

# FAIS GROUP

**NOTICE**  
**of the Ordinary General Meeting**  
**of Shareholders of «FAIS GROUP S.A.»**  
**General Commercial Registry No. 144651701000**

In accordance with the Law and the Articles of Association, and the decision of its Board of Directors dated 06.05.2025 shareholders of "FAIS HOLDINGS S.A." (hereinafter the "Company") are invited to participate in the Ordinary General Meeting, on Thursday, May 27th, 2025, at 11:00 at the hotel Athenaeum Intercontinental Athens, with address 89-93 Andreas Syggros Avenue, Athens, in order to discuss and resolve on the following agenda items:

1. Submission and approval of the Annual Financial Statements (including the Annual Consolidated Financial Statements) for the financial year 01.01.2024 - 31.12.2024, along with the reports of the Board of Directors and the Auditors' Report.
2. Approval of the distribution of the net profits for fiscal year 2024 and distribution of dividend to shareholders for the fiscal year 2024 (1.1.2024-31.12.2024)
3. Submission of the Annual Report of the Audit Committee for the fiscal year 2024 in accordance with article 44 paragraph 1 item i) of Law 4449/2017.
4. Submission of the Report of Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.
5. Approval of the overall management of the Company by the Board of Directors for the fiscal year 2024 (01/01/2024-31/12/2024) pursuant to article 108 of Law 4548/2018, and discharge of the Company's Auditors from any liability for the activities of the fiscal year 2024, pursuant to article 117 par. 1 para. (c) of Law 4548/2018.
6. Approval of fees and compensations paid to members of the Board of Directors for the fiscal year 2024 (1/1/2024-31/12/2024) pursuant to article 109 of Law 4548/2018
7. Approval of advance payment of remuneration to members of the Board of Directors for the period until the next Annual General Meeting in accordance with article 109 of Law 4548/2018.
8. Election of Certified Auditors for the audit of the Annual Financial Statements for the fiscal year 2025 (01.01.2025 - 31.12.2025) and the provision of limited assurance on the submission of the Sustainability Report and approval of their remuneration.
9. Approval of a share buyback program in accordance with article 49 of Law 4548/2018 - Authorization to the Board of Directors of the Company
10. Amendment of the Performance Stock Awards established by the resolution of the Company's General Meeting of 28.11.2024
11. confirmation of the achievement of the objectives of the Performance Stock Awards established by the Company's General Meeting of 28.11.2024 and allocation of shares to the beneficiaries of categories 3 - 6 and authorization to the Board of Directors
12. Permission in accordance with article 98 par. 1 of L. 4548/2018 to the members of the Board of Directors and the directors of the Company to participate in the Boards of Directors or in the management and bodies of other affiliated companies within the meaning of article 32 of Law 4548/2018. 4308/2014 and/or companies that pursue similar purposes as the Company and generally to act, for their own account or for the account of third parties, in acts that fall within the

# FAIS GROUP

purposes of the Company, as well as to participate as general partners or as sole shareholders or partners in companies that pursue such purposes.

## 13. Other issues and announcements

In case of postponement or cancellation or failure to achieve the quorum required by the Law and the Articles of Association for all or certain items on the agenda, at the meeting of 27 May 2025, all shareholders are invited to a Repeated General Meeting, on 3 June 2025, Tuesday (hereinafter "Repetitive Meeting") at the same place and time, without the publication of a new invitation for discussion and decision-making on the same items of the agenda.

Furthermore, in accordance with the provisions of Article 20 par. 4 of the Company's Articles of Association, the Shareholders are given the opportunity to vote remotely on the items of the Ordinary General Meeting and any Repetitive General Meeting by postal vote, which must be sent before the General Meeting, subject to the terms of the applicable legislation and the specific provisions of this Invitation.

According to Articles 121, 123, 124, 128 and 141 of Law No. 4548/2018, the Company informs the shareholders of the following:

### A. RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING

All natural or legal persons who have shareholding status at the beginning of the fifth (5<sup>th</sup>) day prior to the date of the Ordinary General Meeting, i.e. the date of May 22<sup>nd</sup>, 2025 ("Record Date"), are entitled to participate and vote at the General Meeting.

