

# Invitation

**Contact details:**

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**INVITATION TO THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF THE SOCIETE ANONYME UNDER  
THE NAME "ENTERSOFT SA OF SOFTWARE AND SERVICES PRODUCTION AND TRADE"  
GENERAL COMMERCIAL REGISTRY NO: 122264001000**

By virtue of the Resolution of the Board of Directors of the Company dated 9th of January 2024, according to law and the Company's Articles of Association, the company's shareholders are invited to an Ordinary General Meeting of the Company on Tuesday, 20<sup>th</sup> February, 2024 at 11:30 a.m. which will be convened in its entirety by participation of the shareholders by distance via teleconference, according to article 120 par. 3 and article 125 of Law 4548/2018, in order to discuss and decide upon the below mentioned agenda items. The same will also apply to the persons referred to in paragraphs 1 and 2 of article 127 of Law 4548/2018, i.e. they will have the opportunity to attend through a teleconference.

## AGENDA ITEMS

Sole Item: Approval of program for the acquisition for Company's own shares in accordance with article 49 of Law 4548/2018 and relevant authorization to the Board of Directors.

In case the required quorum by law or the Articles of Association of the Company is not achieved, the Board of Directors hereto invites the Shareholders to a repetitive General Meeting on Tuesday, 27<sup>th</sup> February, 2024, 11:30 a.m., which will be convened under the same way, i.e. by participation of the shareholders by distance via teleconference, without the publication of new invitation according to article 130 par. 2 of Law 4548/2018.

In accordance with the article 121 par.3 & 4 of Law 4548/2018, the Company informs its shareholders as follows:

### **I. BENEFICIARIES ENTITLED TO PARTICIPATE IN THE GENERAL MEETING**

Every person recognized as a shareholder at the beginning of the fifth (5<sup>th</sup>) day before the day of the initial general meeting, i.e at the beginning on 15<sup>th</sup> February 2024 ("Record Date"), is entitled to participate to the Extraordinary General Meeting (initial and repetitive). The above mentioned Record Date is also valid in the case of postponement as above. The shareholder status can be substantiated by any legal means and in any case by information provided to the Company by the company "Greek Central Securities Depository S.A" (ATHEXCSD) which manages the Dematerialized Securities System as long as it provides the Company registry services, or by the participants and the registered intermediaries at the central securities depository in any other case. A shareholder may participate in the General

Meeting according with the confirmations or notices of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediary except if the meeting denies this participation for a serious cause justifying its denial in accordance with the applicable provisions (art. 19 par.1 Law 4569/2018, art. 124 par.5 Law 4548/2018).

In principle, any person appearing at the Securities System managed by the company under the name "Greek Central Securities Depository S.A" (ATHEXCSD), is entitled to participate at the general meeting as a beneficiary to exercise the voting right of share issue (shareholder, usufructuary, pledge with a voting right, etc) or identified as such, on the Record Date, via registered intermediaries or other intermediaries in compliance with the provisions of the relevant legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) including the Operation Regulation of the Hellenic Central Securities Depository (Governmental Gazette B /1007/16.03.2021). The Company has online access to the registry of Hellenic Central Securities Depository.

The exercise of the above rights (participation and voting) does not entail pledging of shares or any other similar process that restricts the ability to sell or transfer the shares during the period between the Record Date and the day of the General Meeting.

Legal entities may participate in the General Meeting by appointing proxy holders.

## **II. REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE**

In order that all shareholders can participate and vote in the Extraordinary General Meeting 20<sup>th</sup> February 2024 or its repetitive general meeting that will be convened by distance in real time via teleconference without their physical presence, it is required to create and use as a shareholder or his/her representative an electronic account at the electronic platform developed by the Group Hellenic Exchanges-Athens Stock Exchange SA in order to provide General Meeting Conduct services from distance in real time via teleconference to issuing companies on the website <https://axia.athexgroup.gr>.

