

**INVITATION**  
**TO THE SHAREHOLDERS OF THE COMPANY UNDER THE NAME**  
**“AEGEAN AIRLINES SOCIÉTÉ ANONYME”**  
**AND DISTINCTIVE TITLE “AEGEAN AIRLINES S.A.”**  
**(GEMI NO. 1797901000)**  
**TO THE EXTRAORDINARY GENERAL MEETING**

In accordance with the Law and the Articles of Association of the Company, and the decision of its Board of Directors dated 21.11.2023, shareholders of “Aegean Airlines S.A.” (the “Company”) are invited to participate at the Extraordinary General Meeting on Thursday, December 14<sup>th</sup>, 2023, at 11:00 a.m., which will take place remotely without any physical presence, either in real time by teleconference or by exercising the right to vote before the General Meeting under the specific provisions in the present invitation, in order to discuss and decide upon the following items of the daily agenda.

If the quorum in order to decide any of the items of the original daily agenda is not obtained, the General Meeting will convene again in a Repetitive General Meeting remotely in real-time by teleconference on Thursday, December 21<sup>st</sup>, 2023, at 11:00 a.m., without publishing a new invitation.

**DAILY AGENDA ITEMS**

1. Approval to buyback warrants issued on the company’s shares.
2. Other issues and announcements

In accordance with article 121 par. 3 and 4, 124 and article 128 of L.4548/2018, as in force, the Company informs its shareholders as follows:

**I. Right to participate and vote at the General Meeting**

Each ordinary registered share provides with the right of one vote. Entitled to participate in the General Meeting (Initial Extraordinary meeting and Repetitive Meeting) is any individual or legal entity who is recorded as a shareholder of the Company’s ordinary registered shares in the accounts of the Dematerialized Securities System (D.S.S.) administered by the Central Securities Depository SA. (the “CSD”) on the beginning of the fifth (5th) day before the date of the General Meeting of Thursday, December 14<sup>th</sup>, 2023, i.e. on December 9<sup>th</sup>, 2023, (the “Record Date”). The same Record Date applies also in case of a Repetitive Meeting as per above.

Shareholders having the right to participate and vote in the General Meeting are those registered, on the Record Date, in the records of the Dematerialized Securities System (“DSS”) of the Société Anonyme “HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.” (“HCSD”) 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).

The shareholder status may be verified by any lawful means, and in any case through the information that the Company receives until the commencement of the Extraordinary General Meeting from the HCSD or from intermediaries participating and registered with the Central Securities Depository in accordance 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 right to participation and vote does not require the blocking of the beneficiary's shares or any another similar procedure, which restricts the possibility of the sale and transfer of such shares during the period between the record date and the Extraordinary General Meeting or the Repetitive Extraordinary General Meeting.

## **II. Procedure for the exercise of the right to vote and participate**

### **A. Procedure for remote participation and vote at the General Meeting in real time by teleconference**

In order for the Shareholders to participate and vote in real time for the Extraordinary General Meeting of December 14<sup>th</sup>, 2023, or the Repetitive Extraordinary General Meeting, remotely by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the web based electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr> .

The web based electronic platform is provided by the company "Hellenic Central Securities Depository SA." while the ZOOM service by Zoom Video Communications Inc. is used for the teleconference.

In order to access the web based electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access. In order for a shareholder or his/her proxy to create an account in the web based electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

In case that upon entering the electronic platform the above data entered by the Shareholder do not match the data registered in the Dematerialized Securities System or the identification details that have been notified to the Company by "Hellenic Central Securities Depository S.A." or through the intermediaries in the context of shareholder identification facilitation services at General Meetings at a distance provided to issuers in accordance with Part 3 of decision no.8 of the Board of Directors of "Hellenic Central Securities Depository S.A.", " Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service" as well as "Terms and Conditions for the Extraordinary General Meeting of the Shareholders", Shareholders must update their aforementioned details in order to create the account.

To this end, Shareholders are kindly requested to contact the Participant of the Securities Account in the DSS or any other intermediary, who provides them custody services for the Company's shares, as the case may be, in order to notify and / or update their valid e-mail address (email) and their mobile number for identification purposes.

Further instructions for participation in the General Meeting by teleconference will be posted on the Company's website.

Shareholders can contact for any questions and information with the Investor Relations Department via email at [investors@aegeanair.com](mailto:investors@aegeanair.com) or by telephone at (+30)210 3551519 during working days and hours.

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at (+30) 210 3366426 or by email at [AxiaeShareholdersmeeting@athexgroup.gr](mailto:AxiaeShareholdersmeeting@athexgroup.gr).

Shareholders that will participate at the Extraordinary General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

On the date of the General Meeting, in order to participate in the proceedings, Shareholders must connect on time through the Web based Platform, sixty minutes (60') and at least fifteen minutes (15') before the start time of the General Meeting that has been announced in the Invitation, and to declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

Shareholders who are successfully connected to the internet platform will be able to participate in the General Meeting in real-time by teleconference through a link that will be sent to them via email.