For the Repetitive Ordinary General Meeting of May 27<sup>th</sup>, 2025, shareholding status must also exist at the beginning of the 5<sup>th</sup> day prior to the date of the original meeting (Record Date) (Article 124 par.6 of Law 4548/2018), i.e. on May 22<sup>nd</sup>, 2025, given that the date of the Repetitive meeting is not more than thirty (30) days from the original meeting.

As shareholders of the Company with the right to participate and vote on the General Meeting are considered those who are registered on the Record Date in the Dematerialized Securities System (D.S.S.) administered by the Central Securities Depository SA. (the "CSD") or those who are identified as such on the basis of 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 the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

Proof of shareholding status may be provided by any legal means and in any case based on information received by the Company up to and prior to the commencement of the General Meeting from the Central Securities Depository, if it provides registry services, or through the participants and the registered intermediaries in the Central Securities Depository in any other case. A shareholder may participate in the General Meeting on the basis of confirmations or notices pursuant to Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary, unless the Meeting refuses such participation for a material cause that justifies its refusal in compliance with the applicable provisions (article 19 paragraph 1 of Law 4569/2018, article 124 paragraph 5 of Law 4548/2018).

The participation and exercise of voting rights at the Ordinary General Meeting and at any Repeated General Meeting does not require the freezing of the beneficiary's shares or the observance of any other similar procedure, which limits the right of selling and transferring them during the period between the Record Date and the date of the General Meeting.

# FAIS GROUP

Shareholders who do not comply with the time limit in par. 4 of article 128 of Law 4548/2018, i.e. they have not submitted in writing or by electronic means any appointment of a representative or proxy to the Company, at least forty-eight (48) hours before the date set for the General Meeting, shall participate in the General Meeting, unless the General Meeting refuses such participation for a material cause that justifies its refusal.

I. In accordance with article 13 of the Company's Articles of Association and article 126 of Law 4548/2018, shareholders are provided with the opportunity to participate themselves or their representatives remotely in the voting on the items of the agenda of the General Meeting to be held prior to the Ordinary General Meeting, by postal vote.

Shareholders wishing to participate in the voting on the items to be voted on at the General Meeting held prior to the General Meeting may make use of the following possibilities:

(a) complete and send by mail the "Postal Vote Form" which is posted at the following address: <https://www.faisgroup.com/>, certified for authenticity of signature to the Company's Shareholder Services Department at: 77 Poseidonos, 17455, Alimos, Attica or send it by e-mail to [ir@faisgroup.gr](mailto:ir@faisgroup.gr) digitally signed using a qualified digital signature (qualified certificate) by the representative or shareholder, at least twenty-four (24) hours before the date of the General Meeting (i.e. no later than 26.05.2025 at 11.00 a.m.).

b) or participate based on confirmations or notices pursuant to Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who vote as per above before the General Meeting are counted for the formation of the quorum and majority, only if the relevant votes have been received by the Company no later than 26.05.2025 at 11.00 a.m.

II. Please note that shareholders wishing to appoint proxies to participate remotely in the voting on the matters to be voted on at the General Meeting held prior to the General Meeting may appoint up to three (3) proxies, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. no later than 25.05.2025 at 11.00 a.m.), as more specifically set out below under C..

After such a deadline, it will not be possible to participate by proxy in the voting to be held before the General Meeting.

III. In the event that the quorum required by the Law and the Articles of Association for the adoption of a decision on any item on the original agenda is not achieved on the date of 27 May 2025, at the Repetitive General Meeting to be held on 3 June 2025, the right to participate by remotely must be re-exercised, in a vote to be held before the Repetitive General Meeting, in the following ways: (a) by completing and re-sending the "Postal Vote Form" made available by the Company for the matters on which a resolution was not passed at the Meeting of May 27, 2025 completed, signed and certified for authenticity of signature to the Shareholder Services Department of the Company at: 77 Poseidonos Street, 17455 Alimos, Attica or by e-mail at [ir@faisgroup.gr](mailto:ir@faisgroup.gr) digitally signed using a qualified digital signature (qualified certificate) by the representative or shareholder, at least twenty-four (24) hours before the date of the date of the Repeat General Meeting (i.e. no later than 02.06.2025, at 11.00 a.m.). b) or participate based on confirmations or notices pursuant to Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who vote in accordance with the above before the General Meeting are counted for the formation of the quorum and majority, only if the relevant votes have been received

# FAIS GROUP

by the Company no later than 02.06.2025 at 11.00 a.m.