The electronic platform is provided by the "Greek Central Securities Depository S.A", while for the teleconference the ZOOM tools is used by Zoom Video Communications Inc.

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

If, upon accessing the electronic platform, the above information entered by the shareholder do not match the information as registered in the Dematerialized Securities System or the identification information provided to the Company by ATHEXCSD or through the intermediaries, as part of the services provided to listed companies by ATHEXCSD in order to facilitate shareholder identification for remote general meetings pursuant to Resolution No 8 of the Board of Directors of ATHEXCSD entitled "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", the shareholder must provide or update the information above, in order to create the account.

To that end, the shareholders are requested to contact without delay to the Participant of the Securities Account held in the Dematerialized Securities System(DSS) or any other intermediary acting as a custodian for the Company's shares, as the case may be, in order to notify them or/and update the valid email address and the cell phone number for their identification.

Further participation instructions about the general meeting via teleconference will be uploaded to the Company's website and they will be sent by the Company via email to the shareholders who have completed the above mentioned procedure and they are entitled to participate to the Extraordinary General Meeting or its repetitive meeting.

For any questions and information, the shareholders may contact the Investors Relations Department of the Company (Mrs Ioanna Krasopoulou) by telephone on +30 211.1015.000 or by email at [ir@entersoft.gr](mailto:ir@entersoft.gr), during business hours and days.

Furthermore, commencing from the publication of the present and until the end of the general meeting information will be provided for the support of the shareholders and their representatives on the telephone number +30 2103366426 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

On the date of the General Meeting the Shareholders who wish to participate should log in via the Electronic Platform at least fifteen minutes (15') prior the start and state the number of voting rights with which they will participate and vote, and - if they wish - to modify this number which cannot exceed the maximum amount of their voting rights.

The shareholders participating at the general meeting in real time by teleconference shall be taken into account for the formation of the quorum and majority, and they will be able to exercise their rights during the general meeting, according to the legislation in force.

Specifically, the shareholders successfully connected to the electronic platform, will be able to participate at the general meeting by teleconference in real time through a link sent to them by email. By activating the teleconference application (ZOOM) through the link, the shareholders will be able to: a) attend by electronic or audiovisual means the general meeting, b) speak and address themselves to the general meeting, while through the electronic platform they will be able to: c) vote in real time during the general meeting on the items of the agenda and d) receive information about the recording of their vote.

### **III. PROCEDURE FOR THE PARTICIPATION AND VOTING BY REPRESENTATIVE**

Furthermore, apart from the participation by distance via teleconference, the Shareholders of the company may participate and vote to the Ordinary General Meeting via a representative in accordance with article 128 of Law 4548/2018. Shareholders participate in the General Meeting and vote either in person or through a representative. Each shareholder may appoint up to three (3) representatives. However, if a shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different representatives for the shares in each investor account for a particular General Meeting. Any appointment of representative can be freely revoked. A representative that acts for more than one shareholder can vote differently for each shareholder.

**Specifically, the participation to the Extraordinary General Meeting on 20th February 2024, or to its repetitive held from a distance in real time via teleconference, or the participation of the shareholder by representative to the voting of the agenda items of the General Meeting taking place before the General Meeting (by mail vote), the shareholder can appoint only one (1) representative.**

Shareholder may appoint a representative for one or more General Meetings and for a specific period of time. The representative votes in accordance with the shareholder's instructions, if there are any and he/she maintains a file with

the voting instructions for at least one (1) year since the general meeting's date or in case of adjournment, since the last repetitive meeting where he made use of the appointment. Non-compliance by the representative with the instructions received does not affect the validity of the decisions of the General Meeting, even if the representative's vote was decisive in achieving the majority.

The representative is obliged to disclose to the Company, before the commencement of the General Meeting, any fact which might be useful to the shareholders in assessing whether the said representative might pursue any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the representative:

- (a) Is a controlling shareholder of the Company, or another entity controlled by such shareholder;
- (b) Is a member of the Board of Directors or the 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 of a controlling shareholder or of an entity controlled by such shareholder;
- (d) Is a spouse or close relative (of 1st degree) of a natural person referred to in points (a) to (c).

