



## **INVITATION TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

Following the decision of the Board of Directors dated April 28<sup>th</sup> 2021 and in accordance with the article 20 of the Articles of Association, as well as a. 120 par. 3 of L.4548, our Company's shareholders are invited to the Ordinary General Shareholders' Meeting which shall be held remotely in real time via teleconference and without the physical presence of shareholders at the venue, due to the current extraordinary circumstances and in line with precaution measures aiming to prevent the spread of the COVID-19, according to the details below, on Thursday May 20<sup>th</sup> 2021, at 18:00. The subjects of the daily agenda are as follows:

### **SUBJECTS OF THE DAILY AGENDA**

1. Submission and approval of the Annual Financial Statements along with the Management's and Statutory Auditor's Report, for the financial year 1.1.2020 - 31.12.2020.
2. Submission of the Annual Audit Committee report.
3. Approval of the overall management for the financial year 01.01.2020 - 31.12.2020.
4. Discharge of the Certified Auditors for the audit of the financial year 01.01.2020 - 31.12.2020.
5. Election of a regular and an alternate certified auditor for the ordinary and tax audit of the financial year 1.1.2021 - 31.12.2021, and approval of their fees.
6. Submission for discussion and voting of the Remuneration Report for the financial year 01.01.2020-31.12.2020.
7. Amendment of the Company's Remuneration Policy.
8. Increase of the maximum number of the Board of Directors members from 11 to 15 and relevant amendment of article 8 of the Company's Articles of Association.
9. Election of a new Board of Directors and appointment of the independent & non-executive members of the Board of Directors.
10. Appointment of the Audit Committee members according to a.44 of L. 4449/2017.
11. Announcements

Should the quorum required by law not be achieved for the discussion and decision-making on one or more subjects, the shareholders are invited by the present and without publication of a special invitation to a Repeated General Meeting of the Company via teleconference which will take place on Thursday May 27<sup>th</sup> 2021 at 18:00.

## **PARTICIPATION AND VOTING RIGHT**

Entitled to participate and vote at the Ordinary General Meeting are only individuals or legal persons having shareholder capacity at the start of the 5th day prior to the date of the General Meeting, i.e. on May 15<sup>th</sup> 2021 (“Record Date”).

Towards the Company, as shareholder entitled to participate and exercise voting right at the General Meeting is considered any person registered, on the Record Date, in the records of the Dematerialized Securities System (“DSS”) of the Hellenic Central Securities Depository S.A. (“HCSD”) or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 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).

Status of shareholder is verified by any means provided by law and in any case by means of information obtained by the Company until prior to the beginning of the General Meeting by the HCSD or through the above intermediaries in line with the above provisions. A shareholder may participate in the General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason which justifies this refusal in line with the applicable provisions (art.19 par. 1 L. 4569/2018, art. 124 par. 5 L. 4548/2018).

The exercise of the above rights does not require blocking of shares or following any other similar processes that would restrict the possibility of sale and transfer of shares during the period between the Record Date and the General Meeting.

## **REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE**

In order for shareholders to participate and vote at the Ordinary General Meeting on May 20<sup>th</sup> 2021 or at its repeated meeting which will take place remotely, in real-time by teleconference, without their physical presence, **they or their proxies must create and use an electronic shareholder account at the electronic platform that has been developed by “Hellenic Exchanges - Athens Exchange” Group to provide remote General Meeting services, in real-time, by teleconference to listed companies - issuers on the website <https://axia.athexgroup.gr/>.**

In order to access the electronic platform the following are required: a personal computer, smart phone or tablet, an installed browser, and internet access. In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the Internet Platform, the above information entered by the shareholder does not match the data registered in the Dematerialized Securities System, or the identification data, provided to the Company by the Hellenic Central Securities Depository S.A. or through intermediaries, in the context of services to facilitate shareholder identification for remote General Meetings, which are provided to listed companies in accordance with part 3 of Resolution No 8 of the Board of Directors of the Hellenic Central Securities Depository S.A. “Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service”, as well as the document “Terms and conditions for the remote Ordinary General Meeting of Shareholders”, the shareholder shall proceed to notification, or/and update of their above information in order to create the account.

Towards this purpose and in order to prevent the occurrence of any dysfunction, shareholders are requested to contact without delay the Operator of their Account or any other intermediary acting as their custodian, providing them with custody services for the shares of the Company, in order to notify them or to update their valid email address and mobile telephone number for identification.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [epappa@sarantisgroup.com](mailto:epappa@sarantisgroup.com) or by telephone at +30 210-6173065 on a daily basis during working hours.

