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## INVITATION

of the Shareholders of the Societe Anonyme under the name

«SOCIETE ANONYME ADMIE HOLDING S.A.»

and under the trade name « ADMIE HOLDING S.A.»

General Commercial Register (GEMI) No.: 141287501000

to the Extraordinary General Meeting

In accordance with the law and the Articles of Association of the Company, and the decision 63/01-03-2021 of its Board of Directors, shareholders of “**ADMIE (IPTO) HOLDING S.A.**” are invited to **the Extraordinary General Shareholders’ Meeting** which shall be held remotely in real time via teleconference and without the physical presence of shareholders at the venue, due to the current extraordinary circumstances and in line with precaution measures aiming to prevent the spread of the COVID-19, according to the details below, **on Friday , March 26<sup>th</sup> 2021, at 11:00**. The subjects of the Daily Agenda are as follows:

### **SUBJECTS OF THE DAILY AGENDA**

1. Election of new Board of Directors
2. Announcements

Should the quorum required by the Law and the Articles of Association not be achieved for the discussion and decision-making on one or more subjects, the shareholders are

invited by the present and without publication of a special invitation to a Repeated General Meeting of the Company via teleconference which will take place on **Tuesday, April 6<sup>th</sup> 2021 at 13:00** without the physical presence of shareholders at the venue, due to the current extraordinary circumstances and in line with precaution measures aiming to prevent the spread of the COVID-19. The subjects of the Daily Agenda **will be the same as above**. It is noted that in the case of a 1<sup>st</sup> Repeat Extraordinary General Meeting a new invitation will not be published, pursuant to article 130 § 2, sentence c' Law of 4548/2018. According to articles 123 par. 3 and 4, 124 § 6 and 121 § 2, 3, 6 and 7 Law of 4548/2018 the Company informs the shareholders about the following

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

The participation of the shareholders in the General Meeting will be done by audiovisual or other electronic means (teleconference), in accordance with the provisions of articles 120 par. 3, 125 and 126 of law 4548/2018. Shareholders, journalists and in general to every third party except the members of the Board of Directors, the Secretary and the persons who will be in charge of conducting the Meeting.

In order for shareholders to participate and vote at the Extraordinary General Meeting or at its repeated 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 "Hellenic Exchanges - Athens Exchange" Group to provide remote General Meeting services, in real-time, by teleconference to listed companies - issuers on the website <https://axia.athexgroup.gr>.

In order to access the electronic platform, the following are required: a personal computer, smart phone or tablet, an installed browser, 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 SA" (HCSD or EL.KAT.) 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 BoD of "HELLENIC CENTRAL SECURITIES DEPOSITORY SA", "Electronic investor information services (2 - factor authentication) at the time of the investors' access to the electronic services of EL.KAT.", then the shareholder must provide or update the information above, in order to create the account. Towards this purpose and in order to prevent the occurrence of any dysfunction, 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.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company (89 Dyrachiou and Kifisou, 104 43, Athens ) by email at [office@admieholding.gr](mailto:office@admieholding.gr) or by telephone at +30 210-3636936 on a daily basis during working hours as well as in electronic form on the Company's website ([www.admieholding.gr](http://www.admieholding.gr)).

Furthermore, starting with the publication of the present and until the end of the Extraordinary General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 33 66 120 or by e-mail at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders that will participate at the General Meeting (GM) 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. Thus, the

shareholders who will be connected to the online platform, will be able to participate in the General Meeting via real-time video conference via a link that will be sent to them via e-mail. By activating the teleconferencing application (Cisco Webex), through this link, the Shareholders will be able to:

- (a) follow the proceedings of the General Meeting,
- (b) take the floor and address the General Meeting verbally during the General Meeting, while at the same time through the internet platform they will be able to:
- (c) vote in real time during the GM on the matters of the daily agenda,
- (d) receive information on the recording of their vote.

#### **PARTICIPATION AND VOTING RIGHT**

At the Extraordinary General Meeting of March 26 2021 is entitled to participate individuals and legal entities appearing as shareholders of the Company in the Dematerialized Securities System File of the Company, which is kept electronically in the company "Greek Central Securities Depository SA" (ATHEXCSD) in which the securities of the Company are kept. Proof of shareholder status can be done by any legal means and based on information received by the company from the central securities depository, if it provides registry services or through the participating and registered intermediaries in the central securities depository in any other case. The capacity of the shareholder must exist at the beginning of March 21, 2021 ("Registration Date"), ie the fifth (5th) day before the day of the Extraordinary General Meeting.

The above recording date is also valid in the case of postponement or repeated meeting, provided that the postponed or repeated meeting is not more than thirty (30) days from the recording date (no. 124 par. 6 law 4548 / 2018).

In case of non-compliance with the provisions of article 124 of law 4548/2018, the said shareholder participates in the Extraordinary General Meeting only after its permission.

The exercise of the above 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 Extraordinary General Meeting.

### **MINORITY SHAREHOLDERS RIGHTS**

- (a) – **art 141 par. 2 L. 4548/2018** - Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board until March 11<sup>th</sup>, 2021, at least fifteen (15) days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the previous agenda, on March 13<sup>th</sup>, 2021, thirteen (13) days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 123 paragraph 4 of L. 4548/2018.
- (b) – **art 141 par. 3 L. 4548/2018** - Following a request of shareholders, representing 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, in accordance with article 123 paragraph 4 of L. 4548/2018, at least until March 20<sup>th</sup>, 2021, six (6) days before the General Meeting if the relevant request is communicated to the Board of Directors until March 19<sup>th</sup>, 2021, at least seven (7) days before the General Meeting.

