



## INVITATION

**To the Extraordinary General Meeting of Shareholders on 02.02.2024**

**of the Société Anonyme “E. PAIRIS S.A.”**

**Registration Number: 121724607000**

In accordance with the Law and the company’s Articles of Association and following the resolution of the Board of Directors dated 11.1.2024, the shareholders of the company under the name “E. PAIRIS S.A.”, with Registration Number 121724607000, TIN 094046874 and ISIN Code: GRS275073005 (hereinafter “**the Company**”) are hereby invited to the Extraordinary General Shareholders’ Meeting to be held on **Friday, February 02<sup>nd</sup>, 2024, at 11:00 a.m. (GMT +03:00)**, at the Company’s registered seat at Gkoritsa Area, Aspropirgos, Attica, P.C. 19300, to discuss and make decisions on the following items on the Agenda:

### ITEMS ON THE AGENDA

**Item One: Approval of the new Board of Directors**

**Item Two: Reconstitution and approval of the Audit Committee**

**Item Three: Approval of the Compensation and Nomination Committee**

**Item Four: Provision of authorizations to the Board of Directors to modify the terms of the issued Common Bond Loan signed on 08/04/2020.**

If the quorum required, according to the Law and the Articles of Association, for the discussion and adoption of resolutions on the above items of the Agenda of General Meeting on February 2<sup>nd</sup>, 2024, is not attained, a Repeated Extraordinary General Meeting of the Shareholders will be convened on **Friday, February 9<sup>th</sup>, 2024, at 11:00 a.m. (GMT +03:00)**, at the Company’s registered seat at Gkoritsa Area, Aspropirgos, Attica, P.C. 19300.

It is noted that no publication of new invitation for the Repeated Extraordinary General Meeting is going to take place according to Article 130 par. 2 of Law 4548/2018.

In accordance with Articles 121 par. 4, 124 par. 6 and 128 of Law 4548/2018, as in force, the Company informs the shareholders about the following:





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## **I. Right to participate and vote to the General Meeting**

Individuals and legal entities having the capacity of shareholder of the Company, i.e. those who are registered in the Dematerialized Securities System (DSS), managed by the “Greek Central Securities Depository Société Anonyme” (hereinafter referred to as **ATHEXCSD**) or, if applicable, the person identified as such by the registered intermediaries or other intermediaries in compliance with the provisions of the legislation in force (Law 4548/2018, Law 4569/2018, Law 4706/2020 and the Regulation (EU) 2018/1212) and with the Rulebook of the Hellenic Central Securities Depository (Official Gazette B’/1007/16.03.2021), at the beginning of the fifth (5<sup>th</sup>) day prior to the original Extraordinary General Meeting, i.e. at the beginning of January 28<sup>th</sup>, 2024 (“**Record Date**”), are entitled to participate and vote at the Extraordinary General Meeting.

The shareholders are entitled to participate in the Repeated Extraordinary General Meeting on February 9<sup>th</sup>, 2024, under the same formal requirements set out above. Specifically, the capacity as a Company's shareholder must also be effective at the beginning of the Record Date, i.e., January 28<sup>th</sup>, 2024, meaning at the beginning of the fifth (5<sup>th</sup>) day prior to the Extraordinary General Meeting on February 2<sup>nd</sup>, 2024 (art. 124 par. 6 of Law 4548/2018, given that the repeated general meeting is not taking place longer than thirty (30) days after the original).

Proof of shareholding status is based on any legal manner and in any case, it is certificated via information received until the beginning of the General Meeting directly through electronic connection with ATHEXCSD files, or from the participating and registered intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of the Articles 3, 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary, unless the General Meeting refuses this participation for a substantial reason that justifies its refusal in compliance with the existing provisions (Article 19 par. 1 of Law 4569/2018, Article 124 par. 5 of Law 4548/2018), in case of delayed and/or omission of identification. Those entitled to participate and vote at the General Meeting





are only the individuals / legal entities, which are qualified as shareholders, as mentioned above, on the Record Date.

The exercise of such 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.

Shareholders may participate and vote to the General Meeting in person or by proxy, as mentioned below under section II. The shareholders or their proxies submit the votes in the meeting and there is not any other time limit for the submission of the vote nor a deadline for the shareholder to notify the issuer of its participation – only the submission of the proxy statement has a specific time limit as set out under section II below. Every ordinary share has the right of one vote. All items of the Agenda are subject to a binding vote. The available for the shareholder alternative voting options for the agenda items, are the following: vote in favor; vote against; abstention. The proxy holder may not have any specific instruction on how to vote and vote on its own discretion.

## **II. Proxy Voting Procedure**

Shareholders may participate and vote in the Extraordinary General Meeting either in person or by proxy. Each shareholder may appoint up to three (3) proxies. Legal entities may participate in the General Meeting by appointing up to three (3) individuals as their proxies. The proxy statement can be freely revoked. The proxy votes according to the shareholder's instructions, if any. Non-compliance of the proxy holder with these instructions does not affect the validity of the resolutions of the General Meeting, even if the vote of the proxy holder was decisive for the achievement of the majority. Proxy holders who act on behalf of more than one shareholder may vote differently for each one.





The proxy statement is available on the Company's website [www.pairis.gr](http://www.pairis.gr) and may also be obtained in hardcopy from the Company's Investor Relations Department (Gkoritsa Area, Aspropyrgos Attica, P.C. 19300, Tel.: +30 210 5515500).

