

**“LOULIS MILLS S.A.”**  
MUNICIPALITY OF SOURPI MAGNISSIAS (LOULIS PORT)  
GEMI: 50675444000  
(previous Company Registration Number: 10344/06/B/86/131)

**INVITATION**

**TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

In accordance with the Law and the Articles of Incorporation, the Board of Directors of the Company invite the Shareholders of the Company to an Ordinary General Meeting, on Thursday, June 14, 2018, at 10:00, at the offices of the Company’s registered seat at the Municipality of Sourpi, District of Magnesia (Loulis Port).

**AGENDA**

- 1) Submission for approval of the corporate and consolidated annual financial statements of the fiscal year 01.01.2017 to 31.12.2017, in accordance with the International Financial Reporting Standards (I.F.R.S.), after hearing and approving the relevant Board of Directors’ Reports and the Certified Auditor's Report regarding the above mentioned year. Decision on the distribution of year's profits of the fiscal year 01.01.2017 to 31.12.2017.
- 2) Discharge of both the Board of Directors members and the Certified Auditor from any liability for indemnity regarding Company’s management, the financial statements and the consolidated financial statements during the fiscal period under examination (01.01.2017-31.12.2017).
- 3) Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2018 to 31.12.2018 and determination of their fees.
- 4) Approval of remuneration paid to the members of the Board of Directors.
- 5) Pre approval of paying salaries, presence expenses and other remuneration to members of the Board of Directors for the following fiscal year 1.1.2018 to 31.12.2018.
- 6) Increase of the share capital of the Company by increasing the face value of each share with capitalization of the reserves “difference from the issue of shares above par” and decrease the share capital of the Company by the same amount by decreasing the face value of each share, in order to return the capital with cash to the shareholders.
- 7) Amendment to the Article 5 of the Articles of Association of the Company
- 8) Granting authorization to both Board of Directors members and Company’s Directors to participate in the Board of Directors or in the management of other affiliated companies as those companies are defined in article 32 of Law 4308/2014 and, therefore, the conducting on behalf of the affiliated companies of acts falling within the Company’s purposes.

In case the statutory quorum to deliberate on the items of the Agenda is not achieved in the initial (as above) Ordinary General Meeting, a First Iterative Ordinary General Meeting will be convened on Monday, June 25, 2018, at 10:00 and if no quorum is achieved, a Second

Iterative Ordinary General Meeting will be convened on Friday, July 6, 2018, at 10:00, both at the offices of the Company's registered seat at the Municipality of Sourpi, District of Magnesia (Loulis Port). No further invitations for the Iterative Ordinary General Meetings shall be published, while the items on the Agenda shall be those on which the previous meeting did not resolve.

In accordance with law 2190/1920, the Company apprises the Shareholders of the following:

**A. Right to participate in and vote at the Ordinary General Meeting**

Each share with voting rights entitles to one (1) vote. Entitled to participate in and vote at the (initial or iterative) Ordinary General Meeting is whoever appears as a Shareholder of shares with voting rights, in the records of the Dematerialised Securities System ("DSS") operated by the Hellenic Central Securities Depository S.A. ("HCSD"), on the record date ("Record Date"), i.e., as the case may be:

(i) on Saturday, June 9, 2018, i.e. at the beginning of the fifth (5th) day prior to the date of the (initial) Ordinary General Meeting,

(ii) on Thursday, June 21, 2018, i.e. at the beginning of the fourth (4th) day prior to the date of the First Iterative Ordinary General Meeting,

(iii) on Monday, July 2, 2018, i.e. at the beginning of the fourth (4th) day prior to the date of the Second Iterative Ordinary General Meeting.

The shareholder capacity is certified by a written certificate provided by the HCSD to the Shareholder or electronically by the HCSD, through a direct electronic link of the Company to the DSS records, when the Shareholder request it from the Company. The Shareholder is obliged to submit to the Company the above-mentioned written certificate or the electronic authentication, in order to participate in and vote at any (initial or iterative) Ordinary General Meeting, at least:

(i) on Monday, June 11, 2018, i.e. the third (3rd) day prior to the date of the (initial) Ordinary General Meeting,

(ii) on Friday June 22, 2018, i.e. the third (3rd) day prior to the date of the First Iterative Ordinary General Meeting,

(iii) on Tuesday, July 3, 2018, i.e. the third (3rd) day prior to the date of the Second Iterative Ordinary General Meeting.

In case of non-compliance with the provisions of Art. 28a of Law 2190/1920, the Shareholder participates in the Ordinary General Meeting (initial or, as the case may be, each iterative), only after authorization of the General Meeting. The Articles of Association of the Company does not provide procedures for participation and voting rights in the General Meeting by correspondence or by electronic means.

