

## INVITATION

(Drawn up in accordance with article 121, paragraph 4 of law 4548/2018)

**Of the Shareholders of the Société Anonyme named  
"THRACE PLASTICS HOLDING AND COMMERCIAL SOCIETE ANONYME"  
under the name "THRACE PLASTICS CO S.A."  
to the Extraordinary General Meeting  
General Electronic Commercial Registry (GEMI) No. 12512246000**

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Upon the Board of Directors' decision of the Société Anonyme under the name "THRACE PLASTICS HOLDING AND COMMERCIAL SOCIETE ANONYME" and with discreet title "THRACE PLASTICS CO S.A." (hereinafter named the "Company"), taken on 26th February 2019 and in accordance with provisions of law 4548/2018 as well as with article 17 of the Articles of Association of the Company, Messrs. Shareholders of the Company are invited to an Extraordinary General Meeting, which shall take place at the Company's registered offices at Magiko, Municipality of Avdira, Prefecture of Xanthi, Greece, **on Tuesday, 19 March 2019, at 12.30 p.m.**, regarding the discussion and decision-making on the following items of the agenda:

### **AGENDA ITEMS**

1. Election of the new Board of Directors of the Company and appointment of the independent members of the board, according to the provisions of Law 3016/2002, as it is currently in effect.
2. Appointment of the Audit Committee according to the provisions of article 44, law 4449/2017.
3. Approval of the Company's stock repurchase via the Athens Exchange according to the article 49 of law 4548/2018, as it is currently in effect and provision of the relevant authorizations.
4. Amendment and fulfillment of the provisions of the Articles of Association of the Company in an effort to align them with the provisions of law 4548/2018, as it is currently in effect, according to the provision of a. 183 of the above mentioned law.

Where the required by law quorum – so that decisions can be made regarding the items of the daily agenda – is not reached for any reason at the convention of the General Meeting, the Board of Directors invites the shareholders on **Friday, 29 March 2019, at 12:30** to a 1st Repeat Extraordinary General Meeting. The said Repeat Extraordinary General Meeting shall take place at the same above premises and with the same agenda items

according to the provisions of article 130, paragraph 2 of law 4548/2018, as it is currently in effect. It is noted that for the said Repeat Extraordinary General Meeting no new invitation will be released by the Company.

According to the articles 121, paragraph 4 and 124 of law 4548/2018 as they are currently in effect, the Company informs the shareholders on the following:

#### **A. RIGHT TO PARTICIPATE AND CAST VOTE IN THE GENERAL MEETING**

Each share provides for the right to cast one (1) vote. Any shareholder who is listed on the archives of the Dematerialized Securities System - where the transferable securities (shares) of the Company are being kept and which is managed by the "Hellenic Exchanges S.A." (H.E.S.A.) - is entitled to participate in the Extraordinary General Meeting of the Company's shareholders. The shareholder status shall be effective as at **14.03.2019 (record date)**, namely as at the beginning of the fifth (5<sup>th</sup>) day prior to the date of the convention of the Extraordinary General Meeting of 19.03.2019. The proof of the shareholder status can be provided via any legal means and in any case through the information collected by the Company from the central securities depository, provided that it offers registration services, or through the participating and registered intermediaries at the central securities depository in any other case.

As regards the 1st Repeat Extraordinary General Meeting, the shareholder status shall be effective as at **14.03.2019 (record date of the 1st Repeat Extraordinary General Meeting)**, namely as at the beginning of the fifth (5<sup>th</sup>) day prior to the convention day of the initial Extraordinary General Meeting of 19.03.2019, according to the provisions of the article 124, paragraph 6 of law 4548/2018, as it is currently in effect.

It is considered that only he / she who bear the shareholder status as at the corresponding record date (for both the initial and the repeat meeting) may have participation and voting right in the Extraordinary General Meeting of the Company.

It is noted that 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 Extraordinary General Meeting.

#### **B. MINORITY INTERESTS**

According to the article 141 of law 4548/2018, the shareholders possess the following rights:

(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 Extraordinary General Meeting, provided the relevant request is communicated to the Board of Directors until **04.03.2019, namely at least fifteen (15) days prior to the Extraordinary 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 Extraordinary General Meeting and the revised agenda shall be made available in the same manner as the previous agenda on **06.03.2019, namely thirteen (13) days prior to the date of the Extraordinary 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 123, paragraph 4 of law 4548/2018.

(b) Shareholders who represent one twentieth (1/20) of the paid-in share capital have the right to submit draft resolutions regarding items included in the initial or the revised daily agenda. The relevant request shall be presented to the Board of Directors until **12.03.2019, namely at least seven (7) days before the date of the Extraordinary General Meeting**. Also, the draft resolutions are being made available to the shareholders according to the provisions of article 123, paragraph 3 of law 4548/2018, until **13.03.2019, namely at least six (6) days before the date of the Extraordinary General Meeting**.

The Board of Directors is not obliged to proceed with the inclusion of subjects or items into the daily agenda, nor does the Board of Directors have the obligation to proceed with the release of disclosure of the items along with justification and the draft resolutions submitted from the shareholders according to the above paragraphs b' and c', if the content is against the law or the generally accepted ethic standards.

(c) Upon request filed with the Company by any shareholder until **13.03.2019, namely at least five (5) full days before the Extraordinary 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 tenth (1/10) of the paid-in share capital, filed with the Company until **13.03.2019, namely at least five (5) full days before the Extraordinary 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.

(e) At the request of shareholders who represent one twentieth (1/20) of the paid-in share capital, the election process regarding one of the issues or some of the issues of the daily agenda can be carried out as an open voting.

In all cases of the article 141 of law 4548/2018, the applicant shareholders have to prove their shareholder status and – apart from the cases of the first section of paragraph 6 - the number of shares they own at the exercise of the relevant right. The proof of the

shareholder status can be provided via any legal means and in any case through the information collected by the Company from the central securities depository, provided that it offers registration services, or through the participating and registered intermediaries at the central securities depository in any other case.

### **C. PROCEDURE REGARDING THE EXERCISE OF VOTING RIGHT BY PROXIES**

Each shareholder participates in the Extraordinary 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) physical entities. 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 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 Extraordinary 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 entity 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 physical entities mentioned in the above cases (a) up to (c).

The appointment and revocation or replacement of the shareholder's proxy are done in writing and are communicated to the Company with the same formal validity, at least forty eight (48) hours before the convention date of the Extraordinary 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 (fax number: +30 210 9875067) at least forty eight (48) hours before the date of the Extraordinary 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.

#### **D. AVAILABLE DOCUMENTS**

The full text of the decisions' drafts and of any other documents provided by the article 27, paragraph 4 of law 4548/2018 will be also made available in paper form at the Company's Department of Shareholders and Investor Relations (20 Marinou Antypa Street, Alimos, Greece, Head of the Department: Ms. Ioanna Karathanasi, Tel. +30 210 9875081).

#### **E. AVAILABLE INFORMATION**

The information of paragraphs 3 and 4 of article 123 of law 4548/2018 will be electronically available on the Company's legally registered website [www.thracegroup.gr](http://www.thracegroup.gr).

Xanthi, 26 February 2019

The Board of Directors