

**ORDINARY GENERAL MEETING INVITATION**  
**OF THE SHAREHOLDERS OF THE SOCIETE ANONYME WITH THE LEGAL NAME**  
**“PAPOUTSANIS SA”**

GEMI No. 121914222000

(hereby the “**Company**”)

According to the Law and the Articles of Incorporation, the Board of Directors of the Company summons the shareholders on Wednesday the 17<sup>h</sup>.04.2024 at 11:00 a.m. to the ordinary general meeting to be held at the Company’s offices at Kalavriton 2 and Kaiafa, N. Kifissia of the Kifissia prefecture, with the following agenda topics:

- 1. Approval of the Company’s annual financial statements for the year 2023, along with the management report of the board of directors and the auditors’ audit report.**
- 2. Approval of the results for the year 2023 and dividend distribution.**
- 3. Approval of the total Company management according to article 108 of Law 4548/2018 and exemption of the sworn auditors of the Company according to article 117 par. 1 (c) of Law 4548/2018 regarding the financial year 2023.**
- 4. Approval of the salary report for 2023, according to article 112 of Law 4548/2018.**
- 5. Election of the auditors for the auditing of the Company’s annual financial statements for the year 2024 and the designation of their compensation.**
- 6. Provision of permission to the members of the board of directors and the managers of the Company to participate in the management of legal entities with the same scope or similar to the Company’s ones.**
- 7. Provision of authorization to the members of board of directors to adopt a stock option program according to article 113 par.4 of Law 4548/2018.**
- 8. Distribution of part of the Company’s net profits of previous years (prior to the year 2023) to members of the Board of Directors and to employees of the Company and provision of the respective authorizations.**

Furthermore, within the context of the Company’s ordinary general meeting, the annual report of the acts of the auditing committee, according to article 44 par.1 (h) of Law 4449/2017 and the report of the independent non-executive members of the board of

directors of the Company, according to Art. 9 par. 5 of L. 4706/2020 is submitted to the ordinary general meeting. The methods by which the Messrs. Shareholders can acquire access to it are described further down under “**AVAILABLE DOCUMENTS AND INFORMATION**”. During the ordinary general meeting a presentation will take place of the above report of acts and of the acts of the auditing committee from the non-executive member of the board of directors and the president of the auditing committee.

In case the quorum required by law and the Company's Articles of Association is not reached and for this reason it is not possible to decide on the topics of the agenda or part of them, the general meeting of the Company's shareholders will convene in a repeat meeting on 24.04.2024, at 11:00 a.m. at the Company's offices at Kalavriton 2 and Kaiafa, N. Kifissia of the Kifissia prefecture, without posting a new invitation.

Additionally, in accordance with the provisions of the Company's Articles of Association currently in force, and the more specific provisions of this invitation, shareholders are given the opportunity to participate in the voting on the topics of the ordinary general meeting of the 17<sup>th</sup>.04.2024 and any repeat meeting, remotely by a voting letter before the general meeting.

It is noted that during the general meeting of the 17<sup>th</sup> of April 2024, according to para. 3 of article 125 of Law 4548/2018, shareholders will be given the ability to remotely participate in real time by electronic means in case the shareholder's establishment or residency is based in a country other than the one where the meeting takes place or in case of other important reason, such as illness, disability or epidemic.

According to article 121 par. 4 of law 4548/2018, the Company informs the shareholders regarding the following:

#### **RIGHT TO PARTICIPATE IN THE GENERAL MEETING**

Any person with the shareholder capacity may participate in the general meeting (initial and repeat) at the beginning of the fifth day before the initial general meeting, i.e., at the beginning of 12.04.2024 (“**Registration Date**”). The above registration date is also valid in case of a repeat meeting as described above. Proof of the shareholder capacity can be realized by all legal means. A shareholder is entitled to participate in

the General Meeting and to exercise the right to vote under the prerequisite that a registration is in place at the Date of Registration in the Intangible Securities System (DSS) of the societe anonyme "HELLENIC CENTRAL SECURITIES DEPOSITORY" or is identified as such, based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rules of Operation of the Hellenic Central Securities Depository (Government Gazette B, Government Gazette B / 1007 / 16.03.2021).

