



**«AVAX SOCIETE ANONYMES – CONTRACTING – TOURISTIC – COMMERCIAL -  
INDUSTRIAL – BUILDING MATERIALS - EQUIPMENT»**

**General Commercial Registry #913601000**

**Annual General Meeting of Shareholders**

**on Thursday, June 24, 2021, at 13:30**

**INVITATION**

Following a decision taken by the Board of Directors of “AVAX Societe Anonymes – Contracting – Touristic – Commercial – Industrial – Building Materials and Equipment”, operating under the trade name “AVAX SA”, (the “Company”), at its 03.06.2021 meeting, and in line with Law 4548/2020 (articles 125 & 126) and the Company Charter (article 15, paragraph 4), shareholders of the Company are invited to the Annual General Meeting on Thursday, 24.06.2021 at 13:30 which will be conducted remotely, either online via videoconference with no physical presence of shareholders or via mail voting, due to the extraordinary measures for preventing the spread of covid-19, to discuss and take decisions on the following agenda:

**AGENDA**

1. Approval of the Annual Financial Report, along with the Directors’ Report and the Auditors’ Review Report, for the 01.01.2020-31.12.2020 period
2. Approval of the appropriation of income for the 01.01.2020-31.12.2020 period and distribution of dividend
3. Submission to shareholders of the Annual Activity Report by the Audit Committee for 2020
4. Approval of overall Company administration for the 01.01.2020-31.12.2020 period according to article 108 of Law 4548/2018, and waiver of responsibility for compensation by the Auditors according to paragraph 1c of article 117 of Law 4548/2018
5. Election of new Board of Directors
6. Election of new Audit Committee, as per article 44, paragraph 1 of Law 4449/2017
7. Submission to shareholders of the Remuneration Report for 2020 for discussion and advisory vote
8. Approval of remuneration of Board Directors for the 01.01.2020-31.12.2020 period
9. Initial approval of remuneration of Board Directors for the 01.01.2021-31.12.2021 period
10. Election of Auditing Firm for auditing the Financial Accounts for the 01.01.2021-31.12.2021 period, and setting their remuneration
11. Approval of the Suitability Policy for members of the Board of Directors, as per article 3, paragraph 3 of Law 4706/2020
12. Inauguration of joint Remuneration and Nomination Committee for Board members, as per article 10, paragraph 2 of Law 4706/2020



13. Approval of programme for distribution of bonus shares to specific senior personnel and other employees of the Company, as well as business associates, as per article 114 of Law 4548/2018 and its amendments, and authorization of the Board of Directors.
14. Authorisation as per article 98, paragraph 1 of Law 4548/2018 and its amendments, to Board Directors and Company directors for participating in the Boards or management teams of companies with similar activities.
15. Approval of participation of the Company in other companies and joint ventures.
16. Other announcements.

In the event of failure to reach quorum in the assembly, shareholders are invited to a Repeat General Meeting on Thursday 01.07.2021 at 13:30 at the Company Headquarters with the same agenda, also to be conducted remotely, either online via videoconference or via mail voting.

It should be noted that no invitation to shareholders for the repeat general meeting will be published, as per article 130 of Law 4548/2018 and its amendments.

Taking into account the measures and instructions of the State for dealing with the consequences of the risk of spread of coronavirus Covid-19 and in accordance with the current Articles of Association, in conjunction with article 120, paragraph 3, and article 125 paragraph 1 of Law 4548/2018, the General Meeting of June 24, 2021 and any Repetition on 01.07.2021 will be conducted remotely in real time either by video conference or by letter voting, according to the more specific provisions of articles 125 and 126 of Law 4548/2018 .

More specifically:

#### **A. Shareholders eligible for participation and voting in the General Meeting**

Participation and voting rights to the 24.06.2021 Annual General Meeting are only granted to private investors or legal entities who are shareholders at the start of the fifth (5th) day prior to the assembly date, ie on 19.06.2021 ("Record Date").

The 19.06.2021 Record Date is also valid should a repeat assembly take place on 01.07.2021.

Shareholders eligible for participating in the Annual General Meeting and exercising their voting rights are those on Record Date appearing in the records of the Electronic Registry System of "Hellenic Exchanges SA" or those identified as such based on that date through official intermediaries or other intermediaries in accordance with pertinent legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and EU Regulation 2018/1212) and the Regulation for the Operations of the Greek Central Securities Depository (Gov.Gazette 8/1007/16.03.2021).

