



INVITATION TO

**The Extraordinary General Meeting
Of The Shareholders Of The Société Anonyme
Under The Name “Qualco Group S.A.”**

**Thursday, December 18, 2025
at 16:00**



INVITATION

**TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ
ANONYME UNDER THE NAME “Qualco Group S.A.” and**

distinctive title “Qualco Group” with General Commercial Registry No. 182289601000

(hereinafter the “Company”) on Thursday,

December 18, 2025 at 16:00.

Pursuant to Law 4548/2018 on the reform of the law on sociétés anonymes, as well as Articles 10 and 13 of the Company's Articles of Association, and following a resolution of the Company's Board of Directors taken at its meeting on 25.11.2025, the shareholders of the Company are invited to an Extraordinary General Meeting on 18.12.2025, Thursday, at 16:00, which shall be conducted by electronic means and without physical presence via teleconference, in accordance with Articles 120(3) and 125 of Law 4548/2018, as well as Articles 10 and 13 of the Company's Articles of Association, as set out in detail below, with the following items on the agenda:

ITEMS ON THE AGENDA

ITEM ONE: Approval of the partial amendment of the use of proceeds raised through the Company's share capital increase in cash, pursuant to the provisions of the Prospectus approved by the Hellenic Capital Market Commission on 6 May 2025.

ITEM TWO: Approval of the revised Remuneration Policy, in accordance with Article 111(2) of Law 4548/2018, as currently in force.

ITEM THREE: Pre-approval of the remuneration of the Members of the Board of Directors and the Chairman of the Audit Committee for the year 2025.

In the event that the quorum required under law and the Articles of Association is not achieved and, for that reason, decisions cannot be taken on the items on the agenda, the General Meeting of the Company's shareholders will convene in a repeat session on 24 December 2025, Wednesday, at 16:00 p.m., which shall be conducted by electronic means and without physical presence via teleconference as described below, without publication of a new invitation, in accordance with Article 130 of Law 4548/2018.

In accordance with Articles 120(3) and 125 of Law 4548/2018, as well as Articles 10 and 13 of the Company's Articles of Association, the Extraordinary General Meeting of 18.12.2025 and any repeat thereof shall be conducted by electronic means and without physical presence via teleconference in accordance with the procedure provided for in this invitation.

I. Right to participate in the General Meeting

Any person who holds the status of shareholder at the beginning of the fifth (5th) day before the date of the initial session of the Extraordinary General Meeting, namely at the beginning of 13.12.2025 (the "Record Date"), shall be entitled to participate in the Extraordinary General Meeting (initial and repeat session). The above Record Date applies, also, in the case of an adjourned session as set out above. Proof of shareholding status may be provided by any lawful means. For the Company, a shareholder entitled to participate in the General Meeting and exercise the right to vote is the person registered on the Record Date in the Dematerialised Securities System (DSS) of the société anonyme "HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME" (ATHEXCSD) or the person identified as such based on the relevant date via registered intermediaries or other intermediaries, subject to the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) and the Operating Regulation of the Hellenic Central Securities Depository (Government Gazette B/6249/31.10.2023).

Proof of shareholding status is provided by any lawful means and, in any case, based on information received by the Company from the ATHEXCSD, if it provides registry services, or via participating and registered intermediaries in the central securities depository in all other cases. A shareholder may participate in the General Meeting based on confirmations or notices under Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary, unless the meeting refuses such participation for a substantial reason justifying refusal, subject to applicable provisions (Article 19(1) Law 4569/2018, Article 124(5) Law 4548/2018).

The exercise of the rights to participate and vote in the General Meeting does not require the blocking of the shareholder's shares nor compliance with any other similar procedure which restricts the ability to sell and transfer such shares during the period between the Record Date and the date of the General Meeting.

Legal entities participate in the General Meeting through their representatives in accordance with the provisions under IV below. Legal entities must, within the deadline referred to under IV below, file their legal documentation in accordance with the law, unless such documents have already been filed with the Company, in which case it suffices to refer in the representation document to where these have been delivered.

