



## INVITATION

Wednesday, April 7th, 2021, at 16:00

**PIRAEUS FINANCIAL HOLDINGS S.A.  
INVITATION  
TO THE EXTRAORDINARY GENERAL MEETING  
OF SHAREHOLDERS**

Reg. No. 225501000

Pursuant to the Law, the Company's Articles of Association and by virtue of resolution dated March 16<sup>th</sup>, 2021 of the Board of Directors, the Shareholders are hereby invited to participate remotely in real-time via teleconference to the Extraordinary General Meeting on **Wednesday April 7<sup>th</sup>, 2021 at 16:00**.

## ITEMS OF THE AGENDA

**Item 1:** Grant of authorization to the Board of Directors to increase the share capital of the Company, including the authority to limit or cancel the pre-emptive right of the existing shareholders, in accordance with articles 24 para.1 and 27 para.4 of L.4548/2018

**Item 2:** Increase of the nominal value of each existing ordinary share and simultaneous reduction of the total number of existing ordinary shares of the Company (reverse split) and, if necessary for the purposes of achieving an integral number of shares, a concurrent share capital increase via capitalization of part of the existing "Share premium" reserve. Respective amendment of Articles 5 and 25 of the Articles of Association and grant of relevant authorizations to the Company's Board of Directors

**Item 3:** Reduction of the share capital of the Company through the decrease of the nominal value of each ordinary share without altering the total number of ordinary shares (as such figures will have been determined following the corporate actions included in Item 2 of the agenda) in order to form a special reserve, pursuant to article 31 para. 2 of L. 4548/2018. Respective amendment of Articles 5 and 25 of the Articles of Association of the Company.

**Item 4:** Grant of authorization to the Board of Directors to establish a plan to award stocks in accordance with the provisions of article 113 par.4 of law 4548/2018 to executives and employees of the Company and its affiliated companies, within the meaning of article 32 of law 4308/2014, in the form of stock option rights (stock options)



In the event the requisite quorum for the items of the agenda is not met, the General Meeting will convene again in a Repetitive General Meeting remotely in real-time by teleconference on **Wednesday April 14<sup>th</sup> 2021 at 16:00**.

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the repetitive General Meeting will not be published.

Taking into account the measures and instructions of the State against the risks and spread of COVID-19 and in accordance with the provisions in the current Articles of Association of the Company, the Extraordinary General Meeting on **April, 7<sup>th</sup> 2021** and any Repetitive Meeting, will take place remotely, in real-time by teleconference and the use of electronic means, under the conditions of the current legislation and the specific provisions in the present invitation.

In addition, in accordance with the provisions in the current Articles of Association of the Company provide shareholders with the option to participate remotely by mail vote at the vote on the items of the General Meeting on **April 7<sup>th</sup> 2021** and any Repetitive Meeting, that will take place before the General Meeting, under the conditions of the current legislation and the specific provisions in the present invitation.



## A. RIGHT TO PARTICIPATE AND VOTE

Shareholders having the right to participate and vote in the Extraordinary General Meeting (EGM) dated **April 7<sup>th</sup>, 2021**, as well as in the Repetitive General Meeting dated **April 14<sup>th</sup> 2021 (RGM)** are those registered on **April 2<sup>nd</sup>, 2021**, i.e. at the opening of the fifth day prior to the date of the Extraordinary General Meeting (**Record Date**), in the electronic registry of the Dematerialized Securities System ("DSS"), managed by "Hellenic Central Securities Depository" (HCSD).

The shareholder status on the Record Date and the Record Date of the **RGM** is verified through the direct electronic linkup of the Company with the records of the Dematerialized Securities System ("DSS").

The exercise of the right to participate and vote does not require the blocking of shares or any other relevant process which restricts the shareholders' ability to sell and/or transfer shares during the period between the **Record Date** or the **Record Date of the RGM** and the **date of the relevant General Meeting (EGM or RGM)**.

## B. PROCEDURE FOR REMOTE PARTICIPATION AND VOTING IN REAL TIME BY TELECONFERENCE

In order for shareholders to participate and vote at the **EGM** on **April 7<sup>th</sup> 2021** or at the **RGM** 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 internet 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 [www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting).

The internet platform is provided by the company "Hellenic Central Securities Depository SA." while the WEBEX tool/service team from Cisco Hellas SA is used for the teleconference.

