



**«AS COMPANY S.A.»**

**COMMERCIAL - INDUSTRIAL COMPUTER AND TOY S.A.**

**INVITATION TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

Number of Commercial Registry 57546304000 (previous S.A. Reg.No. 22949/06/B/90/107)

Pursuant to the Law and its Statute, the Board of Directors of the Company under the name "AS Commercial - Industrial Computer and Toy Societe Anonyme" invites the shareholders, following the decision of the B.O.D on 05.05.2022 to an Ordinary General Meeting, which will take place via operator assisted Real-Time Teleconference on Friday, 27<sup>th</sup> of May 2022, at 11:00 a.m.

The issues on the agenda are the following:

**ISSUES ON THE AGENDA**

1. Submission and approval of the Separate and Consolidated Annual Financial Statements for the fiscal year 01.01.2021 - 31.12.2021, accompanied with the relevant declarations and reports of the Board of Directors and the Statutory Auditors.
2. Approval of the distribution of profits concerning the fiscal year 01.01.2021 - 31.12.2021.
3. Approval of the overall management of the Board of Directors for the fiscal year 1.1.2021-31.12.2021, according to Article 108 of Law 4548/2018 and discharge of the Auditors for the same fiscal year, according to Article 117, paragraph 1, c), of Law 4548/2018.
4. Presentation of the Audit Committee Report for the fiscal year 1.1.2021 – 31.12.2021, by the Chairman of the Audit Committee, pursuant to article 44 par. 1 of L. 4449/2017.
5. Submission of the Report of the independent non – executive members of the Board of Directors to the General Meeting for the fiscal year 1.1.2021 – 31.12.2021.
6. Election of a new Board of Directors due to the end of the term of office of the incumbent and ascertainment of the fulfillment of the criteria and conditions provided in the law and in the Suitability Policy of the company for the existing and candidate members of the Board.
7. Submission for discussion and voting of the Remuneration Report for the financial year 1/1/2021-31/12/2021 in accordance with article 112 par. 3 of L.4548/2018.
8. Approval of members of the Board of Directors' paid remuneration for the period 1/1/2021 - 31/12/2021, according to the decision of the Ordinary General Meeting of 2021.
9. Approval and definition of members of the Board of Directors' remuneration for the fiscal year 2022.

10. Election of the auditing Company for the mandatory auditing of the fiscal year 2022 and approval of their remuneration.

In the event of failure to reach the required quorum for a decision on the issues on the agenda or some of them on the 27.05.2022, the 1st Repeat Ordinary General Meeting will be held on 3 June 2022, Friday at 10 a.m., with the same means (real time teleconference). The Repeat Meeting shall not require further invitation of the shareholders, in accordance with article 130 par. 2 of Law 4548/2018.

According to Law 4548/2018, as amended and currently in force, the Company informs the shareholders about the following:

#### **A. RIGHT OF PARTICIPATION AND VOTING AT THE GENERAL MEETING**

Only the natural and legal persons having the Shareholder status on the fifth day before the date of the Ordinary General Meeting, i.e. on 22.05.2022 (record date) have the right to participate in the Ordinary General Meeting or any Repeat Meetings.

Proof of shareholder's status will be furnished by any legal means and by the Company's direct electronic connection to the records of the entity which holds and manages the securities (shares) of the Company ["Hellenic Central Securities Depository Societe Anonyme" (ELKAT)]. At the repetitive Ordinary General Meeting, shareholders may participate under the same formal conditions as above.

The exercise of the rights of participation and voting does not imply the blocking of shares or any other similar procedure, which restricts the possibility of selling and transferring the shares, during the period between the record date and the date of the Ordinary General Meeting or of the Repeat General Meeting.

#### **B. RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING VIA TELECONFERENCE**

Pursuant to the provision of article 22 par. 3 of the Company's Statute and article 120 par. 3 of Law 4548/2018, the Ordinary General Meeting (or/and any of its reiterations) shall be conducted for all shareholders by distance, in real time, via teleconference, with the support of an Operator (Operator Assisted Real – Time Teleconference).

The Shareholders who wish to participate in the aforementioned Ordinary General Meeting (or/and in any of its reiterations), in person or through a representative, are kindly asked to fill out and send via email, to the address [investors@ascompany.gr](mailto:investors@ascompany.gr) the form "Declaration Form of Remote Participation in the General Meeting - Proxy Authorization" which may be found on the website <https://ir.ascompany.gr> at least forty-eight (48) hours prior to the designated date and time for the session of the General Meeting (initial or any of its reiterations). If the aforementioned procedure is completed in due time, the shareholders who are entitled to participate in the Ordinary General Meeting shall receive via email, to

the email address they have submitted, the telephone number and directions to get in touch with the Company Chorus Call Hellas S.A., which has been designated as Teleconference Operator. On the day of the General Meeting and no later than thirty minutes before the start, the shareholders or their representatives should contact the above Teleconferencing Coordinator, following the instructions that will be sent to them, in order to participate in the works of the General Meeting, upon receipt of the relevant code.

It is possible to participate in the votes of the General Assembly remotely, by mail or by electronic means, pursuant to article 126 of Law 4548/2018 and to article 22 of the Company's Statute. The shareholders who vote by mail or by electronic means are counted for the formation of the quorum and the majority if the relevant votes are received by the Company no later than twenty four (24) hours before the beginning of the meeting of the General Meeting. (initial or repetitive). A relevant voting form is posted on the Company's website <https://ir.ascompany.gr>. The form should be completed, signed and sent, with a verified signature, by post or via e-mail to [investors@ascompany.gr](mailto:investors@ascompany.gr).

### **C. PROCEDURE FOR THE EXERCISE OF VOTING RIGHTS BY REPRESENTATIVE**

Each Shareholder may participate in the Ordinary General Meeting and any possible Repetitive Meeting either in person or through a proxy, according to the following provisions.

