

# 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."  
General Electronic Commercial Registry (GEMI) No. 12512246000  
to the Annual Ordinary General Meeting

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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 the distinctive title "THRACE PLASTICS CO S.A." (hereinafter named the "Company"), taken on 27 May 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 the Annual Ordinary General Meeting, which shall take place at the Company's registered offices at Magiko, Municipality of Avdira, Prefecture of Xanthi, Greece, **on Tuesday, 18th June 2019, 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 2018 (01.01.2018 - 31.12.2018), 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 allocation (distribution) of income for the financial year 2018 (01.01.2018 - 31.12.2018), decision with regard to the distribution (payment) of dividend and granting of the relevant authorizations to the Board of Directors.

3. Approval of the entire administration and discharge of the Certified Auditors of the Company from any compensation or liability deriving from the facts and the management of the closing fiscal year 2018 (01.01.2018 - 31.12.2018) as well as from the respective annual Financial Statements.

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 2019 (01.01.2019 - 31.12.2019) and determination of their fees.

5. Approval of the fees and remuneration paid to the members of the Board of Directors during the financial year 2018 (01.01.2018-31.12.2018) for the services rendered.

6. Approval of the Company's Remuneration Policy according to the articles 110 and 111 of Law 4548/2018, as it is currently in effect.

7. Determination and pre-approval of the fees and remuneration of the members of the Board of Directors for the current fiscal year 2019 (01.01.2019-31.12.2019), as well as granting of approval for prepayment of the fees to the above members for the time period up to the next Ordinary General Meeting, according to the article 109 of Law 4548/2018 as it is in effect.

8. Granting of approval-authorization in accordance with article 98 paragraph 1 of Law 4548/2018 as it is in effect, to the Directors of the Board of Directors, to the General Managers, and to the Managers of the Company with regard to their participation in the Boards of Directors or in the Management of companies of the Group.

9. Appointment anew of the Audit Committee, according to the provisions of article 44 of Law 4449/2017 and election of its Chairman.

10. Various items and announcements.

Where the required by law quorum is not reached, meaning the quorum that would allow the approval of decisions made on the items of the daily agenda, any Repeat Annual Ordinary General Meeting will convene on **2<sup>nd</sup> July 2019, Tuesday and at 12:30 p.m.** at the same place, under the same items of the daily agenda according to the provisions of article 130, paragraph 2 of Law 4548/2018 as it is in effect. It is noted that for the above mentioned Repeat Annual Ordinary General Meeting there will be no invitation released.

According to articles 121 paragraph 4, 124 and 128 of Law 4548/2018, as in force, 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 Annual Ordinary General Meeting. The shareholder status shall be effective as at **13.06.2019 (record date)**, namely as at the beginning of the fifth (5th) day prior to the date of the convention of the General Meeting of 18.06.2019. 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.

It is considered that only he / she who bear the shareholder status as at the corresponding record date may have participation and voting right in the annual Ordinary General Meeting.

As regards the 1st Repeat Annual Ordinary General Meeting, the shareholder status shall be effective as at **13.06.2019 (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 General Meeting of 18.06.2019, according to the provisions of the article 124, paragraph 6 of law 4548/2018, as it is currently in effect.

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 annual Ordinary General Meeting.

#### **B. 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 **03.06.2019, namely at least fifteen (15) days prior to the annual 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 General Meeting and the revised agenda shall be made available in the same manner as the previous agenda on **05.06.2019, 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 (see below), 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) According to a relevant request made by shareholders who represent one twentieth (1/20) of the paid-in share capital, the draft resolutions regarding items included in the initial or the revised daily agenda are being made available to the shareholders by the Board of Directors according to the provisions of article 123, paragraph 3 of law 4548/2018, until **12.06.2019, namely at least six (6) days before the date of the annual Ordinary General Meeting** if the relevant request is presented to the Board of Directors until **11.06.2019, 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 **12.06.2019, 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 and relevant to the actual assessment of the agenda's items. 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. Also upon a request made by shareholders representing the one twentieth (1/20) of the paid-in share capital, the Board of Directors is obliged to announce at the General Meeting the amounts which during the past two years were paid to each member of the Board of Directors or the Company's managers, as well as any benefit granted to these persons due to any cause or according to any contractual agreement between the Company and these persons. In all the above cases, the

Board of Directors may refuse the provision of information on serious grounds, recorded in the minutes.

(d) At the request of shareholders representing one tenth (1/10) of the paid-in share capital, filed with the Company until **12.06.2019, namely at least five (5) full days before the annual Ordinary 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 the above cases, the applicant shareholders have to prove their shareholder status and – apart from the cases of the first section of paragraph 6 of the article 141 of Law 4548/2018 - 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 annual Ordinary General Meeting and casts vote either in person or by proxy. 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 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 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 or replacement of the shareholder's proxy or delegate 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 annual 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 towards the Company's Shareholders' Department, or is sent by fax to the said Department (Fax no. +30 210-9875067) at least forty eight (48) hours 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.

#### **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, 27 May 2019

The Board of Directors