

**«TECHNICAL OLYMPIC S.A.»**  
**GEMI No 124004701000**  
**NOTICE TO AN EXTRAORDINARY GENERAL MEETING**  
**OF THE SHAREHOLDERS OF THE COMPANY UNDER THE TRADE NAME**  
**«TECHNICAL OLYMPIC S.A.»**

Following the decision of the Board of Directors of company TECHNICAL OLYMPIC S.A. (hereinafter, the "**Company**") dated as of **28/11/2024** and in accordance to Law and to the Articles of Association of the Company, invites its Shareholders to an Extraordinary General Meeting to be held on **Thursday, December 19, 2024** at **14:00** which will take place remotely via teleconference in real time and without the physical presence of the shareholders, for discussion and decision-making on the following items of the agenda:

1. Offsetting of the Company's accumulated losses amounting to one hundred thirty million Euros (€130,000,000.00) through a corresponding reduction of the share premium reserve, derived from the issuance of shares at a premium, in accordance with Article 35(3) of Law 4548/2018.
2. Approval of a plan for the acquisition of own shares in accordance with the provisions of Article 49 of Law 4548/2018.
3. Various announcements.

Pursuant to articles 121 paragraph 4 and 124 paragraph 1 of L.4548/2018 the company informs the shareholders on the following:

**RIGHT TO PARTICIPATE AND VOTE TO THE GENERAL MEETING**

At the General Meeting of **December 19, 2024** entitled to participate and vote are Shareholders who will be registered at the start of the fifth (5th) day before the meeting date of the Extraordinary General Meeting, that is on **December 14rd, 2024 ("Record Date")**, in the file of shareholders of the company managed by the company "Hellenic Central Securities Depository Societe Anonyme" (ATHEXCSD), or who are identified as shareholders of the company through participating or registered intermediaries or other intermediaries in accordance with Law 4548/2018, Law 4569/2019, Law 4706/2020, Regulation (EU) 2018/1212 as well as the Regulation of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.3.2021) without requiring the blocking of their shares. The exercise of these rights does not require the blocking of the beneficiary's shares or the observance of any other similar procedure, which restricts the ability to sell and transfer them during the period between the Record Date and the date of the Extraordinary General Meeting.

For the Company, shareholder who is entitled to participate in the General Meeting or Repetitive General Meeting and to exercise the right to vote is the one that is registered on the Record Date in the Dematerialized Securities System of the company " Hellenic Central Securities Depository (ATHEXCSD)" or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the "HELLENIC CENTRAL SECURITIES DEPOSITORY" (Government Gazette B/1007/16.03.2021).

The proof of shareholder status is done by any legal means and in any case based on information received by the Company just before 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 on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary, unless the Extraordinary General Meeting refuses this participation for a

good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, that is they did not submit in writing or by electronic means the appointment of proxies or representatives to the Company, at least forty-eight (48) hours before the appointed date of the General Meeting, can participate at the General Meeting, unless the General Meeting refuses this participation for good reason which justifies this refusal.

In case the required quorum is not reached, for the items of the agenda, the Shareholders are invited to a Repetitive General Meeting on **Friday December 27th, 2024**, at 10:00 remotely via teleconference in real time. The record date of **December 14rd, 2024**, is the record date in the case of the Repetitive General Meeting. It is noted that no new invitation for the repetitive meeting will be published in accordance with article 122 of Law 4548/2018, as in force.

### **PROCEDURE FOR PARTICIPATION, MONITORING AND VOTING IN THE EXTRAORDINARY GENERAL MEETING REMOTELY IN REAL TIME VIA TELECONFERENCE.**

In order for shareholders to participate and vote in the Extraordinary General Meeting that will be held remotely in real time via teleconference without their physical presence, it is required to create and use an electronic account of the shareholder or any proxy on the electronic platform developed by the Athens Exchange Group for the provision of services for conducting general meetings remotely in real time through video conferencing to publishers on the website <https://axia.athexgroup.gr>.

Access to the electronic platform requires a computer or mobile phone of smartphone or tablet type, with an installed browser application and internet access. The online internet platform is provided by ATHEXCSD, while for teleconferencing the ZOOM Meetings service is used by Zoom Video Communications Inc. In order to create the account of the shareholder or his proxy on the above electronic platform, the valid email address and mobile phone of the shareholder or any proxy are required.

