



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

Following the decision of the Board of Directors and in accordance with the article 22 of the Articles of Association, our Company's shareholders are invited to the Ordinary General Shareholders' Meeting on Thursday, June 26<sup>th</sup> 2014, at 14:00, at 26 Amaroussiou – Halandriou Street.

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

1. Submission and approval of the Annual Financial Statements and a hearing of the Management's and Chartered Auditor's Report, for the financial year 1.1.2013 - 31.12.2013.
2. Approval of the interim dividend distributed to the Company's shareholders based on the BoD's decision dated 19/12/2013.
3. Release of the Board members and the Chartered Auditor from any liability for compensation concerning the financial results and the management of the 2013 financial year.
4. Election of an ordinary and a deputy chartered auditor for the ordinary and tax audit of the financial year 1.1.2014 - 31.12.2014, and approval of their fees.
5. Approval of the extension of contracts with Board members and approval in advance of their relevant fees as well as approval of fees paid for financial year 2013.
6. Approval of a share buyback program by the company, in accordance with article 16 of Codified Law 2190/1920, as currently in effect, and provision of relevant authorization to the company's Board of Directors.
7. Stock Option Plan amendment.
8. Announcements.

Should the quorum required by law not be achieved, the Repeated General Meeting of the Shareholders of the Company will take place on Wednesday, July 9<sup>th</sup> 2014, at 16:00, at the same place without the publication of a further invitation. If, again, the quorum required by law is not achieved, the second Repeated General Meeting of the Shareholders of the Company will take place on Monday, July 21<sup>st</sup> 2014, at 16:00, at the same place without the publication of a further invitation.

### **PARTICIPATION AND VOTING RIGHT**

Individuals and legal entities appearing as shareholders of the Company on the records of "HELLENIC EXCHANGES S.A." ("HELEX" ") on June 21<sup>st</sup> 2014, (the record date, which is the fifth day preceding the General Meeting), are entitled to participate and vote, provided that a written confirmation or an electronic verification to that effect is submitted to the Company not later than

on June 23<sup>rd</sup> 2014. Similarly, in case of a Repeated General Meeting, shareholder capacity must exist at the beginning of the fourth date preceding the first and second Repeated General Meeting (on July 5<sup>th</sup> 2014 and on July 17<sup>th</sup> 2014 respectively), and the written confirmation or the electronic verification to that effect must be received by the Company not later than on the third day prior to the first and second Repeated General Meeting (on July 6<sup>th</sup> 2014 and on July 18<sup>th</sup> 2014 respectively).

Shareholders who are not in compliance with the provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

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 (initial and every Repeated).

### **PROXY VOTING PROCEDURE**

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 <http://ir.sarantis.gr/el-gr/home/sarantis-investor-relations-home-page> and may also be obtained in hard copy from the Company's Investor Relations Department (26 Amarousiou-Halandriou Street, Maroussi, tel.: +30 210 6173065). The completed and signed proxy statement must be submitted at the Company's Investor Relations Department, at the above address, at least three days prior to the General Meeting. In the event of a Repeated General Meeting, proxy statements must be delivered to the Company as above at least three days prior to the Repeated General Meeting. 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 is 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 a statutory 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) is a spouse or a first-degree relative with the individuals of cases a) to c) above.

The Articles of Association do not allow participation in the General Meeting through electronic means or for remote voting by the shareholders.

### **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 27 paragraph 3 of C.L. 2190/1920.

- 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 27 paragraph 3 of C.L. 2190/1920, 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. The Board of Directors may refuse to provide information 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 1/5 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.

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. The presentation of a certification of the Hellenic Exchanges S.A or the verification of a shareholder's qualification through the direct electronic link of the Hellenic Exchanges S.A and the Company, may be recognised as such proofs.

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: <http://ir.sarantis.gr/el-gr/home/sarantis-investor-relations-home-page>. Such documents are also available to shareholders in hard copy from the Company's Investor Relations Department (26 Amarousiou-Halandriou Street, Maroussi, tel.: +30 210 6173065).