

## INVITATION

of the Shareholders of the Societe Anonyme under the registered name

### **I. KLOUKINAS - I. LAPPAS TECHNICAL AND COMMERCIAL SOCIETE ANONYME**

and the distinctive title " **KLM S.A.** " (The company")

**GENERAL COMMERCIAL REGISTRY (AR.G.E.MI.) 002052601000**

(former Registration No - AR.M.A.E. - **5828/06/B/86/14** )

to the Extraordinary General Meeting on **October 30, 2024**

According to Law and the Company's Articles of Association and the decision of the Board of Directors dated **2.10.2024**, the Shareholders of the Company are invited to the Extraordinary General Meeting on **Wednesday, 30.10.2024 at 11:00 a.m.** in Paiania Attica (19th km. Markopoulou Ave., B' building complex, building B7, Amphitheater), in order to discuss and decide upon the following Agenda items :

#### **Agenda**

1. Merger approval of the company "I. KLOUKINAS - I. LAPPAS TECHNICAL AND COMMERCIAL S.A." (G.E.M. No. 002052601000 - the "Company" or the "Absorbing") with the company "INTRACOM AKINITA S.A." (G.E.M. No. 168876601000 – the "Absorbed") by absorbing the second by the first in accordance with the provisions of Law 4601/2019 (notably articles 7-21 and 30-34), Law 4548/2018, and Article 54 of Law 4172/2013, in combination with article 61 of Law 4438/2016 and the provisions of the Athens Stock Exchange Regulations , as applicable, as well as Greek legislation in general. In particular:
  - Submission and approval: i. of the Draft Merger Agreement for the absorption of the company with the name "INTRACOM AKINITA S.A" (ABSORBED) (G.E.M.I. no. 168876601000) by the "Company" ("ABSORBING"), pursuant to Law 4601/2019 (articles 7-21 and 30- 34), Law 4548/2018 and Article 54 of Law 4172/2013, in conjunction with Article 61 of Law 4438/2016, as applicable, and the provisions of the Athens Stock Exchange Regulations , ii. of the Company's Board of Directors Report to the General Meeting of its shareholders regarding the Draft Merger Agreement, in accordance with article 9 of Law 4601/2019, iii. of the Transformation Balance Sheet of "INTRACOM AKINITA S.A." as Absorbed Company for the purposes of the Merger dated 31.07.2024 (the "Transformation Balance Sheet of 31.07.2024"), as well as the Company's balance sheet with reference date of 31.07.2024, which was prepared for the purposes of drawing up the Opinion Report of article 10 of Law 4601/2019, and in particular for the formulation of an opinion regarding the exchange ratio, iv. of the Opinion Report of the independent expert regarding the proposed exchange ratio in accordance with the provisions of article 10 of Law 4601/2019 in the context of the Merger, and v. of the Valuation Report of an independent expert in accordance with article 17 of Law 4548/2018 for the valuation of the value of the assets and liabilities of "INTRACOM AKINITA S.A.", as Absorbed, as they appear in the Transformation Balance Sheet of 31.07.2024, according to Article 17 of Law 4548/2018, as applicable.
2. Approval of all acts, actions and statements of the Board of Directors and the representatives or proxies of the Company to date for the purposes of the Merger.
3. Increase of the Company's share capital, as a result of the above Merger with the absorption of "INTRACOM AKINITA SA" by the Company, so that the Company's nominal share capital upon completion of the Merger amounts to Euro twenty-two million four hundred sixty-four thousand nine hundred sixty-one and forty-eight cents

(€22,464,961.48), divided into eighty-six million four hundred three thousand six hundred and ninety-eight (86,403,698) common, registered voting shares, with a nominal value of each twenty-six Euro cents (€0.26).

4. Designation of a representative of the Company for the signing of the notarial deed of the Merger, any relevant deed or declaration, and in general for the completion of the Merger. Grant of authorizations.
5. Amendment of article 5 of the Company's Charter regarding share capital as a consequence of the above. Grant of authorizations.
6. Amendment of no. 4 of the Company's Articles of Association regarding its purpose as a result of the Merger. Grant of authorizations.
7. Amendment of no. 1 of the Company's Articles of Association regarding its name. Grant of authorizations.
8. Decisions and authorizations for the transfer of the shares of the shareholders of the Absorbed "INTRACOM AKINITA SA", which will result from the Merger and the consequent increase of the Company's share capital according to the above, to the intangible securities system of the Athens Stock Exchange.
9. Announcement of election by the Company's Board of Directors of a new member of the Company's Board of Directors, executive - non-independent, to replace a resigned member. Approval of Election.
10. Miscellaneous Announcements.

