

**FOURLIS HOLDINGS S.A.**

**G.E.M.I. No. 258101000**

*(ex S.A. Reg. No. 13110/06/B/86/01)*

**INVITATION TO  
THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

Following the decision taken by its Board of Directors, in accordance with Law and the Company's Articles of Association, Shareholders are hereby invited to the Annual Ordinary General Meeting which will be conducted entirely remotely in real-time through a teleconference procedure assisted by a coordinator (Operator Assisted Real-Time Teleconference) due to the current circumstances and in line with precaution measures aiming to prevent the spread of the COVID-19, according to the details below, on **Friday June 18<sup>th</sup> 2021**, at **11:00 a.m.**, in order to discuss and take relevant decisions on the subjects of the agenda.

If the required quorum, for all or part of the subjects of the agenda, is not achieved, the shareholders are invited to a **Repeat Meeting on Friday 25<sup>h</sup> June 2021 at 11:00 a.m.** to be conducted entirely remotely in real-time through a teleconference procedure assisted by a coordinator (Operator Assisted Real-Time Teleconference), in order to discuss and take relevant decisions on the subjects of the agenda, without publication of a new invitation.

**Subjects on the Agenda:**

1. Submission for approval of the financial statements and the consolidated financial statements (Annual Financial Report) together with the Annual Report thereon prepared by the Board of Directors and the Chartered Accountants-Auditors for the period 1/1/2020 - 31/12/2020.
2. Non-Dividend Distribution from Net Profits of the financial year 1/1/2020-31/12/2020.
3. Approval of the overall management of the Company and discharge of Chartered Accountants-Auditors from any liability.
4. Election of one (1) ordinary and one (1) substitute Chartered Accountant-Auditor to audit the consolidated and the Company's financial statements for the period 1/1/2021 - 31/12/2021 and determination of their remuneration.
5. Approval of members of the Board of Directors' remuneration for the period 1/1/2020 - 31/12/2020 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2021 - 31/12/2021 in accordance with article 109 L. 4548/2018.
6. Submission for approval of the Revision of the Remuneration Policy for Board members, which was approved by the Extraordinary General Meeting on 24.01.2020, in accordance with L. 4548/2018.
7. Submission for discussion and voting of the Remuneration Report for the financial year 1/1/2020-31/12/2020 in accordance with article 112 par. 3 of L.4548/2018.
8. Submission of the Audit Committee's Annual Activity report in accordance with article 44 par. 1 of L.4449/2017.
9. Election of new independent non-executive member of the Board of Directors in replacement of resigned non-executive member. Verification of fulfillment of independence criteria.

10. Redefinition of the Audit Committee and resolution on the format, the composition (number and status of the members) and term of the office.

11. Submission for Approval of the Suitability Policy of the members of the Board of Directors in accordance with the provisions of L.4706/2020.

12. Establishment of a program for the acquisition of company shares in the form of stock options to executives of the company and its subsidiaries in accordance with article 113 of L. 4548/2018. Authorization to the Board of Directors to regulate procedural matters and details.

13. Share Buy Back approval and more specifically Buy Back up to 2.604.600 shares (5% of share capital) within 24 months from approval, with a minimum purchasing price of one euro (1,00 €) per share and maximum eight euro (8,00 €) per share in accordance with Article 49 of L. 4548/2018.

#### **A. Conduction of the Annual General Meeting remotely in real-time through a teleconference procedure**

The Annual General Meeting (ordinary and repeat) is going to be conducted entirely remotely in real-time through a teleconference procedure assisted by a coordinator (Operator Assisted Real-Time Teleconference) due to the current circumstances and in line with precaution measures aiming to prevent the spread of the COVID-19. The Company is aiming to protect the health of its shareholders and its personnel and to ensure the business continuity at its operational premises by taking into consideration the content of the Common Ministerial Decree No. 31950/21.05.2021 (published in the Government Gazette B' 2141/22.05.2021).

At this end, the Company and way before the convention of the Annual General Meeting, has sufficiently secured the ability of the shareholders to actively participate in the general meeting and to exercise their rights, according to the procedures set out below.

#### **B. Right to Participate and Vote at the General Meeting**

Participation right and vote in the Annual General Meeting (ordinary and repeat) have those individuals and legal entities that appear as a Shareholder on June 13, 2021 (Record Date). The proof of the capacity to act as a shareholder may be evidenced by any legal means and in any case, on the basis of information received by the company from the records of the organization in which the transferable securities of the Company are registered (HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. (HELEX)).

For the participation and vote in the Annual General Meeting (ordinary and repeat) does not require the shareholders to block their shares or any other similar procedure, that restricts the sale and transfer during the period between the Record Date and the date of the General Meeting.

#### **C. Remote Participation and Vote at the General Meeting in real time by teleconference**

The Annual General Meeting (ordinary and repeat) will be conducted entirely remotely in real-time through a teleconference procedure assisted by a coordinator (Operator Assisted Real-Time Teleconference).