The appointment and/ or the revocation and/ or replacement of a proxy shall be made in writing. The Shareholders wishing to participate in the abovementioned Ordinary General Meeting and/or its possible Repetitive through a proxy, should send the document "Declaration Form of Remote Participation in the General Meeting - Proxy Authorization", which is available at the Company's website <https://ir.ascompany.gr>. The document should be filled out and sent by e-mail at [investors@ascompany.gr](mailto:investors@ascompany.gr), at least forty-eight (48) hours prior to the date of the General Meeting (initial or repetitive).

Every Shareholder may appoint up to three (3) representatives. Legal entities may participate in the Ordinary General Meeting or any repeat General Meeting by appointing up to three (3) individuals as proxies. However, if a shareholder holds Company shares that appear in more than one security accounts, it is not restricted for said Shareholder to appoint different proxies for each account in relation to the General Meeting.

The representative votes according to the instructions of the Shareholder, if any, and is required to archive the voting instructions for at least one (1) year from the date of the Ordinary General Meeting or Repeat Ordinary General Meeting, in which he used the representative.

The eligible shareholder is required to confirm the successful dispatch of the representative appointment form and its receipt by the company by calling: 2310572000.

The representative of the Shareholder is obliged to disclose to the Company, prior to the commencement of the Ordinary General Meeting, any specific event that may be useful to the

Shareholders to ascertain the existence of the risk that the representative may serve interests other than the interests of the Shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular when the representative: (a) is a Shareholder exercising control over the Company, or another legal entity or entity controlled by that Shareholder; (b) is a member of the Board of Directors or the general management of the Company or is a Shareholder exercising control over the Company or any other legal person or entity controlled by a shareholder exercising control over the Company; (c) is an employee or auditor of the Company or a Shareholder exercising control over the Company or any other legal person or entity controlled by a Shareholder exercising control over the Company; (d) is a spouse or relative of first degree with one of the natural persons referred to in (a) to (c).

#### **D. MINORITY RIGHTS OF SHAREHOLDERS**

According to article 121 par. 4 of the Law 4548/2018, we inform the Messrs. Shareholders that, among other things, have the following rights provided for in Article 141 par. 2, 3, 6 and 7 of Law 4548/2018:

I. At the request of the shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to include on the agenda of the Ordinary General Meeting additional issues if the relevant application is received by the Board of Directors at least fifteen (15) days prior to the Ordinary General Meeting. The application for including additional items on the agenda is accompanied by a justification or draft decision for approval by the Ordinary General Meeting. The revised agenda is published in the same way as the previous agenda, thirteen (13) days before the date of the Ordinary General Meeting. At the same time, it is made available to the shareholders on the Company's web site below, along with the justification or draft decision submitted by the applicant shareholders according to the provisions of article 123 par. 4 of Law 4548/2018. If these items are not published, the applicant shareholders, representing 1/20 of the paid up capital, are entitled to request the postponement of the General Meeting pursuant to paragraph 5 of article 141 of Law 4548/2018 and to make the publication themselves, as defined in the second subparagraph of article 141 par. 2, at the expense of the Company.

II. At the request of the shareholders representing one twentieth (1/20) of the paid up share capital, according to the provisions of article 123 par. 4 of the Law 4548/2018, the Board of Directors makes available to the shareholders draft decisions on matters included in the original or revised agenda at least six (6) days prior to the date of the Ordinary General Meeting, if the relevant request of the shareholders is received by the Board of Directors at least seven (7) days prior to the date of the Ordinary General Meeting.

III. At the request of any shareholder submitted to the Company at least five (5) full days prior to the Ordinary General Meeting, the Board of Directors is obliged to provide to the General Meeting all required specific information on the affairs of the Company, to the extent that are useful for the actual assessment of the issues on the agenda. The Board of Directors may provide a single response to

shareholder's requests, which have the same content. No obligation to provide information exists when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Also, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to inform the General Meeting the amounts that were paid to each member of the BoD or the management of the Company during the last two years, as well as any benefit provided to these persons for any reason. In all the aforementioned cases, the Board of Directors may refuse to provide information on substantive grounds, which is recorded in the minutes.

IV. At the request of shareholders representing one tenth (1/10) of the paid up share capital, the Board of Directors is obliged to provide information to the Ordinary General Meeting regarding the course of corporate affairs and the assets of the Company. The request shall be submitted to the Company at least five (5) full days before the General Meeting. The Board of Directors may refuse to provide the information for substantive reasons, which shall be recorded in the minutes. The aforementioned deadlines for the exercise of minority shareholders' rights also apply to Repetitive General Meetings. The collective and individual minority rights are thoroughly described in article 141 of Law 4548/2018. In all the aforementioned cases, the requesting shareholders have to prove their shareholder's status and the number of shares they hold in exercise of the relevant right and, subject to the case of paragraph III above, the number of shares held in the exercise of the relevant right. Such proof shall also be furnished by submitting a certificate from the entity holding the relevant securities or a certificate by means of direct electronic link between the entity and the Company.

## **E. AVAILABLE DOCUMENTS & INFORMATION**

The information in article 123 par. 3 and 4 of Law 4548/2018, as in force, including the present invitation, the documents to be submitted to the Ordinary General Meeting, the drafts of the decisions proposed by the Board of Directors on matters on the Agenda, representation forms, fuller information on the exercise of these minority rights as defined in Law 4548/2018 as well as the total number of existing shareholders and voting rights will be made available in electronic form on the Company's website (<https://ir.ascompany.gr>). For any other information, the shareholders may Contact the Company at 2310 572000, Shareholder Service Department.

Oreokastro, 06/05/2022

The B.o.D