

alphatrust andromeda

L. 3371/2005, Company, License: Hellenic Capital Market Commission Decision
5/192/6.6.2000 Headquarters: Kifissia
General Commercial Register (G.C.R.): 003882701000

INVITATION of shareholders to the Annual Ordinary Shareholders Meeting

I. Pursuant to the resolution of the Board of Directors dated on 12.04.2022 of **ALPHA TRUST-ANDROMEDA INVESTMENT TRUST S.A.** ("Company") and in accordance with the Greek law and the Company's Articles of Incorporation, the Company's shareholders are hereby invited to participate in the Ordinary Shareholders Meeting which will take place **on Tuesday, May 03, 2022 at 09:30** at ALPHA TRUST Mutual Fund and Alternative Investment Fund Management S.A. offices **at 21, Tatoiou Street in Kifissia**, in order to resolve upon the following Agenda:

1. Submission and approval of the annual Financial Statements of the fiscal year 2021 accompanied by the reports of the Board of Directors and the Certified Public Accountant Auditors of the Company.
2. Approval, according to article 108 of L. 4548/2018, of the total management of the members of the Board of Directors that took place during the fiscal year 2021 and discharge of the Certified Public Accountant Auditors, according to par. 1 c) of article 117 of L. 4548/2018.
3. Approval of dividend distribution deriving from profits of the fiscal year 2021.
4. Approval of financial results distribution for the fiscal year 2021.
5. Election of an Auditing Company of Certified Public Accountant Auditors for the statutory and tax audit of the year 2022 and determination of its remuneration.
6. Submission and approval of the Remuneration Report, according to article 112 of L. 4548/2018, for the fiscal year 2021.
7. Approval of the remuneration paid to the members of the Board of Directors for the fiscal year 2021 and pre-approval for the payment of fees during the current and the first half of the following fiscal year.
8. Grant of permission, according to article 98 par. 1 of L. 4548/2018, as in force, to the members of the Board of Directors for their participation in the Boards of Directors of companies which pursue purposes similar or comparable to the Company.
9. Approval and extension of the duration of the agreements between the Company and the external management company under the name "ALPHA TRUST Mutual Fund and Alternative Investment Fund Management S.A.", in accordance with the provisions of L. 3371/2005 and L. 4209/2013.
10. Submission and approval of the Audit Committee's report for the fiscal year 2021.
11. Approval of the termination of the program for the purchase of Company's own shares, as decided by the Ordinary General Meeting of the Company's Shareholders dated 22.06.2020.
12. Approval of a new program for the acquisition of Company's own shares based on the provisions of articles 49 et seq. of L. 4548/2018.
13. Election of a new member of the Board of Directors in place of the resigned Chief Executive Officer.
14. Miscellaneous announcements.

In case of no-quorum according to the law, for all or part of the daily agenda issues shareholders are invited to a Repeat General Meeting, **on Tuesday, May 10, 2022 at 09:30** at ALPHA TRUST Mutual Fund and Alternative Investment Fund Management S.A. offices at 21, Tatoiou Street in Kifissia.

Furthermore, pursuant to articles 121 of L. 4548/2018, the Company informs shareholders of the following:

a. Entitlement to participate and vote in the General Shareholders' Meeting

Every shareholder is entitled to participate and vote at the General Meeting. Each Company share bears one (1) voting right at the General Meeting.

Any person appearing as a shareholder at the registry of the Dematerialized Securities System managed by the "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.", in which the shares of the Company are recorded or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B' 1007/16.03.2021), is entitled to participate in the Ordinary General Meeting at 03.05.2022 and the Repeat General Meeting at 10.05.2022. Proof of shareholder status should be made by presenting relevant written certification from the above mentioned Central Securities Depository or alternatively, proof of shareholder status can be made through direct electronic link-up of the Company with the records of the Dematerialized Securities System or through the above intermediaries in line with the above provisions. A shareholder may participate in the General Meeting through confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason which justifies such refusal in line with the applicable provisions (article 19 par. 1 L. 4569/2018, article 124 par. 5 L. 4548/2018).

Shareholder status should exist at the latest by the beginning of the fifth (5th) day prior to the General Meeting, dated 03.05.2022 that is at the beginning of **28.04.2022 (record date)**, and the relevant written certification or the electronic verification of shareholder status must be received by the Company by the third (3rd) day before the date of the General Meeting namely including the **30.04.2022**, during business days and hours.

Towards the Company, a shareholder is deemed to have the right to participate and vote at the General Meeting, if he is shareholder at the respective record date.

b. Procedure for voting by proxy.

The shareholder may participate in the General Meeting and may vote either in person or by proxy. Each shareholder may appoint up to three (3) proxy holders.

A proxy holder may vote, according to instructions, if any, received by the shareholder. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Any noncompliance of the proxy holder with the instructions he received, does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in reaching the majority, in accordance with article 128, par. 3, par. c' of L 4548 / 2018.

Prior to the commencement of the General Meeting proceedings, the proxy holder must disclose to the Company any particular facts that may be of relevance for

shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder.

Conflict of interest may arise especially when the proxy voter:

- (a) is a controlling shareholder of the Company or is another entity controlled by such shareholder;
- (b) is a member of the Board of Directors or the broader management of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (c) is an employee or an auditor of the Company, or a controlling shareholder or an entity controlled by such shareholder;
- (d) is a spouse or close relative (1st degree) of a natural person referred to in (a) to (c) hereinabove.

