



**INVITATION OF SHAREHOLDERS  
AT THE REGULAR GENERAL MEETING**

**"AS Commercial – Industrial Computer & Toy Company S.A."**

No. General Commercial Registry 57546304000 (former AMAE: 22949/06/B/90/107)

The Board of Directors of the Company "AS Commercial – Industrial Computer and Toy Company S.A.", pursuant to its decision dated 26.05.2025, in accordance with the Law and the Articles of Association of the Company, invites the Shareholders to an Ordinary General Meeting, which will be held for all shareholders via video conference, in an Operator Assisted Real-Time Teleconference, on **Thursday, June 19, 2025 at 11:00 a.m.**

The items on the agenda are as follows:

**AGENDA ITEMS**

**Item 1:** Submission and approval of the Corporate and Consolidated Annual Financial Statements for the financial year 1.1.2024 - 31.12.2024, with the relevant statements and reports of the Board of Directors and the Statutory Auditor.

**Item 2:** Approval of the distribution of results (profits) for the fiscal year 1.1.2024 – 31.12.2024.

**Item 3:** Approval of the overall management of the Board of Directors for the fiscal year 1.1.2024 – 31.12.2024, pursuant to article 108 of Law 4548/2018, and discharge of the Auditors for the same fiscal year, pursuant to article 117 par. 1 case c' of Law 4548/2018.

**Item 4:** Presentation of the Audit Committee's activity report for the fiscal year 1.1.2024 – 31.12.2024, by the Chairman of the Audit Committee, pursuant to article 44 par. 1 of Law 4449/2017.

**Item 5:** Submission of a report of the independent non-executive members of the Board of Directors to the General Meeting, in accordance with article 9 par. 5 of Law 4706/2020.

**Item 6:** Submission for discussion and vote on the Remuneration Report of the members of the Board of Directors for the fiscal year 1.1.2024 – 31.12.2024, in accordance with article 112 par. 3 of Law 4548/2018.

**Item 7:** Approval of fees and benefits paid to the members of the Board of Directors during the fiscal year 1.1.2024 – 31.12.2024, in accordance with the decision of the Annual General Meeting of the year 2024.

**Item 8:** Approval and determination of advance payment of remuneration to the members of the Board of Directors for the fiscal year 2025.

**Item 9:** Approval of the payment of additional remuneration (bonus) to executives of the Company from the profits of the financial year 2024.

**Item 10:** Election of an audit firm of Statutory Auditors for the mandatory audit of financial statements for the financial year 2025 and approval of this fee.

**Item 11:** Election of a new Board of Directors due to the expiration of the term of office of the existing one and ascertainment of the fulfilment of the criteria and conditions provided for in the law and in the Company's Suitability Policy for the existing and candidate members of the BoD.

**Item 12th:** Approval of the amendment of the suitability policy of the members of the Board of Directors, in accordance with article 3 par. 3 of Law 4706/2020.

**Item 13:** Approval of the Revision of the Company's Remuneration Policy.

**Item 14th:** Approval by the Company of the purchase of its own shares, up to a percentage of 5% of the paid-up share capital of the Company, with a minimum purchase price of 1.00 €/share and a maximum purchase price of 6.00 €/share, in accordance with article 49 of Law 4548/2018 and provision of relevant authorizations to the Board of Directors.

In case of failure to reach the required quorum in accordance with the Law and the Company's Articles of Association, in order to take a decision on any item on the agenda on 19.06.2025, a Repeat General Meeting will be held in the same way (real-time teleconference), on Thursday, **June 26, 2025 at 11:00 a.m.** For the Repeat Meeting, no new invitation will be published in accordance with par. 2 of article 130 of Law 4548/2018.

In accordance with Law 4548/2018, as amended and in force today, the Company informs shareholders of the following:

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

At the Annual General Meeting (or its repeat meeting):

(a) Only natural and legal persons who have the shareholder capacity at the beginning of **14.06.2025** (record date) have the right to participate and vote.

(b) the proof of shareholder status may be made by any legal means and by direct electronic connection of the Company with the electronic files of the entity that maintains and manages the Company's securities ["Hellenic Central Securities Depository Société Anonyme" (ELKAT)]. Shareholders may participate in the Repeat General Meeting under the same formal conditions as above.