In case the quorum required under the Law is not attained in order to decide the aforementioned items of the agenda, the General Meeting will convene in a iterative meeting on **Wednesday, 6.11.2024**, at 11:00 a.m. in the same place, without publishing any further invitation, in accordance with par. 2 of article 130 of Law 4548/2018. The subjects of the Agenda of any Repetitive General Meeting **will be the same as mentioned above** .

In accordance with articles 121, 123, 124 par. 6 and 128 of Law 4548/2018, the Company informs the shareholders of the following:

#### **A. Right to participate and vote in the General Meeting**

In the Extraordinary General Meeting **of October 30, 2024**, is entitled to participate and vote whoever appears as a Company's shareholder in the Dematerialized Securities System (DSS) managed by «Hellenic Central Securities Depository» (ATHEXCSD) at the beginning of **25.10.2024** ("Record Date"), i.e. the fifth (5th) day before the meeting date of the Extraordinary General Meeting on **30.10.2024**. The above record date is valid for the Repetitive General Meeting on Thursday **6.11.2024**.

Also, the same Record Date is valid as well in case of postponement of the General Meeting, provided that the meantime between the Record Date and the Repetitive Meeting (after postponement) is no longer than thirty (30) days. If the adjourned meeting of the General Meeting is more than thirty (30) days away from the Record Date, anyone who has the shareholder status in accordance with the above is entitled to participate and vote at the beginning of the third (3) day before the date of the by postponing the General Meeting (article 124 par. 6 of Law 4548/2018).

The proof of the shareholding status can be done by any legal means and according to information received by the Company from the ATHEXCSD.

In relation to the Company, only anyone who holds the status of shareholder on the Record Date (beginning of **25.10.2024**) is considered to 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 its permission.

The exercise of these rights does not require blocking of shares or any other procedure that would restrict the possibility of sell and transfer of shares during the period between the Record Date, as defined above, and the General Meeting.

### **B. Procedure for exercising the right to vote by proxy**

The shareholders may participate in the General Meeting and vote either in person or by proxies. Each shareholder may appoint up to three (3) proxies. Legal entities may participate at the General Meeting by appointing up to three (3) natural persons. However, if a shareholder has shares in a Company, which are held in more than one Securities Accounts, such limitation will not prevent the shareholder from appointing separate proxies for the shares appearing in each Account, in respect with the General Meeting. The proxy appointment is freely revoked. A proxy acting on behalf of several shareholders may vote differently for each shareholder.

The proxy votes in accordance with the shareholder's instructions, if there are any. Noncompliance by the proxy with the instructions received does not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

A shareholder's proxy is obligated to inform the Company, before the General Meeting commences, any specific event which may be useful to the shareholders in assessing the risk of the proxy serving interests other than those of the shareholder's interests. Following the spirit of this paragraph, a conflict of interest may arise in particular when the proxy:

- a) is a shareholder controlling the Company or is another legal entity or an entity controlled by this shareholder,
- b) is a member of the Board of Directors or in general of the Company's management or shareholder controlling the Company, or another legal entity or an entity controlled by a shareholder who controls the Company,
- c) is an employee or auditor of the Company or shareholder controlling the Company, or other legal person or entity controlled by a shareholder who controls the Company,
- d) is a spouse or first degree relative to one of the natural persons mentioned above under cases (a) to (c).

The appointment and revocation or replacement of the representative or representative of the shareholder are made in writing and are communicated to the Company in the ways mentioned below, at least forty-eight (48) hours before the appointed date of the General Meeting meeting.

The Company has a form for the appointment of a proxy which is available to the shareholders: a) in hard copy at the Company's premises (Kifisias Avenue no. 64 (BUILDING II – 8<sup>th</sup> Floor) in Marousi Attica, postcodes 15125, tel . 210-4821186) and b) in electronic form on the Company's website ( [www.klimate.gr](http://www.klimate.gr) ).

