

**I. KLOUKINAS - I. LAPPAS**  
**TECHNICAL AND COMMERCIAL SOCIETE ANONYME**  
**(S.A. Reg. No. 5828/06/B/86/14)**  
**Com. Reg. No. 2052601000**  
**INVITATION**  
**Of the shareholders in Annual General Meeting**

Pursuant to the Law and the Statute and following the decision of 04/06/2021, the Board of Directors of the company with the name «**I. KLOUKINAS - I.LAPPAS TECHNICAL AND COMMERCIAL SOCIETE ANONYME**», hereinafter for the sake of brevity "the Company", invites the Shareholders of the Company to an Annual Ordinary General Meeting, on Tuesday the **twenty ninth (29th) June 2021**, at **11.00 am**, at the Company's headquarters in Tavros, Attica, 2 Omirou Street and Teo, in order for the Shareholders to discuss and make decisions on the following items of the agenda:

**AGENDA**

1. Submission and approval of the standalone and consolidated annual financial statements of the Company for the fiscal year 2020 (01.01.2020 to 31.12.2020), accompanied with the relevant reports of the Board of Directors and the Statutory Auditors.
2. Decision on non-distribution of dividends for the year 2020 (1.1.2020 to 31.12.2020) due to non profitable results and on the distribution of dividends of a total amount of € 804,384.36, ie an amount of € 0.02 per share, from the taxed and undistributed profits of previous years, in accordance with the provisions of articles 159, 160 and 161 of Law 4548/2018. Provision to the Board of Directors of the required authorizations.
3. Approval of the overall management of the Board of Directors for the fiscal year 2020 (1.1.2020 to 31.12.2020), according to Article 108 of Law 4548/2018 and discharge of the Auditors for the same fiscal year, according to Article 117, paragraph 1, c), of Law 4548/2018.
4. Approval of the revised Remuneration Policy, approved by the Ordinary General Meeting of the shareholders held on 21.07.2020, in accordance with articles 110 and 111 of Law 4548/2018.
5. Submission and approval of the Suitability Policy of the members of the Board of Directors, according to article 3 of Law 4706/2020.
6. Submission for discussion and voting of the Remuneration Report of the Board of Directors for the fiscal year 2020 (1/1/2020 to 31/12/2020) in accordance with article 112 of L.4548/2018
7. Approval in accordance with art. 109 of Law 4548/2018 of remuneration of the members of the Board of Directors for the fiscal year 2020 (1.1.2020 to 31.12.2020),

from the taxed and undistributed profits of previous years, and pre-approval of remuneration to members of the Board of Directors for the fiscal year 2021 (1.1.2021 to 31.12.2021), in accordance with art. 109 of Law 4548/2018.

8. Election of the auditing Company for the audit of standalone and consolidated financial statements of the fiscal year 2021 (1.1.2021 to 31.12.2021) and approval of their remuneration.
9. Appointment of two members of the Company's Board of Directors, of Mr. Theodoros Karavias and Mrs. Ioanna Pandis, who meet the independence criteria of article 4 of Law 3016/2002 and Law 4706/2020, as new independent non-executive members, replacing the independent non-executive members Mr Georgios Kokkinakis and Mr Athanassios Fylaktos, for the rest of the term of the Board of Directors, ie until 22.4.2024, in accordance of par. 2 of art. 9 of Law 4706/2020.
10. Appointment of two new members of the Audit Committee, Mr. Theodoros Karavias and Mrs. Ioanna Pandis, who meet the independence criteria of article 44, of law 4449/2017, as in force, as has been established by the Company, to replace the independent non-executive members Mr Georgios Kokkinakis and Mr Athanassios Fylaktos, who are replaced by members of the Board. in accordance with par. 2 of art.9 Law 4706/2020. Deciding on the type, composition of the Audit Committee. Appointment of the term of the Audit Committee until 22.4.2024, automatically extended until the Ordinary General Meeting of the Company's shareholders, so that the term of office of the members of the Audit Committee follows their term as members of the current Board of Directors.
11. Briefing by the Chairman of the Audit Committee on its annual activity report for the year.
12. Other issues and announcements.