In addition, the shareholder's proxy person shall keep record of the voting instructions for at least one (1) year, from the date of the General Meeting or, in the event of a postponement, of the last Repeat Meeting in which he has used the proxy.

Legal persons participate in the General Assembly through their representatives.

The appointment and revocation or replacement of the representative or the proxy person of the shareholder shall in any case be made in writing or by electronic means and shall be submitted to the Company at least forty-eight (48) hours before the scheduled date of the Meeting, i.e. by **01.05.2022** at the latest at 09:30 for the initial Ordinary General Meeting and no later than **08.05.2022** at 09:30 for any Repeat.

The Company has available at its corporate website (www.andromeda.eu) the form to be used for appointing a proxy voter. The said form shall be filled in and submitted signed by the shareholder at the Company's Shareholder Service on 21 Tatoiou Str. 145 61 Kifissia (Shareholder Service, Mrs. Evangelia Athanasoglou-Alexiou, tel. +30 210 6289200) or sent via fax at +30 210 6234242 or via e-mail at: e.athanasoglou-alexiou@alphatrust.gr. The lawful beneficiary shareholder is called upon to take all necessary measure for confirming the successful submission of the proxy form and its receipt by the Company by calling: +30 210 6289200.

c. Minority Rights

In relation to the Ordinary General Meeting and in accordance with article 121 par. 4 f. aa of L. 4548/2018 in combination with article 141 of L. 4548/2018, the shareholders of the Company also have the following rights:

(a) If shareholders representing 1/20 of the paid-up share capital of the Company so request, the Company's Board of Directors is obliged to include additional topics in the agenda of the General Meeting, provided that the said request is communicated to the Board by **18.04.2022**, i.e. at least fifteen (15) days prior to the Ordinary General Meeting. The said request on additional topics to the daily agenda should be accompanied by justification or a draft resolution to be approved by the General Meeting and on **20.04.2022**, i.e. 13 days prior to the Ordinary General Meeting, the revised agenda should be disclosed in the same manner as the previous agenda, and at the same time made available to shareholders through the Company's website www.andromeda.eu, along with the justification or draft resolution tabled by the shareholders, in accordance with the provisions of article 123 par. 4 of L. 4548/2018. If these topics are not disclosed, the requesting shareholders are entitled to request the adjournment of the General Meeting in accordance with par. 5 of article 141 of L. 4548/2018 and to disclose them themselves, according to the law, at the Company's expense.

(b) Shareholders, representing one twentieth (1/20) of the Company's paid up share capital are entitled to request to submit draft decisions for items which have been included in the initial or possibly revised daily agenda provided that the said request is communicated to the Board by **26.04.2022**, i.e. at least seven (7) days prior to the General Meeting, while the draft decisions shall be made available to the shareholders in accordance with par. 3 of article 123 of L. 4548/2018 no later than **27.04.2022**, i.e. at least six (6) days before the date of the General Meeting.

(c) If any shareholder so requests, and provided that the said request is filed with the Company by **28.04.2022**, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the specific requested information regarding the affairs of the Company, insofar as such information is relevant to a proper assessment of the items on the daily agenda. The obligation to provide information does not apply in the event that such information is already available through the Company's website, particularly in the case of frequently asked questions. Also, at the request of shareholders representing one twentieth (1/20) of the paid up capital, the Board of Directors is obliged to announce to the General Meeting, if tactical, the sums paid over the last two years to each member of the Board of Directors or the directors of the Company, as well as any benefit to such persons from any cause or contract of the Company with them. In all the above cases, the Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders on the Board of Directors, in accordance with articles 79 or 80 of L. 4548/2018. In the cases of this paragraph, the Board of Directors may respond in a single application to shareholders with the same content.

(d) At the request of shareholders, representing one tenth (1/10) of the paid up capital submitted to the Company until **28.04.2022**, i.e. at least five full days before the General Meeting, the Board of Directors is obliged to provide the General Meeting information on the course of corporate affairs and the assets of the Company. The Board of Directors may refuse to provide the information for substantive reasons, which shall be recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders on the Board of Directors, in accordance with articles 79 or 80 of L. 4548/2018, provided that the relevant members of the Board of Directors have received the relevant information in an adequate manner. Similar deadlines for the exercise of minority shareholders' rights also apply in the case of a Repeat General Meeting.

In all the cases mentioned above, the requesting shareholders must prove their shareholding and, except for the case of the first subparagraph of paragraph 1 above (i.e. the first subparagraph of par. 6 of article 141 of L. 4548/2018), the number of shares they hold in the exercise of the relevant right. Such proof can be made by any legal means and in any case 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.

d. Available documents and information

The information referred to in article 123 (3) and (4) of L. 4548/2018, in particular the Invitation to convene the General Meeting, the total number of shares and voting rights that the shares incorporate at the date of the invitation, the forms to be used for the exercise of voting rights through a representative or proxy person, the full text of the documents to be submitted to the General Meeting, the draft decisions or (if no decision has been proposed) comments of the Board of Directors on the matters of the agenda, draft decisions proposed by the shareholders, according to article 141

par. 3 of L. 4548/2018, other information regarding the rights of the Company's shareholders and other information, referred to in article 123 par. 3 and 4 of L. 4548/2018, are available (posted) to the Company's official website www.andromeda.eu and the Company's Shareholders Service (Shareholder Service, 21, Tatoiou Street, 145 61 Kifissia, Mrs. Evangelia Athanasoglou-Alexiou tel. +30 210 6289200), from which interested parties can receive hard copies without charge.

Kifissia, April 12, 2022

The Board of Directors