This form completed and signed by the shareholder must be submitted to the Company's Shareholders Service Department at : Kifisias Avenue no. 64 (BUILDING II – 8<sup>th</sup> Floor) in Marousi Attica, postcodes 15125, or sent to the above address by post, at least forty-eight (48) hours before the date of the General Meeting (initial and repeat). In the absence of a relevant statutory provision, the Company does not accept electronic notifications of the appointment and revocation of representatives. The shareholder is kindly requested to confirm that the proxy's appointment form is successfully received by the Company and to contact the Company at the telephone number: 210 4821186 (Shareholder Service Department).

### C. Minority Shareholder Rights

According to article **141 par. 2, 3, 6 and 7 of Law 4548/2018**, shareholders have the following rights:

(a) At the request of the shareholders representing one twentieth (1/20) of the paid-up share capital, the Company's Board of Directors is obliged to include additional items in the General Meeting's agenda, provided that the relevant request is received by the BoD **at least fifteen (15) days before** the General Meeting, that is until **15.10.2024**.

The request for including additional items on the agenda must be accompanied by a justification or a draft resolution for approval at the General Meeting and the revised agenda is published in the same manner as the previous agenda **thirteen (13) days before** the date of the General Meeting, that is until **17.10.2024** and at the same time will be available to the shareholders on the Company's website along with the justification or the draft resolution that has been submitted by the shareholders in accordance with paragraph 4 of article 123 of L. 4548/2018.

If these items are not published, the shareholders are entitled to request the postponement of the General Meeting according to paragraph 5, article 141 of L. 4548/2018 and proceed by themselves to the publication, in accordance with article 122 of L. 4548 / 2018, **at least seven (7) days before** the General Meeting, that is until **23.10.2024**, at Company's expenses.

(b) Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft resolutions for items included in the original or revised agenda of the General Meeting. The relevant request is received by the Board of Directors **seven (7) days before** the date of the General Meeting, that is until **23.10.2024** and the draft resolutions are available to the shareholders, in accordance with paragraph 3, article 123 of L. 4548/2018, **at least six (6) days before** the date of the General Meeting, that is until **24.10.2024**.

(c) Following the request of any shareholder, submitted to the Company **at least five (5) full days before** the General Meeting, that is until **24.10.2024**, the Board of Directors is obliged to provide to the General Meeting any required information concerning Company affairs, in so far as they are relevant to the items on the agenda. There is no obligation to provide such information, when the relevant information is already available on the Company's website, especially in the form of questions and answers. Also, in addition, at the request of shareholders, representing one twentieth (1/20) of the paid up capital, the BoD is obliged to announce to the General Meeting, if it is annual, the amounts, which during the last two years were paid to each member of the Board of Directors or to managers of the Company, as well as any benefit to these persons for whatever reason or by whatever contract of the Company with them. In all the above cases, the BoD may refuse to provide such information for sufficiently important reason, which is recorded in the minutes. Such a reason may be, the representation of the requesting shareholders to the BoD, in accordance with articles 79 or 80 of L. 4548/2018. In the cases referred to this paragraph, the BoD may provide an overall response to requests of shareholders having the same content.

(d) At the request of shareholders representing one tenth (1/10) of the paid-up share capital submitted to the Company **at least five (5) full days before** the General Meeting, that is until **24.10.2024**, the BoD is obliged to provide to the General Meeting information about the course of corporate affairs and the Company's assets. The BoD may refuse to provide information for an efficient and substantial reason, which is recorded in the minutes. Such a

reason may be, under the circumstances, the representation of the requesting shareholders to the BoD in accordance with articles 79 or 80 of L. 4548/2018, provided that the relevant members of the BoD have received this information in a manner that is adequate.

In all of the above aforementioned cases, requesting shareholders are obliged to prove their shareholder status and with the exception of the case of the first subparagraph of paragraph c, the number of shares held by them during the exercise of the relevant right.

#### **D. Available documents and information**

The documents and information of paragraphs 3 and 4 of article 123 of L. 4548/2018 (this invitation, the documents to be submitted to the General Meeting, the draft resolutions proposed by the Board of Directors on the agenda items, the documents for voting by a proxy or representative as well as the total number of shares and voting rights) are available in electronic form on the Company's website ([www.klmate.gr](http://www.klmate.gr)) and in hard copy at the Company's Shareholders Service Department (Kifisias Avenue no. 64 (BUILDING II – 8<sup>th</sup> Floor) in Marousi Attica, postcodes 15125), where shareholders can receive copies, in accordance with the provisions of Law 4548/2018.

**Marousi Attica, 2.10.2024**

**The Board of Directors**