#### **ITERATIVE ANNUAL GENERAL ASSEMBLY IN CASE OF NON-QUORUM**

Should the quorum required by Law to take a decision on the above subjects of the Agenda is not present, an iterative Annual Ordinary General Meeting shall be convened on Friday, **July 9th, 2021**, at 11.00 am. at the same place. The subjects of the Agenda of an iterative Annual Ordinary General Meeting **will be the same as mentioned above.**

Pursuant to articles 122,123, par. 3 and 4, 124, par. 6, and 121, par. 2, 3, 6 and 7, of Law 4548/2018, the Company informs the shareholders about the following:

#### **PARTICIPATION RIGHT**

In the General Meeting of June 29, 2021, is entitled to participate whoever appears as a shareholder of the Company in the archives of the Dematerialized Securities System ("DSS"), managed by the "HELLENIC CENTRAL DEPOSIT SA" ANONYMOUS ANONYMOUS. .A.T. ») or the

one identified as such on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Operating Regulations Hellenic Central Securities Depository (Government Gazette B 'Government Gazette B / 1007 / 16.03.2021), in which the securities (Shares) of the Company are observed. Proof of shareholder status can be done by any legal means and in any case based on information received by the Company from EL.K.A.T., if it provides registration services or through the participating and registered intermediaries in the central securities depository in any other case α shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the Ombudsman unless the meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions ( art. 19 par. 1 L. 4569/2018, art. 124 par. 5 L. 4548/2018).

The capacity of the shareholder must exist by **June 24th, 2021** (Registration Date), thus the fifth (5th) day before the day of the Annual Ordinary General Meeting, and the relevant written confirmation or electronic certification regarding the shareholder status should reach the Company no later than **June 26th, 2021** thus the third (3rd) day before the meeting of the General Meeting (**art. 124, par. 6, of Law 4548/2018**).

For the iterative Annual Ordinary General Meeting of **July 9th, 2021**, the status of shareholder must also exist by **June 24th, 2021** (Registration Date), thus the fifth (5th) day before the day of the Annual Ordinary General Meeting, and the relevant written confirmation or electronic certification regarding the shareholder status should reach the Company no later than **July 6th, 2021**,, thus the third (3rd) day before the meeting of the Annual Ordinary General Meeting (**art. 124, par. 6, of Law 4548/2018**), since the date of the iterative meeting is not more than thirty (30) days later than the original one.

As far as the Company is concerned, only those who have the status of shareholder on the Registration Date (by June 24th, 2021) are considered to have the right to participate and vote in the Annual Ordinary General Meeting. In case of non-compliance with the provisions of article 124 of law 4548/2018, the said shareholder participates in the Annual Ordinary General Meeting only after a permission of the latter.

The exercise of the above-mentioned rights does not presuppose the commitment of the beneficiary's shares or the observance of another similar procedure, which limits the possibility of selling and transferring them during the period between the Registration Date and the Annual Ordinary General Meeting.

#### **MINORITY INTERESTS OF SHAREHOLDERS**

(a) – **art. 141, par. 2, of Law 4548/2018** - At the 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 subjects on the agenda of the General Meeting, should the relevant

request reach the Board of Directors until **June 14<sup>th</sup> 2021**, thus at least fifteen (15) days before the General Meeting. The request for inclusion of additional subjects on the agenda shall be accompanied by a justification or by a draft decision to be approved at the General Assembly and the revised agenda is published in the same way as the previous agenda, on **June 16<sup>th</sup> 2021**, thus thirteen (13) days before the General Meeting and at the same time is notified to the shareholders via the Company's website, together with the justification or the draft decision submitted by the shareholders as provided in paragraph 4 of article 123 of law 4548/2018.

(b) - **art. 141, par. 3, of Law 4548/2018** - At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the board of directors notifies to the shareholders, according to article 141, par. 3, of Law 4548/2018, no later than **June 23<sup>th</sup> 2021** thus at least six(6) days before the date of the General Meeting, draft decisions on subjects included in the original or revised agenda, if the relevant request is submitted to the Board of Directors by **June 22<sup>th</sup> 2021**, thus at least seven (7) days before the General Meeting.

(c) – **art. 141, par. 6, of Law 4548/2018** - At the request of any shareholder submitted to the Company until **June 23<sup>rd</sup> 2021**, thus at least five (5) entire days before the General Meeting, the Board of Directors is obliged to provide the General Meeting with requested specific information on the Company's affairs, in so far as they are relevant to the items on the agenda. The board of directors may refuse to provide the information for a substantial reason, which is recorded in the minutes. The board of directors can respond uniformly to shareholder requests with the same content. 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.

(d) - **art. 141, par. 7, Law 4548/2018** - Upon application of shareholders representing one tenth (1/10) of the paid-up share capital which is submitted to the Company until **June 23<sup>rd</sup> 2021**, thus at least five (5) entire days before the General Meeting, the board of directors is obliged to provide the General Meeting with information on the course of corporate affairs and the assets of the Company. The board of directors may refuse to provide the information for a substantial reason, which is recorded in the minutes.

