

# EUROPEAN RELIANCE GENERAL INSURANCE CO. S.A.

## INVITATION

**OF SHAREHOLDERS OF THE COMPANY UNDER THE CORPORATE NAME “EUROPEAN  
RELIANCE GENERAL INSURANCE CO. S.A.”  
GENERAL ELECTRONIC COMMERCIAL REGISTRY NUMBER (G.E.M.I.) 322801000  
(EX NO. 12855/05/B/86/35)**

### **FOR AN EXTRAORDINARY GENERAL MEETING**

In accordance with the Law, the Company’s Article of Association and after the Decision of the Board of Directors of 08/02/2021, the Shareholders of the Company under the corporate name “EUROPEAN RELIANCE GENERAL INSURANCE Co. S.A.”, with registered address in 274 Kifisias Avenue, Chalandri, Attica, are invited to an Extraordinary General Meeting of Shareholders on Tuesday, March 2, 2021, at 14:00, which will convene with remote participation of the shareholders via teleconference. Additionally, to the Shareholders, the members that are referred to in par. 1 and 2 of art. 127 of L. 4548/2018, may participate in the Extraordinary General Meeting of Shareholders via teleconference. Further details on the teleconference have been announced in the investment website of the Company <https://ir.europaikipisti.gr/en> in the section “General Meetings”.

The subjects are analyzed below:

Subject No. 1: Approval of the cancellation of the total of nine hundred and ten thousand three hundred and sixteen (910,316) own shares purchased by the Company under a share buy-back program in order to cancel them, with a corresponding reduction of its share capital by five hundred and seventy three thousand four hundred and ninety nine euros and eight cents (€ 573,499.08), in accordance with article 49 of L. 4548/2018 and the related amendment of article 5 (Share Capital) of the Company’s Article of Association.

Other subjects and announcements

In case the necessary by law quorum for the adoption of a decision on any subject of the agenda is not achieved, the Repetitive of the Extraordinary General Meeting will be held on March 16<sup>th</sup>, 2021, day of the week Tuesday, at 14:00, in the exact same way and with the same subjects as mentioned hereinabove, according to the provisions of article 130, par. 2 of L. 4548/2018, as applicable and in force. It is noted that in case of the Repetitive of Extraordinary General Meeting, there will be no new Invitation Letter.

According to articles 121, par. 4, 124 and 128 of L. 4548/2018, as applicable and in force, the Company informs the Shareholders on the following:

### **SHAREHOLDERS' PARTICIPATION AND VOTING RIGHTS**

Each share has one (1) voting right. Every person that appears with the identity of the shareholder in the Registry of the Dematerialized Securities System managed by the "Hellenic Exchanges S.A.", which keep the transferable securities (shares) of the Company, is entitled to participate in the Extraordinary General Meeting of Shareholders. The shareholder's identity must be valid on 25/02/2021 (record date), or five (5) days before the date of the Extraordinary General Meeting of 02/03/2021. The shareholder may prove the shareholder's identity with any legal mean and based on the updates of the Company by the Central Securities Depository, provided the shareholder provides registry services or in any other case, with the intermediaries participating and registered in the Central Securities Depository. Only persons with the shareholder's identity at the record date are allowed to participate and vote against the Company in the Extraordinary General Meeting.

For the Repetitive Extraordinary General Meeting, the shareholder must have a valid shareholder's identity on 25/02/2021 (record date of the Extraordinary General Meeting of Shareholders), that is in the beginning of the fifth (5<sup>th</sup>) day before the date of the initial meeting of the General Meeting of Shareholders of 02/03/2021, according to the provisions of L. 4548/2018, as applicable and in force.

It must be highlighted that the exercise of the voting rights (participation and vote) does not require the commitment of the shares of the beneficiary, neither the adherence to another procedure, which may limit the ability to sell and transfer the shares in the time period between the record date and the date of the Extraordinary General Meeting.

### **PROCEDURE FOR THE EXERCISE OF THE VOTING RIGHTS**

The Shareholder may participate in the Extraordinary General Meeting of Shareholders and may vote in person or via a proxy. Every shareholder may appoint up to three (3) proxies. Legal entities may participate in the Extraordinary General Meeting by appointing as their proxies up to three (3) natural persons. However, if the shareholder owns shares in the Company which appear in more than one securities account, this limitation does not prevent the shareholder by appointing different proxies for the shares that appear in every securities account, regarding the Extraordinary General Meeting of Shareholders. The proxy that acts on behalf of more than one Shareholders may vote differently for each Shareholder.

