



**GRIGORIS SARANTIS SOCIETE ANONYME
INDUSTRIAL AND COMMERCIAL COMPANY
OF COSMETICS, CLOTHING, HOUSEHOLD AND PHARMACEUTICALS
GCR No. 000255201000**

INVITATION IN AN ORDINARY GENERAL MEETING

Following the decision of the Board of Directors dated 28/03/2024 and in accordance with the law and the articles of association of the societe anonyme under the name "GRIGORIS SARANTIS SOCIETE ANONYME INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS, CLOTHING, HOUSEHOLD AND PHARMACEUTICALS" and the distinctive title "GR. SARANTIS S.A." (hereinafter referred to as the "Company") the Shareholders of the Company are invited to the Ordinary General Meeting to be held on Tuesday, April 23, 2024 at 16:00 at the registered office of the Company, in Maroussi, on 26 Amaroussiou-Chalandriou Avenue, to discuss and decide on the following matters of the agenda:

AGENDA ITEMS:

1. **Submission and Approval of the Annual Financial Statements, including the consolidated annual financial statements, with the reports of the Board of Directors and the Certified Auditor, of the fiscal year 01/01/2023 – 31/12/2023. Approval of the distribution of the results of the fiscal year 01/01/2023 – 31/12/2023, payment of dividend and fees from the profits of the fiscal year.**
2. **Submission of the Annual Activity Report of the Audit Committee for the year 01/01/2023 – 31/12/2023.**
3. **Approval of the overall management regarding the fiscal year 01/01/2023 – 31/12/2023.**
4. **Discharge of the Certified Auditors from any responsibility for the audit of the fiscal year 01/01/2023 – 31/12/2023.**
5. **Election of a regular and alternate Certified Auditor for the regular audit of the financial statements for the year 01/01/2024 – 31/12/2024, and determination of their remuneration.**
6. **Submission for discussion and voting of the Remuneration Report of article 112 of Law 4548/2018 for the year 01/01/2023 – 31/12/2023.**
7. **Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9(5) of Law 4706/2020.**
8. **Approval of the terms for the acquisition of own shares of the Company in accordance with article 49 of Law 4548/2018, as in force (Own Shares Purchase Plan), and granting of relevant authorizations.**
9. **Amendment of Article 13 of the Company's Articles of Association.**
10. **Amendment of the Remuneration Policy of the Company.**
11. **Announcement of the election of a new member of the Board of Directors in replacement of a resigned member according to art. 82 par. 1 of Law 4548/2018 and appointment thereof as Independent Member of the Board of Directors.**
12. **Announcements.**

In the event that a quorum is not reached for the discussion and decision on the above items of the agenda, the shareholders are hereby invited without publication of a separate invitation to a Repeat General Meeting in the same place on Tuesday, April 30, 2024 at 16:00.

According to Articles 121(3)(4), 124 and 128 of Law 4548/2018, as in force, the Company informs the shareholders of the following:

RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING

Only natural and legal persons appearing as shareholders of the Company, in the files of the Dematerialized Securities System (D.S.S.) managed by the societe anonyme under the name "Greek Central Securities Depository S.A." (ATHEXCSD), have the right to participate and vote in the Ordinary General Meeting (initial meeting and repeat meeting), at the beginning of the fifth day preceding the meeting, i.e. on Friday, April 18, 2024 (Record Date). The above Record Date also applies to the Repeat General Meeting.

Against the Company, a shareholder who is entitled to participate in the General Meeting and to exercise the right to vote is considered to be the one registered on the Record Date in the DSS of ATHEXCSD or the one identified as such on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the law (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Regulation of Operation of the Greek Central Securities Depository (Government Gazette B/1007/16.03.2021).

Proof of the shareholder status is made by any legal means and in any case based on information received by the Company until the commencement of the General Meeting by ATHEXCSD or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting also on the basis of confirmations or notifications under Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the mediator unless the Meeting refuses such participation for an important reason justifying its refusal in compliance with the applicable provisions (art. 19(1) of Law 4569/2018, art. 124(5) of Law 4548/2018).

The exercise of these rights does not require the blocking of shares or any other similar process that may restrict the possibility of sale and transfer of shares during the time period between the Record Date and the General Meeting.

PROCEDURE FOR VOTING BY PROXY

The eligible shareholders may participate in the Ordinary General Meeting and any Repeat General Meeting in person or through their legally authorized proxies. Each shareholder may appoint up to three (3) proxies. Legal entities may participate in the General Meeting by appointing up to three (3) persons. A proxy form for the appointment of a proxy is available to the Shareholders on the Company's website <https://sarantisgroup.com/el/ependytikes-sxeseis/plirofories-pros-metoxous/genikes-suneleuseis/> and in hard copy to the Company's Shareholders' Service Department (26 Amaroussiou-Chalandriou Avenue, Maroussi, Attica, P.C. 15125, Tel. +30 210 6173065).

