

## **I N V I T A T I O N**

**(Drawn up in accordance with article 26 par. 2b of Codified Law 2190/1920)**

**Of the Shareholders of the Société Anonyme named  
"THRACE PLASTICS INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME"  
under the name "THRACE PLASTICS CO S.A."  
General Electronic Commercial Registry (GEMI) No. 12512346000  
to the Annual Ordinary General Meeting**

Upon the Board of Directors' decision of the Société Anonyme under the name "THRACE PLASTICS INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME" (hereinafter named the "Company"), made on 23<sup>rd</sup> March 2016 and in accordance with provisions of C.L. 2190/1920 as well as with article 17 of the Articles of Association of the Company, Messrs. Shareholders of the Company are invited to the Ordinary General Meeting, which shall take place at the Company's registered offices at Magiko, Municipality of Avdira, Prefecture of Xanthi, on Thursday, **14 April 2016**, at 12.30 p.m., regarding the discussion and decision-making on the following items of the agenda:

### **AGENDA ITEMS**

1. Submission and approval of the Annual Financial Statements (separate and consolidated) of the Company for financial year 2015 (01/01/2015 - 31/12/2015), in conjunction with the Annual Management Report of the Board of Directors and the Audit Report on the statements by the Certified Auditor Accountant.
2. Approval of appropriation of income for the financial year 2015 (01/01/2015-31/12/2015) and decision with regard to the distribution of no dividend
3. Discharge of the members of the Board of Directors and of the Auditors of the Company from any compensation or liability deriving from the facts and the management as well as from the Annual Financial Statements of the financial year 2015.
4. Election of one (1) Ordinary and one (1) Deputy Chartered Auditor Accountant from the Registry of the Chartered Auditors for the audit of the annual and semi-annual financial statements of the year 2016 (01/01/2016-31/12/2016) and determination of their fees.
5. Election of the new Board of Directors of the Company and appointment of independent members of the Board of Directors in accordance with the clauses of Law 3016/2002, as it is currently in effect.
6. Appointment of members of the Audit Committee, according to the article 37 of Law 3693/2008.
7. Approval of the fees and remuneration paid to the members of the Board of Directors during the financial year 2015 (01/01/2015-31/12/2015) for the services rendered, and pre-approval of fees and remuneration of the members of the Board of Directors for the period from 14 April 2016 until the date of the subsequent Annual Ordinary General Meeting.

8. Granting of approval-authorization in accordance with article 23 paragraph 1 of the Codified Law 2190/1920, to the Directors of the Board of Directors, to the General Managers, and to the Managers of the Company for their participation in the Boards of Directors or in the Management of companies of the Group.

9. Miscellaneous Items and Announcements.

Where the required by law quorum is not reached for any reason at the convention of the General Meeting of the Company's Shareholders held on 14<sup>th</sup> April 2016, the Board of Directors invites the shareholders on Thursday, 28<sup>th</sup> April 2016, at 12.30 p.m., to a 1<sup>st</sup> Repeat General Meeting and where there is still no quorum reached required by law at that meeting, the Board of Directors invites the shareholders to a 2<sup>nd</sup> Repeat General Meeting held on Tuesday, 10<sup>th</sup> May 2016, at 12.30 p.m., as laid out by paragraph 4 article 29 of Law 2190/1920, as in force. The said Repeat General Meetings shall take place at the same above premises and with the same agenda items.

According to articles 26 paragraph 2b and 28a of Codified Law 2190/1920, as in force after their amendment by article 3 of L. 3884/2010, the Company informs the shareholders on the following:

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

Any shareholder who is listed on the archives of the Dematerialized Securities System - in which the transferable securities (shares) of the Company are kept - managed by the "Hellenic Exchanges S.A." (H.E.S.A.) is entitled to participate in the annual Ordinary General Meeting of the Company's shareholders. The proof of shareholder status is done in an equivalent manner either through the presentation of the relevant written certificate of the above body or alternatively, by a direct electronic connection of the Company with the archives of the said body. The shareholder status shall be effective as at Saturday, 9 April 2016 (**record date**), namely as at the beginning of the fifth (5<sup>th</sup>) day prior to the date of the convention of the General Meeting, and the relevant certificate or alternatively the electronic certificate regarding the shareholder status shall be received by the Company not later than on Monday, 11 April 2016, namely the third (3<sup>rd</sup>) day before the convention of the General Meeting.

