



## INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with law 4548/2018 “*Reform of the Law of Sociétés Anonymes*” and article 20 par. 3 of the Articles of Incorporation (as in force) as well as by virtue of the resolution of the Board of Directors dated 23.5.2021 the holders of common, nominal, dematerialized shares with voting rights issued by “Alpha Services and Holdings S.A.” (the “*Company*”) are invited to participate remotely in real time via teleconference to the **Extraordinary General Meeting on Tuesday, June 15, 2021 at 10:00.**

Taking into account the measures and instructions of the State against the spread of Covid-19 and in accordance with the provisions of the Articles of Incorporation of the Company, the Extraordinary General Meeting and any Iterative Meeting will take place remotely, in real time via teleconference and by the use of electronic means, under the conditions stipulated by the current legislation and the specific provisions of the present Invitation.

In addition, in accordance with the provisions of article 20 par. 4 of the Articles of Incorporation of the Company, the Shareholders are provided with the option to participate remotely by mail vote in the voting on the items of the Extraordinary General Meeting and any Iterative Meeting, that needs to be sent before the General Meeting, under the conditions stipulated by the current legislation and the specific provisions of the present Invitation.

### AGENDA

**Sole Item:** Increase of the share capital of the Company, in accordance with article 6 of the Company’s Articles of Association, through payment in cash and the issuance of new, common, registered, voting, dematerialized shares. Abolition of the preemption rights. Authorization pursuant to article 25 par. 2 of law 4548/2018 to the Board of Directors to determine the offer price of the new shares. Amendment of article 5 (on Share Capital and Share Capital Historical Evolution) of the Articles of Association of the Company. Authorization to the Board of Directors to specify the terms of the share capital increase and offering of the new shares and complete all relevant actions.

In case the statutory quorum to deliberate on the sole item of the Agenda is not achieved in the Initial (as above) Extraordinary General Meeting, an Iterative General Meeting will be convened remotely in real time by teleconference on **Tuesday, June 22, 2021 at 10:00.**

No further invitation for the Iterative General Meeting shall be published.

In accordance with articles 121 and 124 of law 4548/2018, the Company apprises the Shareholders of the following:

#### **A. Right to Participate in and Vote at the Extraordinary General Meeting**

Entitled to participate in and vote at the (initial or iterative) Extraordinary General Meeting is any physical or legal entity that has the shareholder capacity on the record date (“*Record Date*”), i.e. on **Thursday, June 10, 2021**, i.e. at the beginning of the fifth (5th) day prior to the date of the (initial) Extraordinary General Meeting.

A person registered as a Shareholder of the Company on the Record Date at the Dematerialized Securities System (“DSS”) of the “HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.” or identified as such, on the Record Date, via registered intermediaries or other intermediaries in compliance with the provisions of the relevant legislation (law 4548/2018, law 4569/2019, law 4706/2020 and Regulation (EU) 2018/1212) including the Operation Regulation of the Hellenic Central Securities Depository (Governmental Gazette B/1007/16.3.2021), is considered as Shareholder vis-à-vis the Company and is entitled to participate in and vote at the General Meeting.

The proof of the shareholder capacity can be made by any legal means and in any case according to the information that the Company receives from the “Hellenic Central Securities Depository S.A.”, or through the participants and registered intermediaries in the central securities depository, in the case that the shares are kept in an omnibus account. A Shareholder may participate in the General Meeting according to the confirmations or notices of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediary, except if the Meeting denies this participation for a serious cause justifying its denial in accordance with the applicable provisions (art. 19 par. 1 law 4569/2018, art. 124 par. 5 law 4548/2018).

It is noted that the exercise of the above rights (participation and voting) does not entail pledging of shares or any other similar process that restricts the ability to sell or transfer the shares during the period between the Record Date and the day of the Extraordinary General Meeting.

Each common, dematerialized share with voting rights entitles to one (1) vote.

## **B. Procedure for Remote Participation and Voting in real time via teleconference**

In order for the Shareholders to participate in and vote at the Extraordinary General Meeting on **Tuesday, June 15, 2021** or at the Iterative General Meeting which will take place remotely, in real time via teleconference and by the use of electronic means, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real time via teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by the company “Hellenic Central Securities Depository S.A.”, while the WEBEX tool/service team provided by Cisco Hellas SA is used for the teleconference.

