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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 Ordinary General Meeting

In accordance with the law and the Articles of Association of the Company, and the decision 68/17-06-2021 of its Board of Directors, shareholders of “**ADMIE (IPTO) HOLDING S.A.**” or “The Company” are invited to **the Ordinary General Shareholders’ Meeting on Wednesday, July 14<sup>th</sup> 2021, at 11:00** which shall be held remotely in real time via teleconference and without the physical presence of shareholders at the venue, due to the current circumstances and in line with precaution measures aiming to prevent the spread of the COVID-19, according to the details below, in order to deliberate, discuss and decide upon the following items on the agenda:

### ITEMS ON THE AGENDA

1. Submission and approval of the Annual Financial Statements of the Company for the 4<sup>th</sup> fiscal year (01.01.2020 - 31.12.2020) with the corresponding Reports and Statements of the Board of Directors and the Certified Auditors, as well as the Corporate Governance Statement in accordance with article 152 of Law 4548/2018.
2. Approval of the overall management of the Company for the 4<sup>th</sup> fiscal year (01.01.2020 to 31.12.2020) in accordance with article 108 of Law 4548/2018, as

is the case with the exemption of the Company's Certified Auditors, in accordance with subsection (c) of paragraph 1 of article 117 of law 4548/2018 for the fiscal year 2020, as well as approval for the activities of the fiscal year 01.01.2020 - 31.12.2020, in accordance with decisions of the Board of Directors.

- 3.** Approval of the distribution of results of the 4<sup>th</sup> fiscal year (01.01.2020 to 31.12.2020), decision on distribution (payment) of dividend and provision to the Board of Directors of the relevant authorizations.
- 4.** Approval of payment of fees and compensations to the members of the Board of Directors and the Committees for the 4<sup>th</sup> fiscal year (01.01.2020 to 31.12.2020) and their pre-approval for the fiscal year 2021 (01.01.2021 to 31.12.2021).
- 5.** Submission for discussion and voting by the General Meeting, according to article 112 of law 4548/2018, of the Remuneration Report for the fiscal year 01.01.2020 - 31.12.2020.
- 6.** Election of Regular and Alternate Certified Auditors for the audit of the Financial Statements of the Company for the fiscal year 2021 (01.01.2021 to 31.12.2021) and for the issuance of the annual tax certificate and determination of their remuneration, according to article 42 of N 4449/2017.
- 7.** Submission of the Annual Report of the Activities of the Audit Committee by the Chairman of the Audit Committee, to the Shareholders for the Corporate Fiscal Year 2020 (01.01.2020 to 31.12.2020), in accordance with article 44 of Law 4449/2017.
- 8.** Granting permission in accordance with article 98 of Law 4548/2018 to the members of the Board of Directors and the executives of its Directorates for their participation in Boards of Directors and / or in the Management of other

companies as well as affiliated companies within the meaning of article 32 of Law 4308/2014.

9. Amendment and codification of the Company's Articles of Association to be harmonized with the provisions of Law 4706/2020.
10. Submission and approval of the Suitability Policy of the Members of the Board of Directors according to par. 3 of article 3 of Law 4706/2020.

#### 11. 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 **Monday, July 26<sup>th</sup> 2021 at 11:00** without the physical presence of shareholders at the venue, due to the current Ordinary 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 Ordinary 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, 4 and 5 Law of 4548/2018** the Company informs the shareholders about the following

#### **PROCEDURE FOR THE PARTICIPATION IN PERSON OR THROUGH A REPRESENTATIVE IN 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 article 125 of law 4548/2018. Entrance to the Meeting site will not be allowed to Shareholders, journalists and in general to every third party except for 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 Ordinary 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>.

To access the electronic platform, the following are required: a personal computer, smart phone or tablet, an installed browser, and internet access.

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 ELKAT.) as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies pursuant to Part 3 of No. 8 decision of the BoD of "HELLENIC CENTRAL SECURITIES DEPOSITORY SA", "Technical terms and procedures for the provision of the Registry Service, Corporate & Other Related Acts" as well as the document "Terms and Conditions of Remote General Meeting of Shareholders" then the shareholder must provide or update the information above, in order to create the account.

For this purpose, shareholders are requested to contact without delay the Participant of their Securities Account held in the Dematerialized Securities System in accordance with the specific provisions of the Rules of Operation of the Hellenic Central Securities Depository as applicable or to any other intermediary acting as depositary of their shares, to notify and/or update their valid email address and mobile phone number for identification purposes.

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 Ordinary 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 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) to attend the General Meeting by using electronic or audio-visual means.
- (b) to address to the General Meeting by submitting their questions during the meeting.

Whilst simultaneously through the e-Platform they will be able to:

- (c) to vote in real time during the General Meeting on the topics of the agenda.
- (d) Receive notification on the registration of their vote.

## **PARTICIPATION AND VOTING RIGHT**

At the Ordinary General Meeting of July 14, 2021, only individuals or legal persons that have the status of shareholder on 9 July 2021, ("Record Date" -the 5<sup>th</sup> day before the meeting date of the Annual General Meeting), are entitled to participate remotely and vote, ie those that are registered on the Record Date in the

Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

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**).

For the Company, shareholders who are entitled to participate in the General Meeting or the Repeat General Meeting and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the General Meeting by ATHEXCSD or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

Exercising these rights does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits that ability to sell and transfer these shares during the period between the Record Date and the General Meeting.

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

### **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 June 29<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 July 1<sup>st</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 July 8<sup>th</sup>, 2021, six (6) days before the General Meeting if the relevant request is communicated to the Board of Directors until July 7<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 Ordinary, 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 July 8<sup>th</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 July 8<sup>th</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 **July 14<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 the Participant of the Securities Account at DSS or another intermediary acting as custodian of the shareholder through whom the shares are held, 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 July 12<sup>th</sup>, 2021).**

For any Repeat General Meeting of **July 26<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 11:00 of July 24<sup>th</sup>, 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 Ordinary 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, 23.06.2021**

**THE BOARD OF DIRECTORS**