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**I N V I T A T I O N**  
**FOR THE SHAREHOLDERS OF THE COMPANY**  
**“ADMIE HOLDING S.A.”**  
**(General Commercial Registry No. 141287501000)**  
**TO THE EXTRAORDINARY GENERAL MEETING**

Pursuant to the Law and the Company’s Articles of Association and following the Board of Directors’ resolution No.20 dated Tuesday 21<sup>st</sup> November 2017, the Shareholders of “ADMIE HOLDING SA” (the “Company”) are invited to the Extraordinary General Meeting to be held at the Athens Stock Exchange premises in Athens (Athinon Avenue 110) on Tuesday 12<sup>th</sup> December 2017 at 11.00 hours, in order to discuss and decide upon the following items of the Agenda:

**FIRST ITEM:** Election of new BoD Members, according to Article 16 of the Company’s Articles of Association.

**SECOND ITEM:** Appointment of Members of the Audit Committee, according to the Article 44 of Law 4449/2017.

**THIRD ITEM:** Approval of insurance coverage of Directors & Officers for ADMIE HOLDING S.A., against civil liability incurred in the exercise of their duties and powers, and granting of power to the Chief Executive Officer to sign it.

**FOURTH ITEM:** Approval of a contract between the Company and the Chief Executive Officer, the basic terms and pre-approval of remuneration, according to the Article 23a of Codified Law 2190/1920, and granting of power to the Board of Directors to sign it.

**FIFTH ITEM:** Approval of remuneration for the Chief Executive Officer during the term between 01.04.2017 and 12.12.2017.

**SIXTH ITEM:** Miscellaneous announcements and other issues.

In accordance with articles 26.2b and 28a of codified law 2190/20, as amended and supplemented by, respectively, articles 3 and 6 of Law 3884/2010, the Company informs shareholders of the following:

#### **A. RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING**

Any shareholder of the Company is entitled to participate and eligible to vote at the Extraordinary General Meeting. Each ordinary share is entitled to one (1) vote.

Any person appearing as a shareholder of the Company in the registry of the Dematerialized Securities System (“DSS”), managed by the “Hellenic Central Securities Depository S.A.” (which is the “entity” under the meaning of article 28a.4 of codified law 2190/1920 where the transferable securities (shares) of the Company are kept). Verification of the shareholder status will be obtained through the direct electronic link of the Company with the records of the DSS. Proof of qualification should exist on **Thursday 7<sup>th</sup> December 2017** (record date), that is on the start of the fifth (5) day prior to the Extraordinary General Meeting of **Tuesday 12<sup>th</sup> December 2017**. Shareholders that are legal entities within the same date should submit their relevant documents, according to the provisions of the law.

Only those who qualify as shareholders on the aforementioned record date are entitled to participate and vote in the Extraordinary General Meeting. Shareholders not complying with the provisions of article 28a of codified law 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

The exercise of the above rights (participation and vote) does not entail pledging of shares or any other similar process, restricting the possibility of sale and transfer of shares during the period between the record date and the General Meeting.

#### **B. PROCEDURE FOR VOTING BY PROXY**

Shareholders may participate in the General Meeting and may either vote in person or by proxy holders. Each shareholder may appoint up to 3 proxy holders. However, if a shareholder has shares of the Company held in more than one securities account, the above limitation shall not prevent the shareholder from appointing a separate proxy holder for each of the securities account, where shares are held. A proxy holder, acting on behalf of several shareholders, may cast votes differently in respect of shares held by each shareholder represented. Legal entities may participate in the General Meeting by appointing up to 3 individuals as proxy holders. The shareholder can appoint a proxy holder

either for a sole General Meeting or for a number of meetings taking place within a determined time period. The proxy holder votes in accordance with the shareholders' instructions, as long as these are in place and is obliged to file the required voting instructions for at least one (1) year from the submission of the minutes of the general meeting to the competent authority, or if the decision is public, to the General Commercial Registry (G.E.MI). The proxy holder is obliged to disclose to the Company, before the commencement of the General Meeting, any event which might be useful to the shareholders in assessing the risk of the proxy holder pursuing any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy holder:

- (i) is a controlling shareholder of the Company, or is another entity controlled by such shareholder;
- (ii) is a member of the Board of Directors or of the management of the Company, or of a controlling shareholder or another entity controlled by the controlling shareholder;
- (iii) is an employee or an auditor of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iv) is a spouse or relative (1st degree) with an individual referred to in points (i) to (iii)

The appointment and the revocation of the appointment of a proxy holder shall be made in writing and shall be served to the Company following the same procedure, at least 3 days prior the date of the General Meeting; this provision applies in the case of a Repeat General Meeting.

The proxy form will be available to the shareholders in electronic form on the website of the Company ([www.admieholding.gr](http://www.admieholding.gr)). These forms, completed and signed by the shareholder must be submitted to the Company's premises: Milioni 8, Athens (Contact Person: Mr. Nektarios Papagiannakopoulos) or by email: [office@admieholding.gr](mailto:office@admieholding.gr), at least 3 days before the date of the General Meeting. This applies also in the case of a Repeat General Meeting. The shareholders are requested to verify the successful dispatch of the form and receipt thereof by the Company at: +30 210 3636936. The Company's Articles of Association do not provide for participation in the General

Meeting by electronic means, without the shareholder being physically present at the Meeting, nor for distance voting

### **C. MINORITY SHAREHOLDERS RIGHTS**

a. Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least 15 days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the initial agenda 13 days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 27 paragraph 3 of C.L. 2190/1920.

b. Following a request of shareholders, representing 1/20 of the paid-up share capital, the Board of Directors makes available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 27 paragraph 3 of C.L. 2190/1920, at least 6 days before the General Meeting, if the relevant request is communicated to the Board of Directors at least 7 days before the General Meeting.

c. Following the request of any shareholder, communicated to the Company at least 5 full days before the General Meeting, the Board of Directors must provide to the General Meeting, the requested specific information with respect to the Company's affairs, to the extent that this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide information on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide a universal response to requests of shareholders of the same nature. The obligation of providing information is not valid if the relevant information is already available in the Company's website, especially in a question and answer format.

d. Following a request of shareholders representing 1/5 of the paid-up share capital, which is communicated to the Company at least 5 complete days before the General Meeting, the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds, which must be

mentioned in the minutes. Respective terms for exercise of minority rights also apply to any Repeat General Meeting.

In all the aforementioned cases, the shareholders who are communicating a request must provide proof of their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right. The verification of a shareholder's qualification through the direct electronic link of the HELEX with the Company is recognized as such proof.

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The present invitation, any documents to be submitted to the General Meeting, the draft resolutions of each item of the agenda, the proxy forms and any other information provided by Article 27 paragraph 3 of codified law 2190/1920 are available in electronic form on the Company's website ([www.admieholding.gr](http://www.admieholding.gr)). Hard copies of all the aforementioned documents may be obtained from the Company's Shareholders Services Department located at ADMIE HOLDING's headquarters Milioni 8, Athens.

The Company's Shareholders Services Department offices (tel. +302103636936) will be open daily from 9.00 am to 4.00 pm.

ATHENS 21.11.2017

By order of the Board of Directors

IASON ROUSOPOULOS

Chairman of the Board of Directors and CEO