**B. Procedure for exercising voting rights by proxy**

Each entitled Shareholder may participate in the Ordinary General Meeting and vote either in person or by proxy(-ies). Each Shareholder, individual or legal entity, may appoint up to three (3) individuals as their proxies. A Shareholder of shares issued by the Company, which appear in more than one security accounts, may appoint different proxies for the shares held in each security account. A proxy who acts for more than one Shareholder may vote

differently for each Shareholder. Each person holding a shareholder proxy that may exercise at his discretion the shares rights of the person represented by him is required to disclose to the Company, before the (initial or, as the case may be, each iterative) Ordinary General Meeting commences, any specific circumstance of relevance to the Shareholders, so they can assess the risk that such a person might pursue interests other than those of the represented Shareholder.

Conflicts of interest may arise especially when the proxy holder is: a) a controlling Shareholder of the Company or a legal person or entity controlled by such Shareholder and/or b) a Member of the Board of Directors or generally the Management of the Company or a controlling Shareholder of the Company or a legal person or entity controlled by a Shareholder exercising control over the Company and/or c) an employee or certified auditor of the Company or of a controlling Shareholder of the Company or of a legal person or entity controlled by a Shareholder exercising control over the Company and/or d) a spouse or a first degree relative of one of the individuals referred to in subparagraphs a to c (above). Printed proxy forms for the appointment of proxy(-ies) are available to the Shareholders, on first demand, in hard copy, at the Company's Offices (department of shareholders service and corporate announcements, Spetson 1 street, Keratsini, Attica, tel: 302104090165) or may be downloaded from the Company's website ([www.loulismills.gr](http://www.loulismills.gr)). The forms duly filled-in and signed should be submitted at the Company's Offices (department of shareholders service and corporate announcements, Spetson 1 street, Keratsini, Attica, tel: 302104090165) at least three (3) days prior to the (initial or each iterative) Ordinary General Meeting:

(i) on Monday, June 11, 2018, i.e. the third (3rd) day prior to the date of the (initial) Ordinary General Meeting,

(ii) on Friday June 22, 2018, i.e. the third (3rd) day prior to the date of the First Iterative Ordinary General Meeting,

(iii) on Tuesday, July 3, 2018, i.e. the third (3rd) day prior to the date of the Second Iterative Ordinary General Meeting.

The same procedure (as above) shall be followed in case of revocation of the appointment of the proxy.

The Articles of Association of the Company does not provide procedures for acceptance electronic notifications of appointment and revocation of proxies.

**C. Shareholder minority rights pursuant to article 39 par. 2 ,2a, 4 and 5 of codified law 2190/1920:**

(1a) Shareholders representing one twentieth (1/20) of the paid-in share capital of the Company are entitled to request the addition of items to the Agenda of the already convened General Meeting, provided that an application to that effect is received by the Board of Directors of the Company at least fifteen (15) days prior to the General Meeting, to which a reasoning or a draft resolution for approval by the General Meeting is attached. The Board of Directors is required to include the additional items on the Agenda and post the same, on the website of the Company ([www.loulismills.gr](http://www.loulismills.gr)), at least thirteen (13) days prior to the General Meeting.

(1b) At the request of Shareholders representing one twentieth (1/20) of the paid-in share capital of the Company, at least 6 days before the date of the General Meeting, the Board of Directors is obliged to provide Shareholders, according to article 27 par. 3 of Law 2190/1920, with drafts of decisions on the items, which have been included in the initial or revised Agenda, provided that the request to that effect is received by the Board of Directors at least 7 days before the date of the General Meeting.

(2) Following a request submitted by any Shareholder to the Company within at least 5 full days prior to the General Meeting, the Board of Directors shall be 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 single response to Shareholders' requests with the same content. The obligation to provide information does not apply in the event that the information requested is already available on the Company's website.

(3) Shareholders representing at least one fifth (1/5) of the paid-in share capital of the Company are entitled to apply to the Board of Directors of the Company, at least five (5) days prior to the General Meeting, for the Board of Directors to apprise the General Meeting about the course of corporate affairs and the assets of the Company.

In all the above cases where the respective rights are exercised, the requesting Shareholders are obliged to demonstrate their status as shareholders, as well as the number of shares they hold, at the time of the exercise of their right. The shareholder's capacity shall be certified by a written certificate provided by the HCSD to the Shareholder or electronically by the HCSD, through a direct electronic link of the Company to the DSS records, when the Shareholder request it from the Company.

#### **D. Available documents and information**

The present invitation, the proxy form and the proxy revocation form, the draft resolutions on the Agenda items, together with any item, in general, referred to in article 27 para. 3 of codified law 2190/1920 are available, on first demand, in hard copy, at the Company's Offices (department of shareholders service and corporate announcements, Spetson 1 street, Keratsini, Attica, tel: 302104090165) and are also posted on the Company's website ([www.loulismills.gr](http://www.loulismills.gr)).

Sourpi, the 21<sup>st</sup> of May 2018

The Board of Directors