



# ΠΛΑΣΤΙΚΑ ΚΡΗΤΗΣ

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PLASTIKA KRITIS

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Heraklion, October 21, 2020

## INVITATION

addressed to the Shareholders of the S.A. Company

**PLASTIKA KRITIS INDUSTRIAL AND COMMERCIAL S.A. COMPANY**

to attend the Extraordinary General Meeting

Registration Number for SA companies: 11326/70/B/86/39 - General Commercial Registry  
Number: 77082927000

By decision of the Board of Directors and in accordance with Law 4548/2018 and the Articles of Association of the Company, the shareholders of PLASTIKA KRITIS S.A. headquartered in the Industrial Area of Heraklion – Crete, P Street, are invited to an Extraordinary General Meeting on Thursday, November 12, 2020 at 13:00, at the company's offices in the Heraklion Industrial Area, in order to discuss and decide on the following items on the agenda:

1. Increasing the share capital of the company by capitalization of retained profits, by increasing the nominal value of each share, and by amending article 5 of the Articles of Association.
2. Amending article 20 of the Articles of Association regarding the composition of the Board of Directors.
3. Ratification of the replacement of the resigned members of the Board of Directors, election of its new members and appointment of its independent members in accordance with Law 3016/2002.
4. Appointment of members of the Auditing Committee.
5. Other matters

## I. Right to Participate in the General Meeting

The Shareholders registered in the Company's intangible shares electronic registry that is kept in the "Hellenic Stock Exchanges - Athens Stock Exchange SA" ("EXAE") have the right to participate and vote in the Company's General Meeting in the beginning of the fifth day preceding the meeting of the General Meeting; i.e. on November 7, 2020 ("Record Date"). The electronic certification regarding shareholder structure ought to arrive at the Company no later than three days before the General Meeting; i.e. by November 9, 2020. Every share is entitled to one vote.

It should be noted that no share lock-up is necessary anymore for the Shareholders to participate in the General Meeting, nor are they required to undergo another similar procedure that limits the possibility of selling and transferring shares during the period between the record date and the date of the General Meeting.

## **II. Procedure for exercising the right to vote through a representative**

The Shareholders who have the right to participate in the General Meeting can vote either in person or through representatives. Each Shareholder can appoint up to three (3) representatives. Legal entities can participate in the General Meeting by appointing up to three (3) natural persons as their representatives.

Representation forms for the appointment of a representative are available on the Company's website ([www.plastikakritis.com](http://www.plastikakritis.com)) and the Company's Headquarters located in the Heraklion Industrial Area, P Street, Heraklion (Shareholder Service). Said representation forms should be filled in, signed, submitted, and delivered to the Company's Head Offices, Heraklion Industrial Area, P street, Heraklion (Shareholder Service), at least two (2) days before the date of the Extraordinary General Meeting i.e. by Tuesday, November 10, 2020.

A representative acting for more than one Shareholder may vote differently for each Shareholder. If a Shareholder holds shares that appear in more than one securities account, the Shareholder may appoint different representatives for the shares in each securities account.

The Shareholder may appoint a representative for a single General Meeting or for all meetings that take place within a certain time period.

The representative will vote according to the instructions of the Shareholder, if any. Any non-compliance of the representative with the instructions he/she has received will not affect the validity of the decisions of the General Meeting, even if the representative's vote was decisive for reaching a majority.

The Shareholder's representative is obliged to notify the Company before the start of the General Meeting of any specific event that may be useful to the Shareholders in assessing the risk that the representative may serve interests other than those of the Shareholder. In particular, a conflict of interest may arise when the representative: a) is a Shareholder who exercises control over the Company or is another legal person or entity controlled by said Shareholder; b) is a member of the Board of Directors or the general management of the Company, or is a Shareholder who exercises control over the Company or another legal person or entity controlled by a Shareholder who exercises control over the Company; c) is an employee or statutory auditor of the Company or a shareholder who exercises control over the Company or another legal person or entity controlled by a Shareholder who exercises control over the Company; d) is a spouse or first degree relative of one of the natural persons mentioned in cases (a) to (c).

