

**EKTER S.A.**  
**INVITATION**  
**OF THE SHAREHOLDERS OF THE PUBLIC LIMITED COMPANY (S.A.) WITH THE REGISTERED NAME “EKTER PUBLIC LIMITED TECHNICAL - CONSTRUCTION - REAL ESTATE - HOTEL - COMMERCIAL - INDUSTRIAL COMPANY”**  
**TO AN EXTRAORDINARY GENERAL MEETING**  
**GENERAL ELECTRONIC COMMERCIAL REGISTRY (GEMI) No. 285201000**

In accordance with the decision of the Board of Directors dated 04/02/2021 and pursuant to the articles of association of the Company, the shareholders are invited to the Extraordinary General Meeting that will take place on Friday, February 26, 2021 at 13:00 at the offices of the company (15 Nikis St., Athens 105 57), regarding the following items in the Agenda:

1. Election of Board of Directors and appointment of the independent members thereof, pursuant to article 87 par. 5 of Law 4548/2018 and the relevant provisions of Law 4706/2020.
2. Grant of permission to members of the Board of Directors and managers of the Company to participate in Boards of Directors of other companies and participate as general partners, or as sole shareholders or partners in companies that pursue objectives identical, related or similar to those of the Company, pursuant to article 98 of Law 4548/2018, as currently in force.
3. Grant of permission to members of the Board of Directors and managers of the Company or to companies controlled by the aforementioned persons to enter into agreements with the Company, pursuant to article 99 of Law 4548/2018, as currently in force.
4. Redefinition of the type, composition, number of members and of the term of office of the Audit Committee, pursuant to the provisions of article 44 of Law 4449/2017, as amended by the provisions of article 74 of Law 4706/2020 and currently in force.
5. Approval of an own stock repurchase (buyback) scheme, pursuant to the conditions of article 49 of Law 4548/2018, for any use permitted by the law and grant of authorization to the Board of Directors to arrange all the relevant formalities and procedures.
6. Various announcements.

In the event that the quorum required by the law for discussion and taking decisions on the items of the agenda is not met during the assembly of the Extraordinary General Meeting of the Shareholders of the Company of February 26, 2021, the Board of Directors invites the shareholders to an Adjourned Meeting on Wednesday, March 10, 2021 at 13:00, which shall take place in the offices of the Company, 10 Nikis St., Athens 10557, without publication of a new invitation.

**I. Right to participate in the General Meeting**

Entitled to participate and vote to the Extraordinary General Meeting of the Company (initial and adjourned) are all the natural persons or legal entities appearing as shareholders of the Company in the records of the Dematerialized Securities System (DSS) managed by the company “Hellenic Central Securities Depository S.A.” (ATHEXCSD), where the securities of the Companies are kept, on the fifth (5<sup>th</sup>) day before the meeting, i.e. on February 21, 2021 (Registration Date).

The same Registration Date (i.e. February 21, 2021) also applies in the event of an Adjourned Meeting, pursuant to article 124 par. 6 of Law 4548/2018, given the fact that this date is not more than thirty (30) days after the Registration Date.

The capacity of shareholder at the Registration Date is proven through the electronic connection of the Company with the records of ATHEXCSD.

The participation of the shareholders in the General Meeting (initial or adjourned) does not require restrictions on their shares or following any other similar procedure that limits the ability to sell or transfer the shares during the period between the Registration Date and the date of the General Meeting (initial or adjourned).

## **II. Procedure for the exercise of voting rights by proxy**

The Company, in the context of the preventive measures to limit the spread of coronavirus and aiming, on the one hand to protect its shareholders, employees and the public in general, and on the other hand to ensure the continuity of business operations in the premises of its registered offices, recommends to the shareholders to refrain from participating in person in the General Meeting and informs the shareholders that it is possible to participate in the General Meeting by proxy and to vote pursuant to written instructions of the shareholder. In order to limit the number of persons that will attend the place of the meeting in its registered offices to the absolutely necessary, the Company has appointed specific persons among its employees, which the shareholders may authorize to represent them and vote on their behalf in the Meeting, in accordance with the written instructions of the shareholders and following the procedure specified in this invitation. The shareholders wishing to use this option are kindly requested to contact the Shareholders Department by calling at (+30) 210-3259702 or by email at [stock@ekter.gr](mailto:stock@ekter.gr). No person will be allowed to enter the place of the meeting, other than the shareholders and their proxies.

The entitled shareholders may participate in the General Meeting in person or by duly authorized representatives. Each shareholder may appoint up to three (3) proxies. Legal entities shall participate in the General Meeting by appointing up to three (3) natural persons as their proxies. However, if a shareholder holds shares that appear in more than one securities account, said restriction does not prevent a shareholder from appointing different proxies for the shares appearing in each security account, in relation to the General Meeting. A proxy acting on behalf of more than one shareholder, may vote differently for each shareholder.

