



**INVITATION  
OF THE SHAREHOLDERS OF  
«ELGEKA S.A.  
TRADE-DISTRIBUTIONS-REPRESENTATIONS-INDUSTRY»  
TO THE ORDINARY GENERAL MEETING  
No G.E.MI.: 57298604000**

In accordance with the decision of the Board of Directors dated 03.06.2016 and following the Law and the Articles of Association of «ELGEKA S.A. - TRADE - DISTRIBUTIONS - REPRESENTATIONS - INDUSTRY», Shareholders are invited to the Ordinary General Meeting on Monday, 27<sup>th</sup> of June 2016, at 13:00, that will take place at the Company's Head Office, at Delta Municipality, Industrial Area of Sindos, DA 13, Block 31 - Phase B', to discuss and decide upon the following items on the Agenda:

**AGENDA**

1. Submission and approval of the Annual Financial Report of the fiscal year 2015 (01.01.2015 -31.12.2015), in which they are included Annual Financial Statements of the Company and of the Group, the relevant reports of the Board of Directors and the Audit Reports of the Chartered Certified Auditors as well as the Corporate Governance Statement.
2. Discharge of the members of the Board of Directors and of the Auditor from any liability for compensation for the management and the actions during the fiscal year 2015 (01.01.2015 - 31.12.2015).
3. Election of Auditing Company for the audit of the Annual and Semi-annual Financial Statements for the current fiscal year 2016 (01.01.2016 - 31.12.2016) and determination of its remuneration.
4. Approval of the compensation and remuneration paid in total to members of the Board of Directors for their services to the Company during the fiscal year 2015 (01.01.2015 – 31.12.2015) and pre-approval of the relevant compensation and remuneration for the current fiscal year 2016 (01.01.2016 - 31.12.2016), but also until the next Annual General Meeting of the Company.
5. Discussion, disclosure, decision-making on the issue of common collateralized bond loan of principal of forty-six million five hundred thousand euro (46.500.000 €), the issue of which was decided by virtue of 25.06.2013, 07.05.2014 and 18.05.2015 decisions of the Annual General Meetings of Shareholders, further specification, defining of collateral to be provided and authorization to the Board of Directors to determine the other terms of the issue, securing and use of this and the signing of conventional and secured texts.
6. Approval of contract in accordance with article 23<sup>a</sup>, par. 2 of C.L. 2190/1920.
7. Granting permission, in accordance to paragraph 1, article 23 of C.L. 2190/1920, to the Board of Directors' members, to General Administration's members and to the Executives of the Company to participate in the Board of Directors or in the Management of other companies of the Group, or other companies having the same or similar purposes.
8. Various Announcements.

Pursuant to article 26 par. 2<sup>b</sup> and article 28<sup>a</sup> of C.L. 2190/1920 as amended by articles 3 and 6 of L. 3884/2010 respectively, the Company informs its shareholders of the following:

**I. Right to Attend and vote at the General Meeting**

Eligible to participate in the Ordinary General Meeting on the 27<sup>th</sup> of June 2016, are natural persons or legal entities that appears as Shareholders of the Company at the Dematerialized Securities System (D.S.S.) managed electronically by "Hellenic Exchanges S.A. Holding, Clearing, Settlement & Registry" ("HELEX"), at the beginning of the fifth (5<sup>th</sup>) day preceding the

Ordinary General Meeting, i.e. Wednesday, 22<sup>nd</sup> of June 2016 (“Record Date”). Proof of shareholder status on the Record Date will be certified by providing the relevant written acknowledgment issued by “Hellenic Exchanges S.A.” and submitting it to the Company’s premises (Address: DA 13, Block 31 – B’ Phase, P.O Box 1076, 570 22 Industrial Area of Sindos, Delta Municipality, Thessaloniki, tel: 2310-779700 or 60, Ag. Ioannou Theologou str., 136 77 Acharnes, Attiki, tel: 210-2415100) no later than the third (3<sup>rd</sup>) day prior to the Ordinary General Meeting, i.e. Friday, 24<sup>th</sup> of June, 2016. Alternatively, the certification can be obtained through the direct electronic linkup of the Company with the records of HELEX if it is requested by the Shareholders.

Those of the shareholders who are legal entities must at the same time submit, in accordance to law, their legalization documents.

In case of non-compliance to article 28<sup>a</sup> of C.L. 2190/1920, the above mentioned Shareholders can participate to the General Meeting only after the meeting has given them permission to do so.

It is noted that the exercise of the right to participate in the General Meeting does not require shareholders to block their shares or comply with any other relevant formalities, which limit the ability to sell or transfer their shares in the time period between the record date and the date of the General Meeting. Each share is entitled right to one vote.

The Articles of Association of the Company does not allow the participation in the General Meeting by electronic means without the physical presence of the shareholders in the place of its conduction or the ability of a distant participation of the shareholders in the voting.

## **II. Procedure of voting rights through proxies**

All shareholders are eligible to attend and vote at the Ordinary 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) natural persons as their representatives.