The signed proxy appointment form, as well as the notification for the revocation or replacement of the shareholder's representative, may be sent to the email address emoustakidou@sarantis-group.com, while the original thereof must be sent to the Shareholders and Investor Relations Department of the Company (26 Amaroussiou-Chalandriou Avenue, P.C. 15125, Maroussi, Tel. +30 210 6173065). The Company must receive the relevant notification no later than forty-eight (48) hours before the appointed date of the general meeting, i.e. no later than Sunday, April 21, 2024 at 16:00. In the event of a Repeat General Meeting, the above authorization must have been notified to the Company by the same means as above at least forty-eight (48) hours before the date of the Repeat General Meeting, i.e. no later than Sunday, April 28, 2024 at 16:00.

A proxy who acts on behalf of several shareholders 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 proxies for the shares appearing in each securities account in relation to the General Meeting.

A shareholder proxy must disclose to the Company, before the commencement of the General Meeting, any fact which might be useful to the shareholders in assessing the risk of the proxy serving interests other than those of the shareholder. For the purposes of this paragraph, there may be a conflict of interests in particular when the proxy is:

- a) a shareholder who controls the Company or is another legal person or entity controlled by such shareholder;
- b) a member of the Board or of the Management Company or of a shareholder controlling the Company or other legal person or entity controlled by a shareholder who controls the Company;
- c) is an employee or auditor of the Company or of a shareholder controlling the Company or other legal person or entity controlled by a shareholder who controls the Company,
- d) is a spouse or first degree relative to one of the natural persons referred to in points (a) to (c).

MINORITY RIGHTS OF THE SHAREHOLDERS

1. At the request of shareholders representing one twentieth (1/20) of the paid share capital, the Board of Directors of the Company is obliged to include in the agenda of the General Meeting additional items, if the request is received by the Board of Directors fifteen (15) days before the General Meeting. Any request for additional items on the agenda is accompanied by a justification or a draft resolution for approval by the General Meeting and the revised agenda is published in the same manner as the previous agenda, thirteen (13) days before the date of the General Meeting and will also be made available to shareholders on the Company's website, along with the justification or the draft resolution submitted by the shareholders as provided in Article 123(4) of Law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with article 141(5) of Law 4548/2018 and to proceed with the publication themselves, in accordance with the second subparagraph of this paragraph (and article 141(2) of Law 4548/2018), at the expense of the Company.
2. At the request of shareholders representing one twentieth (1/20) of the paid share capital, the Board of Directors shall make available to the shareholders as stipulated in Article 123(4) of Law 4548/2018, at least six (6) days before the date of the General Meeting, draft resolutions on the items included in the initial or revised agenda, if the request is received by the Board of Directors at least seven (7) days before the General Meeting.
3. At the request of any shareholder submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors must provide to the General Meeting the requested information regarding the affairs of the Company, to the extent that they are useful for the actual assessment of the items on the agenda. Obligation to provide information does not exist if the relevant information is available on the Company's website, especially in the form of questions and answers. The Board of Directors may refuse to provide such information citing sufficient material grounds, and this should be recorded in the minutes. The Board of Directors can respond to requests of shareholders having the same content. Also, at the request of shareholders representing one twentieth (1/20) of the paid share capital, the Board of Directors must notify the General Meeting, the amounts paid to each member of the Board of Directors or the managers of the company in the last two years, as well as any benefits to these persons by any cause or company's contract with them.

4. At the request of shareholders representing one tenth (1/10) of the paid share capital, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide the General Meeting with information on the course of corporate affairs and the financial position of the Company. The Board of Directors may refuse to provide such information citing sufficient material grounds, and this should be recorded in the minutes. Detailed information on the above minority interests and the terms of their exercise is available on the Company's website <https://sarantisgroup.com/investor-relations/shareholders/shareholders-rights/>.

It is noted that for the exercise of any of the rights referred to in this invitation, the exercising shareholder must prove his shareholder status and (except for the first case under 3 above) the number of shares of the Company he holds in the exercise of this right by any legal means. Such proof is the certification of the shareholder status based on information received by the Company from ATHEX-CSD, provided that it provides registry services, or through the participants and registered intermediaries in the central securities depository in any other case.

AVAILABLE DOCUMENTS AND INFORMATION

The documents and information provided for in Article 123(3)(4) of Law 4548/2018 are available on the Company's website <https://sarantisgroup.com/en/ependytikes-sxeseis/plirofories-pros-metoxous/genikes-suneleuseis/> and in hard copy to the Company's Shareholders' Service Department (26 Amaroussiou-Chalandriou Avenue, Maroussi Attica, 15125, tel. +30 210 6173065) in accordance with the provisions of Law 4548/2018.

Maroussi, Monday April 2nd, 2024
The Board of Directors of the Company
GRIGORIS SARANTIS SOCIETE ANONYME
INDUSTRIAL AND COMMERCIAL COMPANY
OF COSMETICS, CLOTHING, HOUSEHOLD AND PHARMACEUTICALS