In order to access the internet platform, a personal computer, a smartphone or a tablet with an installed browser and internet access is required.

In order for a Shareholder or his/her proxy to create an account on the internet platform above, a valid electronic mail (email) account and a mobile telephone number of the Shareholder or his/her proxy are required.

If, upon accessing the internet platform, the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies, in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, “Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service”, as well as the document “Terms and Conditions for the remote General Meeting of Shareholders”, Shareholders must provide or update the

information above, in order to create the account.

**For this purpose, and in order to avoid dysfunctions, Shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or any other intermediary acting as custodian through which their shares are kept, in order to notify or to update their valid email address and mobile telephone number for identification.**

Further instructions for participating in the General Meeting via teleconference will be posted on the website of the Company ([www.alphaholdings.gr](http://www.alphaholdings.gr)) and will be sent by the Company via email to Shareholders that have completed the above procedure and are eligible to participate in the Initial Extraordinary General Meeting or in any Iterative General Meeting.

For any questions and for instructions, Shareholders may contact the Shareholders' Department, by email at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.gr) or by telephone at +30 210 343 6721 and 210 343 6754.

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support Shareholders and their representatives at +30 210 336 6120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders that will participate in the Extraordinary General Meeting in real time via teleconference are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

Shareholders who are successfully connected to the internet platform will be able to participate in the Extraordinary General Meeting in real time via teleconference through a link that will either be sent to them via email or will be available on the online platform.

By activating the Cisco Webex application through the link at the beginning of the Extraordinary General Meeting, the Shareholders will have the ability to:

- i) follow the proceedings of the General Meeting by using electronic or audio-visual means,
- ii) be given the floor and address the General Meeting orally during the Extraordinary General Meeting and

at the same time, through the internet platform they will have the ability to:

- iii) vote in real time during the Extraordinary General Meeting on the sole item of the Agenda,
- iv) receive information about the recording of their vote.

### **C. Procedure for Remotely Participating in the Voting before the General Meeting (Mail Vote)**

I. In addition, Shareholders have the option to participate remotely, **in person or by proxy**, in the voting on the items of the Extraordinary General Meeting that will take place **before the General Meeting**.

Specifically, Shareholders that wish to participate in and vote remotely on the sole item of the Extraordinary General Meeting that will take place before the General Meeting, can make use of the following options:

a) Either exercise the right to vote before the Extraordinary General Meeting through the internet platform <https://axia.athexgroup.gr/en/home>, in which they have previously created an account and have successfully registered as described in B. above, during the time period until twenty-four (24) hours before the date of the Extraordinary General Meeting (i.e. by 10:00 on Monday, June 14, 2021 at the latest).

b) Or fill in the "Mail Vote Form" with the signature authenticated and submit it to the Shareholders' Department, 103 Athinon Avenue, Athens, or send it digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the Shareholder, via email at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.gr) at least twenty-four (24) hours before the date of the Extraordinary General Meeting (i.e. by 10:00 on Monday, June 14, 2021 at the latest).

c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

The Mail Vote Form is available to Shareholders in hard copy at the Shareholders' Department, 103 Athinon Avenue, Athens (tel. +30 210 343 6721 and 210 343 6754) and in electronic form on the Company's website ([www.alphaholdings.gr](http://www.alphaholdings.gr)).

Shareholders that will vote as above before the Extraordinary General Meeting are taken into consideration for the formation of the quorum and the majority, provided that the votes in question have been received by the Company by 10:00 on Monday, June 14, 2021 at the latest.

II. It is noted that Shareholders who wish to appoint proxies to participate remotely in the voting on the items of the Extraordinary General Meeting which will take place before the General Meeting, can appoint up to one (1) proxy; the appointment must be made forty-eight (48) hours before the date of the Extraordinary General Meeting at the latest (i.e. by 10:00 on Sunday, June 13, 2021 at the latest) as specifically described below in D. II. Following this deadline, it will not be possible to participate by proxy in the voting that will take place before the Extraordinary General Meeting.