By activating the ZOOM application through the link at the beginning of the General Meeting, the Shareholders will have the ability to:

i) follow the proceedings of the Extraordinary General Meeting with electronic or audiovisual means,

ii) take the floor and address the General Meeting orally during the Extraordinary General Meeting,

while through the online platform they will be able to:

iii) vote in real time during the General Meeting on the items of the agenda,

iv) receive information on the registration of their vote.

**B. Procedure for remote participation in the vote before the General Meeting (mail vote)**

I. Pursuant to article 17 of the Articles of Association and article 126 of Law 4548/2018, in addition, shareholders have the option to participate remotely by mail vote, in person or by proxy, and vote on the items of the agenda of the Extraordinary General Meeting before the General Meeting,

Shareholders that wish to participate in the voting on the items of the agenda of the General Meeting that will be held before the General Meeting, can make use of the following options:

a) Either by exercising the right to vote before the Extraordinary General Meeting through the web based electronic platform <https://axia.athexgroup.gr> in which they have previously created an account and have successfully registered as described above, until twenty-four (24) hours before the date of the Extraordinary General Meeting i.e. until 11:00 a.m. on Wednesday, December 13<sup>th</sup>, 2023 the latest and until 11:00 a.m. on Wednesday, December 20<sup>th</sup>, 2023 the latest for the Repetitive General Meeting.

**b) Or by completing and submitting the “Mail vote form”. The signed with a dully verified signature form should be submitted by email at [investors@aegeanair.com](mailto:investors@aegeanair.com), while original document should be mailed to Investor Relations Department of the Company (Athens International Airport Building 57, 19019, Spata, tel. (+30)2103551519) at least twenty-four (24) hours before the date of the Extraordinary General Meeting i.e. until 11:00 a.m. on Wednesday, December 13<sup>th</sup>, 2023 the latest and until 11:00 a.m. on Wednesday, December 20<sup>th</sup>, 2023 the latest for the Repetitive General Meeting.**

c) or to participate by making use of certificates or notifications described in Articles 5 and 6 of EU Regulation 2018/1212 and provided by intermediaries.

Shareholders who cast their vote prior to the Extraordinary General Meeting are considered for the formation of the quorum and majority, only if the relevant votes have been received within the time limits provided by law, as indicated above.

II. It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the Daily Agenda Items before the General Meeting, can appoint up to one (1) proxy; the appointment must be made at the latest forty-eight (48) hours before the date of the Extraordinary General Meeting i.e. until 11:00 a.m. on Tuesday, December 12<sup>th</sup>, 2023 the latest and until 11:00 a.m. on Tuesday, December 19<sup>th</sup>, 2023 the latest for the Repetitive General Meeting.

Shareholders or their proxies are encouraged to exercise their right to ask questions in Extraordinary General Meeting in writing by sending their questions by email at [investors@aegeanair.com](mailto:investors@aegeanair.com) or by mail in the Investor Relations Department of the Company (Athens International Airport Building 57, 19019, Spata, tel. (+30)2103551519) at least forty eight (48) hours before the date of the Extraordinary General Meeting.

Shareholders are asked to confirm that the “Mail Vote Form” and the “Form of proxy” is successfully sent and received by the company, and can, for this purpose, call at (+30)2103551519 (Investor Relations Department).

### **C. Procedure for participation and vote by proxy**

I. Each shareholder who is entitled to attend as per above, may participate in the General Meeting and vote either in person or by a proxy.

Each Shareholder may appoint up to three (3) proxies. If the shareholder owns shares of the Company that appear in more than one securities account, that restriction does not prevent the shareholder from appointing different proxies for the shares that appear in each securities account in relation to the General Meeting. Legal entities may participate in the General Meeting by appointing up to three (3) individuals. A proxy who is appointed for more than one shareholder may vote differently for each Shareholder. The Shareholder's proxy is obliged to notify the Company, before the beginning of the General Meeting, of any fact that may be crucial to the shareholders in assessing the risk regarding the fact that the proxy serves other interests, except for the interests of the Shareholder concerned. According to the present paragraph, conflict of interests may arise in particular when the proxy: a) is shareholder exercising control over the Company or is another legal person or entity that is controlled by that shareholder; (b) is a member of the Board of Directors or member of the Management of the Company or of a shareholder exercising control over the Company or other legal person or entity controlled by shareholder exercising control over the Company; (c) is an employee or certified auditor of the Company or of shareholder exercising control over the Company or of another legal person or entity controlled by a shareholder exercising control over the Company; or (d) is a spouse or relative in the first degree of one of the individual mentioned above in cases (a) to (c).

Shareholders wishing to participate in the General Meeting through a proxy, should submit to the Company the 'Form of proxy', which is available at the company's website.