Proof of shareholder status is made by any legal means and in any case based on information received by the Company from EL.K.AT., under the precondition that registration services are provided or, in any other case, through the participating and registered intermediaries in the central securities depository. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the ombudsman, unless the meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force ( art. 19 par. 1 L. 4569/2018, art. 124 par. 5 L. 4548/2018).

The exercise of the participation and voting rights in the general meeting does not presuppose the commitment of the beneficiary's shares or the compliance with any other similar procedure, which limits the possibility of selling and transferring them during the period between the Registration Date and the general meeting.

Legal entities participate in the general meeting through their representatives.

### **PROCEDURE FOR THE REMOTE PARTICIPATION IN THE VOTING EXERCISED BEFORE THE GENERAL MEETING [VOTING LETTER]**

I. Shareholders are given the opportunity to participate remotely in the voting on the topics of the agenda that will be held before the general meeting either in person or through their representatives. In particular, shareholders wishing to participate remotely in the voting on the topics of the general meeting to be held before the general meeting, can make use of this option by completing and submitting to the Company the "Form of Voting Letter", which the Company will make available on its website <http://www.papoutsanis.gr/>. This form must be sent to the Company

completed in all its parts and signed by the person entitled to participate in the general meeting, in accordance with the specific instructions for the completion, signing and submission, either as a scanned electronic document by e-mail to the e-mail address [z.mylonopoulou@papoutsanis.gr](mailto:z.mylonopoulou@papoutsanis.gr), with the subject "Voting Letter - General Meeting 17.04.2024", or by post addressed to the Company's Shareholders' Service Department at the 71st km of the National Road Athens-Lamia, Vathi Avlidos, Chalkida, to reach the Company **at least twenty four (24) hours before the date of the General Meeting (i.e. no later than 11:00 am. on 16.04.2024).**

Shareholders voting before the holding of the general meeting are counted for the formation of the quorum and the majority, only if the relevant votes are received by the Company **no later than 11:00 am. on 16.04.2024.**

It is pointed out that shareholders wishing to appoint representatives to participate remotely in the voting on the topics of the General Meeting to be held before the General Meeting, will be able to appoint up to three (3) representatives, whose appointment must be realized at least forty-eight (48) hours before the date of the General Meeting (i.e., no later than 11:00 a.m. on 15.04.2024), as specifically stated below. After this deadline, participation through a representative in the voting that will take place before the General Meeting will not be possible.

II. In case the quorum required by law and the Articles of Association for the discussion and decision on the above topics is not reached during the Repeat General Meeting of 24.04.2024 the right to participate remotely in the general meeting by voting letter must be exercised anew before the repeat general meeting by completing and submitting to the Company the "Form of Voting Letter", which the Company will make available on its website <http://www.papoutsanis.gr/>. This form must be sent to the Company completed in all its parts and signed by the person entitled to participate in the general meeting, in accordance with the specific instructions for the completion, signing and submission, which are included in it, or the scanned document can be sent by e-mail to the e-mail address [z.mylonopoulou@papoutsanis.gr](mailto:z.mylonopoulou@papoutsanis.gr), with the subject "Form of Voting Letter - General Meeting 24.04.2024" to the shareholders' service responsible, or by post to the Company in the Shareholders' Service Department, at the address: 71st km of the National Road Athens-Lamia, Vathi Avlidos of the Municipality of Chalkida, so that it is received **at least twenty four (24) hours before the date of the General Meeting (i.e. no later than 11:00 am on 23.04.2024).**

Shareholders voting as above before the General Meeting are counted for the formation of the quorum and the majority, only if the relevant votes have been received by the Company **no later than 11:00 am. on 23.04.2024.**

In case of a Repeat General Meeting on 24.04.2024, shareholders not having appointed a representative at the initial General Meeting or shareholders wishing to replace the representative initially appointed in order to participate remotely in the voting to be held before the Repeat General Meeting, may appoint up to three (3) representatives at least forty eight (48) hours before the date of the meeting of the Repeat General Meeting (i.e. no later than 11:00 am of 21.04.2024), as specifically mentioned below. After this date it will not be possible to participate through a representative in the voting that will take place before the Repeat General Meeting.

The eligible participant is invited to take care of the confirmation of the successful posting of the representative appointment form (or of the electronic authorization) and its receipt by the Company by calling the shareholders' service department (Mrs. Zoi Mylonopoulou), at tel. no 2262086475.