II. Procedure for participation and voting in the General Meeting, remotely in real time, via teleconference

In order for shareholders to participate and vote at the Extraordinary General Meeting of 18.12.2025 or at any repeat thereof, which will be held remotely via teleconference, it is required to complete the form titled "Declaration of participation remotely in real time via teleconference – Appointment of proxy for participation in the Extraordinary General Meeting of the Company's shareholders of 18 December 2025." By completing this form, the interested shareholder, on the one hand, declares their intention to participate in the General Meeting remotely, necessarily indicating on the said form a valid email address, and, on the other hand, if they so wish, may appoint a proxy for their participation in the Extraordinary General Meeting. The form is available to shareholders: (a) in hard copy at the Company's offices (66 Kifisias Avenue, Marousi, Athens, 15125) and (b) in electronic form on the Company's website (<https://qualco.group/shareholders-information/>)

, and is filed, duly completed and signed by the shareholder, at the Company's registered offices (66 Kifisias Avenue, Marousi, 15125, Attica) for the attention of the Investor Relations & Shareholder Service Department or sent by email to ir@qualco.eu at least forty-eight (48) hours prior to the date of the General Meeting, i.e. by 16 December 2025, at 16:00 at the latest. The entitled person is requested to ensure confirmation of successful dispatch of the said form and its receipt by the Company and may for this purpose call: +30 210 4446093.

Following confirmation of the shareholder status of the entitled person, the Investor Relations & Shareholder Service Department will send to the shareholder or their proxy via email to the email address declared on the form the instructions for attending and/or the voting process during the General Meeting.

For access to the online platform, a computer or smartphone or tablet is required, with a web browser installed and the ability to access the internet.

Further instructions for participating in the General Meeting via teleconference are posted on the Company's website. Shareholders may contact the Investor Relations & Shareholder Service Department for any questions and information via email at ir@qualco.eu or by telephone at +30 210 4446093, on working days and hours.

Shareholders should connect to the Online Platform at least fifteen (15) minutes before the start of the General Meeting, using the link that will be sent via email.

During voting, the maximum number of shares held by each shareholder will be displayed for each item. Shareholders may allocate their shares among the available options at their discretion.

Shareholders who will participate in the Extraordinary General Meeting will be taken into account for the formation of the quorum and majority and will be able to effectively exercise their rights during the General Meeting, in accordance with applicable law.

Specifically, shareholders who have connected to the Online Platform will be able to participate in the General Meeting via a link that will be sent to them by email. By activating the teleconference

application via the link at the start of the Extraordinary General Meeting, shareholders will have the opportunity:

- (a) to follow the proceedings of the General Meeting by electronic or audiovisual means;
- (b) to take the floor and address the General Meeting orally during the General Meeting; while at the same time, through the Online Platform, they will be able:
 - to vote in real time during the General Meeting on the items on the agenda;
 - to be informed of the recording of their vote.

Submission of the shareholder's vote via the Online Platform is final and irrevocable, subject to technical issues concerning the proper operation of the Platform.

After the end of voting on the items on the agenda and the counting of the votes, the Chair will announce to the shareholders the result of the voting.

III. Procedure for remote participation in the voting conducted prior to the General Meeting by postal vote

I. In accordance with Article 13(2) of the Articles of Association and Article 126 of Law 4548/2018, shareholders are additionally afforded the possibility to participate themselves or via their proxies remotely in the voting on the items of the General Meeting to be conducted prior to the General Meeting by postal vote. Specifically, shareholders who wish to participate remotely in the voting on the items of the Extraordinary General Meeting to be conducted prior to the General Meeting may exercise this right:

(a) either by exercising their right to vote prior to the Extraordinary General Meeting via the Internet Platform in which they will have previously created an account and registered successfully as referred to above, during the period from Wednesday 17 December 2025 at 09:00 until 18:00.

(b) or by completing and submitting to the Company the "Postal Vote Form," which the Company will make available on its website (<https://qualco.group/shareholders-information/>). This form must be sent to the Company completed in all its sections and signed by the person entitled to participate in the General Meeting, in accordance with the specific instructions for completion, signing and submission included therein, to the email address ir@qualco.eu with the subject "Postal Vote Form – Extraordinary General Meeting 18.12.2025" and, if it does not bear an electronic signature, its original must be sent to the Investor Relations & Shareholder Service Department, at the Company's offices at 66 Kifisias Avenue, Marousi, Athens, 15125. The Company must receive the above Postal Vote Form by the above means at least twenty-four (24) hours before the start of the session, i.e. by 17.12.2025 at 16:00;

(c) or by participating on the basis of confirmations or notices under Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who vote as above prior to the General Meeting are counted for the formation of the quorum and majority only if the relevant votes have been received by 16:00 on 17.12.2025.

It is noted that shareholders who wish to appoint proxies to participate remotely in the voting on the items of the General Meeting to be conducted prior to the General Meeting may appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours prior to the date of the General Meeting, namely by 16.12.2025 at 16:00, as specifically referred to below. After this deadline, participation via proxy in the voting to be conducted prior to the General Meeting will not be possible.

