



**INVITATION**  
**TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE TRADE NAME**  
**“FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS”**  
**TO AN EXTRAORDINARY GENERAL MEETING**  
**GENERAL COMMERCIAL REGISTRATION NUMBER (G.E.MI.) 1351401000**

In accordance with the decision of the Company’s Board of Directors on May 8<sup>th</sup>, 2023, at its meeting no. 655, and the provisions of Law 4548/2018 and article 15 of the Company’s Articles of Association, the Shareholders of the Societe Anonyme under the trade name **“FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS”** and the distinctive title **“FRIGOGLASS S.A.I.C”** are invited to an Extraordinary General Meeting, to be held on Monday, May 29<sup>th</sup>, 2023, at 15:30, at Company’s registered seat in Kifissia, Attica, at the Business Center **“PYRNA”**, at 15, Andrea Metaxa str., with the following agenda:

1. Election of a new Company’s Board of Directors for a three-year term and appointment of Independent Members.
2. Resolution regarding the type of the Audit Committee, its term, size and capacity of its Members as well as the appointment of its Members in case an independent Audit Committee is formed, in accordance with article 44 of Law 4449/2017, as in force.

Moreover, according to the above resolution of the Board of Directors, in case no quorum is achieved, the Shareholders of the Company are invited to an Iterative Extraordinary General Meeting on Tuesday, June 6, 2023 at 10:00 a.m. at the same place as above. It is noted that according to article 130 of Law 4548/2018, no invitation shall be published for the above Iterative Extraordinary General Meeting.

According to article 121 par. 4 of Law 4548/2018, the Company informs the Shareholders as follows:

**I. RIGHT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING**

The right to participate at the Extraordinary General Meeting (initial meeting and iterative) is held by any individual or legal entity who appears as a shareholder at the beginning of the fifth (5th) day



prior to the Extraordinary General Meeting dated May 29<sup>th</sup>, 2023, i.e. on May 24<sup>th</sup>, 2023 (Record Date). The same record date also applies for any postponed or iterative general meetings, as long as the postponed or iterative general meeting does not take place more than thirty (30) days later that record date. In the event that this does not hold true, or a new invitation to shareholders for an iterative Extraordinary General Meeting is published, shareholders on the third day prior to the date of the postponed or iterative shareholders' Extraordinary General Meeting are eligible for participation in the Extraordinary General Meeting.

For the Company, Shareholders who are entitled to participate in the Extraordinary General Meeting and to exercise the right to vote are those who are registered on the Record Date in the Dematerialized Securities System (DSS) of the company "Hellenic Central Securities Depository S.A. (H.C.S.D)" or the one identified as such on the relevant date through registered intermediaries or other intermediaries in accordance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Regulation of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The proof of the capacity to act as a Shareholder may be evidenced by any legal means and in any case, on the basis of information received by the Company from the records of the organization in which the transferable securities of the Company are registered (i.e. records of Dematerialized Securities System (DSS) managed by Hellenic Central Securities Depository S.A. (H.C.S.D.) or through the participating and registered intermediaries in the central securities depository. A Shareholder may participate in the Extraordinary 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 Extraordinary General Meeting refuses this participation for a significant reason that justifies its refusal in accordance with the provisions in force (article 19 par. 1 of Law 4569/2018, article 124 par.5 of Law 4548/2018).

The exercise of participation rights does not require the previous blocking of the Shareholders' shares or any other similar procedure, which restricts the sale and transfer thereof during the period between the record date and the date of the Extraordinary General Meeting.

In the event of an Iterative Extraordinary General Meeting on June 6<sup>th</sup>, 2023, the status of Shareholder must exist on May 24<sup>th</sup>, 2023 (record date), i.e. at the beginning of the fifth (5<sup>th</sup>) day before the date of the initial Extraordinary General Meeting of May 29<sup>th</sup>, 2023, in accordance with the provisions of article 124 par. 6 of Law 4548/2018.



## II. PROXY VOTING PROCEDURE

Eligible Shareholders may participate in the Extraordinary General Meeting in person or via proxy. Each Shareholder may appoint up to three (3) proxies according to para. 4 of article 128 of Law 4548/2018. However, especially for the participation in the Extraordinary General Meeting of May 29<sup>th</sup>, 2023 or in its iterative meeting, the Shareholder can appoint only one (1) proxy. A proxy acting on behalf of more than one shareholders may vote differently for each shareholder. Shareholders who are legal entities participate in the Extraordinary General Meeting through their representatives. A “Proxy Appointment Form” for Shareholders is available on the Company’s website [www.frigoglass.com](http://www.frigoglass.com) and may also be obtained in hard copy from the Company’s Investor Relations Department (15, A. Metaxa Street, Kifissia, tel.: +30 210 6165 767). This form completed, signed with its signature certified shall be either sent by post to the Company’s Investor Relations Department at the above address or sent completed and signed and with its signature certified electronically to [jstamatakos@frigoglass.com](mailto:jstamatakos@frigoglass.com) at least forty eight (48) hours prior to the date of the Extraordinary General Meeting (i.e. no later than 15:30 on 27.05.2023).