IV. For any Repetitive General Meeting on June 3, 2025, shareholders who did not appoint a proxy at the original General Meeting or shareholders who wish to replace the proxies they had appointed, in order to participate remotely in the voting to be held before the General Meeting, may appoint up to three (3) proxies at least forty-eight (48) hours before the date of the General Meeting (i.e. no later than 11.00 a.m. on June 1, 2025).

After this date, it will not be possible to participate by proxy in the voting to be held prior to the Repetitive General Meeting.

The shareholder is also requested to ensure that the "Postal Vote Form" is successfully sent and received by the Company by calling +30 211 1088421 (Shareholder Services Department).

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

I. A shareholder shall participate in the Ordinary General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder holds shares of the Company which appear in more than one securities account, this restriction shall not prevent the shareholder from appointing different proxies for the shares appearing in each securities account in relation to a particular General Meeting. The granting of a proxy is freely revocable. A proxy acting for more than one shareholder may vote differently for each shareholder. A shareholder may appoint a proxy for one or more General Meetings and for a fixed term.

The proxy shall vote in accordance with the shareholder's instructions, if any. Any failure of the proxy to comply with the instructions received shall not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was decisive in reaching a majority.

The shareholder's representative is obliged to disclose to the Company, prior to the beginning of the General Meeting, any fact that may be useful to the shareholders in assessing the risk that the representative may serve interests other than the interests of the shareholder.

A conflict of interest may arise in particular where the proxy holder:

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

Legal entities participate in the General Assembly through their representatives.

The appointment and the revocation or replacement of the representative or proxy shall be made in writing or by electronic means submitted to the Company at least forty-eight (48) hours before the date set for the General Meeting. Notification of the appointment and

# FAIS GROUP

revocation or replacement of a proxy by electronic means shall be made by e-mail to the e-mail address indicated in the Notice of the General Meeting or, in the case of shareholders identified through intermediaries, by means of confirmations or notices pursuant to Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries.

II. Specifically for the participation of the shareholder by proxy in the voting on the issues of the General Meeting of 27 May 2025, which will be held before the General Meeting, the shareholder or the Participant of the Securities Account in the D.S.S or other intermediary acting as custodian of the shareholder through which his/her shares are held may appoint up to three (3) proxies, whose appointment is required to be made at least forty-eight (48) hours before the date of the General Meeting (i.e. no later than 11.00 a.m. on 25 May 2025 for the Initial General Meeting and no later than 11.00 a.m. on 1 June 2025 for the Repetitive General Meeting).

The Company has the relevant form available for the appointment of a proxy to vote on the matters to be voted on at the General Meeting of 27 May 2025, which will be held prior to the General Meeting.

This form is available to shareholders in hard copy at the Company's Investor Relations Department (77 Poseidonos Avenue, 17455 Alimos, Attica, tel. + 30 211 1088421), and in electronic form on the Company's website (<https://www.faisgroup.com/>).

This form must be completed, signed and authenticated by the Company's Shareholder Services Department at the following address: 77 Poseidonos Street, 17455 Alimos, Attica, tel. +30 211 1088421, or by e-mail at [ir@faisgroup.gr](mailto:ir@faisgroup.gr) digitally signed using a qualified digital signature (qualified certificate) by the representative or shareholder at least forty-eight (48) hours before the date of the General Meeting. The shareholder is requested to ensure that the proxy appointment form is successfully sent and received by the Company and may for this purpose call the following telephone number: +30 211 1088421 (Shareholder Services Department).