The appointment, revocation or replacement of a representative takes place solely in writing and it is notified to the Company, at least forty eight (48) hours before the defined date of the general meeting, i.e no later than at 18<sup>th</sup> February, 2024, 11:30 a.m for the initial general meeting and no later than 25<sup>st</sup> February 2024 at 11:30 a.m. for any repetitive meeting).

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 appointment of representative document, the Company creates an account for the representative on the electronic platform; the proxy will be informed by email in order to activate the account in order to be able to exercise the rights of the shareholder in accordance with the instructions referred in section II hereto.

If the person entitled to participate did not comply with the above mentioned concerning the representative's appointment and the transmission of the relevant supporting documents at the Company, as defined above, he/she is entitled to participate to the general meeting, unless the general meeting refuses this participation in grounds of a significant reason justifying this refusal.

The Company has made available on its website (<http://www.entersoft.gr>) and in hard copy, upon request of the shareholders, at the offices of the Investors Relation Department the following documents that can be used from the shareholders: a) the Representative appointment form for the participation in real time via teleconference to the Extraordinary General Assembly and b) the Representative appointment form for the participation via mail voting before the Extraordinary General Assembly.

The representative's appointment form, fully completed should be sent to the Company as well as signed by the beneficiary to participate to the general meeting, along with the required documents for the legalization of the signatory, provided that the shareholder is a legal person or entity, in accordance with the specific instructions of completion, signature and submission included herein, either via e-mail to the e-mail address [ir@entersoft.gr](mailto:ir@entersoft.gr) with

subject "Representative Appointment – Extraordinary General Assembly 20.02.2024" or the original document must be sent to the Company ( Investors Relations Department, 362 Syngrou Avenue & Evripidou str., GR 17674, Kallithea, Attica, Greece) in any case at least forty eight (48) hours before the beginning of the meeting, i.e. until 18th February 2024, at 11:30 a.m.. for the initial general meeting and until 25<sup>th</sup> February, 2024, 11:30 a.m. for the repetitive general meeting.

The shareholders are requested to ensure that the representative's appointment form has been successfully sent and received by the Company by calling the Investors Relation Department on +30 211.1015.000.

#### **IV. EXERCISE OF VOTING BEFORE THE GENERAL MEETING (MAIL VOTING)**

Furthermore, apart from the participation by distance via teleconference, the Shareholders of the company or their representatives, may participate and vote to the Extraordinary General Meeting via mail voting in accordance with the Article 14 par. 2 of the Company's Article of Association and the article 126 of Law 4548/2018. Specifically, the shareholders may exercise their voting rights before the General Meeting via mail voting as follows:

- a) Either by exercising the voting right before the Extraordinary General Meeting via the electronic platform <https://axia.athexgroup.gr> where they should have already created an account and be successfully registered according to the above mentioned information in section II hereto, **during the time period from 16.02.2024 and time 11:30 a.m. and the latest until twenty four (24) hours prior to the date of the general meeting, i.e latest until 19<sup>th</sup> February, 2024 at 11:30 a.m..**
- b) Or by completing and submitting to the Company a "Ballot Paper" that the Company will be available accessible on the website of the company (<http://www.entersoft.gr>) and in hard copy, upon request of the shareholders, at the offices of the Investors Relation Department. The above mentioned document, fully completed should be sent to the Company as well as signed by the beneficiary to participate to the general meeting, in accordance with the specific instructions of completion, signature and submission included herein, either via e-mail to the e-mail address [ir@entersoft.gr](mailto:ir@entersoft.gr) or the original document must be sent to the Company (Investors Relations Department, 362 Syngrou Avenue & Evripidou str., GR 17674, Kallithea, Attica, Greece) in any case at least twenty four (24) hours before the beginning of the meeting, i.e. until 19th February 2024, at 11:30 a.m..
- c) Or by participating in the General Meeting according with the confirmations or notices of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediaries

Shareholders voting as above mentioned before the general meeting, are taken into account for the formation of the quorum and the majority, only if the relevant votes are received until 19<sup>th</sup> February, 2024, at 11:30 a.m.