In the event that, upon entering the electronic platform, the above data entered by the shareholder or any representative do not match the data registered in the Dematerialized Securities System or with the identification data notified to the company by ATHEXCSD or through participating and registered intermediaries in the context of the shareholder identification facilitation services in remote general meetings provided to the issuing sociétés anonymes in accordance with Part 3 of No. 8 decision of the Board of Directors of ATHEXCSD "Technical terms and procedures for the provision of the Registry, Corporate & Other Related Acts Service" as well as the form "Terms and conditions of remote General Meeting of Shareholders", the shareholder or any representative must provide or update the above details in order to create the account.

For this purpose and in order to avoid malfunctions, shareholders are kindly requested to contact without delay the Participant of their Securities Account maintained in the Dematerialized Securities System in accordance with the specific provisions of the Rules of Operation of the Hellenic Central Securities Depository as in force or any other intermediary acting as custodian of their shares, in order to disclose and/or update the valid email address (email) and their mobile phone number (in case of a shareholder who is a legal entity, the data to be disclosed/updated refer to the legal representative) to identify them.

Further instructions for participation in the Extraordinary General Meeting via teleconference will be posted on the company's website.

Shareholders may contact the Investor Relation Department of the company for any questions and information by sending an email to the email address of the head of the

Investor Relation Department of the company: [christopoulouv@techol.gr](mailto:christopoulouv@techol.gr) or by phone at +30 210 9977000 (daily between 10.00 and 16.00).

Furthermore, starting with the publication of this document and until the end of the General Meeting, information on support issues will be provided to shareholders and their representatives at +30 210 33.66.426 or via email at [axiaeshareholdersmeeting@athexgroup.gr](mailto:axiaeshareholdersmeeting@athexgroup.gr)

The shareholders who will participate in the Extraordinary General Meeting via teleconference in real time, are taken into account for the formation of the quorum and the majority and will be able to effectively exercise their rights during it.

On the date of the General Meeting, Shareholders, in order to participate in its work, must log in on time through the Online Platform, at least fifteen minutes (15 minutes) before the start time of the General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the General Meeting and vote and, if they wish, to modify it (to the smallest).

Shareholders who have successfully connected to the online platform will be able to participate in the Extraordinary General Meeting via real-time teleconference via a link that will be sent to them via email. In addition, by activating the ZOOM teleconference application via the link at the beginning of the Extraordinary General Meeting shareholders will be able to:

- i. follow the proceedings of the General Meeting with electronic or audiovisual means,
- ii. take the floor and address the General Meeting orally during the General Meeting, while at the same time through the internet platform, they will be able to:
- iii. vote in real-time during the General Meeting on the matters of the agenda, and
- iv. receive information on the recording of their vote.

## **PROCEDURE FOR EXERCISING THE RIGHT TO VOTE BY REPRESENTATIVE**

The shareholder participates in the Extraordinary General Meeting and votes either in person or by representative. Each shareholder may nominate up to three (3) representatives. Legal entities may participate by nominating up to three (3) natural persons as representatives. If a shareholder holds shares of the Company which appear in more than one securities account, he/she may appoint different representatives for the shares appearing in each securities account. A representative acting for more than one shareholder may vote differently for each shareholder.

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. 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 shareholder's representative is obliged to file the voting instructions for at least one (1) year from the date of the Extraordinary General Meeting or any Repetitive General Meeting, in which he used the proxy. The relevant proxy form for the appointment or revocation or replacement of a proxy (proxy authorization form) is available on the company's website [www.techol.gr](http://www.techol.gr) and in case it is not possible to access these forms, in paper form at the company's Investor Relation department (20 Solomou str., Alimos Attica, tel: +30 210 9977000), which, if the shareholder so requests. The Company sends by email or by post and free of charge. According to Article 128 para. 4 Law 4548/2018 the above form is submitted to the company at least forty-eight (48) hours before the date set for the meeting of the Extraordinary General Meeting, i.e. by **December 17, 2024 at 14:00**. The e-mail address

and mobile phone number of the representative must be completed in the relevant authorization form in order to be able to participate in the Extraordinary General Meeting.

The form is either (a) submitted by the shareholder or proxy within the above deadline to the Investor Relation Department (20 Solomou str., Alimos Attica, tel: +30 210 9977000), completed, signed by the shareholder and authenticated or, alternatively, digitally signed using a qualified certificate of the shareholder, either (b) sent by the shareholder or proxy within the above deadline completed, signed by the shareholder and authenticated by him/her signature or, alternatively, digitally signed using a qualified certificate of the shareholder, via e-mail to the e-mail address of the person in charge of the Investor Relation Department [christopoulouv@techol.gr](mailto:christopoulouv@techol.gr) or to the fax number +30 210 9955586 (daily between 10.00 and 16.00). The beneficiary is requested to ensure the confirmation of the successful dispatch of the representative authorization and its receipt by the company, by calling +30 210 9977000.