III. If the quorum, as required by the Law and the Articles of Incorporation in order to resolve on the sole item of the Agenda, is not obtained during the meeting of Tuesday, June 15, 2021, at the Iterative General Meeting which will take place on Tuesday, June 22, 2021 at 10:00, the Shareholders must exercise again the right to vote remotely by mail vote, by a voting that will take place before the Iterative General Meeting, in the following ways:

a) Either by exercising again the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period until twenty-four (24) hours before the date of the Iterative General Meeting (i.e. by 10:00 on Monday, June 21, 2021 at the latest).

b) Or by filling in the "Mail Vote Form" with the signature authenticated and submitting it to the Shareholders' Department, 103 Athinon Avenue, Athens or sending it digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the Shareholder, via email at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.gr) at least twenty-four (24) hours before the date of the Iterative General Meeting (i.e. by 10:00 on Monday, June 21, 2021 at the latest).

c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the Iterative General Meeting are taken into consideration for the formation of the quorum and the majority, provided that the votes in

question are received by the Company by 10:00 on Monday, June 21, 2021 at the latest.

IV. For the potential Iterative General Meeting on Tuesday, June 22, 2021, Shareholders that had not appointed a proxy for the initial Extraordinary General Meeting, or who wish to replace the proxy that had been appointed, in order to participate remotely in the voting that will take place before the Iterative General Meeting, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Iterative General Meeting (i.e. by 10:00 on Sunday, June 20, 2021 at the latest), as specifically mentioned below in D. II.

After that date, it will not be possible to participate by proxy in the voting that will take place before the Iterative General Meeting.

For any questions and for instructions, Shareholders may contact the Shareholders' Department of the Company, by email at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.gr) or by telephone at +30 210 343 6721 and 210 343 6754.

In addition, Shareholders are asked to confirm that the "Mail Vote Form" is successfully sent to and received by the Company, and, for this purpose, they can call the Shareholders' Department at +30 210 343 6721 and 210 343 6754.

#### **D. Procedure for Exercising Voting Rights by Proxy**

I. Each entitled Shareholder may participate in the Extraordinary General Meeting and vote either in person or by proxy(-ies), according to the following stipulations. Each Shareholder, individual or legal entity, may appoint up to three (3) individuals as their proxies. A Holder 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. A Shareholder may appoint a proxy for one or more General Meetings and for a specific time period. The proxy shall vote according to the Shareholder's instructions, if any. Non-compliance with the instructions received by the Shareholder shall not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was the decisive one for the achievement of a majority. The Shareholder's proxy shall archive the voting instructions for at least one (1) year, starting from the date of the General Meeting or, in case of postponement, from the date of the last Iterative Meeting in which the proxy right was exercised.

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

The appointment and the revocation or replacement of a Shareholder's proxy are submitted to the Company, in writing or by electronic means, as per the above, at least forty-eight (48) hours prior to the set date of the Meeting. The notification of the appointment and revocation or replacement of the proxy by electronic means is effected by electronic mail at the email address indicated above, or in case of Shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who do not comply with the 48-hour deadline shall participate in the General Meeting, unless the Extraordinary General Meeting refuses their participation for a material reason which justifies this refusal.

Each person holding a shareholder proxy, who 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, iterative) Extraordinary 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 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
- c) an Employee or a Statutory 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) the spouse or a first-degree relative of one of the individuals referred to in subparagraphs a) to c) above.

II. Specifically for shareholder participation by proxy in the Extraordinary General Meeting on Tuesday, June 15, 2021 (or any Iterative Meeting), remotely in real time via teleconference, or for shareholder participation by proxy in the voting on the sole item of the Agenda of the Extraordinary General Meeting that will take place before the General Meeting, Shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the Shareholders through which the shares are kept can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Extraordinary General Meeting (i.e. by 10:00 on Sunday, June 13, 2021 at the latest for the initial General Meeting and by 10:00 on Sunday, June 20, 2021 at the latest for the Iterative Meeting).

Upon receipt of the information above by the Company and on the basis of the email address and mobile telephone of the proxy, as declared in the proxy document, an account is created for the proxy on the internet platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the Shareholder in accordance with what is referred to above.

Proxy forms for the appointment of proxy(-ies) are available to the Shareholders, on first demand, in hard copy at the Shareholders' Department, 103 Athinon Avenue, Athens or may be downloaded from the Company's website ([www.alphaholdings.gr](http://www.alphaholdings.gr)) and offer the following options:

- a) To appoint a proxy to participate in the Extraordinary General Meeting on Tuesday, June 15, 2021 remotely in real time via teleconference; and
- b) To appoint a proxy to vote on the sole item of the Agenda of the Extraordinary General Meeting that will take place before the Iterative General Meeting on Tuesday, June 22, 2021.