#### **EXERCISE OF VOTING RIGHT THROUGH A REPRESENTATIVE**

According to the above, the person entitled to participate in the general meeting can also participate through representatives. Each eligible participant may appoint up to three (3) representatives. The restriction applies per securities' account, i.e., if a shareholder holds shares of the Company which appear in more than one security's account, this restriction does not prevent the shareholder from appointing up to three representatives for the shares appearing in each securities account in relation to a certain general meeting. A representative acting for more eligible voters may vote separately for each of them.

The power of attorney can be freely revoked.

The person entitled to participate may appoint a representative for one single general meeting or for any number of meetings that may take place within a certain time. The representative votes according to the instructions -if there are any- of the represented, and files the voting instructions for at least one (1) year, from the date of the general

meeting or, in case of postponement, of the last repeat meeting where the power of attorney was used. Non-compliance of the representative with the received instructions does not affect the validity of the decisions of the general meeting, even if the vote of the representative was decisive for their adoption.

The representative of any shareholder is obliged to notify the Company of any specific event, which may be useful to the shareholders to assess the risk of the fact that the representative will serve other interests except the interests of the shareholder, before the beginning of the general meeting. For the purposes of this paragraph, a conflict of interest may arise in case the representative:

- a) is a shareholder exercising control of the Company or another legal entity or entity controlled by that shareholder,
- b) is a member of the board of directors or in general of the management of the Company or of a shareholder who exercises control of the Company or of another legal entity or of an entity controlled by a shareholder who exercises control of the Company,
- c) is an employee or auditor of the Company or a shareholder who exercises control over the Company or of another legal entity or of an entity controlled by a shareholder who exercises control of the Company,
- d) is a spouse or first degree relative with one of the natural persons of cases a' to c'.

#### **APPOINTMENT OF DEPUTY OR REPRESENTATIVE OR WITHDRAWAL OF THEM**

The appointment of a representative or deputy and their revocation is realized only in writing and is notified to the Company at least 48 hours before the date of the meeting of the general meeting.

If the person entitled to participate did not comply with the above regarding the appointment of the representative or deputy and the postage of the relevant supporting documents to the Company, as defined above, he is entitled to participate in the general meeting, unless the general meeting refuses this participation for an important reason justifying its refusal.

The Company will make available on its website [www.papoutsanis.gr](http://www.papoutsanis.gr) the form that can be used by the shareholders for the appointment of a representative or deputy for the voting on the topics of the General Meeting to be held before the General Meeting (by a voting letter). The form for the appointment of a representative or deputy must be sent to the Company completed in all its parts and signed by the person entitled to participate in the general meeting, with the authenticated signature if the shareholder is a natural person or together with the legal documents if the shareholder is a legal entity or corporation, as well as a two sided photocopy of the identity card or passport of the representative and the deputy, in accordance with the specific instructions for the completion, signing and submission which are included in it, by e-mail as a scanned document at the address [z.mylonopoulou@papoutsanis.gr](mailto:z.mylonopoulou@papoutsanis.gr), with the subject "Appointment of a representative general meeting 17.04.2024", or by post to the Company at the Shareholder Service Department of the Company, at the 71<sup>st</sup> km of National Road Athens-Lamia, Vathi Avlidos, Chalkida and in any case at least 48 hours before the date of the general meeting.

Alternatively, instead of submitting the form for the appointment of a representative or deputy, the shareholders may complete and publish an electronic authorization through the electronic authorization application of gov.gr (<https://www.gov.gr/upourgeia/upourgeio-psephiakes-diakuberneses/psephiakes-diakuberneses/ekdose-exousiodoteses>) as provided therein. The electronic authorization must be sent to the Company, together with the legalization documents, if the shareholder is a legal entity or a corporation, as well as (the identity card or passport of the representative and the deputy will be requested before the meeting is held) or by e-mail to [z.mylonopoulou@papoutsanis.gr](mailto:z.mylonopoulou@papoutsanis.gr), with the subject "Appointment of a representative of the general meeting of 17.04.2024", or by mail to the Company at the Company's Shareholder Service Department, at 71<sup>st</sup> km. Athens-Lamia Road, Vathi Avlidos of the Municipality of Chalkida to be received in any case at least 48 hours before the date of the general meeting.