Furthermore, starting with the publication of the present and until the end of the Ordinary General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366 120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders that will participate at the General Meeting (GM) by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting. Therefore, shareholders will have the ability to:

- (a) follow the proceedings of the General Meeting,
- (b) take the floor and address the General Meeting verbally during the General Meeting, while at the same time through the internet platform they will be able to:
- (c) vote in real time during the GM on the matters of the daily agenda,
- (d) receive information on the recording of their vote.

#### **VOTING PROCEDURE IN PERSON OR THROUGH REPRESENTATION**

Eligible shareholders may participate in the General Meeting in person or by proxy. Each shareholder may appoint up to three proxies. Legal entities may appoint up to three individuals as their proxies. A proxy statement for shareholders is available on the Company's website <https://sarantisgroup.com/investor-relations/shareholders/general-meetings/>.

The appointment and revocation of the shareholder's proxy for participation in the General Meeting is done in writing and is notified to the Company via email at [epappa@sarantisgroup.com](mailto:epappa@sarantisgroup.com), while the original documents should be sent to the Company's offices (26 Amarousiou-Halandriou street, Marousi, 15125, Athens).

The completed and signed proxy statement must be notified to the Company, at least 48 hours prior to the General Meeting, that is until May 18th at 18:00.

In the event of a Repeated General Meeting, proxy statements must be notified to the Company as above at least 48 hours prior to the Repeated General Meeting, that is until May 25th at 18:00.

A proxy holder who represents more than one shareholder may vote differently for each shareholder.

A shareholder's proxy holder is required to notify the Company, prior to the General Meeting, of any specific facts that may be useful to the shareholders in assessing any potential risk that the proxy holder has a conflict of interest. A conflict of interest may arise especially when the proxy holder is:

- a) a controlling shareholder of the Company or a different legal entity controlled by such shareholder,
- b) a member of the Board of Directors or the management of the Company in general, or controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company,
- c) an employee or an auditor of the Company or controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company,
- d) a spouse or a first-degree relative with the individuals of cases a) to c) above.

The appointment and revocation or replacement of the shareholder's proxy or delegate are done in writing and are communicated to the Company with the same formal validity, at least forty eight (48)

hours before the convention date of the Ordinary General Meeting (i.e. at the latest up to 18:00 of 18.05.2021) or in case of shareholders that are identified through intermediaries, via confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary.

Specifically for shareholder participation by proxy at the Ordinary General Meeting on May 20<sup>th</sup> 2021, remotely in real-time by teleconference, the shareholder or the Operator of their Account or any other intermediary acting as their custodian, providing them with custody services, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Ordinary General Meeting (i.e. by 18:00 of 18.05.2021 at the latest).

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy will be informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to the above.

### **MINORITY SHAREHOLDERS RIGHTS**

- Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least 15 days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the previous agenda 13 days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 123 paragraph 4 of L. 4548/2018.
- Following a request of shareholders, representing 1/20 of the paid-up share capital, the Board of Directors makes available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 123 paragraph 4 of L. 4548/2018, at least 6 days before the General Meeting if the relevant request is communicated to the Board of Directors at least 7 days before the General Meeting.
- Following the request of any shareholder, communicated to the Company at least 5 full days before the General Meeting, the Board of Directors must provide to the General Meeting, the requested, specific information with respect to matters of the Company, as far as this information is useful for the actual assessment of the items on the agenda. At the request of shareholders representing 1/20 of the paid-up share capital, the board of directors is obliged to announce to the ordinary general meeting the amounts that have been paid during the last two years to each member of the board of directors or to the Company's managers, as well as any benefits that were granted to them for any reason or on the basis of their contract with the Company. The Board of Directors may refuse to provide the information requested on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide an overall response to requests of shareholders of the same content. The obligation of providing information does not exist if the relevant information is already available on the Company's website, especially in a question and answer format.
- Following a request of shareholders representing 1/10 of the paid-up share capital which is communicated to the Company 5 full days before the General Meeting the Board of Directors

must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds which must be mentioned in the minutes.

Further information on the minority shareholders rights and their exercise is available on the Company's website <https://sarantisgroup.com/investor-relations/shareholders/shareholders-rights/>.

In the aforementioned cases, the shareholders who are communicating a request must provide proof of their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right by any legal means. The shareholding is certified through information the Company receives from the Central Securities Depository, as long as it provides registry services, or through the operators and registered intermediaries in any other case.

This invitation, drafts of the resolutions to be proposed by the Board of Directors, as well as the other documents to be submitted to the General Meeting are available on the Company's website: <https://sarantisgroup.com/investor-relations/shareholders/shareholders-rights/>.

Moreover, in the same link the total number of shares and voting rights at the time of the invitation per shareholder category is available as well.