II. In the event that the quorum required under law and the Articles of Association to discuss and resolve upon the above items is not achieved, at the repeat Extraordinary General Meeting of 24.12.2025 the right to participate in the General Meeting remotely by postal vote must be exercised anew in voting to be conducted prior to the repeat Extraordinary General Meeting, by the same means as referred to above. The deadline for exercising the right to vote in this case, either via the Internet Platform or by sending the postal vote form, in order for shareholders to be counted for the formation of the quorum and majority, is at the latest twenty-four (24) hours prior to the date of the repeat General Meeting (i.e. by 16:00 on 19.12.2025).

For the repeat General Meeting of 24.12.2025, shareholders who had not appointed a proxy at the initial General Meeting or shareholders who wish to replace the proxy they had appointed, to participate remotely in the voting to be conducted prior to the repeat General Meeting, may appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours prior to the date of the repeat General Meeting (i.e. by 16:00 on 23.12.2025), as specifically referred to above.

After that date, participation via proxy in the voting to be conducted prior to the repeat General Meeting will not be possible.

The shareholder is requested to ensure confirmation of the successful dispatch of the proxy appointment form and the postal vote form and may for this purpose call: +30 210 4446093 (Investor Relations & Shareholder Service Department).

IV. Exercise of the right to vote via proxy

An entitled person as above may participate in the General Meeting via proxies. Each entitled person may appoint up to three (3) proxies. This limitation applies per securities account, i.e. if a shareholder holds shares of the Company which appear in more than one securities account, this limitation does not prevent the shareholder from appointing up to three (3) proxies for the shares appearing in each securities account in relation to a specific General Meeting. A proxy acting for more than one entitled person may vote differently for each of them.

However, specifically for participation in the Extraordinary General Meeting of 18.12.2025 or its repeat without physical presence via teleconference, the shareholder or the Participant of the Securities Account in the DSS or another intermediary acting as the shareholder's custodian through whom the shareholder's shares are held, may appoint only one (1) proxy, following the procedure under IV below. The grant of a power of attorney is freely revocable.

The entitled person may appoint a proxy for a single General Meeting or for any meetings held within a specified time period. The proxy votes in accordance with the instructions of the principal, if any, and files the voting instructions for at least one (1) year from the date of the General Meeting

or, in the event of adjournment thereof, from the date of the last repeat meeting at which the power of attorney was used. Non-compliance by the proxy with the instructions received does not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was decisive for their adoption.

The proxy is obliged to disclose to the Company before the start of the General Meeting any specific fact that may be useful to shareholders for the assessment of the risk that the proxy may serve interests other than those of the shareholder. For the purposes of this paragraph, a conflict of interest may particularly arise where the proxy:

(a) is a shareholder who exercises control of the Company or another legal person or entity controlled by that shareholder;

(b) is a member of the Board of Directors or of the general management of the Company or of a shareholder exercising control of the Company or of another legal person or entity controlled by a controlling shareholder;

(c) is an employee or auditor of the Company or of a shareholder exercising control of the Company or of another legal person or entity controlled by a controlling shareholder;

(d) is a spouse or first-degree relative of one of the natural persons referred to in cases (a) to (c) above.

V. Notification of representative or appointment of representative or proxy or revocation thereof

Notification of a representative, appointment of a representative or proxy and revocation thereof must be made only in writing and submitted to the Company at least forty-eight (48) hours prior to the scheduled date of the General Meeting by filing the document, signed and with the signature's authenticity certified by the representative or shareholder, with the Investor Relations & Shareholder Service Department, at the Company's registered offices (66 Kifisias Avenue, Marousi, 15125, Attica) or, in the case of shareholders identified through intermediaries, via confirmations or notices under Articles 5 and 6 of Regulation (EU) 2018/1212.

Upon receipt of the above documentation by the Company and based on the email address and the mobile phone number of the representative or proxy, as declared in the representative or proxy appointment form, an account for the representative or proxy shall be created by the Company on the electronic platform, and the representative or proxy will be notified by email to proceed to activate their account so as to exercise the shareholder's rights as referred to above.

If the entitled person has not complied with the above provisions regarding the notification of a representative or the appointment of a representative or proxy and the sending of the relevant supporting documents to the Company, as provided below, they shall be entitled to participate in the General Meeting only after permission is granted by the General Meeting.

A proxy appointment form and a representative notification form which shareholders may use, as applicable, will be made available on the Company's website (<https://qualco.group/shareholders-information/>).

The entitled person is requested to ensure confirmation of the successful dispatch of the proxy appointment form and its receipt by the Company by calling the Investor Relations & Shareholder Service Department at +30 210 4446093.