(e) – At the request of shareholders representing at least one-twentieth (1/20) of the paid up share capital, the Chairman of the General Meeting is obliged to postpone only once the decision of the General Meeting, Ordinary or Extraordinary, on all or certain issues, setting a day continuation of the meeting, the one specified in the shareholders' application, which, however, may not be more than twenty (20) days from the postponement date. The postponed General Meeting is a continuation of the previous one and is not necessary to repeat the formalities of publication of the shareholders' invitation, new shareholders can also participate in it, observing the relevant participation formalities. For the rest, paragraph 6 of article 124 of law 4548/2018 applies.

f) - At the 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, if ordinary, the amounts paid during the last two years to each member of the Board of Directors or the Managers of the Company, as well as any provision to these persons for any reason or contract of the Company with them. The Board of Directors may respond uniformly to shareholder requests with the same content. In all the above cases, the Board of Directors may refuse to provide the information for a substantial reason, which is recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the Board of Directors in accordance with articles 79 or 80 of law 4548/2018.

(g) - At the request of shareholders, representing one twentieth (1/20) of the paid-up capital, the vote on an item or items on the agenda shall be by open vote.

Corresponding deadlines for any exercise of minority interests of the shareholders apply in case of an iterative General Meeting.

In all the cases mentioned above, the applicant shareholders must prove their shareholder status and, except in the case of paragraph 6 of **art. 141 of Law 4548/2018**, the number of shares held during the exercise of the relevant right. Such proof is the presentation of a certificate from the institution in which the relevant securities are held or the certification of the shareholder status by direct electronic connection of the institution and the Company.

#### **PROCEDURE FOR VOTING THROUGH A REPRESENTATIVE**

The shareholder participates in the General Meeting and votes either in person or through representatives. Each shareholder (legal or natural person) can participate in the General Meeting by appointing up to three (3) natural persons as its representatives. However, if the shareholder holds shares of the Company, which appear in more than one securities account, this restriction does not prevent the shareholder from appointing different representatives for the shares appearing in each securities account in relation to the General Meeting. A representative acting for more than one shareholder may vote differently for each shareholder.

The shareholder representative is obliged to notify the Company, before the beginning of the General Meeting, of any specific event that may be useful to the shareholders in assessing the risk that the agent will serve interests other than the interests of the shareholder. For the purposes of this paragraph, a conflict of interest may arise in particular where the agent:

a) is a shareholder who exercises control of the Company or is another legal entity or entity controlled by that shareholder;

b) is a member of the board of directors or the general management of the Company or a shareholder who exercises control of the Company, or of another legal entity or entity controlled by a shareholder who exercises control of the Company;

c) is an employee or certified auditor of the Company or shareholder who exercises control of the Company, or another legal entity or entity controlled by a shareholder, who exercises control of the Company;

(d) is a spouse or first-degree relative of one of the natural persons referred to in cases (a) to (c).

The appointment and revocation of the shareholder's representative is made in writing and notified to the Company with the same types, at least forty eight (48) hours before the General Meeting.

The Company has made available: a) in printed form at the company's headquarters (address : 2 Omirou Street and Teo, Tavros Attica, 17778, tel.: 210.4821186) and b) in electronic form on its website ([www.klmate.gr](http://www.klmate.gr)), the form it uses to appoint and remove a representative. This form is submitted filled-in and signed by the shareholder at the seat of the Company at the address: 2 Omirou Street and Teo , Tavros Attica, 17778, at least forty eight (48) hours before the General Meeting.

The Company's Statue does not provide for the possibility of participating in the General Meeting by electronic means, without the physical presence of the shareholders at the venue, or the possibility of remote participation of the shareholders in the voting either by exercising the voting right by electronic means or by voting by correspondence, or the possibility of appointing and withdrawing a representative by electronic means.

### **AVAILABLE DOCUMENTS AND INFORMATION**

This invitation, the documents to be submitted to the General Meeting, draft decisions on each item of the proposed agenda or, if no decision has been proposed for approval, a comment of the Board of Directors, as well as the draft decisions proposed by the shareholders, in accordance with paragraphs par. 3 and 4 no. 123 of Law 4548/2018, immediately after their receipt by the company, the forms to be used for voting by proxy or representative, the other information of paragraphs 3 and 4 of article 123 of Law 4548/2018, as well as detailed information about these minority rights and the conditions for exercising them, are posted and are available on the company's website [www.klmate.gr](http://www.klmate.gr) and in hard copy at the offices of the Company's headquarters (Homer no. 2 and Teo, Tavros Attica, 17778), according to the provisions of Law 4548/2018.

Tavros Attica, 08/06/2021

The Board of Directors