

## INVITATION

**To the Extraordinary General Meeting of Shareholders on 22.12.2020  
of the Société Anonyme “Flour Mills Kependos S.A.”  
Registration Number (G.E.MI.): 036116616000**

In accordance with the Law and the company’s Articles of Association and following the resolution of the Board of Directors dated 01.12.2020, the shareholders of the company under the name “Flour Mills Kependos S.A.”, with Registration Number (G.E.MI.) 036116616000, TIN 094083083 and ISIN Code: GRS438003006 (hereinafter the “**Company**”) are hereby invited to the Extraordinary General Shareholders’ Meeting to be held on Tuesday, December 22<sup>nd</sup>, 2020, at 11:00 a.m. (GMT +03:00), at the Company’s registered seat at West Achaia municipality in the Achaia regional unit, industrial area of Patras, Greece, P.C. 25018, to discuss and make decisions on the following sole item on the Agenda:

### **ITEMS ON THE AGENDA**

**Sole Item: Distribution of profits (dividend) from previous years’ earnings, pursuant to Article 162 par. 3 Law 4548/2018 and provision of the necessary authorizations to the Board of Directors.**

In accordance with the Articles of Association of the Company, at the Initial General Meeting, the required quorum for the adoption of resolutions on Item One of the Agenda is 1/5 of the paid-up share capital and the required majority 50% plus one (1) vote (absolute majority) of the represented at the meeting voting rights.

In accordance with Articles 121 par. 4, 124 par. 6 and 128 of Law 4548/2018, as in force, the Company informs the shareholders about the following:

#### **A. Right to participate and vote to the General Meeting**

Individuals and legal entities having the capacity as shareholders of the Company, i.e. those who are registered in the Dematerialized Securities System (DSS), managed by the “Greek Central Securities Depository Société Anonyme” (ATHEXCSD) or, if applicable, the person identified as such by the registered intermediaries, at the beginning of the fifth (5<sup>th</sup>) day prior to the original Extraordinary General Meeting, i.e. at the beginning of December 17<sup>th</sup>, 2020 (“**Record Date**”), are entitled to participate and vote at the Extraordinary General Meeting. The exercise of such 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.

Proof of shareholding status is based on any legal manner and in any case, it is certificated via information received directly through electronic connection with ATHEXCSD files, or from the participating and registered intermediaries in the ATHEXCSD in any other case. Those entitled to participate and vote at the General Meeting are only the individuals / legal entities, that qualify as shareholders on the Record Date.

Shareholders may participate and vote to the General Meeting in person or by proxy, as mentioned below under section B. The shareholders or their proxies submit the votes in the meeting and there is not any other time limit for the submission of the vote neither a deadline for the shareholder to notify the issuer of its participation – only the submission of the proxy statement has a specific time limit as set out under section B. below. Every ordinary share has the right of one vote. The Sole Item on the agenda is subject to a binding vote. The available for the shareholder alternative voting options for the agenda items are the following: vote in favour; vote against; abstention. The proxy holder may not have any specific instruction on how to vote and vote on its own discretion.

Every single shareholder is entitled, pursuant to Article 125 par. 3 Law 4548/2018, to ask from the Company to participate at the meeting via teleconference, if he resides in a country other than the one where the assembly takes place or if there is another significant reason and in particular illness, disability or epidemic, and if, on the one hand, restrictive measures that have been taken or are to be taken to deal with coronavirus strains (2019-nCoV) are in force on the date of the General Meeting and, on the other hand, he declares this to the Company in writing, either by a letter that he will send to the Company at its registered seat at West Achaea municipality in the Achaea regional unit, industrial area of Patras, Greece, P.C. 25018, or via email at [info@kepenos.gr](mailto:info@kepenos.gr), pointing out the reasons why he cannot participate in person or by a proxy in the Extraordinary General Meeting and provided that he has notified the Company as prescribed above, at least five (5) working days before the Extraordinary General Meeting, in order for the Company to be able to provide the technical support of the remote participation of the shareholder and to inform him in time about the way of his identification, participation and the submission of his vote.

### **B. Proxy Voting Procedure**

Shareholders may participate and vote in the Extraordinary General Meeting either in person or by proxy. Each shareholder may appoint up to three (3) proxies. Legal entities may participate to the General Meeting by appointing up to three (3) individuals as their proxies. The proxy statement can be freely revoked. The proxy votes according to the shareholder's instructions, if any. Non-compliance of the proxy holder with these instructions does not affect

the validity of the resolutions of the General Meeting, even if the vote of the proxy holder was decisive for the achievement of the majority. Proxy holders who act on behalf of more than one shareholder may vote differently for each one. Shareholders may appoint a proxy either for one or for more General Meetings and for a specific time limit.

A shareholder's proxy holder is required to notify the Company, prior to the beginning of the General Meeting, of any specific facts, which may be useful to the shareholders in assessing any potential risk that the proxy holder may serve other interests than those of the shareholders.

A conflict of interest may arise, based on the above, especially when the proxy holder is:

- a) a controlling shareholder of the Company or any other legal person or 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 person or entity that is controlled by such controlling shareholder of the Company,
- c) an employee or an auditor of the Company or a controlling shareholder of the Company or of any other legal person or entity that is controlled by such controlling shareholder of the Company, or
- d) a spouse or a first-degree relative with the individuals under cases (a) to (c) above.