A power of attorney for the appointment of a proxy is available to the Shareholders in the website of a Company ([www.ekter.gr](http://www.ekter.gr)) and in printed form in the Shareholders Services Department of the Company (15 Nikis St., Athens, 105 57). The appointment and the revocation or replacement of the proxy or the representative shall be made in writing and notified to the offices of the Company at the aforementioned address, no later than forty-eight (48) hours before the date specified for the assembly of the General Meeting of the Shareholders, i.e. no later than 24.02.2021 at 13:00 for the initial meeting or 08.03.2021 at 13:00 for the adjourned meeting.

Before the commencement of the General Meeting, the proxy of a shareholder must disclose to the Company any event that could be useful to the shareholders for the assessment of the risk of the proxy serving interests other than the interests of the shareholder. In accordance with the foregoing, a conflict of interest may arise, in particular where the proxy is: a) a shareholder, exercising control over the Company or is another legal entity or entity controlled by said shareholder; b) a member of the Board of Directors or, in general, of the Company's management or shareholder, exercising control over the Company; c) an employee or auditor of the Company or of a shareholder, exercising control over the Company or of any other legal entity, controlled by a shareholder exercising control over the Company; or d) spouse or first degree relative of any of the natural persons mentioned in cases a. to c.

## **III. Minority Shareholders' Rights**

Pursuant to Article 141 of Law 4858/2018, shareholders have, among else, the following rights:

i) Shareholders representing one twentieth (1/20) of the paid-up share capital, are entitled to request from the Board of Directors to include additional items on the agenda of the General Meeting that is already convened, upon relevant request that must be notified to the Board of Directors at least fifteen (15) days before the General Meeting. The request for the inclusion of additional items in the agenda is accompanied by justification or by draft decision to be submitted for approval by the General Meeting and the revised agenda is published, in the same manner as the previous agenda, thirteen (13) days before the date of the General Meeting, and simultaneously made

available to the shareholders in the Company's website, along with the justification or the draft decision submitted by the shareholders pursuant to article 123 par. 4 of Law 4548/2018.

ii) Upon request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall make available to the shareholders, pursuant to the provisions of article 141 par. 3 of Law 4548/2018, at least six (6) days before the date of the General Meeting, draft decisions on matters that have been included in the initial or revised agenda, provided that the relevant request of the shareholders is received by the Board of Directors at least seven (7) days before the date of the General Meeting.

The board of directors is not obligated to proceed with the introduction of items in the agenda or the publicity or notification thereof with the justification and draft decisions submitted by the shareholders, pursuant to paragraph 2 and 3 respectively, if the contents thereof are manifestly contrary to the law or accepted moral principles.

iii) Upon request of shareholders representing one twentieth (1/20) of the paid-up share capital, the chairman of the meeting is obligated to postpone once the taking of decisions by the General Meeting, ordinary or extraordinary, on all or some items, setting as the date for the continuation of the meeting the date specified on the request of the shareholders, which, however, may not be more than twenty days later from the date of the adjournment. The adjourned General Meeting constitutes a continuation of the previous one and does not require the repetition of the publication formalities for the invitation of the shareholders. New shareholders may also participate in the meeting, and the provisions of article 124 par. 6 of Law 4548/2018 apply, i.e. entitled to participate are persons (legal or natural) that are shareholders at the Registration Date.

iv) Upon request of any shareholder, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obligated to provide to the General Meeting the requested specific information on the Company's affairs, to the extent that they are relevant to the items of the agenda.

The obligation to provide information does not apply when the relevant information is already available in the Company's website, especially in the form of questions and answers.

v) Upon request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obligated to announce at the General Meeting, provided it is ordinary, the amounts that were paid to each member of the Board of Directors or the managers of the Company during the previous two years, as well as any benefit to said persons arising from any reason or agreement of the Company with said persons.

vii) Upon request of shareholders representing one tenth (1/10) of the paid-up share capital, that shall be submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obligated to provide to the General Meeting information for the course of corporate affairs and the financial situation of the Company.

viii) In the abovementioned cases iv), v) and vi) the Board of Directors may decline to provide the information for due cause, which is recorded in the minutes. Furthermore, in the abovementioned cases iv) and v), the Board of Directors may give a single response to multiple shareholder requests with the same content.

The same deadlines for the exercise of any minority rights of the shareholders apply to any adjourned General Meetings.

In all the aforementioned cases, the requesting shareholders must prove their capacity of shareholder and, with the exception of case iv), the number of shares in their possession at the date of exercising the relevant right. The certification of the capacity of shareholder by electronic connection of the Company to the records of ATHEXCSD constitutes such proof.

#### **IV. Available documents and information.**

The information of article 123 par. 3 and 4 of Law 4548/2018, including this invitation, the proxy appointment form and the draft decisions for items of the agenda, shall be made available in digital form in the Company's website ([www.ekter.gr](http://www.ekter.gr)) and in printed form in the Shareholders Services Department of the Company.



For further clarifications or information, you can contact the Shareholders Services Department of the EKTER S.A. by phone at 210 3259700 or Fax at 210 3259710, during business days and hours.

Athens, 04.02.2021  
The Board of Directors