## **III. Minority Rights**

- According to par. 2 of article 141 of Law 4548/2018, at the request of Shareholders representing 1/20 of the paid-up share capital, the Board of Directors is obliged to register additional items on the agenda of the General Meeting if the relevant application is received by the Board of Directors at least fifteen (15) days before the General Meeting; i.e. until October 28, 2020. According to article 122 of Law 4548/2018, additional items should be published or notified under the responsibility of the Board of Directors at least seven days before the General Meeting; i.e. until November 5, 2020. The application for the inclusion of additional items on the agenda should be accompanied by a justification or a draft decision for approval by the General Meeting. The revised agenda should be made public in the same way as the previous agenda: thirteen (13) days before the date of the General Meeting; i.e. October 30, 2020. At the same time, according to par. 4 of article 123 of Law 4548/2018, it should be made available to the Shareholders on the Company's website, along with the justification or the draft decision submitted by the Shareholders. If these items are not published, the Shareholders requesting them are entitled to ask for the postponement of the General Meeting, according to par. 5 of article 141

of Law 4548/2018, and to proceed with the publication themselves, according to the provisions of the second sub-paragraph of par. 2 of article 141 Law 4548/2018, at the expense of the Company.

- According to par. 3 of article 141 of Law 4548/2018, shareholders representing one twentieth (1/20) of the paid-up capital have the right to submit draft decisions on items included in the initial or any revised agenda of the General Meeting. The relevant application must be submitted to the Board of Directors at least seven (7) days before the date of the General Meeting; i.e. no later than November 5, 2020. Moreover, as defined in paragraph 3 of the Article 123 of Law 4548/2018, the draft decisions should be made available to the shareholders at least six (6) days before the date of the General Meeting; i.e. no later than November 6, 2020.

According to par. 5 of article 141 of Law 4548/2018, at the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up share capital, the chairman of the meeting is obliged to only once postpone the decision-making process of the General Meeting, regular or extraordinary, for all or some items, and set a date to continue the meeting according to the request of the shareholders, which however cannot be more than twenty (20) days from the date of postponement.

The postponed General Meeting is a continuation of the previous one and it is therefore not necessary to republish the invitation addressed to the shareholders. New Shareholders can also participate in it, in compliance with the provisions of paragraph 6, article 124, Law 4548/2018.

- According to par. 6 of article 141 of Law 4548/2018, at the request of any Shareholder submitted to the Company at least five (5) full days before the General Meeting (i.e. no later than November 7, 2020), the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Company's affairs, insofar as they are relevant to the items on the agenda. There is no obligation to provide information when it is already available on the Company's website, especially in the form of questions and answers. Furthermore, at the request of Shareholders representing 1/20 of the paid-up share capital, the Board of Directors is obliged to announce to the Extraordinary General Meeting the amounts paid to each member of the Board of Directors or the directors of the Company during the last two years, as well as each provision granted to these persons, arising from any reason or contract the Company has established with them. In all the above cases, the Board of Directors may refuse to provide the requested information for a substantial reason recorded in the minutes. Regarding the situations described in this paragraph, the Board of Directors may uniformly respond to shareholder requests with the same content.

- At the request of Shareholders representing 1/10 of the paid-up share capital, which should be submitted to the Company at least five (5) full days before the General Meeting (i.e. no later than November 7, 2020), the Board of Directors is obliged to provide the General Meeting with information on the course of corporate affairs and the assets of the Company, in accordance with par. 7 of article 141 Law 4548/2018. The Board of Directors may refuse to provide this information for a substantial reason, which is recorded in the minutes.

In all the above cases of exercising their rights, the requesting Shareholders ought to prove, by any legal means, their shareholder status and the number of shares they hold while exercising the relevant right. The submission of a relevant EXAE certificate can constitute such proof.

This invitation, the draft decisions proposed by the Board of Directors and the documents to be submitted to the General Meeting will all be available on the Company's website ([www.plastikakritis.com](http://www.plastikakritis.com)), in accordance with the provisions of article 123 par. 3 and 4 of Law 4548/2018. The above documents will be available to the Shareholders in print as well, provided by the Shareholder Service Department of the Company (Heraklion Industrial Area, P street, tel. 2810308500).

**THE BOARD OF DIRECTORS**