(c) the exercise of the participation and voting rights does not require the freezing of the beneficiary's shares or the observance of any other similar procedure, which limits the possibility of selling and transferring them during the period between the date of registration and the date of the General Meeting or the Repeat General Meeting.

#### **B. RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL ASSEMBLY REMOTELY VIA VIDEOCONFERENCE**

The General Meeting (or any repeat meeting thereof) will be held remotely for all shareholders, in real time, by teleconference, assisted by an Operator (Operator Assisted Real-Time Teleconference), in accordance with article 22 par. 3 of the Company's Articles of Association and articles 120 par. 3 and 125 of Law 4548/2018.

Shareholders wishing to participate in the General Meeting (and/or any repeat meeting), in person or through a proxy, must complete and send by e-mail, to the [investors@ascompany.gr](mailto:investors@ascompany.gr) e-mail address, the form "Declaration of Participation - Authorization of Representation to the General Meeting at a distance" which is posted on the website <https://ir.ascompany.gr>, at least 48 hours

before the slated date and time of the General Meeting (initial or any repeat). After the timely completion of the above procedure, the shareholders who are entitled to participate in the General Meeting will be sent, by e-mail to the e-mail address they have declared, the telephone number and instructions for their communication with the Company "Chorus Call Hellas S.A.", which is designated as the Teleconference Operator. On the day of the General Meeting and no later than thirty minutes before its commencement, the shareholders or their representatives should contact the above Teleconference Operator, following the instructions that will be sent to them, in order to participate in the work of the General Meeting, by receiving a relevant code.

It is possible to participate in the votes of the General Meeting remotely, by mail or by electronic means, in accordance with the provisions of article 126 of Law 4548/2018 and provided for in article 22 of the Company's Articles of Association. Shareholders who vote by mail or electronic means are counted for the formation of the quorum and majority if the relevant votes are received by the Company no later than twenty-four (24) hours before the start of the meeting of the General Meeting (initial or repeat). A relevant voting form is posted on the website of the Company <https://ir.ascompany.gr>. The form must be completed, signed and sent, with a valid signature, by post to the Company's address (Ionía Street, P.O. Box 57013, P.O. Box 176, Oreokastro, Thessaloniki, to the attention of the Shareholder Service Department) or by e-mail to [investors@ascompany.gr](mailto:investors@ascompany.gr).

### **C. PROCEDURE FOR EXERCISING THE RIGHT TO VOTE THROUGH A PROXY**

Each shareholder may participate in the General Meeting and any repeat thereof through its legally authorized representatives, as immediately defined below.

The appointment and/or dismissal and/or replacement of a representative shall be made in writing. Shareholders who wish to participate in the General Meeting and/or any repeat meeting thereof through a proxy, must send the form "Declaration of Participation - Authorization of Representation to the General Meeting remotely", which is posted on the Company's website <https://ir.ascompany.gr>. The form must be completed, signed and sent with a valid signature by post, by registered mail, at the Company's address (Ionía Street, P.C. 57013, P.O. Box 176, Oreokastro, Thessaloniki, to the attention of the Shareholder Service Department), or by e-mail to [investors@ascompany.gr](mailto:investors@ascompany.gr), at least 48 hours before the scheduled date and time of the General Meeting (initial or repeat).

Each shareholder may appoint up to three (3) representatives. Legal entities participate in the General Meeting and/or any repeat meeting, appointing up to three (3) natural persons as their representatives. If the Shareholder holds shares of the Company, which appear in more than one securities account, he may appoint different representatives at the General Meeting for the shares appearing in each securities account.

The proxy votes in accordance with the Shareholder's instructions, if any, and is required to file the voting instructions for at least one (1) year from the date of the meeting of the General Meeting or the Repeat Meeting, in which the proxy was used.

The beneficiary shareholder is requested to confirm the successful dispatch of the proxy appointment form and its receipt by the company, by calling: 2310572000.

