

I.KLOUKINAS - I. LAPPAS

TECHNICAL AND COMMERCIAL SOCIETE ANONYME

(S.A. Reg. No. 5828/06/B/86/14)

Com. Reg. No. 2052601000

INVITATION TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING ON 7 JULY 2022

The Board of Directors of the Société Anonyme under the name "**I.KLOUKINAS – I.LAPPAS TECHNICAL AND COMMERCIAL SOCIETE ANONYME**", hereinafter referred to as "the Company" for the sake of brevity, In accordance with Law 4548 / 2018 on Sociétés Anonymes and the Articles of the Association of the Company (no. 17 et seq.) and its decision of 15 June 2022, invites the Shareholders of the Company to participate to the Ordinary General Meeting of the Company, which will be held on **Thursday the 7th of July 2022**, at **13:00 p.m.**, at the Company's premises in Tavros, Attica, on Omirou Street no. 2 and Teo, in the usual venue of the General Meetings (4th Floor Hall), in order for the Shareholders to discuss and take decisions on the following subjects of the agenda:

SUBJECTS OF THE DAILY AGENDA

- 1.** Submission and approval of the Annual Financial Statements for the year 2021 (1.1.2021 to 31.12.2021) in which the consolidated and the Corporate Financial Statements are included, along with the Management's and Statutory Auditor's Report.
- 2.** Approval of the overall management of the Board of Directors for the financial year 1.1.2021 to 31.12.2021, in accordance with article 108 of Law 4548 / 2018 and discharge of the Certified Auditors for the audit of the financial year 1.1.2021 to 31.12.2021 in accordance with article 117 par. 1 par. (c) Law 4548/2018.
- 3.** Distribution of dividend from the profits of previous years. Provision to the Board of Directors of the required authorizations.
- 4.** Approval of the remuneration of the members of the Board of Directors for the financial year 1.1.2021 – 31.12.2021 and pre-approval of their remuneration for the financial year 1.1.2022 – 31.12.2022 according to article 109 of Law 4548/2018.
- 5.** Approval of the revised Remuneration Policy of the company .
- 6.** Definition of the Remuneration for the members of the Audit Committee.
- 7.** Submission for Discussion of the Report of Remuneration of the members of the Board of Directors for the fiscal year 1.1.2021 to 31.12.2021, in accordance with article 112 of Law 4548/2018.
- 8.** Election of Certified Auditors for the ordinary audit of standalone and consolidated Financial Statements for the financial year 2022 (1.1.2022 to 31.12.2022) and determination of their fees.
- 9.** Amendment of the article 12 of the Company's Articles of Association regarding the place and manner of meeting of Company's Board of Directors.

10. Briefing by the Chairman of the Audit Committee on the activities of the Audit Committee for the financial year 2021 and submission of the Annual Activity Report of the Audit Committee in accordance with article 44 par. 1 of Law 4449 / 2017. The Annual Activity Report 2021 of the Audit Committee is included in the Annual Financial Statement 2021.
11. Submission of the report of independent non-executive members of the Board of Directors, in accordance with par. 5 of article 9 of Law 4706/2020.
12. Other issues and announcements.

REPEATED ORDINARY GENERAL MEETING IN THE EVENT OF FAILURE TO ACHIEVE QUORUM

In the event of failure to achieve the quorum required by law to decide on the above subjects of the Agenda, a Repeated General Meeting of the Company will be held on **Thursday July 14, 2022**, at 13.00 p.m. at the same venue. The subjects of the agenda **will be the same as above mentioned**. There will be no publication of the new invitation to a Repeated General Meeting of the Company, according to article 130,par.2 of Law 4548/2018.

In accordance with the rules of 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 of the following:

PARTICIPATION RIGHT

At the General Meeting of the **7th July 2022**, whoever appears as a shareholder of the Company in the records of the Dematerialized Securities System ("DSS"), managed by the "HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME" ("EL.K.A.T."), is entitled to participate, or whoever is identified as such on the basis of 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 Regulation of Operation of the Hellenic Central Securities Depository (Government Gazette B' 1007/16.03.2021), in which the securities (Shares) of the Company are observed. Proof of shareholder status can be made by any legal means and in any case based on information received by the Company from EL.K.A.T., if it provides registry services or through the participating and registered intermediaries in the central securities depository in any other case a 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 mediator unless the assembly refuses this participation for an important reason justifying its refusal in compliance with the provisions in force (article 19 par. 1 of Law 4569/2018, article 124 par. 5 of Law 4548/2018), in case of overdue or/and omission of identification.

The status of shareholder must exist at the beginning of **2 July 2022 (Registration Date)**, i.e. the fifth (5th) day before the date of the General Meeting.

For the repeated Ordinary General Meeting of **14 July 2022**, the status of shareholder must also exist at the beginning of **2 July 2022 (Registration Date)**, i.e. the fifth (5th) day before the date of

the initial General Meeting, given that the date of the repeated meeting is not more than thirty (30) days away from the initial one.

As far as the Company is concerned, only those who have the status of shareholder on the Registration Date (starting 2nd July 2022) have the right to participate and vote in the General Meeting. In case of non-compliance with the provisions of article 124 of Law 4548/2018, the said shareholder participates in the General Meeting only after a permission of the latter.

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

RIGHTS OF MINORITY SHAREHOLDERS

(a) – **no. 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 in the agenda of the General Meeting, should the relevant request reach the Board of Directors until **June 21, 2022**, i.e. at least fifteen (15) days before the General Meeting. The request for the inclusion of additional items in the agenda is accompanied by a justification or a draft decision for approval by the General Meeting and the revised agenda is published in the same way as the previous agenda, on **June 23, 2022**, i.e. thirteen (13) days prior to the date of the General Meeting and at the same time it is made available to shareholders on the Company's website, together with the justification or the draft decision submitted by the shareholders as provided for in paragraph **4 of article 123 of Law 4548/2018**.

