



## INVITATION

***Of the shareholders of the Limited Company under the name  
«ELGEKA S.A. TRADE - DISTRIBUTIONS - REPRESENTATIONS -  
INDUSTRY»***

***to the Annual Ordinary General Meeting  
No G.E.MI.: 57298604000***

In accordance with the decision of the Board of Directors dated 13.06.2023 and following the Law and the Articles of Association of the company «ELGEKA S.A. - TRADE - DISTRIBUTIONS - REPRESENTATIONS - INDUSTRY», Shareholders of the Company are invited to the Annual Ordinary General Meeting on Wednesday, 5<sup>th</sup> of July 2023, 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 2022 (since 1<sup>st</sup> January 2022 up to 31<sup>st</sup> December 2022), in which they are included Annual Financial Statements of the Company and of the Group, as well the relevant Reports of the Board of Directors and the Audit Reports of the Chartered Certified Auditors.
2. Approval of the overall management of the Company by the members of the Board of Directors (according to the provisions of article 108 of L.4548/2018, as in force) and discharge of the Chartered Certified Auditors from any liability for compensation for the fiscal year 2022 (since 1<sup>st</sup> January 2022 up to 31<sup>st</sup> December 2022).
3. Election of Auditing Company for the audit of the Annual and Semi-annual Financial Statements as well as the issuance of the annual tax certificate for the current fiscal year 2023 (since 1<sup>st</sup> January 2023 up to 31<sup>st</sup> December 2023) and determination of its remuneration.
4. Approval of the remuneration paid to members of the Board of Directors during the fiscal year 2022 (since 1<sup>st</sup> January 2022 up to 31<sup>st</sup> December 2022) according to article 109 of L. 4548/2018, as in force, and pre-approval of these remuneration for the current fiscal year 2023 (1<sup>st</sup> January 2023 to 31<sup>st</sup> December 2023) and for the period until the date of the next Ordinary General Meeting.
5. Submission and voting of the Company's Remuneration Report for the fiscal year 2022 (since 1<sup>st</sup> January 2022 up to 31<sup>st</sup> December 2022) in accordance with article 112 of L. 4548/2018, as in force.
6. Granting permission, in accordance with article 98, par. 1 of L.4548/2018, to the Board of Directors' members, to General Administration or 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.
7. Informing the Company's Shareholders by the Chairman of the Audit Committee about the activities of the Audit Committee during the fiscal year 2022 (since 1<sup>st</sup> January 2022 up to 31<sup>st</sup> December 2022) in accordance with article 44, par. 1 of L.4449/2017.
8. Submission of the Report of the Independent Non-Executive Members of the Company's Board of Directors, in accordance with the provisions of article 9, par. 5 of L.4706/2020.

## 9. Various information issues and announcements.

Furthermore, Mr. Alexandros Katsiotis suggests that the following be included in the invitation to Shareholders for the Annual General Meeting:

In case of non-fulfillment of the quorum required by law to take a decision on the issues of the Agenda, any Repetitive Annual Ordinary General Meeting will be convened on July 19<sup>th</sup>, 2023, Wednesday at 13:00 at the Company's headquarters, with the same issues of the Agenda, in accordance with the provisions of article 130 par. 2 of L.4548/2018, as in force. No new invitation will be issued for this Repetitive Annual Ordinary General Meeting.

Pursuant to article 121 par. 4, 124 par.6 and 128 of L. 4548/2018, as in force, the Company informs its Shareholders of the following:

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

Eligible to participate in the Annual Ordinary General Meeting on the 5<sup>th</sup> of July 2023, are natural persons or legal entities that appear as Shareholders of the Company at the files of Dematerialized Securities System ("D.S.S.") managed by "Central Securities Depository S.A." ("competent body"), in which the Company's securities are held, at the beginning of the fifth (5<sup>th</sup>) day preceding the Ordinary General Meeting, i.e. Friday, 30<sup>th</sup> of June 2023 ("Record Date"). The same Record Date applies to Repetitive Annual Ordinary General Meeting. Proof of shareholder status may be proved by any legal means and in any case based on acknowledgment received by the Company from the company "Central Securities Depository S.A." directly with electronic connection with its files. In the General Meeting is entitled to participate whoever presented in the Dematerialized Securities System ("D.S.S.") as a person entitled to exercise the voting rights of a share issued by the Company (shareholder, usufructuary, pledgee lender with voting rights, etc.). The Company's access to the above register is made by its directly electronic linking with this register.

The shareholder may participate in the General Meeting in person or through a representative as provided for in L. 4548/2018 and below.