The shareholder's proxy is obliged to disclose to the Company, before the beginning of the Extraordinary General Meeting, any special event that may be useful to the shareholders for the assessment of the risk that the proxy may serve other interests

apart from the interests of the represented Shareholder. Within the meaning of the present paragraph, a case of conflict of interests arises when the proxy:

(a) is a shareholder responsible for the audit of the Company or another legal person or entity that is audited by this shareholder,

(b) is a Board member or member of the management of the Company or a Shareholder responsible for the audit of the Company or any other legal person or entity that is audited by a Shareholder that audits the Company,

(c) is an employee or auditor in the Company, or Shareholder responsible for the audit of the Company or any other legal person or entity audited by the Shareholder who audits the Company,

(d) is a spouse or relative of first degree with one of the natural persons referred to in cases a to c above.

The appointment and revocation or replacement of the Shareholder's representative or proxy takes place in writing and is submitted to the Company with similar methods, at least forty-eight (48) hours before the date of the Extraordinary General Meeting. The Company has made available the application form for the appointment of a proxy in the official website, in the section Investor Relations. The form shall be submitted complete and undersigned by the shareholder in the Department of Investor Relations of the Company in the address 274 Kifisias Avenue, 15232, or sent to the e-mail [ir@europisti.gr](mailto:ir@europisti.gr) at least forty-eight (48) hours before the date of the Extraordinary General Meeting.

The beneficiary shareholder is called to provide for the confirmation of the successful delivery of the form for the appointment of the proxy and its receipt by the Company, by contacting the Company in the phone number +30 210 8119655 at working days and hours.

## **MINORITY INTERESTS**

(a) Upon request of the Shareholders that represent 1/20 of the paid-up share capital, the Company's Board of Directors is obliged to add to the agenda of the Extraordinary General Meeting new subjects, on whether the relevant request reaches the Board of Directors by 15/02/2021, that is at least fifteen (15) days before the date of the Extraordinary General Meeting. Any request for addition of new subjects in the agenda must be accompanied by a justification or by a draft decision for approval in the Extraordinary General Meeting and the revised agenda will be published in the same way, as the previous agenda, on 17/02/2021, that is thirteen (13) days before the date of the Extraordinary General Meeting of Shareholders and must be made at the same time available to the shareholders at the Company's website (see below), with the justification or the draft decision that will be submitted by the shareholders, according to the provisions of article 123, p. 4 of L. 4548/2018.

(b) Upon request of the Shareholders that represent 1/20 of the paid up share capital, the Board of Directors makes available to the shareholders, according to the provisions of article 123, p. 3 of L. 4548/2018, no later than 24/02/2021 that is at least six (6) days before the date of the Extraordinary General Meeting of Shareholders, the draft decisions for the subjects that are included in the initial or revised agenda, if the request reaches the Board of Directors by 23/02/2021, that is at least seven (7) days before the date of the Extraordinary General Meeting of Shareholders.

(c) After the request by any Shareholder that is submitted to the Company by 25/02/2021, that is at least five (5) full days before the Extraordinary General Meeting, the Board of Directors is obliged to provide to the Extraordinary General Meeting of Shareholders the required information on the cases of the Company, to the extent that the information refers to the subjects on the agenda. There is no liability for the provision of information, when the relevant information has already been provided to the Company's website, especially in a question-and-answer format. Moreover, upon request of the 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 that, over the past two years, have been paid to each Board member or to the Managers of the Company, as well as every benefit that was paid to these persons for any cause or policy of the Company with them. To all of the above cases, the Board of Directors may decline to provide information for a very substantial reason, which must be mentioned in the minutes.

(d) Upon request of the Shareholders that represent 1/10 of the paid up share capital, which is submitted to the Company by 25/02/2021, that is at least five (5) full days before the Extraordinary General Meeting, the Board of Directors is obliged to provide to the Extraordinary General Meeting information with respect to the course of the Company affairs and the Company's financial position. The Board of Directors may decline the provision of information for a very substantial reason, which must be mentioned in the minutes.

(e) Upon request of the Shareholders that represent 1/20 of the paid up share capital, the voting for any subject or subjects on the agenda shall be performed with an open ballot.