(b) – **no. 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 shall make available to shareholders as defined in article 141 par. 3 of Law 4548/2018, no later than **30th June 2022**, i.e. at least six (6) in the days prior to the date of the General Meeting, draft decisions on items that have been included in the initial or revised agenda, if the relevant request is received by the Board of Directors by **June 29, 2022**, i.e. at least seven (7) days prior to the date of the General Meeting.

(c) – **no. 141 par. 6 of Law 4548/2018** – At the request of any shareholder submitted to the Company by **1st July 2022**, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Company's affairs, to the extent that it is relevant to its Agenda subject's. The Board of Directors may refuse to provide the information for a sufficient and substantial reason, which shall be stated in the minutes. The Board of Directors may respond uniformly to shareholders' requests with the same content. There is no obligation to provide information when the relevant information is already available on the Company's website, especially in the form of questions and answers.

(d) – **no. 141 par. 7 of Law 4548/2018** – Upon request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company by **1 July 2022**, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with requested 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 sufficient and substantial reason, which shall be stated in the minutes.

(e) At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up share capital, the President of the Meeting is obliged to postpone only once the decision-making by the General Meeting, ordinary or extraordinary, on all or certain issues, setting a day for the continuation of the meeting, the one specified in the shareholders' request, which however cannot be more than twenty (20) days from the date of postponement. The General Meeting after postponement is considered as a continuation of the previous one and there is no need to repeat the formalities for the publication of the shareholders' invitation, and new shareholders may participate in it in compliance with 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 it is regular, the amounts that, during the last two years, were paid to each member of the Board of Directors or the Directors of the Company, as well as any benefit to these persons from any cause or contract of the Company with them. The Board of Directors may respond uniformly to requests from shareholders with the same content. In all the above cases, the Board of Directors may refuse to provide the information for a sufficient and substantial reason, which is stated in the minutes. Such a reason may be, according to the circumstances, the representation of the applicant 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, voting on any subject or subjects on the agenda shall be by open vote.

Corresponding deadlines for any exercise of minority rights of shareholders also apply in the case of a Repeat General Meeting.

In all the above-mentioned cases, the requesting shareholders must prove their shareholder status and, except in the case of paragraph 6 of Art. **141 Law 4548/2018**, the number of shares held during the exercise of the relevant right.

Status of shareholder is verified by any means provided by law and in any case by means of information obtained by the Company until prior to the beginning of the General Meeting by the HCSD or through the above intermediaries in line with the above provisions.

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) may participate in the General Meeting by appointing as its representatives up to three (3) natural persons. However, if the shareholder holds shares of the Company, which appear in more than one securities account, this limitation does not prevent the shareholder from appointing different proxies for the shares appearing in each securities account in relation to the General Meeting. A proxy holder acting for several shareholders may vote differently for each shareholder.

The appointment and revocation of a representative for the participation in the General Meeting shall be made in writing and shall be notified to the Company by submitting the document to the Company's registered offices (2 Omirou street and Theo, Tavros Attica) or by post. In the absence of a relevant statutory provision, the Company does not accept electronic notifications of appointment and revocation of representatives.

The proxy holder shall be required to communicate to the Company, before the commencement of the General Meeting, any specific event which may be useful to the shareholders in assessing the risk that the proxy holder may serve interests other than those of the shareholder. Within the meaning of this paragraph, a conflict of interest may arise where the proxy holder:

a) is a controlling shareholder of the Company or is another legal person or entity controlled by that shareholder.

b) is a member of the Board of Directors or 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 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 a first-degree relative with one of the natural persons referred to in cases (a) to (c).

The appointment and revocation of a shareholder's proxy is made in writing and is notified to the Company in the same form, at least forty-eight (48) hours prior to the date of the General Meeting.

The Company has made available: a) in paper form at the company's registered office (address: Omirou no. 2 and Teo, Tavros Attica, 17778, tel. 210.4821186) and b) in electronic form on its website (www.klmate.gr), the form it uses for the appointment and revocation of a proxy holder. This form is submitted completed and signed by the shareholder at the Company's registered office at the address: Omirou no. 2 and Teo, Tavros Attica, 17778, at least forty-eight (48) hours before the date of the General Meeting.

AVAILABLE DOCUMENTS AND INFORMATION

This invitation, the documents to be submitted to the General Meeting, a draft decision on each item of the proposed agenda or, if no decision has been proposed for approval, a comment by the

Board of Directors, as well as the drafts of the decisions proposed by the shareholders, in accordance with the paragraph of paragraphs 3 and 4 no. 123 of Law 4548/2018 , immediately after their receipt by the company, the forms to be used for voting through a representative or representative, the documents to be submitted to the Ordinary General Meeting and in particular the Activity Report of the Audit Committee, the Remuneration Report, the revised Remuneration Policy, the amended Articles of Association and the Report of the Independent Non-Executive Members of the Board of Directors, the other information referred to in paragraphs 3 and 4 of article 123 of Law 4548/2018, as well as detailed information on these minority rights and the terms of their exercise, are posted and available on the company's website (www.klimate.gr) and in paper form at the offices of the Company's registered seat (Omirou no. 2 and Teo, Tavros Attica, 17778), in accordance with the provisions of Law 4548/2018.

Tavros Attica, 15.6. 2022

The Board of Directors