



### INVITATION

of the Shareholders of the Société Anonyme under the corporate name  
«**EVROPI HOLDINGS SOCIÉTÉ ANONYME**»  
and the distinctive title «**EVROPI HOLDINGS S.A.**» (the «Company»)  
G.E.M.I. No. **002052601000** (former Reg. No. 5828/06/B/86/14)  
to the Annual General Meeting to be held on **18 June 2026**

Pursuant to the provisions of the Law and the Articles of Association of the Company and in accordance with the resolution of the Board of Directors dated 27 May 2026, the Shareholders of the Company are hereby invited to attend the Annual General Meeting to be held on **Thursday, 18 June 2026 at 12:00 p.m. (twelve noon), at Peania, Attica, at the 19th km of Markopoulou Avenue, Building B7, amphitheatre**, to deliberate and resolve on the following agenda items:

### Agenda Items

1. Submission and approval of the Annual Financial Report for the fiscal year 2025, namely from 1 January 2025 to 31 December 2025, which includes and is submitted for approval together with the Annual Consolidated and Company Financial Statements, along with the relevant Reports and Statements of the Board of Directors and the Statutory Auditors.
2. Approval of the overall management of the Board of Directors during the fiscal year 2025, namely from 1 January 2025 to 31 December 2025, pursuant to Article 108 of Law 4548/2018, and discharge of the auditors for the fiscal year 2025, namely from 1 January 2025 to 31 December 2025, in accordance with Article 117(1)(c) of Law 4548/2018.
3. Approval of the remuneration and compensation paid to the Members of the Board of Directors for the fiscal year 2025, pursuant to Article 109 of Law 4548/2018.
4. Submission for discussion and advisory vote on the Remuneration Report of the members of the Board of Directors for the fiscal year 2025, pursuant to Article 112(3) of Law 4548/2018.
5. Determination of the remuneration and compensation of the Members of the Board of Directors for the current fiscal year 2026, namely from 1 January 2026 to 31 December 2026, and pre-approval of the payment thereof for the period until the next Annual General Meeting, pursuant to Article 109 of Law 4548/2018.
6. Granting of permission, pursuant to Article 98(1) of Law 4548/2018, to the members of the Board of Directors and the Directors of the Company to participate in the Board of Directors or in the management of the Company's subsidiaries and affiliated companies.
7. Election of a Statutory Audit Firm of Certified Public Accountants for the audit of the Company and Consolidated Financial Statements for the fiscal year 2026, namely for the period from 1 January 2026 to 31 December 2026, and determination of its remuneration.
8. Increase of the Company's share capital for the implementation and final settlement of the Company's Long-Term Incentive Plan and further increase and simultaneous equal decrease of the Company's share capital, for the purpose of returning capital in cash to the shareholders, as follows:
  - A. Increase of the Company's share capital, for the purpose of implementing and finally settling the Company's Long-Term Incentive Plan due to the impending change of control, by the amount of eight hundred ninety thousand six hundred seventy-eight euros and eighty-eight cents (€890,678.88), in accordance with the Company's Remuneration Policy approved by the Extraordinary General Meeting of the shareholders dated 18.12.2025, the terms of the Long-Term Incentive Plan and article 114 of Law 4548/2018, through the capitalisation of an equal amount from the share premium reserve, by the issuance of three million four hundred twenty-five thousand six hundred eighty-eight (3,425,688) new common registered voting shares, with a nominal value of twenty-six euro cents (€0.26) each, and their allocation free of charge to the beneficiaries of the Plan.
  - B. Following the share capital increase under item A above and on the basis of the total number of the Company's common registered voting shares, as such number will have been formed as a result of the issuance of the aforementioned 3,425,688 new shares, namely on the basis of a total of one hundred forty-six million seven hundred seventy-eight thousand thirteen (146,778,013) common registered voting shares, further increase of the Company's share capital by the amount of forty-five million five hundred one thousand one hundred eighty-four euros and three cents (€45,501,184.03), through the capitalisation of an equal amount from the share premium reserve, by increasing the nominal value of all the aforementioned shares by thirty-one euro cents (€0.31) per share, namely from twenty-six euro cents (€0.26) to fifty-seven euro cents (€0.57), and simultaneous equal decrease of the Company's share capital by the amount of forty-five million five hundred one thousand one hundred eighty-four euros and three cents (€45,501,184.03), with a corresponding decrease of the nominal value of all the aforementioned shares by thirty-one euro cents

(€0.31) per share, namely from fifty-seven euro cents (€0.57) to twenty-six euro cents (€0.26), for the purpose of returning capital in cash to the shareholders in the amount of thirty-one euro cents (€0.31) per share, pursuant to article 30 of Law 4548/2018. Amendment of article 3 of the Articles of Association on share capital, so that the above capital changes are reflected therein in a single and sequential manner, and granting of relevant authorisations to the Company's Board of Directors.