The appointment and the revocation or replacement of a shareholder's proxy or representative is made in writing and the abovementioned proxy statement shall be submitted completed and signed at the Company's offices in the above address at least forty-eight (48) hours prior to the date of the General Meeting, namely until January 31<sup>st</sup>, 2024, at 11:00 a.m. (GMT +03:00). In the event of a Repeated Extraordinary General Meeting, the proxy statement must be delivered to the Company as above at least forty-eight (48) hours prior to the date of the Repeated General Meeting, i.e. by February 7<sup>th</sup>, 2024 at 11:00 a.m. (GMT +03:00), or in the event of shareholders that are identified through intermediaries, (the proxy statement) must be submitted to the Company under the same requirements through confirmations or notifications according to the Articles 5,6 of Regulation (EU) 2018/1212, that are provided by the intermediaries.

A shareholder's proxy holder is required to notify the Company, prior to the beginning of the Extraordinary General Meeting, of any specific facts, which may be useful to the shareholders in assessing any potential risk that the proxy holder may serve other interests than those of the shareholders. A conflict of interest may arise, based on the above, especially when the proxy holder is:

- a) a controlling shareholder of the Company or any other legal person or 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 person or entity that is controlled by such controlling shareholder of the Company,
- c) an employee or an auditor of the Company or a controlling shareholder of the Company or of any other legal person or entity that is controlled by such controlling shareholder of the Company, or
- d) a spouse or a first-degree relative with the individuals under cases (a) to (c) above.





### III. Minority rights of shareholders

Pursuant to the provision of article 121 par. 4 of Law 4548/2018, the Company informs the shareholders of their rights under the provisions of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018:

1. 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 in the original agenda of the General Meeting additional items, provided that the relevant request has been submitted to the Board of Directors at least fifteen (15) days before the General Meeting, i.e., not later than January 17<sup>th</sup>, 2024. The request for additional items on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting and the revised agenda is published in the same way as the original one, thirteen (13) days before the date of the General Meeting, i.e. not later than January 19<sup>th</sup>, 2024 and at the same time it is made available to the shareholder's on the Company's website, along with the justification or the draft resolution that had been submitted by the shareholders in line with the provisions of paragraphs 3 and 4 of article 123 of Law 4548/2018. If these items are not published, the shareholders that have submitted the request are entitled to request for an annulment of the Extraordinary General Meeting, according to paragraph 5 of article 141 of Law 454/2018 and to proceed to the publication themselves, as stated in the second part of this paragraph, at the Company's expense.
2. At the request of shareholders representing one twentieth (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 of the Extraordinary General Meeting, in accordance with the provisions of paragraph 3 of article 123 of Law 4548/2018, at least six (7) days before the date of the General Meeting, i.e. not later than January 25<sup>th</sup>, 2024, provided that the relevant request is submitted to the Board of Directors at least seven (6) days before the date of the Extraordinary General Meeting, i.e. not later than January 26<sup>th</sup>, 2024.





3. Upon request of any shareholder, submitted to the Company at least five (5) full days before the Extraordinary General Meeting, i.e., not later than January 27<sup>th</sup>, 2024, the Board of Directors must provide the Extraordinary General Meeting with the requested, specific information with respect to matters of the Company, to the extent that this information is useful for the actual consideration of the items on the agenda. This obligation to provide information does not apply when this information is already accessible on the Company's website, especially in the form of questions and answers. Additionally, at the request of shareholders, representing one twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to announce to the Extraordinary General Meeting the amounts that, during the last two years, were paid to each member of the Board of Directors or the directors of the Company, as well as any provision to these persons for any reason or contract between them and the Company. The Board of Directors may refuse to provide such information for a significant reason to be recorded in the minutes. Such reason can be, depending on the circumstances, the representation of the shareholders submitting the request in the Board of Directors, according to articles 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received this information in a sufficient manner. In the cases of this paragraph, the Board of Directors may provide a uniform reply to shareholders' requests having the same content.
  
4. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which should be submitted to the Company at least five (5) full days before the Extraordinary General Meeting, i.e., not later than January 27<sup>th</sup>, 2024, the Board of Directors must provide to the General Meeting information regarding the course of the Company's affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information for a significant reason to be recorded in the minutes. Such reason can be, based on the circumstances, the representation of the shareholders submitting the request to the Board of Directors, according to articles 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received this information in a sufficient manner.

In the aforementioned cases, the shareholders submitting the request must prove their qualification as shareholder as well as, except for the first case set out in (3) above, the number of shares held by them at the moment of the exercise of the relevant right.





Proof of shareholding status is based on any legal manner and in any case, it is certificated via information received directly through electronic connection with ATHEXCSD files, provided that it is offering Registry Services, or from the participating and registered intermediaries in the ATHEXCSD in any other case.

Further information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018 is available on the Company's website [www.pairis.gr](http://www.pairis.gr).

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

The information provided under paragraphs 3 and 4 of article 123 of Law 4548/2018 and more specifically, the Invitation for the convocation of the Extraordinary General Meeting, the total number of shares and voting rights that the shares incorporate on the date of the Invitation, the documents that will be submitted to the Extraordinary General Meeting, the drafts of the resolutions on the items on the proposed agenda, as well as information on the exercise of the minority rights provided under paragraphs 2, 3, 6 and 7 of article 141 of Law 4548/2018, are available in electronic form on the Company's website, in the link [www.pairis.gr](http://www.pairis.gr). The documents are also available to shareholders in hard copy at the Company's Investor Relations Department (Gkoritsa Area, Aspropirgos, Attiki, P.C. 19300, tel.: + 30 210 5515500).

Aspropirgos, 12.01.2024

The Board of Directors