VI. Minority rights of shareholders

In accordance with Article 141(2), (3), (6) and (7) of Law 4548/2018, shareholders have the following rights:

(α) Paragraph 2:

Upon request of shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items in 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, namely by 03.12.2025 in this case. The request to include additional items in the agenda is accompanied by a justification or by a draft resolution for approval at the General Meeting, and the revised agenda is published in the same manner as the previous agenda thirteen (13) days prior to the date of the General Meeting, namely by 05.12.2025 in this case, and at the same time shall be made available to shareholders on the Company's website, together with the justification or the draft resolution submitted by the shareholders. The above will also be available as described below under "AVAILABLE DOCUMENTS AND INFORMATION." If these items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting in accordance with Article 141(2) and (5) of Law 4548/2018, specifying in their request a date for the continuation of the meeting which may not be more than twenty (20) days from the date of adjournment, and to proceed themselves with publication as provided in the second sentence of this paragraph, at the Company's expense.

(β) Paragraph 3:

Shareholders representing one-twentieth (1/20) of the paid-up share capital have the right to submit draft resolutions for items included in the initial 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, namely by 11.12.2025 in this case, and the draft resolutions shall be made available to shareholders as described below under the section titled "AVAILABLE DOCUMENTS AND INFORMATION" at least six (6) days prior to the date of the General Meeting, namely from 13.12.2025 in this case.

(γ) Paragraph 6:

Upon request of any shareholder submitted to the Company at least five (5) full days prior to the General Meeting, namely by 13.12.2025 at 16:00 in this case, 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 such information is 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,

particularly in the form of questions and answers. In all of the above cases, the Board of Directors may refuse to provide information for compelling material reasons, which shall be recorded in the minutes. Such a reason may, depending on the circumstances, be the representation of the requesting shareholders on the Board of Directors, pursuant to Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph, the Board of Directors may provide a single reply to requests by shareholders with the same content.

(δ) Paragraph 7:

Upon request of shareholders representing one-tenth (1/10) of the paid-up share capital, which is submitted to the Company at least five (5) full days prior to the General Meeting, namely by 13.12.2025 at 16:00 in this case, the Board of Directors is obliged to provide to the General Meeting information on the course of the corporate affairs and the Company's financial situation. The Board of Directors may refuse to provide information for compelling material reasons, which shall be recorded in the minutes. Such a reason may, depending on the circumstances, be the representation of the requesting shareholders on the Board of Directors, pursuant to Articles 79 or 80 of Law 4548/2018, provided that the respective members of the Board of Directors have received the relevant information in a sufficient manner.

In all of the above cases, the requesting shareholders must prove their shareholder status and, except in the case of the first sentence of Article 141(6) of Law 4548/2018, the number of shares they hold at the time of exercising the relevant right. Proof of shareholder status may be provided by any lawful means and, in any case, based on information received by the Company from "Hellenic Central Securities Depository S.A." (ATHEXCSD), if it provides registry services, or via participating and registered intermediaries in the central securities depository in all other cases.

More detailed information on the above minority rights and the terms of their exercise is available on the Company's website (<https://qualco.group/shareholders-information/>).

VII. Available documents and information

The information under Article 123(3) and (4) of Law 4548/2018, namely:

1. this invitation,
2. an announcement regarding the total number of shares and the voting rights attached to the shares as at the date of this invitation,
3. the forms to be used for the exercise of the right to participate in the General Meeting and to vote via representative or proxy,
4. a pre-formulated text of electronic authorisation for the appointment of a representative or proxy to participate remotely in real time via teleconference,
5. the full text of the documents to be submitted to the General Meeting convened pursuant to this invitation, the draft resolution for the sole item on the proposed agenda, and any drafts of resolutions to be proposed by shareholders exercising their minority rights,
6. the draft of the Company's Amended Remuneration Policy and explanatory Note regarding the amendments effected to the previous version,
7. the document for the exercise of minority rights,
8. the terms and conditions of remote General Meeting of shareholders, and
9. the information on the processing of personal data of shareholders and other participants in the remote General Meeting, will be made available in electronic form posted on the Company's website (<https://qualco.group/shareholders-information/>). Interested shareholders may also obtain hard copies of the above documents by visiting the Investor Relations & Shareholder Service Department at the Company's offices at 66 Kifisias Avenue, Marousi, 15125, Attica, or by contacting the Investor Relations & Shareholder Service Department at +30 210 4446093.

Marousi, 25.11.2025

Pursuant to Board of Directors' order

Miltiades Georgantzis

Executive member of the Board of Directors

CEO of the Group

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