

**MARFIN INVESTMENT GROUP HOLDINGS S.A.**  
**General Commercial Registry Number: 3467301000**  
**S.A. Registration Number: 16836/06/B/88/06**

**NOTICE**

**TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Upon decision of the Board of Directors of the company under the name “**MARFIN INVESTMENT GROUP HOLDINGS S.A.**”, the Shareholders of the Company are invited to attend the Annual General Meeting on Thursday, May 30<sup>th</sup> 2019 at 12h noon, at the registered seat of the subsidiary “**DELTA FOODS COMMERCIAL AND INDUSTRIAL S.A.**” at the 23<sup>rd</sup> km of the National Road of Athens Lamia, Agios Stefanos, Attiki, in order to deliberate on the following items on the agenda:

1. Approval of the Separate and Consolidated Annual Financial Statements for the financial year 2018 and of the relevant Reports of the Board of Directors and the Certified Accountants.
2. Approval of the overall management during the financial year 2018.
3. Discharge of the Certified Accountants from any liability with regard to the financial year 2018.
4. Appointment of audit firm for the financial year 2019.
5. Briefing of Shareholders in respect of the activities of the Company's Audit Committee.
6. Election of Members of the Board of Directors. – Appointment of Independent Members in the Board of Directors
7. Election of Audit Committee Members.
8. Approval of remuneration for the financial year 2018 pursuant to article 24 of codified law 2190/1920.
9. Approval of Remuneration Policy.
10. Approval of remuneration until the next annual general meeting pursuant to article 109 of L. 4548/2018.
11. Various announcements.

In case that the quorum required by the Law for deliberation on any of the items on the Agenda is not attained, the Reiterative Annual General Meeting (if required) will be held on Thursday, June 6<sup>th</sup> 2019, at 12h noon, at the same premises.

The items on the Agenda of any Reiterative Annual General Meeting will be those listed above, excluding the items on which it shall have been possible to deliberate.

According to article 121 § 4 of L. 4548/2018, as in force, the Company hereby informs the shareholders on the following:

**RIGHT OF PARTICIPATION – RECORD DATE**

Only the persons having the qualification of shareholder in the beginning of 25.5.2019 (Record Date), i.e. the 5th day before the date of the original meeting of the General Meeting, are entitled to participate and vote in the General Meeting (original and postponed

or reiterative, if required, provided it not convened more than 30 days after the Record Date set out above). Qualification as a shareholder may be evidenced by any legal means and in any case through information directly received by the Company from the central securities depository, provided it provides registry services, or through the participants and registered intermediaries at the central securities depository in any other case. Without prejudice to article 124 § 5 of L. 4548/2018, the failure of the registered intermediaries to identify shareholders on the record date in due time in order to exercise their rights, results in the deprivation of the shareholders' right to attend in the General Meeting and exercise their voting rights.

#### **MINORITY RIGHTS**

(a) Following a request of any shareholders representing 1/20 of the paid-up share capital, which is communicated to the board of directors, pursuant to article 141 § 2 of L. 4548/2018, at least fifteen (15) days before the General Meeting, i.e. until 15.5.2019, and is accompanied by a justification or a draft resolution to be adopted in the General Meeting, the board of directors of the Company is obliged to include in the Agenda of the General Meeting additional items. The revised agenda is made available in the same manner as the previous agenda thirteen (13) days before the General Meeting, i.e. on 17.5.2019, and at the same time, it is made available to the shareholders through the website of the Company, together with the justification or the draft resolution submitted by the shareholders as provided by article 123 § 4 of L. 4548/2018.

(b) Following a request of any shareholders representing 1/20 of the paid-up share capital, which is communicated to the board of directors at least seven (7) days before the General Meeting, i.e. until 23.5.2019, the board of directors makes available to the shareholders draft resolutions for the items included in the initial or revised agenda, pursuant to article 141 § 3 of L. 4548/2018, at least six (6) days before the General Meeting, i.e. the latest until 24.5.2019.

According to article 141 § 4 of L. 4548/2018, the board of directors is not obliged to put any items on the agenda or publish or communicate them together with any justification and draft resolutions submitted by the shareholders, if their content apparently contravenes the law or the ethics.

