

**“LOULIS MILLS S.A.”**  
MUNICIPALITY OF SOURPI MAGNISSIAS (LOULIS PORT)  
GEMI: 50675444000

**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 Wednesday, June 10, 2020, 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 01.01.2019 to 31.12.2019, 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 01.01.2019 to 31.12.2019.
- 2) Approval of the overall management of the Members of the Board of Directors and discharge of the Company's Auditors from all compensation liabilities regarding their activities during the fiscal year ended 31.12.2019 (1.1.2019 to 31.12.2019), as well as for the current Annual Financial Statements.
- 3) Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2020 to 31.12.2020 and determination of their fees.
- 4) Submission for discussion and voting of the Remuneration Report for the financial year 01.01.2019-31.12.2019
- 5) Approval of the remunerations paid to the members of the Board of Directors of the Company for their services and determination of their new remunerations
- 6) Grant permission to members of the Board of Directors of the Company as well as to executives of the Company to participate in the Boards of Directors or in the management of other affiliated companies as those companies are defined in article 32 of Law 4308/2014.

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 Iterative Ordinary General Meeting will be convened on Wednesday, June 17, 2020, at 10:00 at the offices of the Company's registered seat at the Municipality of Sourpi, District of Magnesia (Loulis Port). No further invitation for the Iterative Ordinary General Meeting shall be published.

In accordance with articles 121 par. 4, 124 and 128 of Law 4548/2018, the Company appries the Shareholders of the following:

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

Each share 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 Dematerialized Securities System ("DSS") operated by the Hellenic Central Securities Depository S.A. ("HCSD"), on Friday 5 June 2020 ("Record Date"), i.e. on the start of the fifth (5th) day before the date of the General Meeting.

The status of shareholder is electronically certified by the Company itself, having an electronic connection with DSS records, which is administered by the Hellenic Central Securities Depository S.A. Therefore, in order to participate and vote at the General Meeting (initial or iterative), shareholders are not required to produce a written certificate.

#### **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. Legal entities may participate in the General Meeting by their legal representatives appointing up to three (3) natural persons. 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). Forms for appointment of proxy(-ies) are available on the Company's website [www.loulismills.gr](http://www.loulismills.gr) and at the Company's Offices (department of shareholders service and corporate announcements, Spetsion 1 street, Keratsini, Attica, tel: 302104090165). The appointment, revocation or replacement forms are submitted to the Company at least forty-eight (48) hours prior to the date of the Annual General Meeting, i.e. until 8th June 2020 at 10:00 p.m. for the initial General Meeting and until 15<sup>th</sup> June 2020 at 10:00 for the repetitive General Meeting, at the Company's Offices (department of shareholders service and corporate announcements, Spetsion 1 street, Keratsini, Attica, tel: 302104090165). The Articles of Association of the Company does not provide procedures for acceptance electronic notifications of appointment and revocation of proxies.

Shareholders that do not comply with the deadline of par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing the appointment of proxies or representatives to the Company at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

#### **C. Shareholder minority rights**

According to article 121 par. 4 of Law 4548/2018, all Shareholders are hereby informed that, inter alia, they have the following rights provided for in article 141 par. 2, 3, 6 and 7 of Law 4548/2018 :

1) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital the Board of Directors is obliged to include additional items on the daily agenda of the General Meeting, which has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by 26 May 2020 at the latest. The additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with article 122 of law 4548/2018, at least seven (7) days before the General Meeting, i.e. by 3 June 2020 at the latest. The request to include additional items in the daily agenda is accompanied by a justification or a draft decision for approval by the General Meeting, and the revised daily agenda is published in a similar manner as the previous daily agenda, thirteen (13) days before the date of the General Meeting, i.e. by 28 May 2020 at the latest, and simultaneously made available to shareholders on the Website of the Company together with the justification or the draft decision that has been submitted by shareholders, in accordance with the provisions in paragraph 4 of article 123 of Law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 and to make the publication themselves, in accordance with the second subparagraph of the present paragraph, at the expense of the Company.

2) Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft decisions for items that are included in the initial or any revised daily agenda of the General Meeting. The request must reach the Board of Directors seven (7) days before the date of the General Meeting, i.e. by 3 June 2020 at the latest, and the draft decisions are made available to shareholders in accordance with the provisions of paragraph 3 of article 123 of Law 4548/2018 at least six (6) days before the date of the General Meeting, i.e. by 4 June 2020 at the latest.

3) Following a request by any shareholder, which is submitted to the Company at least five (5) full days before the General Meeting, i.e. 5 June 2020 at the latest, the Board of Directors is obliged to provide the General Meeting with the information specifically requested concerning Company affairs, insofar as they are relevant to the items on the daily agenda. There is no obligation to provide information, when the information is already available on the website of the Company, especially if it is available in the form of questions and answers. In addition, at the request of Shareholders representing one twentieth (1/20) of the paid-in share capital, the Board of Directors is obliged to announce to the General Meeting, provided it is an Annual Meeting, the amounts that, over the previous two years, have been paid to each member of the Board of Directors or to Directors of the Company, as well as any benefit to these persons for whatever reason or by whatever contract of the Company with them. In all of the abovementioned cases, the Board of Directors may refuse to provide such information for sufficiently important reason, which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders to the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may answer once to shareholder request having the same content.

4) 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, i.e.

by 5 June 2020 at the latest, the Board of Directors is obliged to provide to the General Meeting information about the course of corporate affairs and the assets of the Company. The Board of Directors may refuse to provide information for sufficiently important reason which is recorded in the minutes. Such a reason may be the representation of the requesting shareholders to the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the corresponding members of the Board of Directors have received this information in a manner that is adequate.

In all of the abovementioned cases, requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first subparagraph of paragraph 3, the number of shares they possess during the exercise of the relevant right. Proof of the status of shareholder is based on the information received by the Company from the company "Hellenic Central Securities Depository S.A." which administers the Dematerialized Securities System which is the central securities depository under the meaning of §5 article 40 of Law 4548/2018.

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

The information of par. 3 and 4 of article 123 of Law 4548/2018, and in particular the invitation to the General Meeting, the total number of shares and voting rights that these shares incorporate on the date of the invitation, the document for exercising the right to vote by proxy, the documents that will be submitted to the General Meeting, the draft decisions on the items of the proposed daily agenda, are available in electronic form on the website of the Company ([www.loulismills.gr](http://www.loulismills.gr)) and in hard copy at the Company's Offices (department of shareholders service and corporate announcements, Spetsion 1 street, Keratsini, Attica, tel: 302104090165) where shareholders can receive copies.

Sourpi, the 18<sup>th</sup> of May 2020

The Board of Directors