The proxy statement is available on the Company's website [here](#) and may also be obtained in hardcopy from the Company's Investor Relations Department (West Achaia municipality in the Achaia regional unit, industrial area of Patras, Greece, P.C. 25018, Tel.: +30 2610-241940). The appointment and the revocation or replacement of a shareholder's proxy or representative is made in writing or via email or via FAX, and more specifically they shall be sent to the Company either by post (Investor Relations Department, West Achaia municipality in the Achaia regional unit, industrial area of Patras, Greece, P.C. 25018, Tel.: +30 2610-241940), or via email at [info@kepenos.gr](mailto:info@kepenos.gr), or via FAX: + 30 2610-647173. The completed and signed proxy statement must be delivered to the Company, as prescribed above, at least forty-eight (48) hours prior to the date of the Extraordinary General Meeting, and namely until 20.12.2020 at 11:00 a.m. (GMT +03:00). Shareholders may take care of the confirmation of the successful dispatch of the proxy statement and its receipt by the Company and may for this purpose contact the Investor Relations Department of the Company (Tel.: +30 2610-241940).

### **C. Minority rights of shareholders**

Pursuant to the provision of article 121 par. 4 of Law 4548/2018, the Company informs the shareholders of their rights under the provisions of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018:

1. Pursuant to Article 141 par. 2 Law 4548/2018, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to include in the original agenda of the General Meeting additional items, provided that the relevant request has been submitted to the Board of Directors at least fifteen (15) days before the General Meeting, i.e. not later than December 6<sup>th</sup>, 2020. The request for an additional items on the agenda must be accompanied by an justification or a draft resolution to be adopted in the General Meeting and the revised agenda is published in the same way as the original one, thirteen (13) days before the date of the General Meeting, i.e. not later than December 8<sup>th</sup>, 2020 and at the same time it is made available to the shareholder's on the Company's website ([www.kepenos.gr](http://www.kepenos.gr)), along with the justification or the draft resolution that had been submitted by the shareholders in line with the provisions of paragraphs 3 and 4 of article 123 of Law 4548/2018. If these items are not published, the shareholders that have submitted the request are entitled to request for an annulment of the Extraordinary General Meeting, according to paragraph 5 of article 141 of Law 454/2018 and to proceed to the publication themselves, as stated in the second part of this paragraph, under the Company's expenses.
  
2. Pursuant to Article 141 par. 3 Law 4548/2018, at the request of shareholders representing one twentieth (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 of the Extraordinary General Meeting, in accordance with the provisions of paragraph 3 of article 123 of Law 4548/2018, at least six (6) days before the date of the General Meeting, i.e. not later than December 15<sup>th</sup>, 2020, provided that the relevant request is submitted to the Board of Directors at least seven (7) days before the date of the Extraordinary General Meeting, i.e. not later than December 14<sup>th</sup>, 2020.  
It is noted that the Board of Directors is not obliged to include items on the agenda or to publish or notify them together with justification and draft decisions submitted by the shareholders in the above cases (1) and (2), respectively, if the their content obviously contradicts the law and good morals.
  
3. Upon request of any shareholder, submitted to the Company at least five (5) full days before the Extraordinary General Meeting, i.e. not later than December 16<sup>th</sup>, 2020, the Board of Directors must provide the Extraordinary General Meeting with the requested, specific information with respect to matters of the Company, to the extent that this information is useful for the actual consideration of the items on the agenda. This obligation to provide information does not apply when this information is already accessible on the Company's website, especially in the form of questions and answers. The Board of Directors may refuse to provide such information for a significant reason to be recorded in the minutes. Such reason can be,

depending on the circumstances, the representation of the shareholders submitting the request in the Board of Directors, according to articles 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received this information in a sufficient manner. In the cases of this paragraph, the Board of Directors may provide a uniform reply to shareholders' requests having the same content.

4. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which should be submitted to the Company at least five (5) full days before the Extraordinary General Meeting, i.e. not later than December 16<sup>th</sup>, 2020, the Board of Directors must provide to the General Meeting information regarding the course of the Company's affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information for a significant reason to be recorded in the minutes. Such reason can be, based on the circumstances, the representation of the shareholders submitting the request to the Board of Directors, according to articles 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received this information in a sufficient manner.

In the aforementioned cases, the shareholders submitting the request must prove their qualification as shareholder as well as, except of the case set out under (3) above, the number of shares held by them at the moment of the exercise of the relevant right.

Proof of shareholding status is based on any legal manner and in any case, it is certificated via information received directly through electronic connection with ATHEXCSD files, or from the participating and registered intermediaries in the ATHEXCSD in any other case.

Further information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018 is available on the Company's website [here](#).

#### **D. Available documents and information**

The information provided under paragraphs 3 and 4 of article 123 of Law 4548/2018 and more specifically, the Invitation for the convocation of the Extraordinary General Meeting, the total number of shares and voting rights that the shares incorporate on the date of the Invitation, the documents that will be submitted to the Extraordinary General Meeting, the drafts of the resolutions on the items on the proposed agenda, as well as information on the exercise of the minority rights provided under paragraphs 2, 3, 6 and 7 of article 141 of Law 4548/2018, are available in electronic form on the Company's website, [here](#). The documents are also available to shareholders in hard copy at the Company's Investor Relations Department (West Achaea

municipality in the Achaea regional unit, industrial area of Patras, Greece, P.C. 25018, Tel.: +30 2610-241940).

Patras, 01.12.2020

The Board of Directors