The Shareholder's representative is obliged to notify the Company, prior to the commencement of the General Meeting, of any specific event that may be useful to the Shareholders in ascertaining the existence of the risk that the proxy may serve interests other than those of the

Shareholder (conflict of interest). Within the meaning of this paragraph, a conflict of interest may arise in particular when the representative: (a) is a Shareholder exercising control of the Company, or in another legal person or entity controlled by such Shareholder, (b) is a Member of the Board of Directors or of the Company's general management or a Shareholder exercising control over the Company; or another legal person or entity controlled by a shareholder who exercises control of the Company; (c) is an employee or auditor of the Company or a Shareholder who exercises control of the Company, or another legal person or entity controlled by a Shareholder, who exercises control of the Company, (d) is the spouse or first-degree relative of one of the natural persons referred to in cases (a) to (c).

#### **D. MINORITY RIGHTS OF SHAREHOLDERS**

According to article 121 par. 4 of Law 4548/2018, the Shareholders, inter alia, have the following rights provided for in article 141 par. 2, 3, 6 and 7 of Law 4548/2018:

I. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to include additional items on the Agenda of the convened General Meeting, if the relevant request is received by the Board of Directors at least fifteen (15) days before the General Meeting. The request for the inclusion of additional items on the Agenda of the General Meeting shall be accompanied by a justification or a draft decision for approval by the General Meeting. The revised Agenda shall then be made public in the same manner as the previous Agenda thirteen (13) days prior to the date of the General Meeting. At the same time, the revised Agenda is made available to the Shareholders through its posting on the Company's website, along with the justification or the draft decision submitted by the Shareholders, in accordance with the provisions of article 123 par. 4 of Law 4548/2018. If these issues are not published, the applicant shareholders, representing 1/20 of the paid-up capital, are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 of article 141 of Law 4548/2018 and to proceed with the publication themselves, in accordance with the provisions of the second paragraph of article 141 par. 2, at the expense of the Company.

II. Shareholders representing one-twentieth (1/20) of the paid-up capital have the right to submit draft resolutions on matters included in the initial or any revised agenda of the General Meeting. The relevant application must be received by the Board of Directors at least seven (7) days before the date of the General Meeting, and the draft resolutions shall be made available to the shareholders in accordance with paragraph 3 of Article 123, at least six (6) days before the date of the General Meeting.

III. Upon request of any Shareholder submitted to the Company at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Company's affairs, insofar as these are relevant to the items on the Agenda of the General Meeting. The Board of Directors may respond uniformly to shareholder requests with the same content. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Also, at the request of Shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the General Meeting the amounts paid to each Member of the Board of Directors or the Company's managers, as well as any benefit to such persons from any cause or contract of the Company with them, during the

last two years. In all of the above cases, the Board of Directors may refuse to provide the information for a substantial reason, which is stated in the minutes.

IV. Upon request of shareholders representing one-tenth (1/10) of the paid-up share capital, the Board of Directors is obliged to provide the General Meeting with information on the course of corporate affairs and the Company's financial situation. The application must be submitted 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 substantial reason, which is stated in the minutes. Corresponding deadlines for the exercise of minority rights of shareholders also apply in the case of Repeat General Meetings.

The above and the other collective and individual minority rights are referred to in detail in Article 141 of Law 4548/2018.

In all the above-mentioned cases, the applicant Shareholders must prove their shareholder status and, without prejudice to the case of paragraph III above, the number of shares they hold when exercising the relevant right. Such proof is also the presentation of a certificate from the entity in which the relevant securities are held or the certification of shareholder status by direct electronic connection between the entity and the Company.

#### **E. AVAILABLE DOCUMENTS & INFORMATION**

The information referred to in article 123 par. 3 and 4 of Law 4548/2018, as in force, including this invitation, the documents to be submitted to the General Meeting, the draft resolutions proposed by the Board of Directors on the items on the Agenda, the participation and representation forms, information on the exercise of the above minority rights set out in Law 4548/2018 as well as the total number of shares currently existing and voting rights, are available in electronic form on the Company's website (<https://ir.ascompany.gr>).

For any further information, shareholders may contact the Company, at tel. 2310 572000, Shareholder Service Department.

**Oreokastro, 26/05/2025**