Please note that the shareholders who wish to appoint a representative in order to participate via mail vote before the General Meeting, will be able to appoint **up to one (1) representative, at least forty eight (48) hours before the general meeting's date, i.e. until 18<sup>th</sup> February 2024, at 11:30 a.m.**, as above mentioned in section III hereto. Subsequent to this deadline, the participation via mail voting before the General Meeting won't be possible by a representative.

In case the required quorum by law or the Articles of Association of the Company is not achieved, during the repetitive General Meeting on 27<sup>th</sup> February 2024, the shareholders or their representatives shall exercise again the mail vote before the repetitive general meeting as follows:

a) Either by exercising the voting right before the Ordinary General Meeting via the electronic platform <https://axia.athexgroup.gr> where they should have already created an account and be successfully registered according to the above mentioned information in section II hereto, **during the time period from 21.02.2024 and time 11:30 a.m. and the latest until twenty four (24) hours prior to the date of the repetitive general meeting, i.e latest until 26<sup>th</sup> February 2024 at 11:30 a.m..**

b) Or by completing and submitting to the Company a "Ballot Paper" that the Company will be available accessible on the website of the company (<http://www.entersoft.gr>) and in hard copy, upon request of the shareholders, at the offices of the Investors Relation Department. The above mentioned document, fully completed should be sent to the Company as well as signed by the beneficiary to participate to the general meeting, in accordance with the specific instructions of completion, signature and submission included herein, either via e-mail to the e-mail address [ir@entersoft.gr](mailto:ir@entersoft.gr) or the original document must be sent to the Company (Investors Relations Department, 362 Syngrou Avenue & Evripidou str., GR 17674, Kallithea, Attica, Greece) in any case at least twenty four (24) hours before the beginning of the repetitive general meeting, i.e. until 26<sup>th</sup> February 2024, at 11:30 a.m..

c) Or by participating in the General Meeting according with the confirmations or notices of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediaries

Shareholders voting as above mentioned before the general meeting, are taken into account for the formation of the quorum and the majority, only if the relevant votes are received until 26<sup>th</sup> February, 2024, at 11:30 a.m.

For the repetitive General Meeting of 27<sup>th</sup> February, 2024, shareholders who haven't appointed a representative during the initial general meeting or shareholders who wish to replace the appointed representative in the initial general meeting, in order to participate via mail voting before the repetitive general meeting, are able to appoint up to one (1) representative, at least forty eight (48) hours before the repetitive general meeting's date, i.e until 25<sup>th</sup> February 2024, at 11:30 a.m...

Subsequent to this deadline, the participation via mail voting before the repetitive General Meeting won't be possible by a representative.

For any questions and information, the shareholders may contact the Investors Relations Department of the Company (Mrs Ioanna Krasopoulou) by telephone on +30211.1015.000 or by email at [ir@entersoft.gr](mailto:ir@entersoft.gr) , during business hours and days.

The shareholders are requested to ensure that the representative's appointment form and the ballot paper has been successfully sent and received by the Company by calling the Investors Relation Department on +30 211.1015.000.

## **V.SHAREHOLDERS MINORITY RIGHTS**

The Company informs the Shareholders' that they have the following minority rights according to par. 2, 3, 6 and 7 of Article 141 of Greek Law 4548/2018:

a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall include additional items on the agenda of a general meeting, already convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the general meeting, i.e. until 5<sup>th</sup> February 2024.

