## MINORITY RIGHTS

In accordance with the provisions of articles 141 & 142 of Law 4548/2018

"Reforming public limited liability company law"

(Government Gazette A' 104/13.6.2018)

## **Collective and individual minority rights (Article 141)**

- 1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to convene an Extraordinary General Meeting of shareholders, specifying the day of its session, which shall not be more than forty five (45) days from the date the request was served to the Chairman of the Board of Directors. The request contains the subject of the daily agenda. If the General Meeting is not convened by the Board of Directors within twenty (20) days from the service of the relevant request, it shall be convened by the requesting shareholders, at the expense of the Company, by court judgment issued in as part of the protective measures. The judgment determines the place and time of session, as well as the daily agenda. The decision cannot be challenged in court. The Board of Directors convenes the General Meeting in accordance with general provisions or makes use of the procedure of article 135, unless the requesting shareholders have excluded this last option.
- 2. 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. The additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with article 122, at least seven (7) days before the General Meeting. For companies with shares listed in a regulated market, 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 and simultaneously made available to shareholder 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.
- 3. 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 publications themselves, in accordance with the second subparagraph of the present paragraph, at the expense of the Company.
- 4. 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 at least seven (7) days before the date of the General Meeting, and the draft decisions are made available to shareholders in accordance with the provisions of paragraph 3 of article 123 at least six (6) days before the date of the General Meeting.
- 5. The Board of Directors is not obliged to include items in the daily agenda nor publish or disclose them together with the draft decisions that are submitted by shareholders, in accordance with paragraphs 2 and 3 respectively, if their content is obviously in contrast with the law of accepted principles of morality.

- 6. At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up share capital, the Chairman of the Meeting is obliged to postpone decision-making by the Regular or Extraordinary General Meeting, once only, for all or certain items, by setting the date for continuation of the session as requested in the shareholders' request, which shall not be more than twenty (20) days from the date of postponement. The General Meeting, following the postponement, is a continuation of the previous Meeting and a repeat of the publication formalities of an invitation to shareholders is not required. New shareholders can also participate at that meeting, in compliance with the provisions of paragraph 6 of article 124.
- 7. Following a request by any shareholder, which is submitted to the company at least five (5) full days before the General Meeting, 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. In the cases referred to in this paragraph, the Board of Directors may answer once to shareholder requests having the same
- 8. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company within the limit of paragraph 6, the Board of Directors, 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, provided that the corresponding members of the Board of Directors have received this information in a manner that is adequate.
- 9. In the cases of paragraphs 6 and 7 of the present, any doubt as to whether a reason for refusal on the part of the Board of Directors to provide information is valid or not, is resolved by court order, which is published as part of the precautionary measures process. In that same decision, the court obliges the company to provide the information that it had refused to. This decision cannot be appealed.
- 10. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, vote on an item or items of the daily agenda takes place by roll-call vote.
- 11. At the request of any shareholder, submitted at any time, the Board of Directors is obliged within twenty (20) to inform the shareholder about the capital of the

Company, the share classes that have been issued and the number of shares of each class, especially preference shares, the rights that each class provides, as well as any blocked shares, both their number as well as the restrictions imposed. The shareholder is also entitled to receive information as to the number of shares that he / she possesses, according to the shareholder registry. If the information above is already available on the website of the Company, there is no obligation to provide it, however the shareholder must be informed as to where it can be found on the website. This paragraph does not apply to companies with shares listed in an organized market.

- 12. Without prejudice to the provisions on the protection of personal data and provided that the Articles of Association provide for it, each shareholder may request to be given a list of the Company's shareholders indicating the name, address and number of shares of each shareholder. The Company is not obliged to include in the table shareholders holding less than one percent (1%) of the capital.
- 13. In all of the abovementioned cases of the present article, requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first subparagraph of paragraph 6 and paragraph 10, the number of shares they possess during the exercise of the relevant right. Such proof may be the deposit of their shares in accordance with the provisions in paragraph 2 of article 124.
- 14. Proof of the status of shareholder can take place by any legal means and in any case based on the information that the Company receives from the Central Securities Depository, provided that it provides registry services, or through the participants and registered intermediaries in the Central Securities Depository in every other case.

## **Request for extraordinary audit (Article 142)**

- 1. Shareholders of the Company representing at least one twentieth (1/20) of the paid in share capital have the right to request an extraordinary review of the Company by the court that has jurisdiction in non-contentious jurisdiction procedure.
- 2. The review as per paragraph 1 is ordered, if it is suspected that there are acts that contravene provisions of the law or the Articles of the Association of the Company or decisions of the General Meeting. In each case, the request for a review must be submitted within three (3) years following the approval of the financial statements of the fiscal year, during which the acts being complained have been committed.
- 3. Shareholders of the Company representing at least one fifth (1/5) of the paid in share capital have the right to request a review of the Company, if it is believed that, due to the course of the Company or based on specific indications, the management of corporate affairs is not exercised as required by sound and prudent management. The Articles of Association may reduce, but no by more than one half, the proportion of the paid in share capital that is required to exercise the right of this paragraph.
- 4. The court may decide that the representation of the requesting shareholders to the Board of Directors, in accordance with articles 79 or 80, does not justify the application by the shareholders under this article.

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