

**FOURLIS HOLDINGS S.A.**

**G.E.M.I. No. 258101000**

*(ex S.A. Reg. No. 13110/06/B/86/01)*

**INVITATION TO  
THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

Following the decision taken by its Board of Directors, in accordance with Law and the Company's Articles of Association, Shareholders are hereby invited to the Annual Ordinary General Meeting to be held on **Friday June 16<sup>th</sup> 2023**, at **11:00 a.m.**, at the hotel CROWNE PLAZA ATHENS CITY CENTRE HOTEL, 50 Michalakopoulou Str., Athens, in order to discuss and take relevant decisions on the subjects of the agenda.

If the required quorum, for all or part of the subjects of the agenda, is not achieved, the shareholders are invited to a **Repeat General Meeting on Friday 23<sup>rd</sup> June 2023 at 11:00 a.m.** to be held at the Company's Headquarters at 18-20 Sorou Str., Maroussi, Attica, in order to discuss and take relevant decisions on the subjects of the agenda, without publication of a new invitation.

The option of choosing alternative ways for their participation in the Ordinary General Meeting of the Company is granted to its shareholders, in accordance with the specifically mentioned below, and not through live presence. For this purpose, the Board of Directors confirms that prior to the convocation of the General Meeting the option of the shareholders to actively participate in it and to exercise their rights, has been adequately secured, pursuant to the procedures specified below.

**Subjects on the Agenda:**

1. Submission for approval of the financial statements and the consolidated financial statements (Annual Financial Report) together with the Annual Report thereon prepared by the Board of Directors and the Chartered Accountants-Auditors for the period 1/1/2022 - 31/12/2022.
2. Dividend Distribution from the Profits of the financial year 1/1/2022 - 31/12/2022.
3. Approval of the overall management of the Company and discharge of Chartered Accountants-Auditors from any liability.
4. Election of one (1) ordinary and one (1) substitute Chartered Accountant-Auditor to audit the consolidated and the Company's financial statements for the period 1/1/2023 - 31/12/2023 and determination of their remuneration.
5. Approval of members of the Board of Directors' remuneration for the period 1/1/2022 - 31/12/2022 and preliminary approval of members of the Board of Directors' remuneration for the period 1/1/2023 - 31/12/2023 in accordance with article 109 L. 4548/2018.
6. Submission of the Audit Committee's Annual Activity report in accordance with article 44 par. 1 of L.4449/2017.
7. Submission of the Report of the independent non-executive members of the Board of Directors in accordance with article 9 par. 5 of L.4706/2020.

8. Submission for discussion and voting of the Remuneration Report for the financial year 1/1/2022 - 31/12/2022 in accordance with article 112 par. 3 of L.4548/2018.

9. Approval of revision of the Remuneration Policy for the members of the Board of Directors, which has been approved by the Ordinary Meeting of the Shareholders on 18.06.2021 in accordance with the provisions of L. 4548/2018.

10. Approval – ratification of the election of new executive member of the Board of Directors, in replacement of resigned member.

11. Approval of the revision of the stock option program adopted by the Annual General Meeting of Shareholders on 16/06/2017 and offered to executives of the company and of its affiliated companies in form of a stock option right. Granting of an authorization to the Board of Directors for the regulation of procedural matters and details.

12. Share Buy Back approval and more specifically Buy Back of 2.604.597 shares (5% of share capital) within 24 months from approval, with a minimum purchasing price of one euro (1,00 €) per share and maximum eight euro (8,00 €) per share in accordance with Article 49 of Law 4548/2018

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

Participation right and vote in the Annual General Meeting (ordinary and repeat) have those individuals and legal entities that appear as a Shareholder on June 11, 2023 (Record Date). The proof of the capacity to act as a shareholder may be evidenced by any legal means and in any case, on the basis of information received by the company from the records of the organization in which the transferable securities of the Company are registered ("Hellenic Central Securities Depository (ATHEXCSD)") or 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 Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

A shareholder may participate in the General Meeting, based on the confirmations or notices of Articles 3, 5 and 6 of Regulation (EU) 2018/1212, provided by the intermediary, unless the General Meeting refuses such participation for a material cause, which justifies its refusal, in compliance with the relevant statutory provisions (Article 19 (1), L. 4569/2018 and Article 124 par. 5, L.4548/2018).

For the participation and vote in the Annual General Meeting (ordinary and repeat) the shareholders are not required to block their shares or to comply with any other similar procedure, which restricts the sale and transfer during the period between the Record Date and the date of the General Meeting.

#### **B. Participation Process and Vote by Proxy**

Shareholders participate in the Annual General Meeting or any repeat General Meeting either in person or through a proxy.