## **D. Minority Rights of Shareholders**

In view of the Ordinary General Meeting of the Company's Shareholders and in accordance with Article 121 par. 4a aa) of the law. 4548/2018, detailed information on the rights of shareholders pursuant to article 141 of Law No. 4548/2018:

1. Upon request of shareholders representing one twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to include additional items in the agenda of a General Meeting that has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by May 12, 2025 at the latest. The additional matters must be published or notified, under the responsibility of the Board of Directors, in accordance with article 122 of the Law. 4548/2018, at least seven (7) days before the General Meeting, i.e. no later than May 20, 2025. The request for the inclusion of additional items in the agenda shall be accompanied by a justification or a draft resolution for approval at the General Meeting and the revised agenda shall be published in the same manner as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. by May 14, 2025 at the latest, and at the same time shall be made available to shareholders on the Company's website (<https://www.faisgroup.com/>),, together with the justification or the draft resolution submitted by the shareholders in accordance with the provisions of paragraph 4 of article 123 of Law No. 4548/2018. If these matters are not published, the requested shareholders are entitled to request

# FAIS GROUP

the postponement of the General Meeting, in accordance with paragraph 5, and to proceed with the publication themselves, as provided for in the second subparagraph of this paragraph, at the Company's expense.

2. Shareholders representing one twentieth (1/20) of the paid-up capital have the right to submit draft resolutions on items included in the original or any revised agenda of the General Meeting. The relevant request must be received by the Board of Directors at least seven (7) days prior to the date of the General Meeting, i.e. no later than May 20, 2025, and the draft resolutions shall be made available to the shareholders in accordance with the provisions of paragraph 3 of article 123 of Law No. 4548/2018, at least six (6) days before the date of the General Meeting, i.e. by May 21, 2025 at the latest.
3. At the request of any shareholder, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. no later than May 21, 2025, the Board of Directors is obliged to provide the General Meeting with the specific information requested on the Company's affairs, insofar as they are relevant to the items on the agenda. There is no obligation to provide information when the relevant information is already available on the Company's website.
4. Also, upon request of shareholders representing one twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to announce to the General Meeting, if it is a regular meeting, the amounts paid during the last two years to each member of the Board of Directors or the directors of the Company, as well as any benefit to these persons from any cause or contract of the Company with them. In all the above cases the Board of Directors may refuse to provide the information for a substantial reason, which is stated in the minutes. In the cases referred to in this paragraph, the Board of Directors may respond in a unified manner to requests from shareholders with the same content. In all the above cases, the Board of Directors may refuse to provide the information for compelling and substantial reasons, which shall be recorded in the minutes.
5. At the request of shareholders representing one tenth (1/10) of the paid-up capital submitted to the Company at least five (5) full days prior to the General Meeting, i.e. no later than May 21, 2025, the Board of Directors is obliged to provide the General Meeting with information on the progress of corporate affairs and the Company's assets and liabilities. The Board of Directors may refuse to provide the information for a substantial reason, which shall be recorded in the minutes.

In all the cases referred to above, the applicant shareholders must prove their shareholding status and, except in the cases referred to in the first subparagraph of paragraph 3, the number of shares held at the time of exercising the relevant right.

Proof of shareholder status may be provided by any legal means and, in any case, based on information received by the Company from the Central Securities Depository, if it provides registration services, or through the participants and registered intermediaries of the Central Securities Depository in any other case. For further information on the rights of minority shareholders, shareholders are invited to refer to the provisions of Article 141 of Law 4548/ 2018.

More detailed information on the minority rights and the condition of their exercise is available on the Company's website (<https://www.faisgroup.com/>)..

# FAIS GROUP

## **E. Available documents and information**

The information referred to in paras. 3 and 4 of article 123 of Law 4548/2018 and specifically, the Invitation to the General Meeting, the total number of shares and the voting rights that the shares embody on the date of the Invitation, the forms for the exercise of voting rights by proxy, the forms for the exercise of postal voting rights, the documents to be submitted to the General Meeting, the draft resolution on the items of the proposed agenda, as well as the information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of Article 141 of Law No. 141. 4548/2018 are available in electronic form on the Company's website (<https://www.faisgroup.com/>) and in hard copy at the Company's Investor Relations Department (77 Poseidonos Street, Alimos Attica, Attica, P.C. 17455, tel. 211-1088421).

**Alimos, 06/05/2025**

**The Board of Directors of the Company**

**"FAIS HOLDINGS S.A."**