The eligible participant is invited to take care of the confirmation of the successful posting of the representative appointment form (or the electronic authorization) and its receipt by the Company by calling the shareholder service department (Mrs. Zoi Mylonopoulou), at tel. No 2262086475.

## **SHAREHOLDERS' MINORITY RIGHTS**

According to article 141 par. 2, 3, 6 and 7 of the Law 4548/2018, the shareholders have the following rights:

paragraph 2:

With an application of the shareholders, representing one twentieth (1/20) of the paid-up capital, the board of directors is obliged to include in the agenda of the general meeting, which has already been convened, additional topics, if the relevant application reaches the board of directors at least fifteen (15) days before the general meeting, i.e., in this case until 02.04.2024. The application for the inclusion of the additional topics on the agenda must be accompanied by a justification or a draft decision for approval at the general meeting and the revised agenda will be publicized in the same way as the previous agenda, thirteen (13) days before the date of the general meeting, i.e. in this case until 04.04.2024, and simultaneously it shall be made available to the shareholders on the Company's website, together with the justification or the draft decision submitted by the shareholders. The above will also be available as described below, under "AVAILABLE DOCUMENTS AND INFORMATION". If these topics are not published, the requesting shareholders shall be entitled to request the postponement of the general meeting, setting a day for the continuation of the meeting, which is set in the shareholders' application and which nevertheless cannot be set for more than twenty (20) days from the date of the postponement, and to proceed to the publication themselves, according to the provisions of the second part of this paragraph, at the expense of the Company.

paragraph 3:

Shareholders representing one twentieth (1/20) of the paid-up capital have the right to submit draft decisions on topics included in the initial or any revised agenda of the general meeting. The relevant application must be submitted to the board of directors at least seven (7) days before the date of the general meeting, i.e., in this case until 10.04.2024, and the draft decisions shall be made available to the shareholders as described below, under "AVAILABLE DOCUMENTS AND INFORMATION", at least six (6) days before the date of the general meeting, i.e., in this case on 11.04.2024.

paragraph 6:

Following an application of any shareholder, which is submitted to the Company at least five (5) complete days before the general meeting, i.e., in this case before 11:00



am. on 11.04.2024, the board of directors is obliged to provide the general meeting with the requested specific information about the Company's affairs, insofar as they are relevant to the topics of the agenda. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. The board of directors may refuse to provide the information for a substantial reason, which is recorded in the minutes. In the cases of this paragraph the board of directors can respond uniformly to shareholders' s applications with the same content.

paragraph 7:

At the request of shareholders, representing one tenth (1/10) of the paid-up capital which is submitted to the company at least five (5) full days before the general meeting, i.e., in this case before 11:00 am. on 11.04.2024, the board of directors is obliged to provide the general meeting with information on the course of corporate affairs and the assets of the Company. The board of directors may refuse to provide the information for a substantial reason, which is recorded in the minutes.

In all the above cases, the applicant shareholders must prove their shareholder status and, except for the cases of the first part of paragraph 6 of Law 4548/2018, the number of shares they hold during the exercise of the relevant right. Proof of shareholder status can be realized by any legal means and in any case based on information received by the Company from the company under the name Hellenic Central Securities Depository SA. (ATHEXCSD) as mentioned above.

### **AVAILABLE DOCUMENTS AND INFORMATION**

The following information is available, which also includes those of article 123 par. 1, 3 and 4 of law 4548/2018, i.e.:

- a) this invitation,
- b) the total number of shares and voting rights that the shares incorporate at the date of the invitation;
- c) the voting letter form;
- d) the form to be used for the appointment of a representative or deputy;
- e) the draft decisions for each topic of the proposed agenda as well as any draft decisions that will be proposed by the shareholders, exercising their minority rights;

- f) the document on the exercise of minority rights;
- g) the annual financial report of the Company for the year 2023 and the salary report
- h) the report of the audit committee
- i) the report of the independent non-executive members of the Company which is prepared in accordance with article 9 par. 5 of Law 4706/2020

in electronic form on the Company's website, [www.papoutsanis.gr](http://www.papoutsanis.gr) and also in printed form, free of charge, at the offices of the Company's headquarters, at the Shareholders' Service Department, at the 71st km of Athens-Lamia National Road, Vathi Avlidos of the Municipality of Chalkida.

The Board of Directors

27.03.2024