



## **INVITATION TO THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

Following the decision of the Board of Directors dated June 16<sup>th</sup> 2023 and in accordance with the law and the Company's Articles of Association, our Company's shareholders are invited to the Extraordinary General Shareholders' Meeting on Wednesday July 12<sup>th</sup> 2023, at 14:00, at the company's premises, 26 Amaroussiou – Halandriou Street. The subjects of the daily agenda are as follows:

### **SUBJECTS OF THE DAILY AGENDA**

- 1. Reduction of the company's share capital through the cancellation of own shares and amendment of the article 5 of the company's Articles of Association.**
- 2. Election of a new Audit Committee in accordance with article 44 of Law 4449/2017, as in force - determination of type, term of office, number and skills of its members, as well as determination of its members.**

Should the quorum required by law 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 at the same location which will take place on Wednesday July 19<sup>th</sup> 2023 at 14:00.

Pursuant to articles 121 par. 3 and 4, 124 and 128 of Law 4548/2018, as in force, the Company informs the shareholders about the following:

### **PARTICIPATION AND VOTING RIGHT**

Entitled to participate and vote at the Extraordinary General Meeting (initial meeting and repetitive) are only individuals or legal persons having shareholder capacity at the start of the 5th day prior to the date of the General Meeting, i.e. on July 7<sup>th</sup> 2023 ("Record Date"). The above record date also applies to the Repeated General Meeting.

Towards the Company, as shareholder entitled to participate and exercise voting right at the General Meeting is considered any person registered, on the Record Date, in the records of the Dematerialized Securities System ("DSS") of the Hellenic Central Securities Depository S.A. ("HCSD") or any person identified as such 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).

Status of shareholder is verified by any means provided by law and in any case by means of information obtained by the Company until prior to the beginning of the General Meeting by the HCSD 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 this refusal in line with the applicable provisions (art.19 par. 1 L. 4569/2018, art. 124 par. 5 L. 4548/2018).

The exercise of the above rights does not require blocking of shares or following any other similar processes that would restrict the possibility of sale and transfer of shares during the period between the Record Date and the General Meeting.

#### **VOTING PROCEDURE THROUGH REPRESENTATION**

Eligible shareholders may participate in the General Meeting or in Repeated General Meetings in person or by proxy. Each shareholder may appoint up to three proxies. Legal entities may appoint up to three individuals as their proxies. A proxy statement for shareholders is available on the Company's website <https://sarantisgroup.com/investor-relations/shareholders/general-meetings/> and in hard copy can be provided by the Shareholders' Service Department of the Company (26 Amarousiou-Halandriou street, Marousi, 15125, Athens, tel. 210 6173 107).

The appointment and revocation of the shareholder's proxy for participation in the General Meeting is done either in writing and is notified to the Company via email at [krozakeas@sarantisgroup.com](mailto:krozakeas@sarantisgroup.com) or [kstamatiou@sarantisgroup.com](mailto:kstamatiou@sarantisgroup.com), or the original documents should be sent to the Company's offices (26 Amarousiou-Halandriou street, Marousi, 15125, Athens, tel: +30210 6173107). The completed and signed proxy statement must be notified to the Company, at least 48 hours prior to the General Meeting, that is until Monday July 10<sup>th</sup> 2023 at 14:00. In the event of a Repeated General Meeting, proxy statements must be notified to the Company as above at least 48 hours prior to the Repeated General Meeting, that is until Monday July 17<sup>th</sup> 2023 at 14:00.

A proxy holder who represents more than one shareholder may vote differently for each shareholder. If the shareholder holds shares of the Company, which appear in more than one securities account, the shareholder may appoint different representatives for the shares appearing in each securities account in relation to the General Meeting.

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.

#### **MINORITY SHAREHOLDERS RIGHTS**

- 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 at least 15 days before the General Meeting. The additional items must be published or notified, under the responsibility of the Board of Directors, according to article 122 of Law 4548/2018, at least seven (7) 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 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. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 of article 141 of Law 4548/2018 and to proceed with the publication themselves, as defined in the second part of this paragraph (and paragraph 2 of article 141 of law 4548/2018), at the expense of the Company.

- 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 6 days before the General Meeting if the relevant request is communicated to the Board of Directors at least 7 days before the General Meeting.
- Following the request of any shareholder, communicated to the Company at least 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. There is no obligation to provide information when the relevant information is already available on the Company's website, especially in the form of questions and answers. 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.
- Following a request of shareholders representing 1/10 of the paid-up share capital which is communicated to the Company 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.

Further information on the minority shareholders rights and their exercise is available on the Company's website <https://sarantisgroup.com/investor-relations/shareholders/shareholders-rights/>.

In the aforementioned cases, the shareholders who are communicating a request must provide proof of their qualification as shareholders 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 information the Company receives from the Central Securities Depository, as long as it provides registry services, or through the operators and registered intermediaries in any other case.

#### **DOCUMENTS AVAILABLE AND INFORMATION**

The documents and the information required by par. 3 and 4 of article 123 of law 4548/2018 are available in the Company's website: <https://sarantisgroup.com/investor-relations/shareholders/general-meetings/> and in hard copy at the Company's premises (26 Amarioussiou-Halandriou street, Marousi, 15125, Athens, +302106173107) according to the L.4558/2018.