In all the above aforementioned cases, the shareholders ought to prove the shareholder's identity and apart from the case of the first sentence of par. 6, art. 141, L. 4548/2018, the number of their shares at the exercise of their voting rights. The shareholder may prove the shareholder's identity with any legal mean and based on the updates of the Company by the Central Securities Depository, provided the Depository provides registry services or via the intermediaries that are participating and registered in the Central Securities Depository.

## **OTHER INFORMATION**

The complete text of the draft decisions and any other documents that are provided in article 123, par. 4 of L. 4548/2018 shall be provided in writing in the Company's registered offices (274 Kifisias Avenue, Chalandri, 15232) and in an electronic form in the investment website of the Company: <https://ir.europaikipisti.gr/>. The information of par. 3 and 4 of Art. 123 of L. 4548/2018 shall be provided in electronic form in the Company's investment website: <https://ir.europaikipisti.gr/>

## **REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE**

In order for shareholders to participate and vote at the Extraordinary General Meeting on 2 March, 2021 or at any Repetitive meetings which will take place remotely, in real-time by teleconference, 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>

The electronic platform will be provided by the "Central Securities Depository S.A." of ATHEX Group, while for the teleconference the WEBEX e-tools by Cisco Hellas SA will be used.

In order for the shareholders to participate and vote in the General Meeting (of any Repetitive thereof) by distance in real time through teleconference without their physical presence, an account of the shareholder or their proxy must be created on the platform.

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 the context of "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.

To this purpose, shareholders are requested to contact without delay the operator of their securities 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 email address and mobile telephone number for identification purposes.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [ir@europisti.gr](mailto:ir@europisti.gr) or by telephone at +30 210 8119655/+30 216 2001381 (on a daily basis during working hours).

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 +30210 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.

More particularly, the shareholders who will have connected to the platform will be able to participate in the General Meeting through teleconference in real time, through a link sent to them by email. By activating the Cisco Webex application, through the link, the shareholders will be able to:

- a) attend the proceedings of the General Meeting
- b) take the floor and address the General Meeting orally during the General Meeting, while at the same time the shareholders will be able to:
- c) vote during the General Meeting on the matters of the daily agenda,
- d) receive information on the recording of their vote.

#### **PROCEDURE FOR REMOTELY PARTICIPATING IN THE VOTE BEFORE THE GENERAL MEETING (POSTAL VOTE)**

In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the General Meeting that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018, as well as the following.

Shareholders that wish to participate and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of this option:

- a) Either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr>, in which they have previously created an account and have successfully registered as described above, during the time period from Friday 26/02/2021 and 12.00 hours and until twenty-four (24) hours before the date of the General Meeting (i.e. until 14:00 on 01/03/2021 at the latest).

b) Or by completing and sending to the Investor Relations Department (to: [ir@europisti.gr](mailto:ir@europisti.gr)) of the Company the "Mail vote document" which has been published at <https://ir.europaikipisti.gr/el/genikes-syneleyseis>.

The Mail vote document must have been signed by the shareholder (or his representative) and be considered as the original with the signature authenticated, or digitally signed by using a qualified digital signature (qualified certificate) by the proxy or shareholder, via email at [ir@europisti.gr](mailto:ir@europisti.gr) at least twenty-four (24) hours before the date of the General Meeting (i.e. by 14:00 on 01/03/2021 at the latest).

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Company by 14:00 on 01/03/2021 at the latest.

It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the General Meeting which will take place before the General Meeting, can appoint up to one (1) proxy; the appointment must be made at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 14:00 on 28/02/2021 at the latest).

Following this deadline, it will not be possible to participate by proxy in the vote that will take place before the General Meeting.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [ir@europisti.gr](mailto:ir@europisti.gr) or by telephone at +30 210 8119655/+30 216 2001381 (on a daily basis during working hours).

In addition, shareholders are asked to confirm that the "Mail Vote document" is successfully sent and received by the Company, and can, for this purpose, call +30 210 6117364//+30 2106118190 (Investor Relations Department).

Moreover, the Company has appointed certain executives, that the Shareholders can authorize, if they wish, for their representation and these executives may vote on their behalf in the Extraordinary General Meeting of Shareholders, according to the voting directions of the Shareholders. For further information please contact the Investor Relations Department in the e-mail [ir@europisti.gr](mailto:ir@europisti.gr) or the telephone numbers +30 210 8119655 / +30 216 2001381.

**Chalandri, 08/02/2021**  
**The Board of Directors**