In case of Shareholders that are identified through intermediaries, the appointment and revocation or replacement of the Shareholder’s proxy are done via confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212, at least forty eight (48) hours before the convention date of the Extraordinary General Meeting, i.e. at the latest up to 15:30 of 27.05.2023.

In the event of an Iterative (or a postponed) meeting, the Shareholder wishing to appoint for the first time or to replace the proxy he had appointed for the initial meeting, must revoke the original proxy following the same procedure under Section II above, within the prescribed deadlines, i.e. no later than 48 hours before the Iterative Extraordinary General Meeting, i.e. until 10:00 a.m. on 04.06.2023.

In each one of the above cases, the Shareholder is required to confirm the successful dispatch of the “Proxy Appointment Form” and its receipt by the Company, by calling: 210-6165767.

A Shareholder’s proxy is required to notify the Company, prior to the Extraordinary 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 is 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 a statutory 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. is a spouse or a first-degree relative with the individuals of cases a) to c) above.

### **III. SHAREHOLDERS' MINORITY RIGHTS**

According to the provisions of para. 2, 3, 6 and 7 of article 141 of Law 4548/2018, the Company informs its shareholders that:

- Shareholders representing 1/20 of the paid-up share capital of the Company are entitled to request the Board of Directors to include additional items on the agenda of the Extraordinary General Meeting, following a request received by the Board of Directors at least fifteen (15) days prior to the Extraordinary General Meeting. Such request should outline the reasoning or a draft of resolution to be approved by the Extraordinary General Meeting, according to article 141 par. 2 of Law 4548/2018.
- Shareholders representing 1/20 of the paid-up share capital of the Company are entitled to request from the Board of Directors to submit drafts of resolutions for each of the items on the initial or the revised agenda, according to article 141 par. 3 of Law 4548/2018, following a request received by the Board of Directors at least seven (7) days prior to the Extraordinary General Meeting. The Board of Directors must make these available to the shareholders at least six (6) days prior to the Extraordinary General Meeting.
- Any shareholder may request, no later than five (5) full days prior to the Extraordinary General Meeting, the Board of Directors to provide to the Extraordinary General Meeting specific information relating to the Company, to the extent that such information is useful for the actual assessment of the items on the agenda. The Board of Directors is entitled to issue one single response for the shareholders' request having the same content. The Board of Directors is not obliged to provide information when the relevant information is already available to the Company's website. Furthermore, shareholders representing 1/20 of the paid-up share capital



may request from the Board of Directors to disclose to the Extraordinary General Meeting the amounts paid to each member of the Board of Directors or to the Company's managers during the last two years, as well as any other benefits granted to such persons under any contract between them and the Company or on any other basis.

- Shareholders representing 1/10 of Company's paid-up share capital may request, no later than five (5) full days prior to the Extraordinary General Meeting, the Board of Directors to provide to the Extraordinary General Meeting information regarding the conduct of the Company's affairs and its financial condition.

In order to exercise any right mentioned in the present invitation, a shareholder is required to submit proof of its capacity as a shareholder and of the number of shares it holds at the time of exercising such right. Proof of the shareholder status may be provided through all legitimate means, especially through the shareholder record updates sent to the Company by the Central Securities Depository if it provides registry services, or through the participating and registered intermediaries in any other case.

#### **IV. OTHER INFORMATION**

This invitation, drafts of the resolutions for each of the items of the agenda to be proposed by the Board of Directors, as well as the other documents to be submitted to the Extraordinary General Meeting and the other information provided in para. 3 and 4 of article 123 of Law 4548/2018 are available on the Company's website: [www.frigoglass.com](http://www.frigoglass.com). Such documents are also available to Shareholders in hard copy from Company's Investor Relations Department (15, A. Metaxa Street, Kifissia, tel.: +30 210 6165 767).

**Kifissia, May 8, 2023**  
**THE BOARD OF DIRECTORS**  
**FRIGOGLASS S.A.I.C.**