Relevant form for the appointment of proxy is available on the Company’s website [www.elgeka.gr](http://www.elgeka.gr) and at the Company’s premises (Address: DA 13, Block 31 - B’ Phase, P.O Box 1076, 570 22 Industrial Area of Sindos, Delta Municipality, Thessaloniki, tel: 2310-779700 or 60, Ag. Ioannou Theologou str., 136 77 Acharnes, Attiki, tel: 210-2415100 - Shareholder Services Department).

The proxy forms, completed and signed, should be submitted to the Company’s premises, (Address: Address: DA 13, Block 31 - B’ Phase, P.O Box 1076, 570 22 Industrial Area of Sindos, Delta Municipality, Thessaloniki, tel: 2310-779700 or 60, Ag. Ioannou Theologou str., 136 77 Acharnes, Attiki, tel: 210-2415100 - Shareholder Services Department) at least three (3) days prior to the General Meeting, i.e. by Friday, June 24<sup>th</sup> of 2016.

A proxy acting on behalf of more than one Shareholder may vote differently for each Shareholder. If a Shareholder holds shares, which appear in more than one securities account, the Shareholder may appoint different proxies for the shares which appear in each securities account. The Shareholder may appoint a proxy for one General Meeting or for all meetings that will take place within a certain time period.

The proxy will vote in accordance with the shareholder’s instructions, if any, and is obliged to file the voting instructions for at least one (1) year from the submission of the minutes of the General Meeting to the competent authority or, if the decision shall be published, from its registration to the Companies Registry.

The proxy is obliged to disclose to the Company before the commencement of the General Meeting any specific fact, which would be useful to Shareholders in order to determine whether there is a risk of the proxy serving interests other than the Shareholder's interests.

Conflict of interest may arise in cases where the proxy: a) is a controlling shareholder of the Company or is another legal entity or is entity controlled by that shareholder; b) is a member of the Board of Directors or of the management team of the Company or of a shareholder controlling the Company, or of another legal person or entity controlled by a shareholder controlling the Company; c) is an employee or chartered certified accountant of the Company or of a shareholder controlling the Company, or of another legal person or entity controlled by a shareholder controlling the Company; d) is the spouse or a relative to the first degree of one of the natural persons referred to cases a to c.

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

Additionally, we inform all Shareholders that among others, they have the following rights pursuant to paragraphs 2, 2<sup>a</sup>, 4 and 5 of article 39 of C.L. 2190/1920:

- i. At the request of Shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to enter additional items on the agenda of the General Meeting, provided that the relevant request is received by the Board of Directors notably at least fifteen (15) days prior to the General Meeting, i.e. by Sunday, June 12<sup>th</sup> 2016. The request for inserting additional items in the agenda shall be accompanied by reasoning or a draft decision for approval by the General Meeting and the revised agenda shall be published in the same manner as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. by Tuesday, June 14<sup>th</sup> 2016 and shall also be made simultaneously available to Shareholders on the Company's website, along with the reasoning or draft decision submitted by the Shareholders.
- ii. At the request of Shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to provide Shareholders, according to article 27, par.3 of C.L. 2190/1920, at least six (6) days before the date of the General Meeting, i.e. no later than Tuesday, June 21<sup>st</sup> 2016, with drafts of decisions on the items, which have been included in the initial or revised agenda, if a request to that effect is received by the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. no later than Monday, June 20<sup>th</sup> 2016.
- iii. Following a request submitted by any Shareholder to the Company within at least five (5) full days prior to the General Meeting, i.e. no later than Tuesday, June 21<sup>st</sup> 2016, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Company's affairs, to the extent that it may be useful for the actual assessment of the items on the agenda. The Board of Directors may provide a uniform response to shareholders' requests with the same content. The obligation to provide information does not apply in the case that the information requested is already available on the Company's website, especially in the form of questions and answers.

In all the above cases where the respective rights are exercised, the applicant shareholders are obliged to prove their shareholding capacity and the number of shares they hold at the time they exercise their respective right. Such proof can be provided by the written certification of "Hellenic Exchanges S.A.", or through direct online connection between "Hellenic Exchanges S.A." and the Company if such request is made by the Shareholder.

### **IV. Available Documents and Information**

The present invitation, any documents to be submitted to the General Meeting, the draft resolution suggested by the Board of Directors, the proxy forms and any other information of article 27, par. 3 of the C.L. 2190/1920, are available at the Company's website [www.elgeka.gr](http://www.elgeka.gr). Furthermore, all the above mentioned documents will also be available to Company's Shareholders, in hard copy at the Company's premises (Address: Address: DA 13, Block 31 - B' Phase, P.O Box 1076, 570 22 Industrial Area of Sindos, Delta Municipality, Thessaloniki, tel:

2310-779700 or 60, Ag. Ioannou Theologou str., 136 77 Acharnes, Attiki, tel: 210-2415100 - Shareholder Services Department).

***Acharnes Municipality, Attiki, 3<sup>rd</sup> of June 2016***

***THE BOARD OF DIRECTORS***