II. Specifically for shareholder participation by proxy at the General Meeting at 11:00 a.m. on Thursday, December 14<sup>th</sup>, 2023 or to any Repetitive General Meeting, remotely in real-time by teleconference, shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at the latest forty-eight (48) hours before the date of the Extraordinary General Meeting i.e. until 11:00 a.m. on Tuesday, December 12<sup>th</sup>, 2023 the latest and until 11:00 a.m. on Tuesday, December 19<sup>th</sup>, 2023 the latest for the Repetitive General Meeting.

For shareholder participation by proxy remotely in real-time by teleconference, upon receipt of the information above by the Company, and based on the email address and mobile telephone of the representative, as declared in the proxy document, an account is created for the proxy on the web based electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred above.

III. The proxy documentation is available in the Company's website in order to participate in the Extraordinary General Meeting on December 14<sup>th</sup>, 2023.

The document is available to shareholders in electronic form on the website of the Company (<http://www.aegeanair.com>) and in hard copy at the Headquarters of the Company (Athens International Airport, Building 57, PC 19019 Spata).



**The signed with a dully verified signature “Form of proxy” and the “Form for the withdrawal of the appointment of the proxy” should be sent by email at [investors@aegeanair.com](mailto:investors@aegeanair.com) and the original should be sent to Investor Relations Department (Athens International Airport, Building 57, 19019, Spata, tel. (+30)2103551519) at least forty eight (48) hours before the date of the Extraordinary General Meeting i.e. until 11:00 a.m. on Tuesday, December 12<sup>th</sup>, 2023 the latest and until 11:00 a.m. on Tuesday, December 19<sup>th</sup>, 2023 the latest for the Repetitive General Meeting.**

Shareholders are asked to confirm that the “Form of proxy” is successfully sent and received by the company, and can, for this purpose, call (+30)2103551519 (Investor Relations Department).

#### **D. Rights of minority shareholders**

I. Shareholders representing at least one twentieth (1/20) of the Company’s paid-up share capital may request the Board of Directors to include additional items on the Agenda of the General Meeting, upon a relevant application which must be received by the Board of Directors at least fifteen (15) days before the General Meeting date. The application shall be accompanied by a justification of reasons for it or by a draft resolution for approval by the General Meeting. The revised Agenda shall be publicized by the same way as the previous Agenda, thirteen (13) days before the General Meeting date and shall be made available simultaneously to the shareholders on the Company’s website, with the justification or draft resolution submitted by the shareholders in accordance with the provisions of article 123 par. 4 of L.4548/2018.

II. Shareholders representing at least one twentieth (1/20) of the Company’s paid-up share capital, may request, upon submission of a relevant application which must be received by the Board of Directors at least seven (7) days before the General Meeting date, the Board of Directors to make available to the Shareholders on the website of the Company ([www.aegeanair.com](http://www.aegeanair.com)), at least six (6) days before the General Meeting date, draft resolutions for the items that have been included in the initial or revised Agenda. It is noted that the Board of Directors is not obliged to proceed neither to the registration of items on the Agenda nor to the publication or notification of them with justification and drafts resolutions submitted by the shareholders according to the above mentioned cases (I) and (II), respectively, if their content is obviously against the law or morality.

III. Any shareholder, upon application submitted to the Company at least five (5) full days before the General Meeting, may request the Board of Directors to provide to the General Meeting the requested specific information regarding the Company’s affairs, to the extent that this is useful in the actual assessment of the items of the Agenda. Also, at the request of Shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors must notify the Extraordinary General Meeting regarding the amounts that have been paid to each Member of the Board or the company’s directors or any benefit provided to these persons for any reason or contract with them, over the last two years. In all of the above cases, the Board of Directors may decline the provision of information for an adequate and substantial reason, mentioned in the minutes. The Board of Directors is entitled to give a single answer to shareholders’ requests with common content. The obligation to provide any relevant information does not exist in the event that such information has already been available on the Company’s website.

IV. Shareholders representing at least one tenth (1/10) of the Company's paid-up share capital may request, upon application submitted to the Company at least five (5) days before the General Meeting date, the Board of Directors to provide to the General Meeting information regarding the course of the corporate affairs and the status of the Company's assets. The Board of Directors may decline the provision of information for an adequate and substantial reason, mentioned in the minutes.

For all of the above-mentioned cases, the shareholders, submitting the application, shall prove their shareholder status and, except for the above case III paragraph 1, the number of shares they own. Such proof of the shareholder status may be evidenced by any legal means and in any case, on the basis of information received by the company from the records the CSD.

#### **E. Available Documents and Information**

Available documents and information in accordance with par. 3 and 4 of article 123 of L.4548/2018 are available in electronic form on the website of the Company [www.aegeanair.com](http://www.aegeanair.com).

The shareholders, who are interested, may receive upon request hard copies of the documents from the Company's offices (Athens International Airport Building 57, 19019, Spata, tel. (+30)2103551519)) in order the Company to mail the hard copies of the documents with no charges.

Spata, November 21<sup>st</sup>, 2023

The Board of Directors