necessary measure for confirming the successful submission of the proxy form and its receipt by the Company by calling: ++30 210 6289200.

#### **d. Minority Rights**

In relation to the Ordinary General Meeting and in accordance with article 121 par. 4 f. Aa of Law 4548/2018 in combination with article 141 of law 4548/2018, the shareholders of the Company also have the following rights:

(a) If shareholders representing 1/20 of the paid-up share capital of the Company so request, the Company's Board of Directors is obliged to include additional topics in the Agenda of the General Meeting, provided that the said request is communicated to the Board by 05.06.2020, i.e. at least fifteen (15) days prior to the Ordinary General Meeting. The said request on additional topics to the daily agenda should be accompanied by justification or a draft resolution to be approved by the General Meeting and on 09.06.2020, i.e. 13 days prior to the Ordinary General Meeting, the revised agenda should be disclosed in the same manner as the previous agenda, and at the same time made available to shareholders through the Company's website, along with the justification or draft resolution tabled by the shareholders, in accordance with the provisions of article 123 par. 4 of the Law 4548/2018. If these topics are not disclosed, 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 disclose them themselves, according to the law, at the company's expense.

(b) Shareholders, representing one twentieth (1/20) of the Company's paid up share capital are entitled to request to submit draft decisions for items which have been included in the initial or possibly revised Daily Agenda provided that the said request is communicated to the Board by 15.06.2020, i.e. at least seven (7) days prior to the General Meeting, while the draft decisions shall be made available to the shareholders in accordance with paragraph 3 of article 123 of law 4548/2018 no later than 16.06.2020, ie at least six (6) days before the date of the general meeting.

(c) If any shareholder so requests, and provided that the said request is filed with the Company by 17.06.2020, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the specific requested information

regarding the affairs of the Company, insofar as such information is relevant to a proper assessment of the items on the daily agenda. The obligation to provide information does not apply in the event that such information is already available through the Company's website, particularly in the case of frequently asked questions. Also, at the request of shareholders representing one twentieth (1/20) of the paid up capital, the Board of Directors is obliged to announce to the General Meeting, if tactical, the sums paid over the last two years to each member of the Board of Directors or the directors of the company, as well as any benefit to such persons from any cause or contract of the company with them. In all the above cases, the board of directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders on 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 respond in a single application to shareholders with the same content.

(d) At the request of shareholders, representing one tenth (1/10) of the paid up capital submitted to the company until 17.06.2020, ie at least five full days before the general meeting, the Board of Directors is obliged to provide the general meeting information on the course of corporate affairs and the assets of the company. The board of directors may refuse to provide the information for substantive reasons, which shall be recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders on the board of directors, in accordance with Articles 79 or 80 of Law 4548/2018, provided that the relevant members of the board of directors have received the relevant information in an adequate manner.

Similar deadlines for the exercise of minority shareholders' rights also apply in the case of a repeat general meeting.

In all the cases mentioned above, the requesting shareholders must prove their shareholding and the number of shares they hold in the exercise of the relevant right. Such proof shall also be the presentation of a certificate by the entity in which the relevant securities are held or the certification of the shareholding by direct electronic link between the company and the Company.

#### **d. Available documents and information**

The information referred to in Article 123 (3) and (4) of Law 4548/2018, in particular the Invitation to convene the General Meeting, the total number of shares and voting rights that the shares incorporate at the date of the invitation, the forms to be used for the exercise of voting rights through a representative or proxy person, the full text of the documents to be submitted to the General Meeting, the draft decisions or (if no decision has been proposed) comments of the board of directors on the matters of the agenda, draft decisions proposed by the shareholders, according to article 141 par. 3 of law 4548/2018, other information regarding the rights of the Company's shareholders and other information, referred to in article 123 par. 3 and 4 of law 4548/2018, are available (posted) to the Company's official website [www.andromeda.eu](http://www.andromeda.eu) and the Company's Shareholders Service (Shareholder Service, 21, Tatoiou Str., 145 61 Kifissia, Mrs Mary Salamoura tel. ++30 210 6289200), from which interested parties can receive hard copies without charge.

Kifissia, 29 May, 2020

The Board of Directors