Shareholders wishing to participate in the Annual General Meeting (ordinary and repeat) in person or through a proxy, should send by e-mail to [ir@fourlis.gr](mailto:ir@fourlis.gr) at least 48 hours prior to the Annual General Meeting (ordinary and repeat) the "Declaration Form of Remote Participation in the General Meeting - Proxy Authorization", that is available at the Company's website <https://www.fourlis.gr>

After the timely completion of the above procedure, the shareholders, who are entitled to participate in the Annual General Meeting and have completed the above procedure in time, will receive an email by Thursday June 17, 2021 with the instructions for contacting the Company Chorus Call Hellas S.A. that is appointed as the Teleconference Coordinator (Teleconference Operator).

On the day of the Meeting and no later than 10:50 a.m., the Shareholders or their representatives will have to contact the above Teleconference Coordinator, according to the instructions that will be sent to them, in order to participate in the General Meeting.

#### **D. Participation Process and Vote by Proxy**

Shareholders participate in the Annual General Meeting or any repeat General Meeting either in person or through a proxy.

Shareholders wishing to participate in the Annual General Meeting (ordinary and repeat) in person or through a proxy, should send by e-mail to [ir@fourlis.gr](mailto:ir@fourlis.gr) at least 48 hours prior to the Annual General Meeting (ordinary and repeat) the "Declaration Form of Remote Participation in the General Meeting - Proxy Authorization", that is available at the Company's website <https://www.fourlis.gr>

Every shareholder may appoint up to three (3) proxies. Legal entities may participate in the Annual General Meeting or any repeat General Meeting by appointing up to three (3) individuals as proxies. However, if a shareholder holds company shares that appear in more than one security accounts, that do not restrict the shareholder to appoint different proxies for each account in relation to the Annual General Meeting. A proxy who represents more than one shareholder may vote differently for each shareholder. The proxy must notify the company, before the start of the Annual General Meeting, any specific event that may be useful to shareholders to assess the risks that the proxy may serve other interests, than those of the represented shareholders as specified in Article 128 Paragraph 5 of Law 4548/2018.

#### **E. Minority Rights**

With regard to the Annual General Meeting, the shareholders of the company also have the following rights:

(A) Shareholders representing one twentieth (1/20) of the Company's paid-up share capital are entitled to request from the Board of Directors, to include additional subjects on the Agenda of the Annual General Meeting, upon a relevant application which must be received by the Board of Directors at least fifteen (15) days before the Annual General Meeting. The application shall be accompanied by a justification of reasons for it or by a draft resolution for approval by the Annual General Meeting. The revised Agenda shall be publicized by the same way as the previous Agenda, thirteen (13) days before the General Meeting date and shall be made available simultaneously to the shareholders on the Company's website ([www.fourlis.gr](http://www.fourlis.gr)), with the justification or draft resolution submitted by the shareholders in accordance with the provisions of article 123 par. 4 of Law 4548/2018.

(B) At the request of the shareholders representing one twentieth (1/20) of the paid-up share capital, the Company's Board of Directors discloses to the shareholders in accordance with Article 123 Paragraph 3 of Law 4548/2018, at least six (6) days before the date of the Annual General Assembly, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days before the date of the Annual General Meeting.

(C) Upon application of any shareholder, submitted to the Company at least five (5) full days before the General Meeting, any shareholder may request from the Board of Directors to provide to the General Meeting the requested specific information regarding the Company's affairs, to the extent that this is useful in the actual assessment of the items of the Agenda. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Also, at the request of shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors must notify the Annual General Meeting regarding the amounts that have been paid to each Member of the Board or the Company's directors or any benefit provided to these persons for any reason or contract with them, over the last two years. In all of the above cases, the Board of Directors may decline the provision of information for an adequate and substantial reason, mentioned in the minutes.

(D) At the request of the shareholders representing one tenth (1/10) of the paid-up share capital, which is communicated to the Company at least five (5) full days before the Annual General Meeting, the Board of Directors is obligated to provide to the assembly the requested information regarding the corporate affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes.

(E) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the voting procedure in an issue or issues of the Agenda is acting by open vote.

In all aforementioned cases the shareholders must demonstrate their capacity and the number of shares they own in order to exercise the relevant voting right, except the case of Article 141 Paragraph 6 of Law 4548/2018. Proof of shareholder's capacity can be verified by any legal way and in any case by the information received by the Company from the Central Securities Depository provided it provides registry services or through the participants and registered intermediaries in the Central Securities Depository in any other case.

Information and documents related to Article 123 Paragraph 3 and 4 of Law 4548/2018 are available at the website [www.fourlis.gr](http://www.fourlis.gr).

Maroussi, May 27, 2021

**THE BOARD OF DIRECTORS**