



**INVITATION  
OF THE SHAREHOLDERS OF  
“ELGEKA S.A.  
TRADE-DISTRIBUTIONS-REPRESENTATIONS-INDUSTRY”  
TO THE ORDINARY GENERAL MEETING  
REG. No 8649/06/B/86/45**

In accordance with a decision of Board of Directors and following the Law and the Articles of Association of “ELGEKA S.A.–TRADE–DISTRIBUTIONS–REPRESENTATIONS–INDUSTRY”, shareholders are invited to the Annual Ordinary General Meeting on Monday, 25<sup>th</sup> of June 2012, at 12:00 a.m., that will take place at the Company’s Head Office, at Delta Municipality – Industrial Area of Sindos, Thessaloniki, 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 2011 (01.01.2011-31.12.2011), 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 according to article 43a par. 3 of C.L. 2190/1920.
2. Discharge of the members of the Board of Directors and of the Auditors from any liability for compensation for the fiscal year 2011.
3. Election of the Ordinary and Deputy Chartered Certified Auditor for the audit of the Annual and Semi-annual Financial Statements for the current fiscal year 2012 and the issue of the relevant annual tax certificate as provided by par. 5 of article 82 of Law 2238/1994 and determination of their remuneration.
4. Approval of the compensation and remuneration paid to the members of the Board of Directors during the fiscal year 2011 and pre-approval of the compensation and remuneration for the fiscal year 2012.
5. Redefinition of the upper limit of remuneration of Board of Directors’ members who work in the Company with a special relationship or work order and pre-approval.
6. Granting of special permission for signing employment contracts or orders with members of the Board of Directors pursuant to article 23a of C. L. 2190/1920.
7. Validation of the replacement of resigned non-executive member of the Audit Committee of the Board of Directors of the Company from existing non-executive member.
8. Election of new Board of Directors and determination of the status of each member of the Board according to Law 3016/2002 on corporate governance.
9. Appointment of members of the Audit Committee pursuant to article 37 of Law 3693/2008.
10. Amendment of article 2 of the Company’s Articles of Association, due to the renaming of the municipality of its headquarters.
11. Amendment of article 9 of the Company’s Articles of Association, regarding the duration of term of Board of Directors.
12. 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 similar purposes.

### 13. Various Announcements.

Pursuant to article 26 par. 2b and article 28a 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 Annual General Meeting on the 25<sup>th</sup> of June 2012, 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 Annual General Meeting, i.e. Wednesday, 20<sup>th</sup> of June 2012 (“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, 57022 Industrial Area of Sindos, Delta Municipality, Thessaloniki, tel: 2310-779700 or 60, Ag. Ioannou Theologou str, 13677 Acharnes, Attiki, tel: 210-2415100) no later than the third (3<sup>rd</sup>) day prior to the Annual General Meeting, i.e. the 22<sup>nd</sup> of June 2012. 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>th</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, 57022 Industrial Area of Sindos, Delta Municipality, Thessaloniki, tel: 2310-779700 or 60, Ag. Ioannou Theologou str, 13677 Acharnes, Attiki, tel: 210-2415100 – Shareholder Services Department).

The proxy forms, completed and signed, should be submitted to the Company’s premises, (Address: DA 13, Block 31 – B’ Phase, 57022 Industrial Area of Sindos, Delta Municipality, Thessaloniki, tel: 2310-779700 or 60, Ag. Ioannou Theologou str,

13677 Acharnes, Attiki, tel: 210-2415100 – Shareholder Services Department) at least three (3) days prior to the General Meeting, i.e. by Friday, June 22<sup>nd</sup> of 2012.

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, 2a, 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 June 10<sup>th</sup> 2012. 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 June 12<sup>th</sup> 2012 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 June 19<sup>th</sup> 2012, 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 June 18<sup>th</sup> 2012.
- 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 June 19<sup>th</sup> 2012, 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.

- iv. At the request of Shareholders representing one twentieth (1/20) of the paid-up share capital, submitted at least five (5) full days prior to the General Meeting, i.e. no later than June 19<sup>th</sup> 2012, the Board of Directors is obliged to announce to the Ordinary General Meeting the amounts that in the last two-year period have been paid to each member of the Board of Directors or to the Company's Executives, as well as any benefits granted to these persons due to any cause or contract concluded between them and the Company.
- v. At the request of Shareholders representing one fifth (1/5) of the paid-up share capital, which shall be submitted to the Company at least five (5) full days prior to the General Meeting, i.e. no later than June 19<sup>th</sup> 2012, the Board of Directors is obliged to provide the General Meeting with information on the course of corporate affairs and the state of the Company's assets.

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: DA 13, Block 31 – B' Phase, 57022 Industrial Area of Sindos, Delta Municipality, Thessaloniki, tel: 2310-779700 or 60, Ag. Ioannou Theologou str, 13677 Acharnes, Attiki, tel: 210-2415100 – Shareholder Services Department).

***Delta Municipality, Thessaloniki, 31<sup>st</sup> May 2012***

***THE BOARD OF DIRECTORS***