Each shareholder may appoint up to three (3) proxies. Legal entities may participate in the Annual General Meeting or any repeat General Meeting by appointing up to three (3) individuals as proxies. However, if a shareholder holds company shares that appear in more than one security accounts, such restriction does not prevent the shareholder from appointing different proxies for each account in relation to the Annual General Meeting. A proxy who represents more than one shareholders may vote differently for each shareholder. The proxy must notify the company, before the start of the Annual General Meeting, any specific event that may be useful to shareholders to assess the risks that the

proxy may serve other interests, than those of the represented shareholders as specified in Article 128 Paragraph 5 of Law 4548/2018.

Shareholders wishing to participate in the Annual General Meeting (ordinary and repeat) through a proxy, should send by e-mail to [ir@fourlis.gr](mailto:ir@fourlis.gr) at least 48 hours prior to the Annual General Meeting (ordinary and repeat) the “Declaration Form of Physical Participation in the General Meeting - Proxy Authorization”, which is available at the Company’s website <https://www.fourlis.gr>

### **C. Remote Participation and Vote at the General Meeting in real time by teleconference**

In view of the possibility for the shareholders to participate and vote at the Annual General Meeting (ordinary and repeat) remotely in real-time through a teleconference procedure assisted by a coordinator (Operator Assisted Real-Time Teleconference), the following are pointed out as concerns the aforementioned procedure.

Shareholders wishing to participate in the Annual General Meeting (ordinary and repeat) in person or through a proxy, remotely, should send by e-mail to [ir@fourlis.gr](mailto:ir@fourlis.gr) at least 48 hours prior to the Annual General Meeting (ordinary and repeat) the “Declaration Form of Remote Participation in the General Meeting - Proxy Authorization”, which is available at the Company’s website <https://www.fourlis.gr>

After the timely completion of the above procedure, the shareholders, who are entitled to participate in the Annual General Meeting, will receive at the email address which they have declared the hyperlink for the connection to the webpage of the General Meeting broadcast screen via internet, as well as the required credentials for their sign – in and instructions for their remote participation at the General Meeting.

On the day of the Meeting and no later than 10:50 a.m., the Shareholders or their representatives will have to contact the above Teleconference Coordinator, according to the instructions that will be sent to them, in order to participate in the General Meeting.

### **D. Minority Rights**

With regard to the Annual General Meeting, the shareholders of the company also have the following rights:

(A) Shareholders representing one twentieth (1/20) of the Company’s paid-up share capital are entitled to request from the Board of Directors, to include additional subjects on the Agenda of the Annual General Meeting, upon a relevant application which must be received by the Board of Directors at least fifteen (15) days before the Annual General Meeting. The application shall be accompanied by a justification of reasons for it or by a draft resolution for approval by the Annual General Meeting. The revised Agenda shall be publicized by the same way as the previous Agenda, thirteen (13) days before the General Meeting date and shall be made available simultaneously to the shareholders on the Company’s website ([www.fourlis.gr](http://www.fourlis.gr)), together with the justification or draft resolution submitted by the shareholders in accordance with the provisions of article 123 par. 4 of Law 4548/2018.

(B) At the request of the shareholders representing one twentieth (1/20) of the paid-up share capital, the Company’s Board of Directors discloses to the shareholders in accordance with Article 123 Paragraph 3 of Law 4548/2018, at least six (6) days before the date of the Annual General Assembly, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days before the date of the Annual General Meeting.

(C) Upon application of any shareholder, submitted to the Company at least five (5) full days before the General Meeting, any shareholder may request from the Board of Directors to provide to the General Meeting the requested specific information regarding the Company's affairs, to the extent that this is useful in the actual assessment of the items of the Agenda. 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. Also, at the request of shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors must notify to the Annual General Meeting the amounts that have been paid to each Member of the Board or the Company's directors or any benefit provided to these persons for any reason or contract with them, over the last two years. In all above cases, the Board of Directors may decline the provision of information for an adequate and substantial reason, mentioned in the minutes.

(D) At the request of the shareholders representing one tenth (1/10) of the paid-up share capital, which is communicated to the Company at least five (5) full days before the Annual General Meeting, the Board of Directors is obligated to provide to the General Meeting the requested information regarding the corporate affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes.

(E) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the voting procedure in an issue or issues of the Agenda is acting by open vote.

In all aforementioned cases the shareholders must demonstrate their capacity and the number of shares they own in order to exercise the relevant voting right, except the case of Article 141 Paragraph 6 of Law 4548/2018. Proof of shareholder's capacity can be verified by any legal way and in any case by the information received by the Company from the Central Securities Depository, provided it provides registry services or through the participants and registered intermediaries in the Central Securities Depository in any other case.

Information and documents related to Article 123 Paragraph 3 and 4 of Law 4548/2018 are available at the website [www.fourlis.gr](http://www.fourlis.gr).

Maroussi, May 22, 2023

**THE BOARD OF DIRECTORS**