In order to access the internet 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 internet 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 internet platform the above information entered by the shareholder does not match the date 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 Board of Directors of the Hellenic Central Securities Depository, "Services to facilitate shareholder identification in remote general meetings & provision of 2-factor authentication when investors access ATHEXCS D 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 via email to shareholders that have completed the above procedure and are eligible to participate at the EGM or the RGM.**

For any questions and for instructions, shareholders may contact the Shareholders' Services Department of the Company by email at [ShareholdersMeeting@piraeusholdings.gr](mailto:ShareholdersMeeting@piraeusholdings.gr) or by telephone at +30 210 3739301 and +30 210 3335039 (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 **EGM** 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.

Shareholders who are successfully connected to the internet platform will be able to participate in the **EGM** in real-time by teleconference via a link that will either be sent to them via email or will be available on the online platform.

By activating the Cisco Webex application through the link at the beginning of the **EGM**, the shareholders will have the ability to:

i) follow the proceedings of the **EGM** with electronic or audiovisual means,

ii) take the floor and address the General Meeting orally during the **EGM**,

and, at the same time, through the internet platform they will have the ability to:

iii) vote in real time during the **EGM** on the matters of the daily agenda,

iv) receive information on the recording of their vote.

### C. PROCEDURE FOR REMOTELY PARTICIPATING IN THE VOTE BEFORE THE GENERAL MEETING [MAIL VOTE]

I. In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the item of the **EGM** that will take place before the General Meeting,

Specifically, shareholders that wish to participate and vote remotely on the item of the **EGM** that will take place before the General Meeting, can make use of this option:

a) Either by exercising the right to vote before the **EGM** through the internet platform [www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting) in which they have previously created an account and have successfully registered as described in B. above, during the time period **from Saturday 03.04.2021 at 12.00 and until twenty-four (24) hours before the**

**date of the EGM (i.e. until 16:00 on 06.04.2021 at the latest).**

b) Or by completing and submitting the “Mail vote document” with the signature authenticated, to the Shareholders’ Services Department of the Company (9, Mitropoleos, Athens, or sending digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at [ShareholdersMeeting@piraeusholdings.gr](mailto:ShareholdersMeeting@piraeusholdings.gr) **at least twenty-four (24) hours before the date of the EGM (i.e. by 16.00 on 06.04.2021 at the latest).**

The mail vote document is available to shareholders in hard copy at the Shareholders’ Services Department of the Company (9, Mitropoleos, tel. +30 210 3739301 and +30 210 3335039), and in electronic form on the website of the Company <https://www.piraeusholdings.gr>

Shareholders that vote as above before the EGM are counted to form the quorum and majority, provided that the votes in question have been received by the Company **by 16:00 on Tuesday 06.04.2021 at the latest.**

II. It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the EGM 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 EGM (i.e. by 16:00 on 05.04.2021 at the latest), as specifically described below in D II.**

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

III. If the quorum, as required by the Law and the Articles of Association in order to decide the whole or part of the original daily agenda, is not obtained during the meeting of **07.04.2021**, at the RGM which will take place on **14.04.2021 at 16:00**, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the General Meeting, in the following ways:

a) Either by exercising again the right to vote before the General Meeting through the internet platform



[www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting) in which they have previously created an account and have successfully registered as described in B. above, during the time period **from Saturday 10.04.2021 at 12:00 and until twenty-four (24) hours before the date of the RGM (i.e. until 16:00 on 13.04.2021 at the latest).**

b) Or by completing and submitting the “Mail vote document” with the signature authenticated, to the Shareholders’ Services Department of the Company (9, Mitropoleos, Athens, 1<sup>st</sup> floor) or sending digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at [ShareholdersMeeting@piraeusholdings.gr](mailto:ShareholdersMeeting@piraeusholdings.gr) **at least twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. by 16:00 on 13.04.2021 at the latest).**

Shareholders that vote as above before the General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Company **by 16:00 on 13.04.2021 at the latest.**

IV. For the potential **RGM on 14.04.2021**, shareholders that had not appointed a proxy for the **EGM**, or wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the Repetitive General Meeting, they **can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Repetitive General Meeting (i.e. by 16:00 on 12.04.2021 at the latest), as specifically mentioned below in D II.**

After that date, it will not be possible to participate by proxy at the vote that will take place **before the RGM.**

For any questions and for instructions, shareholders may contact the Shareholders’ Services Department of the Company by email at [ShareholdersMeeting@piraeusholdings.gr](mailto:ShareholdersMeeting@piraeusholdings.gr) or by telephone at +30 210 3739301 and +30 210 3335039 (daily between 09.00 – 17.00).