(c) Following a request of any shareholder submitted to the Company at least five (5) complete days before the General Meeting, i.e. until 24.5.2019, pursuant to article 141 § 6 of L. 4548/2018, the board of directors is obliged to provide the General Meeting with the requested certain information with respect to the affairs of the Company, to the extent that this information is useful for the actual assessment of the items on the agenda. The obligation of providing information does not exist if the relevant information is already available on the Company's website, especially in a question and answer format. Furthermore, following a request of any shareholders representing 1/20 of the paid-up share capital, the board of directors must announce to the Annual General Meeting any amounts paid, during the last 2 years, to each member of the board of directors or to the managers of the Company and every benefit granted to those persons for any reason or by virtue of a contract concluded between the Company and those persons. In all the above mentioned cases the board of directors may decline to provide information for a very

significant reason, which must be mentioned in the minutes. The board of directors may provide an overall answer to requests of shareholders having the same content.

(d) Following a request of any shareholders representing 1/10 of the paid-up share capital which is communicated to the Company five (5) complete days before the General Meeting, i.e. until 24.5.2019, pursuant to article 141 § 7 of L. 4548/2018, the board of directors must provide to the General Meeting information with respect to the course of the Company's affairs and financial status. The board of directors may decline to provide the information for a very significant reason, which must be mentioned in the minutes.

In all the above mentioned cases the requesting shareholders must prove their qualification as shareholders and, excluding the case of the 1<sup>st</sup> sentence of subparagraph (c) above, they must also prove the number of shares held by them at the moment of the exercise of the relevant right. Their qualification may be evidenced by any legal means, and in any case through information directly received by the Company from the central securities depository, provided it provides registry services, or through the participants and registered intermediaries at the central securities depository in any other case.

#### **PROCEDURE FOR VOTING BY PROXY**

The shareholder may participate in the General Meeting and may vote either in person or by proxy holders. Shareholders that are legal entities may participate in the General Meeting by their representatives. Every shareholder may appoint up to three (3) proxy holders. However, if the shareholder holds shares in a Company, kept in more than one investor securities accounts, such limitation shall not prevent the shareholder from appointing separate proxy holders for the shares held in each investor securities account in relation to the General Meeting. A proxy holder acting as such for more than one shareholders may vote differently for each of them.

The appointment and the revocation of the appointment of a proxy holder shall be made in writing and shall be submitted to the Company in the same formalities at least forty-eight (48) hours before the date of the General Meeting. Shareholders that do not comply with the said deadline participate in the General Meeting, unless the General Meeting refuses such participation for a significant reason justifying its refusal. The Company has made available the form to be used for the shareholders voting through a proxy holder on its website ([www.marfininvestmentgroup.com](http://www.marfininvestmentgroup.com)). The above mentioned form shall be filled in and signed by the shareholder and be submitted to the premises of "PIRAEUS BANK S.A.", which has been entrusted with the management of the Service Department of the Shareholders of the Company at: 9, Mitropoleos street, 10557 Athens or sent by fax to: (+30) 210 6160469 or by e-mail at the e-mail address [sharesdept@piraeusbank.gr](mailto:sharesdept@piraeusbank.gr) at least forty-eight (48) hours before the date of the General Meeting. The shareholders are requested to ensure the successful dispatch of the proxy holder appointment form and receipt thereof by the Company by calling (+30) 210 6160434, 210 6160435 and 210 3288737.

The proxy holder is obliged to disclose to the Company, before the commencement of the General Meeting, every specified fact which may be relevant for the shareholders in assessing any risk that the proxy holder might pursue any interest other than the interest of the shareholder, defined in article 128 § 5 of L. 4548/2018.

The Articles of the Company do not provide for the possibility of the shareholders to vote in the General Meeting by correspondence or electronic means or the possibility to participate in the voting by distance.

**AVAILABLE DOCUMENTS AND INFORMATION**

The information of article 123 §§ 3 and 4 of L. 4548/2018 will be made available in an electronic form on the website of the Company [www.marfininvestmentgroup.com](http://www.marfininvestmentgroup.com) and in hard copy in its registered seat.

Kifissia, 9.5.2019

For the Board of Directors