The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision, subject to adoption by the general meeting and the revised agenda is published in the same way as the previous agenda thirteen (13) days prior to the date of the general meeting, i.e. until 7<sup>th</sup> February 2024, and shall also be made available to shareholders on the Company's website, along with the justification or draft decision, submitted by shareholders. If these additional items are not published, the requesting shareholders are entitled to request the adjournment of the general meeting in accordance with article 141 paragraph 5 of Greek Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of this paragraph at Company's expense (Article 141 par. 2 of Greek Law 4548/2018).

b) Shareholders representing one twentieth (1/20) of the paid-up share capital, are entitled to submit draft decisions on items included either on the original or any revised agenda of the general meeting. Such request must be furnished to the board of directors at least seven (7) days before the date of the general meeting, i.e. until 13<sup>th</sup> February 2024, and said draft decisions are made available to the shareholders according to the provisions of article 123 paragraph 3 of Greek Law 4548/2018 at least six (6) days before the general meeting, i.e. until 14<sup>th</sup> February 2024 (Article 141 par. 3 of Greek Law 4548/2018).

c) Following a request submitted to the Company by any shareholder at least five (5) full days prior to the general meeting, i.e. until 14<sup>th</sup> February 2024, the board of directors is obliged to provide to the general meeting the requested specific information on the Company's affairs, to the extent that this may be useful for the assessment of the items on the agenda. The board of directors may provide a single response to shareholders' requests with the same content. The obligation to provide information does not apply in the event that the information requested is already available on the Company's website, especially in the form of questions and answers. The board of directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders to the board, in accordance with articles 79 or 80 of Greek Law 4548/2018. In the cases of this paragraph, the board of directors may respond in a single application to shareholders with the same content (Article 141 par. 6 of Greek Law 4548/2018).

d) At the request of shareholders representing at least one tenth (1/10) of the paid-up capital which is submitted to the Company at least five (5) full days prior to the general meeting, i.e. until 14<sup>th</sup> February 2024, the board of directors is obliged to provide to the general meeting information on the course of the corporate affairs and assets of the Company. The board of directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason might be, as the case may be, the representation of the applicant shareholders on the Board, in accordance with articles 79 or 80 of Greek Law 4548/2018, provided that the respective members of the board of directors have received relevant information sufficiently (Article 141 par. 7 of Greek Law 4548/2018).

In all above cases, according to paragraph 12 of Article 141 of Greek Law 4548/2018 the requesting shareholders must prove their capacity as shareholders, as well as the number of shares they hold, during the exercise of their right, except for in case of the first subparagraph of paragraph 6 of Article 141 of Greek Law 4548/2018. The shareholder capacity may be proved by any legal means and in any case on the basis of information that the Company receives by ATHEXCSD through electronic connection of the Company to the DSS or through the DSS Participant of the Securities Account or another intermediary acting as custodian for the shareholder's shares.

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

The information of par. 3 and 4 of article 123 of Law 4548/2018, par. 2,3, 6 and 7 of article 141 of Law 4548/2018 concerning the minority rights of the shareholders, including the Invitation of the Extraordinary General Meeting hereto, the representative appointment forms, the draft resolutions for each and every item of the agenda, or in case no draft resolutions has been proposed, the comments of the Board of Directors of the Company, as well as the proposed by the shareholders drafts resolutions in accordance with par. 3 article 141 of Law 4548/2018, the total number of shares and voting rights that the shares incorporate at the date of the invitation and the documents to be submitted to the General Meeting are available in electronic form on the Company's website (<http://www.entersoft.gr>). The documents of article 123 par. 3 of Law 4548/2018 will also be available in hard copy at the offices of the Company, at the Investor Relations Department.

For any further questions and information, the shareholders may contact the Investors Relations Department of the Company (Mrs Ioanna Krasopoulou) by telephone on +30 211.1015.000 and fax +30 211.1015.005, during business hours and days.

Kallithea, Attica, 10/1/2024

Antonios Kotzamanidis  
Managing Director

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