9. Briefing by the Chairman of the Audit Committee on the activities of the Audit Committee for the fiscal year 2025 and submission of the Annual Activity Report of the Audit Committee pursuant to Article 44(1)(h) of Law 4449/2017.
10. Submission of the Report of the Independent Non-Executive Members of the Board of Directors to the Annual General Meeting, in accordance with Article 9(5) of Law 4706/2020.
11. Miscellaneous matters and announcements.

In the event that the quorum required by Law for the adoption of a resolution on any of the agenda items is not achieved, the General Meeting shall reconvene in a repeat session on **Thursday, 25 June 2026 at 12:00 p.m. (twelve noon), at the same location**, without publication of a new Invitation, in accordance with Article 130(2) of Law 4548/2018. **The agenda items of any Repeat General Meeting shall be the same as those set out above.**

According to Articles 121, 123, 124(6) and 128 of Law 4548/2018, the Company informs the shareholders of the following:

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

Any person appearing as a shareholder of the Company at the beginning of **13 June 2026, the «Record Date»**, namely the fifth (5th) day prior to the date of the Annual General Meeting, in the records of the Dematerialised Securities System, D.S.S., maintained by the société anonyme under the corporate name "Hellenic Central Securities Depository S.A.", ATHEXCSD, or any person identified as a shareholder on the above Record Date through registered intermediaries or other intermediaries, in accordance with the applicable legislation and, in particular, Law 4548/2018, Law 4569/2018, Law 4706/2020, Regulation (EU) 2018/1212 and the Rulebook of the Hellenic Central Securities Depository, shall be entitled to participate in and vote at the Annual General Meeting of 18 June 2026. The above Record Date shall also apply in the event of a Repeat General Meeting on **25 June 2026**.

The same Record Date shall also apply in the event of an adjourned meeting of the General Meeting, provided that such adjourned meeting is not held more than thirty (30) days after the Record Date. If the adjourned meeting of the General Meeting is held more than thirty (30) days after the Record Date, the person entitled to participate and vote shall be the person having shareholder status, in accordance with the above, at the beginning of the third (3rd) day prior to the date of the adjourned General Meeting, pursuant to Article 124(6) of Law 4548/2018.

Proof of shareholder status may be provided by any legal means and, in any event, on the basis of information received by the Company from ATHEXCSD.

Only those having the capacity of shareholder as of the Record Date, namely at the beginning of **13 June 2026**, shall be deemed, vis-à-vis the Company, to be entitled to participate in and vote at the General Meeting. In the event of non-compliance with the provisions of Article 124 of Law 4548/2018, such shareholder may participate in the General Meeting only with the permission of the General Meeting.

The exercise of said rights does not require the blocking of the beneficiary's shares or compliance with any other similar procedure restricting the possibility of sale and transfer of such shares during the period between the Record Date, as defined above, and the General Meeting.

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

Shareholders entitled to participate in the General Meeting may vote 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. However, if a shareholder holds shares of the Company which appear in more than one securities account, this restriction shall not prevent the shareholder from appointing different proxies for the shares appearing in each securities account in relation to the General Meeting. The granting of proxy authorisation is freely revocable. A proxy acting for more than one shareholder may vote differently for each shareholder.

The proxy shall vote in accordance with the shareholder's instructions, if any. Any failure by the proxy to comply with the instructions received shall not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was decisive for attaining the required majority.

The shareholder's proxy is obliged to disclose to the Company, prior to the commencement of the General Meeting, any specific event which may be useful to the shareholders in assessing the risk that the proxy may serve interests other than those of the shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular, where the proxy:

- a) is a shareholder who exercises control over the Company or is another legal person or entity controlled by such shareholder;
- b) is a member of the Board of Directors or of the general management of the Company or of a shareholder who exercises control over the Company, or of another legal person or entity controlled by a shareholder who exercises control over the Company;
- c) is an employee or statutory auditor of the Company or of a shareholder who exercises control over the Company, or of another legal person or entity controlled by a shareholder who exercises control over the Company;
- d) is a spouse or first-degree relative of any of the natural persons referred to in points (a) to (c).

The appointment and revocation or replacement of the shareholder's representative or proxy must be made in writing and notified to the Company by the means stated below, at least forty-eight (48) hours prior to the scheduled date of the General Meeting.

The Company provides a proxy appointment form, which is available to shareholders: a) in hard copy at the Company's offices, 64 Kifissias Avenue, Building I, 2nd Floor, Municipality of Maroussi, Attica, P.C. 15125, tel. +30 210 6674470, and b) in electronic form on the Company's website (<https://europe-holdings.com/etairikes-anakoineseis/>).