As regards the 1<sup>st</sup> Repeat Ordinary General Meeting, the shareholder status shall be effective as at Sunday, 24 April 2016 (**record date of the 1<sup>st</sup> Repeat General Meeting**), namely as at the beginning of the fourth (4<sup>th</sup>) day prior to the convention day of the said General Meeting, and the relevant certificate or alternatively the electronic certificate regarding the shareholder status shall be received by the Company not later than on Monday, 25 April 2016, namely on the third (3<sup>rd</sup>) day before the convention of the said Repeat General Meeting.

As regards correspondingly the 2<sup>nd</sup> Repeat Ordinary General Meeting, the shareholder status shall be effective as at Friday, 6 May 2016 (record date) , namely as at the beginning of the fourth (4<sup>th</sup>) day prior to the convention day of the said General Meeting, and the relevant certificate or alternatively the electronic certificate regarding the shareholder status shall be received by the Company not later than on Saturday, 7 May 2016, namely on the third (3<sup>rd</sup>) day prior to the convention of the said Repeat General Meeting.

It is considered that only he / she who bears the shareholder status as at the corresponding record date may have participation and voting right in the General Meeting vis-à-vis the Company. In case of noncompliance with provisions of article 28a of Codified Law 2190/1920, the said shareholder participates in the General Meeting only upon the Meeting's authorization. The exercise of the said rights (of participation and voting) does not involve the blocking of the beneficiary's shares or the observance of another similar procedure, which constrains the sale and transfer of shares throughout the period between the record date and the date of the Ordinary General Meeting.

## **II. Procedure regarding the Exercise of Voting Right by Proxies**

Each shareholder participates in the annual Ordinary General Meeting and casts vote either in person or by proxies. Each shareholder may appoint up to three (3) proxies. Legal persons participate in the General Meeting by appointing as their proxies up to three (3) natural persons. However, if the shareholder holds shares of the Company in more than one securities account, this constraint does not prevent the said shareholder from appointing different proxies as regards the shares held in each securities account with respect to the Ordinary General Meeting. A proxy who acts on behalf of more than one shareholder may cast vote differently on behalf of each shareholder.

The shareholder's proxy is obliged to notify the Company before the start of the convention of the Ordinary General Meeting of any particular event that may be helpful for the shareholders to assess the risk that the proxy may serve interests other than those of the represented shareholder. Within the meaning of this paragraph, there may be conflict of interests especially if the proxy is:

a) shareholder who exercises control of the Company or other legal person or entity controlled by that shareholder,

b) member of the Board of Directors or the general management of the Company or shareholder who exercises control of the Company, or other legal person or entity controlled by a shareholder who exercises control of the Company,

c) employee or certified auditor of the Company or shareholder who exercises control of the Company, or other legal person or entity controlled by a shareholder who exercises control of the Company,

d) spouse or first degree relative of one of the natural persons mentioned in the above cases (a) up to (c).

The appointment and revocation of the shareholder's proxy are done in writing and are communicated to the Company with the same formal validity, at least three (3) days before the convention date of the Ordinary General Meeting.

The Company has made available on its legally registered website ([www.thracegroup.gr](http://www.thracegroup.gr)) the form used for the appointment of proxy. The said form is submitted complete and signed by the shareholder of the Company's Shareholders' Department, or is sent by fax to the said Department at least three (3) days before the date of the Annual Ordinary General Meeting.

The beneficiary shareholder is required to ensure the confirmation of successful dispatch of the proxy appointment form and receipt by the Company, by calling during business days and hours at 30 210-9875081.