The shareholder representative is obliged to notify the company, prior to the beginning of the Extraordinary General Meeting, of any specific fact that may be useful to the shareholders in assessing the risk that the representative may serve interests other than those of the represented shareholder. A conflict of interest may arise in particular where the representative is:

- a) a shareholder controlling the Company or another legal person or entity controlled by that shareholder,
- b) (b) a member of the Board of Directors or the general management of the Company or a shareholder controlling the Company or another legal person or entity controlled by a shareholder controlling the Company,
- c) (c) an employee or auditor of the Company or a shareholder controlling the Company or another legal person or entity controlled by a shareholder controlling the Company,
- d) (d) a spouse or a first-degree relative of one of the natural persons referred to in cases (a) to (c).

Specifically for the participation of the shareholder through a proxy in the general meeting of December 19, 2024 or any repetitive thereof, remotely in real time via teleconference, the shareholder or the Participant of the Securities Account in the DSS or another intermediary acting as custodian of the shareholder through which his shares are held, may appoint up to one (1) proxy, the appointment of which is required to be made at least forty-eight (48) hours before the date of the General Meeting (i.e. no later than 17 December 2024 at 14:00 for the initial General Meeting and no later than 25 December 2024 at 10:00 for the repetitive meeting). Upon receipt of the above information by the company and based on the email address and mobile phone of the representative, as stated in the proxy authorization form, the company creates an account of the proxy on the electronic platform, which will be notified by email in order to proceed with the activation of his account in order to be able to exercise the rights of the shareholder in accordance with the above. Since a unique declared valid email address and a unique mobile phone number (shareholder or representative/proxy) are required to enter the system, in case more than one is appointed, the details of the first declared representative/representative will be taken into account for identification purposes

### **MINORITY RIGHTS OF SHAREHOLDERS**

In relation to the above Extraordinary General Meeting, the Shareholders of the Company have the following rights:

(A) In accordance with par. 2 of Article 141 of Law 4548/2018, if they represent at least one twentieth (1/20) of the paid-up share capital, they may submit a written request, which must be received by the Board of Directors at least fifteen (15) days prior to the General Meeting, to include in the agenda of the Extraordinary General Meeting,

additional items. The request must be accompanied by a justification or a draft resolution for approval at the General Meeting. The revised agenda shall be published in the same way as the previous agenda, thirteen (13) days before the date of the General Meeting and at the same time shall be made available to shareholders on the Company's website, together with the justification or draft resolution submitted by shareholders as described above.

(B) In accordance with par. 3 of article 141 of Law 4548/2018, if they represent at least one twentieth (1/20) of the paid-up share capital, they may request the Board of Directors, by application, which must be received by the Board of Directors at least seven (7) days before the General Meeting, to request the Board of Directors to make available to the shareholders, at least six (6) days before the date of the General Meeting, draft resolutions on the issues included in the original or revised agenda.

It is noted that the Board of Directors is not obliged to include items on the agenda or to publish or disclose them together with a statement of reasons and draft resolutions submitted by shareholders in the cases referred to in (A) and (B) above, correspondingly, if their content is obviously contrary to law and morality.

(C) According to par. 6 of Article 141 of Law 4548/2018, upon request of any shareholder submitted to the company at least five (5) full days prior to the General Meeting, they may ask the Board of Directors to provide the General Meeting with the specific information requested on the company's affairs, as long as it is relevant to the items on the agenda. The Board of Directors may refuse to provide the information for compelling substantial reasons, which shall be recorded in the minutes. The Board of Directors may respond in a single reply to several shareholders' request with the same content. There is no obligation to provide information when the relevant information is already available on the company's website.

(D) According to par. 7 of article 141 of Law 4548/2018, if they represent one tenth (1/10) of the paid-up share capital, they may request the Board of Directors to provide the General Meeting with information on the progress of the company's affairs and the company's financial situation, by submitting a request to the company at least five (5) full days before the General Meeting. The Board of Directors may refuse to provide the information for a compelling material reason, which shall be recorded in the minutes.

In all the above-mentioned cases of requests, the requesting shareholders must prove their shareholding status and the number of shares held at the time of exercising the relevant right. Such proof is also the information received by the company from the Central Securities Depository.

### **AVAILABLE DOCUMENTS AND INFORMATION**

The full text of the documents, draft decisions and other information referred to in paragraph 3 of article 123 of Law 4548/2018 are available at the company's offices (20 Solomou Street, Alimos, 20 Solomou Street, contact telephone number +30 210 9977000) and on the website [www.techol.gr](http://www.techol.gr)

Alimos, Attica, 28/11/2024

The Board of Directors