The above-mentioned documents should be filled in, signed with the signature authenticity verified and submitted to the Shareholders' Department of the Company, at 103 Athinon Avenue, Athens or be sent digitally signed by using a recognized digital signature (qualified certificate) by the representative or Shareholder by e-mail at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.gr) at least forty eight (48) hours before the date of the General Meeting.

Shareholders are requested to confirm the successful dispatch of the appointment in writing and the receipt by the Company and, for this reason, they may contact by telephone the Shareholders' Department at +30 210 343 6721 and 210 343 6754.

## **E. Shareholder Minority Rights**

Pursuant to article 141 of law 4548/2018:

- (a) Shareholders representing at least one twentieth (1/20) of the paid-in 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 Company's website ([www.alphaholdings.gr](http://www.alphaholdings.gr)) at least thirteen (13) days prior to the General Meeting. At the same time, the revised Agenda is made available to the Shareholders on the Company's website ([www.alphaholdings.gr](http://www.alphaholdings.gr)), along with the reasoning or the draft resolution submitted by the Shareholders as foreseen in par. 4 of article 123 of law 4548/2018. If these items are not published, the applicants - Shareholders are entitled to request the postponement of the General Meeting, in accordance with par. 5 of article 141 of law 4548/2018 and to proceed with the publication themselves, as stipulated in the second indent of par. 2 of article 141 of law 4548/2018, at the Company's expense.
- (b) Shareholders representing at least one twentieth (1/20) of the paid-in capital of the Company are entitled to submit, by means of an application to be received by the Board of Directors of the Company at least seven (7) days prior to the General Meeting, draft resolutions on items included in the initial or in any revised Agenda of the General Meeting, which shall be made available to the Shareholders, as stipulated in par. 3 of article 123 of law 4548/2018, at least six (6) days prior to the General Meeting.
- (c) At the request of Shareholders representing at least one twentieth (1/20) of the paid-in capital of the Company, the Chair of the General Meeting is obliged to postpone for one time only the resolution of the General Meeting on all or (as the case may be) certain items of the Agenda, determining as the day for the resumption of the (postponed) meeting, the one specified in the application of the Shareholders, which shall be set no later than twenty (20) days from the date of the postponement.
- (d) Shareholders may apply to the Board of Directors of the Company, at least five (5) full days prior to the General Meeting, for specific information to be provided to the General Meeting on Company matters, to the extent that it is pertinent to the items of the Agenda. The obligation for the provision of information does not apply when the relevant information is already available on the Company's website.
- (e) Following an application to the Board of Directors by Shareholders representing at least one twentieth (1/20) of the paid-in capital of the Company, the Board of Directors shall notify the General Meeting, provided it is an Annual Meeting, of amounts paid, in the last two years, to any Member of the Board of Directors or Manager of the Company, together with any benefit granted to these persons for whatever reason or as a result of a contract between the Company and such persons. The said application of the Shareholders shall be received by the Board of Directors at least five (5) full days prior to the General Meeting.
- (f) Shareholders representing at least one tenth (1/10) of the paid-in capital of the Company are entitled to request the Board of Directors of the Company, at least five (5) full days prior to the General Meeting, to apprise the General Meeting of the course of corporate affairs and the assets of the Company.

In all of the above cases, the applicants - Shareholders should provide proof of their shareholder capacity and, apart from the case of paragraph (d) above, of the number of shares they hold at the time of the exercise of the respective right. The provision of a

certificate by the organization in which the respective securities are kept or the certification of the Shareholder capacity through a direct electronic link between the organization and the Company also constitutes such proof.

Detailed information about minority rights and their terms of exercise are available on the Company's website ([www.alphaholdings.gr](http://www.alphaholdings.gr)).

#### Available documents and information

The Invitation, the proxy form and the proxy revocation form, the draft resolutions on the sole item of the Agenda, together with any item, in general, referred to in article 123 pars. 3 and 4 of law 4548/2018 are available in hard copy at the Shareholders' Department, 103 Athinon Avenue, Athens (tel. +30 210 343 6721 and 210 343 6754) and are also posted on the Company's website ([www.alphaholdings.gr](http://www.alphaholdings.gr)).

**Athens, May 23, 2021**

**The Board of Directors**