

# 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 Extraordinary Shareholders Meeting**

I. Pursuant to the resolution of the Board of Directors dated on 04.07.2023 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 Extraordinary Shareholders Meeting which will take place **on Wednesday, July 26, 2023 at 10:00 am** at the offices of the company under the tradename “ALPHA TRUST Mutual Fund and Alternative Investment Fund Management S.A.”, located **at 21 Tatoiou street in Kifissia**, in order to resolve upon the following Agenda:

1. Approval of five-year scrip dividend program (2023 – 2028)
2. Grant of authorization to the Board of Directors for the extraordinary share capital increase of the Company relevant to the 1st item here above

In the event of postponement or cancellation or no-quorum, as required by law, for all or certain items of the agenda, at the meeting of July 26, 2023, Messrs. Shareholders are invited to a Repeat Shareholders Meeting **on Tuesday, August 01, 2023 at 10:00 am**, at the offices of the external management company under the tradename “ALPHA TRUST Mutual Fund and Alternative Investment Fund Management S.A.” located at 21 Tatoiou Street in Kifissia, to discuss and resolve on the said items of the agenda. It is noted that no new invitation for the Repeat Shareholders Meeting will be published, in accordance with article 130 par. 2 c of the Law 4548/2018, as in force.

II. Furthermore, in accordance with Articles 121, 123, 124, 128 and 141 of Law 4548/2018, the Company informs shareholders of the following:

### **a. Entitlement to participate and vote in the Shareholders Meeting**

Every shareholder is entitled to participate and vote at the Shareholders Meeting. Each Company share bears one (1) voting right at the Shareholders 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 (Law 4548/2018, Law 4569/2018, Law 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 Extraordinary Shareholders Meeting at 26.07.2023 and the Repeat Shareholders Meeting at 01.08.2023. Proof of shareholder status should be made by presenting relevant written certification from the abovementioned 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 Shareholders Meeting through confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the Shareholders Meeting refuses said participation for good reason which justifies such refusal in line with the applicable provisions (article 19 par. 1 Law 4569/2018, article 124 par. 5 Law 4548/2018).

Shareholder status should exist at the latest by the beginning of the fifth (5<sup>th</sup>) day prior to the Shareholders Meeting, dated 26.07.2023 that is at the beginning of **21.07.2023 (Record Date)**. The Record Date shall also apply in the case of the Repeat Shareholders Meeting, provided that it is not more than thirty (30) days from the Record Date, pursuant to article 124 par. 6 of the Law 4548/2018.

Towards the Company, a shareholder is deemed to have the right to participate and vote at the Shareholders Meeting, if he is shareholder at the respective record date. The participation and exercise of voting rights in the Extraordinary Shareholders Meeting and in a Repeat Shareholders Meeting does not require the blocking of the beneficiary's shares or the observance of any other similar procedure, which may restrict the possibility of selling and transferring them during the period between the Record Date and the Shareholders Meeting.

#### **b. Procedure for voting by proxy.**

The shareholder may participate in the Shareholders 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 Shareholders Meeting, even if the proxy's vote was decisive in reaching the majority, in accordance with article 128, par. 3 c of Law 4548/2018.

Prior to the commencement of the Shareholders 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. For the purposes of this paragraph, 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 Shareholders 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 Shareholders Meeting 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 in particular via email and shall be submitted to the Company at least forty-eight (48) hours before the scheduled date of the Meeting, i.e. by **24.07.2023** at the latest at 10:00 for the initial Extraordinary Shareholders Meeting and no later than **30.07.2023** at 10:00 for any Repeat.

The Company has available at its corporate website ([www.andromeda.eu](http://www.andromeda.eu)) the form to be used for appointing a proxy voter. The form shall be filled in and submitted signed by the shareholder at the Company's Shareholder Service, 1 Aristidou Str. 145 61 Kifissia (Shareholder Service, Mrs. Maria Marina Printsiou, tel. +30 210 6289341) or via e-mail at: [m.printsiou@andromeda.eu](mailto:m.printsiou@andromeda.eu). 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 6289341.

### **c. Minority Rights**

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

**(a)** If shareholders, representing one twentieth (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 Shareholders Meeting, provided that the said request is communicated to the Board by **11.07.2023**, i.e. at least fifteen (15) days prior to the Ordinary Shareholders 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 Shareholders Meeting and on **13.07.2023**, i.e. 13 days prior to the Ordinary Shareholders 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](http://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 Law 4548/2018. If these topics are not disclosed, the requesting shareholders are entitled to request the adjournment of the Shareholders Meeting in accordance with article 141 par. 5 of Law 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 **19.07.2023**, i.e. at least seven (7) days prior to the Shareholders Meeting, while the draft decisions shall be made available to the shareholders in accordance with article 123 par. 3 of Law 4548/2018 no later than **20.07.2023**, i.e. at least six (6) days before the date of the Shareholders Meeting.

**(c)** If any shareholder so requests, and provided that the said request is filed with the Company by **20.07.2023**, i.e. at least five (5) full days prior to the Shareholders Meeting, the Board of Directors is obliged to provide the Shareholders 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. In the above case, 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 Law 4548/2018. Finally, 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 **20.07.2023**, i.e. at least five (5) full days before the Shareholders Meeting, the Board of Directors is obliged to provide the Shareholders 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 Law 4548/2018, provided that the relevant members of the Board of Directors have received the relevant information in an adequate manner.

**(e)** If shareholders representing one twentieth (1/20) of the paid-up share capital of the Company so request, voting on an item or items on the agenda shall be conducted by open ballot. Similar deadlines for the exercise of minority shareholders' rights also apply in the case of a Repeat Shareholders 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 c above (i.e. the first subparagraph of par. 6 of article 141 of Law 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 par. 3 and 4 of Law 4548/2018, in particular the Invitation to convene the Shareholders 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 Shareholders 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 Law 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 Law 4548/2018, are available (posted) to the Company's official website [www.andromeda.eu](http://www.andromeda.eu) and the Company's Shareholders Service (Shareholder Service, 1, Aristidou Street, 145 61 Kifissia, Mrs. Maria Marina Printsiou tel. +30 210 6289341), from which interested parties can receive hard copies without charge.