According to the Company's Articles of Association, remote participation in the voting at the General shareholder's Meeting is permitted through the previous dispatch of the General Meeting agenda items and the relevant voting papers including those items to the shareholders of the General Meeting, at least five (5) days prior to the date of the General Meeting. The relevant provision has not been implemented up to this date, pending the issuance of the relevant ministerial decrees, as laid out by L. 3884/2010.

### **III. Minority Interests**

(a) At the request of the shareholders who represent one twentieth (1/20) of the paid-in share capital, the Company's Board of Directors is obliged to include additional items on the agenda of the annual Ordinary General Meeting, provided the relevant request is communicated to the Board of Directors until Wednesday, 30 March 2016, namely at least fifteen (15) days prior to the Ordinary General Meeting. The request for the inclusion of additional items on the agenda is accompanied by a justification or a draft resolution to be adopted in the Ordinary General Meeting and the revised agenda shall be made available in the same manner as the previous agenda on Friday, 1st April 2016, namely thirteen (13) days prior to the date of the annual Ordinary General Meeting and at the same time the request shall be made available on the website of the Company, together with the justification or the draft resolution submitted by the shareholders as laid out in article 27 par. 3 of Codified Law 2190/1920.

(b) At the request of shareholders who represent one twentieth (1/20) of the paid-in share capital, the Board of Directors shall make available to the shareholders as laid out in article 27 par. 3 of Codified Law 2190/1920, not later than on Friday, 8 April 2016, namely at least six (6) days before the date of the annual General Meeting, draft resolutions regarding items included in the initial or the revised agenda, if the relevant request is received by the Board of Directors until Thursday, 7 April 2015, namely at least seven (7) days before the date of the annual Ordinary General Meeting.

(c) Upon request filed with the Company by any shareholder until Friday, 8 April 2016, namely at least five (5) full days before the annual Ordinary General Meeting, the Board of Directors is obliged to communicate to the General Meeting the required concrete information as regards the issues of the Company, to the extent they are helpful for the actual assessment of the agenda's items. The Board of Directors may refuse the provision of information on serious grounds, recorded in the minutes. The Board of Directors may respond in a uniform manner to shareholder's requests that have the same content. There shall be no obligation for information provision when the relevant information is made available on the Company's website, especially in the form of questions and answers.

(d) At the request of shareholders representing one fifth (1/5) of the paid-in share capital, filed with the Company until Friday, 8 April 2016, namely at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide the General Meeting with information regarding the progress of corporate developments and financial position of the Company. The Board of Directors may refuse the provision of information on serious grounds, recorded in the minutes. Moreover, at the request of shareholders who represent one twentieth (1/20) of the paid-in share capital, the Board of Directors is obliged to communicate to the General Meeting the sums of money paid over the last two years to each member of the Board of Directors or to the Managers of the Company, as well as any allowance to those persons for any reason whatsoever or by agreement between them and the Company.

Corresponding deadlines for possible exercise of minority rights of the shareholders are also valid in case of Repeat General Meetings.

In all of the above-mentioned cases, the applicant shareholders have to prove their shareholder status and the number of shares they own at the exercise of the relevant right. The presentation of certificate by the body that keeps the relevant transferable securities or the certification of the shareholder status through a direct electronic connection between the body and the Company may constitute such proof.

#### **IV. Available Documents and Information**

The information of article 27 par. 3 of Codified Law 2190/1920 including this invitation, the proxy appointment form and the draft resolutions proposed by the Board of Directors as regards the items of the agenda, is available on the Company's legally registered website [www.thracegroup.gr](http://www.thracegroup.gr).

The above documents are made available to Messrs. Shareholders in printed form also by the Shareholders and Investor Relations Department of the Company (20, Marinou Antypa Street, Alimos, Mrs. Ioanna Karathanasi, tel. 30 210-9875081)

Xanthi, 23<sup>rd</sup> March 2015

The Board of Directors