The duly completed and signed form shall be submitted by the shareholder to the Shareholders' Service Department of the Company at the Company's registered office, at the address: 64 Kifissias Avenue, Building I, 2nd Floor, Municipality of Maroussi, Attica, P.C. 15125, or sent by post to the above address, at least forty-eight (48) hours prior to the date of the General Meeting, whether initial or repeat. In the absence of a relevant provision in the Articles of Association, the Company does not accept electronic notifications of appointment and revocation of proxies. Shareholders are requested to ensure confirmation of the successful dispatch of the proxy appointment form and its receipt by the Company by calling +30 210 6674470, Shareholders' Service Department.

### C. Minority shareholders' rights

In accordance with **Article 141(2), (3), (6) and (7) of Law 4548/2018**, shareholders have the following rights:

**a)** Upon request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to include additional items on the agenda of the General Meeting, provided that the relevant request is received by the Board of Directors **at least fifteen (15) days prior** to the General Meeting, i.e. by **3 June 2026**.

The request for the inclusion of additional items on the agenda must be accompanied by a justification or by a draft resolution for approval by the General Meeting, and the revised agenda shall be published in the same manner as the previous agenda, **thirteen (13) days prior** to the date of the General Meeting, i.e. by **5 June 2026**, and shall at the same time be made available to the shareholders on the Company's website, together with the justification or the draft resolution submitted by the shareholders, as provided for in Article 123(4) of Law 4548/2018.

If such items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting, in accordance with Article 141(5) of Law 4548/2018, and to proceed themselves with publication, pursuant to Article 122 of Law 4548/2018, **at least seven (7) days prior** to the General Meeting, i.e. by **11 June 2026**, at the Company's expense.

**b)** Shareholders representing one twentieth (1/20) of the paid-up share capital are entitled to submit draft resolutions on items included in the original or any revised agenda of the General Meeting. The relevant request must be received by the Board of Directors **at least seven (7) days prior** to the date of the General Meeting, i.e. by **11 June 2026**, and the draft resolutions shall be made available to the shareholders in accordance with Article 123(3) of Law 4548/2018 **at least six (6) days prior** to the date of the General Meeting, i.e. by **12 June 2026**.

c) Upon request of any shareholder submitted to the Company **at least five (5) full days prior** to the General Meeting, i.e. by **12 June 2026**, the Board of Directors is obliged to provide to the General Meeting the requested specific information on the affairs of the Company, to the extent that such information is relevant to the agenda items. No obligation to provide information exists where the relevant information is already available on the Company's website, in particular in the form of questions and answers. Furthermore, upon request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the General Meeting, provided that it is an annual meeting, the amounts paid during the last two years to each member of the Board of Directors or to the Directors of the Company, as well as any benefit granted to such persons for any reason or pursuant to any agreement of the Company with them. In all the above cases, the Board of Directors may refuse to provide the information for a sufficiently material reason, which shall be recorded in the minutes. Such reason may be, under the circumstances, the representation of the requesting shareholders on the Board of Directors pursuant to Articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may provide a single response to requests of shareholders having the same content.

d) Upon request of shareholders representing one tenth (1/10) of the paid-up share capital, submitted to the Company **at least five (5) full days prior** to the General Meeting, i.e. by **12 June 2026**, the Board of Directors is obliged to provide to the General Meeting information on the course of corporate affairs and the financial position of the Company. The Board of Directors may refuse to provide the information for a sufficiently material reason, which shall be recorded in the minutes. Such reason may be, under the circumstances, the representation of the requesting shareholders on the Board of Directors pursuant to Articles 79 or 80 of Law 4548/2018, provided that the respective members of the Board of Directors have received the relevant information in an adequate manner.

In all the above cases, the requesting shareholders must prove their shareholder status and, except in the case of the first subparagraph of paragraph (c) above, the number of shares held by them at the time of exercising the relevant right.

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

The documents and information referred to in Article 123(3) and (4) of Law 4548/2018, namely this Invitation, the documents to be submitted to the General Meeting, the draft resolutions proposed by the Board of Directors on the agenda items, the forms for voting by representative or proxy, as well as the total number of existing shares and voting rights, are available in electronic form on the Company's website (<https://europe-holdings.com/etairikes-anakoinoseis/>) and in hard copy at the Shareholders' Service Department of the Company, 64 Kifissias Avenue, Building I, 2nd Floor, Municipality of Maroussi, Attica, P.C. 15125, where copies may be obtained in accordance with the provisions of Law 4548/2018.

Maroussi, Attica, 27 May 2026  
**The Board of Directors**