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 +30 210 3739301 and +30 210 3335039 (Shareholders’ Services Department).

## D. PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

I. Shareholders participate in the **GM** and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different proxies for the shares in each investor account for a particular General Meeting. A proxy appointment can be freely recalled. A proxy that acts for more than one shareholders can vote differently for each shareholder.

Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder’s instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy’s vote was decisive in achieving the majority.

The proxy votes in accordance with the shareholders’ instructions, as long as these are in place is obliged to file the required voting instructions for at least one (1) year from the date of the **EGM** or the **RGM**.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to ascertain the risk that the proxy may serve other interests besides the interests of the shareholder.

A conflict of interest may arise particularly when the representative is:

a) A shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,

b) A member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company.



c) An employee or a certified auditor of the Company or a shareholder that exercises control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company.

d) A spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Meeting.

II. **Specifically** for shareholder participation by proxy at the EGM on **7<sup>th</sup> April 2021** (or any Repetitive Meetings), remotely in real-time by teleconference, or by shareholder participation by proxy at the vote on the items of the **EGM** that will take place before the General Meeting, 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 EGM (i.e. **by 16:00 on 05.04.2021 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, an account is created for the proxy on the internet 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. and C. above.

The Company has made available documents:

a) To appoint a proxy to participate in the **EGM on April 7<sup>th</sup>, 2021** remotely in real-time by teleconference; and

b) To appoint a proxy to vote on the items of the **EGM** that will take place before the General Meeting on **April 19<sup>th</sup>, 2021**.

These documents are available to shareholders in hard copy at the Shareholders' Services Department of the Company (9, Mitropoleos, Athens, Tel.: +30 210

3739301 and +30 210 3335039), and in electronic form on the website of the Company

<https://www.piraeusholdings.gr>

The abovementioned documents should be filled-in, signed with the signature authenticity verified, and submitted to the Shareholders Services Department of the Company, at 9, Mitropoleos, Athens or be sent digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at [ShareholdersMeeting@piraeusholdings.gr](mailto:ShareholdersMeeting@piraeusholdings.gr) at least forty eight (48) hours before the date of the **EGM**. Shareholders are asked to confirm for the successful dispatch of the appointment in writing and receipt by the Company and may contact by telephone for this reason: +30 210 3739301 and +30 210 3335039 (Shareholders Services Department).

## E. SHAREHOLDER MINORITY RIGHTS

In the context of the General meeting, the shareholders of the Company have, among others, the following rights:

- (i) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request, that the Board of Directors includes additional items on the agenda of the **EGM**, by means of an application submitted at least fifteen (15) days prior to the date of the EGM. In this instance this application must be delivered to the Board of Directors until **March 23<sup>rd</sup>, 2021**.
- (ii) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request of the Board of Directors, upon submission of a respective application, to provide the shareholders with draft resolutions for items included in the initial or revised **EGM** agenda, at least seven (7) days prior to the date of **EGM**. This application must be submitted to the Board of Directors until **March 31<sup>st</sup>, 2021**. The draft resolutions are available to the shareholders according to the provisions of paragraph 3 of article 123 of Law 4548/2018, at least six (6) days before the date of the General Meeting.
- (iii) With the submission of a respective application shareholders may request of the Board of Directors to provide the **EGM** with specific information with respect to Company's business,



to the extent that this is relevant to the items of the agenda, at least five (5) full days prior to the date of the **EGM**. This application must be submitted to the Board of Directors until **April 1<sup>st</sup>, 2021**.

- (iv) Shareholders representing one tenth (1/10) of the paid-up share capital, may request of the Board of Directors, by way of an application, to provide to the **EGM** with information on the course of the corporate affairs and the state of the Company's assets, at least five (5) full days prior the date of the **EGM**. The Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. This application must be submitted to the Board of Directors until **April 1<sup>st</sup>, 2021**.

More detailed information on the above minority rights and the terms of their exercise

are available on the Company's website <https://www.piraeusholdings.gr>

#### F. AVAILABLE DOCUMENTS AND INFORMATION

The present invitation, any documents to be submitted to the **EGM**, the draft resolution and relevant proposals of the Board of Directors for the item of the agenda, the proxy forms, for the appointment of representative, the email vote document and any other information as stipulated in Article 123, paragraph 3, of law 4548/2018, are posted on the Company's website <https://www.piraeusholdings.gr> and available in hard copy at the Shareholders Services Department of the Company.

Athens, March 16<sup>th</sup> 2021

THE BOARD OF DIRECTORS