In case of non-compliance to article 128 of L. 4548/2018, the representative/agent concerned participates to the General Meeting only upon its authorization.

It is noted that, in order to exercise the specific rights (participation and vote) of the Shareholders to the General Meeting, it is not required any more to block their shares or comply with any other relevant procedure, which limit the ability to sell or transfer their shares in the time period between the Record Date and the date of the Annual 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 exercising their voting rights at the General Meeting remotely or by mail.

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

All Shareholders are eligible to attend and vote at the Annual 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. Those of the Shareholders who are legal entities must within the

below deadlines submit, in accordance to Law, their legalization documents so that they can exercise their rights through 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: 2310-779726 - Investor Relations Department or 60, Ag. Ioannou Theologou str., 136 77 Acharnes, Attiki, tel: 210-2415100).

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: 2310-779726 - Investor Relations Department or 60, Ag. Ioannou Theologou str., 136 77 Acharnes, Attiki, tel: 210-2415100) no later than forty eight (48) hours prior to the scheduled date of the initial Annual Ordinary General Meeting, i.e. until Monday, July 3, 2023, and for any Repetitive Ordinary General Meeting until Monday, July 17, 2023. The beneficiary Shareholder is requested to confirm the successful sending of the representation form and its receipt by the Company, calling on the above-mentioned telephone numbers during working days and hours.

A proxy acting on behalf of more than one Shareholder may vote differently for each Shareholder. Nevertheless, in the case 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 votes 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 date of General Meeting or, in the case of its postponement, of the last repetitive meeting in which he/she used the proxy. The non-compliance of the proxy with the instructions he/she has received does not affect the validity of the decisions of the general meeting, even if the representative's vote was decisive in taking them. Proxies are freely revocable.

The proxy of a Shareholder is obliged to disclose to the Company before the commencement of the General Meeting any specific fact, which may 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 Shareholders that among others, they have the following rights pursuant to paragraphs 2, 3, 6 and 7 of article 141 of L.4548/2018, as in force:

- i. At the request of Shareholders representing at least 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 Tuesday, June 20<sup>th</sup> 2023. The request for inserting additional items in the agenda shall be accompanied by reasoning or a draft decision for approval by the General Meeting. 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 Thursday, June 22<sup>th</sup> 2023 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, according to provisions of paragraph 4 of article 123 of L. 4548/2018.

- 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, at least six (6) days before the date of the General Meeting, i.e. no later than Thursday, June 29<sup>th</sup> 2023, 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 Wednesday, June 28<sup>th</sup> 2023.
- 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 Thursday, June 29<sup>th</sup> 2023, 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 relate to the items on the agenda. 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. Also, at the request of the Shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors is obliged to announce to the Ordinary General Meeting the amounts which during the last two years have been paid to each member of the Board of Directors or to the Company's directors, as well as any benefit to such persons from any cause or contract of the Company with them. In all the above cases, the Board of Directors may refuse to provide the information for substantive reasons, which is recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting Shareholders on the Board of Directors, in accordance with articles 79 or 80 of L. 4548/2018. In the cases of this paragraph, the Board of Directors may respond in a single application to Shareholders with the same content.
- iv. At the request of Shareholders, representing one tenth (1/10) of the paid up share capital, which is submitted to the Company at least five (5) full days before the General Meeting, that is to say, not later than Thursday, June 29<sup>th</sup> 2023, the Board of Directors is required to provide the General Meeting with information on the course of corporate affairs and the Company's wealth. The Board of Directors may refuse to provide the information for substantive reasons, which shall be recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting Shareholders on the Board of Directors in accordance with articles 79 or 80 of L. 4548/2018, provided that the relevant members of the Board of Directors have received the relevant information in a sufficient manner.

In all the above cases where the respective rights are exercised, the applicant Shareholders are obliged to prove their shareholding capacity and, except in the case of the first subparagraph of paragraph 6 of article 141 of L.4548/2018, the number of shares they hold at the time they exercise their respective right. Such proof can be provided by the written certification of "Central Securities Depository S.A.", in which the relevant securities are held, or the certification of the shareholding capacity by direct electronic connection of the Company with the records of the above body.

#### **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 123, par. 3 and 4 of L.4548/2018, 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: 2310-779726 - Investor Relations Department or 60, Ag. Ioannou Theologou str., 136 77 Acharnes, Attiki, tel: 210-2415100).

***Acharnes Municipality, Attica, 13<sup>th</sup> of June 2023***

***THE BOARD OF DIRECTORS***