- (c) – **art 141 par. 5 L. 4548/2018** Following the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up capital, the chairman of the meeting is obliged to postpone the decision of the general meeting only once, regular or extraordinary, on all or certain issues, setting a continuation day of the meeting, the one specified in the shareholders' application, which, however, may not be more than twenty (20) days away from the date of the postponement. The postponed general meeting is a continuation of the previous one and there is no need to repeat the formalities of publishing the shareholders' invitation. New shareholders can also participate in this meeting, subject to the relevant participation formalities. The provisions of paragraph 6 of Article 124 shall apply to companies with shares listed on a regulated market.
- (d) – **art 141 par. 6 L. 4548/2018** Following the request of any shareholder, communicated to the Company until March 21<sup>st</sup>, 2021, at least five (5) full days before the General Meeting, the Board of Directors must provide to the General Meeting, the requested, specific information with respect to matters of the Company, as far as this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide the information requested on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide an overall response to requests of shareholders of the same content. The obligation of providing information does not exist if the relevant information is already available on the Company's website, especially in a question-and-answer format.
- (e) - **art 141 par. 7 L. 4548/2018** Following a request of shareholders representing 1/10 of the paid-up share capital which is communicated to the Company until March 21<sup>st</sup>, 2021, at least five (5) full days before the General Meeting the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds which must be mentioned in the minutes.

Corresponding deadlines for any exercise of minority rights of shareholders apply in case of a Repeat General Meeting.

In the aforementioned cases, the shareholders who are communicating a request must provide proof of their qualification as shareholders and, except in the case of paragraph 6 of no. **141 Law 4548/2018**, as well as the number of shares held by them at the moment of the exercise of the relevant right by any legal means. The shareholding is certified through online connection of the Company with ATHEXCSD.

### **VOTING PROCEDURE IN PERSON OR THROUGH REPRESENTATION**

Eligible shareholders may participate in the General Meeting in person or by proxy. Each shareholder may appoint up to three proxies. Legal entities may appoint up to three individuals as their proxies. However, if the shareholder holds shares of the Company, which appear in more than one securities account, this restriction does not prevent the shareholder from appointing different representatives for the shares appearing in each securities account in relation to the General Meeting. A representative acting for more than one shareholder may vote differently for each shareholder.

Specifically for the participation of the shareholder through a representative in the General Meeting of March 26<sup>th</sup>, 2021 from a distance in real time via video conference, or for the participation of the shareholder through a representative in the voting on the General Meeting to be held before the General Meeting, the shareholder or its depository may appoint up to one (1) representative, whose appointment is required to be made at least forty eight (48) hours before the date of the General Meeting (ie no later than 11:00 on March 24, 2021).

For any Repeat General Meeting of April 6<sup>th</sup>, 2021, shareholders who had not appointed a representative at the original General Meeting or shareholders wishing to replace the representative they had appointed, to participate remotely in the vote to be held before the General Meeting, may appoint up to one (1) representative, whose appointment must

be made at least forty-eight (48) hours before the date of the General Meeting (ie no later than 13:00 of April 4, 2021).

The appointment and revocation of the shareholder's proxy for participation in the General Meeting is done in writing and is notified to the Company by depositing the document to the Company's offices (89 Dyrachiou & Kifisou, 104 43 Athens) or via post or via email at [office@admieholding.gr](mailto:office@admieholding.gr).

A shareholder's proxy holder is required to notify the Company, prior to the General Meeting, of any specific facts that may be useful to the shareholders in assessing any potential risk that the proxy holder has a conflict of interest. A conflict of interest may arise especially when the proxy holder is:

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

The appointment and revocation or replacement of the shareholder's proxy or delegate are done in writing and are communicated to the Company with the same formal validity, at least forty-eight (48) hours before the convention date of the Extraordinary General Meeting.

The Company has made available: a) in printed form at the headquarters of the company 89 Dyrachiou and Kifisou, 104 43, Athens and b) in electronic form on its website ([www.admieholding.gr](http://www.admieholding.gr)), the form it uses for the appointment and recall of representative. This form is submitted completed and signed by the shareholder at the registered office



of the Company at the address 89 Dyrachiou and Kifisou, 104 43, Athens, at least forty eight (48) hours before the date of the General Meeting.

### **AVAILABLE DOCUMENTS AND INFORMATION**

The documents and information mentioned in paragraphs 3 & 4, article 123 of Law 4548/2018, are posted on the Company's website [www.admieholding.gr](http://www.admieholding.gr). The relevant forms will be available in hard copy at the offices of the Company's headquarters at the Company's Shareholder Service Department (89 Dyrachiou and Kifisou, 104 43, Athens, phone (+30) 210 3636936) and in electronic form on the company's website <http://admieholding.gr/%ce%b3%ce%b5%ce%bd%ce%b9%ce%ba%ce%b5%cf%83-%cf%83%cf%85%ce%bd%ce%b5%ce%bb%ce%b5%cf%85%cf%83%ce%b5%ce%b9%cf%83-%ce%bc%ce%b5%cf%84%ce%bf%cf%87%cf%89%ce%bd/>

**Athens, 03.03.2021**

**THE BOARD OF DIRECTORS**