Proof of shareholder status may be provided by any legitimate means, and in any case based on information received by the Company up until the start of the Annual General Meeting from the Central Securities Depository or any of the afore-mentioned intermediary operators.

Shareholders may participate in the Annual General Meeting on the basis of confirmations or notifications described in Articles 5 and 6 of EU Regulation 2018/1212 and provided by the intermediary unless the Assembly refuses their participation for a good reason that justifies that decision in accordance with current regulations (article 19, paragraph 1 of Law 4569/2018, and article 124 paragraph 5 of Law 4548/2018).

Exercise of voting rights does not require impounding or any other action limiting the capacity to freely trade and transact on the shares during the time period between the record date and the assembly date.



Shareholders who do not comply with the deadline of article 128, paragraph 4 of Law 4548/2018 and its amendments, ie they do not submit by writing or electronic means their representation a minimum of 48 hours before the announced time of start of the general meeting, are eligible to participate in the general meeting, provided the assembly does not refuse their participation citing an important reason which justifies that decision.

**B. Remote participation and exercise of voting right  
in the General Assembly in real time via videoconference**

In order for shareholders to participate and vote in the Annual General Meeting of 24.06.2021 or its repeat session, which will take place remotely in real time via video conference without their physical presence, it is required to create and use an electronic account of the shareholder or any representative on the electronic platform developed by the Hellenic Stock Exchange Group for the provision of services for conducting General Meetings remotely in real time through video conferencing to listed companies on the website <https://axia.athexgroup.gr>.

The internet platform is provided by the Greek Central Securities Depository SA, while the video conference is conducted using WEBEX tools / services from Cisco Hellas SA.

To access the electronic platform, a PC or mobile smartphone/tablet is required, which has an internet browsing application (browser) installed and internet access.

To open the account on the above electronic platform, the shareholder or his representative is required to provide a valid e-mail address and mobile phone number.

In the event that upon entry to the electronic platform, the above data entered by the shareholder do not match the data registered in the Intangible Securities System and notified to the Company by the Greek Central Securities Depository SA, in the context of provision of shareholder identification services for remotely-held general shareholder meetings to listed companies, as per Decision #8 of the Board of Greek Central Securities Depository SA regarding "Technical terms and procedures for the provision of the Registry Service, Corporate & Other Related Transactions" as well as the form "Terms and conditions for remotely-held General Meeting of Shareholders", the shareholder must update and fill in missing details to create the account.

To this end, and to avoid malfunctions, the shareholders are requested to contact their securities account operator in the Athens Exchange's Dematerialised Securities System or other intermediary acting as custodian of the shareholder's securities, in order to disclose and / or update their valid email address and mobile phone number for identification purposes.

Further instructions for participation in the General Meeting by teleconference will be posted on the Company's website and will be sent by the Company via email to the shareholders who have completed the above procedure and are entitled to participate in the Ordinary General Meeting or any Repeat session.

Shareholders may contact the Company's Shareholder Service Department for any questions and information via email at [investor\\_relations@avax.gr](mailto:investor_relations@avax.gr) or by phone at 210-6375592 and 210-6375685, daily during business days and hours.

Also, starting from the publication of this invitation until the end of the General Meeting, there is a help desk providing information and support to shareholders and their representatives at 210-3366120, or by e-mail to [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).



Shareholders who will participate in the General Meeting through real-time teleconference, are taken into account for determining the quorum and the majority and will be able to effectively exercise their rights during the General Meeting.

Shareholders who have successfully connected to the online platform will be able to participate in the General Meeting via real-time video conferencing via a link that will be sent to them via email.

By activating the teleconferencing application (Cisco Webex) via the link at the beginning of the General Meeting, and through the online platform, shareholders will be able to:

- a) monitor by electronic or audiovisual means the conduct of the General Assembly,
  - b) speak and address the General Assembly orally during the General Assembly,
- while at the same time through the internet platform they will be able to:
- c) vote in real time during the General Meeting on the items on the agenda,
  - d) receive information on the registration of their vote.

### **C. Procedure for remote participation in voting conducted prior to the General Meeting (Mail Vote)**

I. Shareholders may participate remotely, either themselves or via their representatives, in the voting procedure on the General Meeting agenda, to be held PRIOR TO the General Meeting, according to the provisions of article 126 of Law 4548/2018. More specifically:

Shareholders wishing to participate remotely in the voting on the General Meeting agenda to be held PRIOR TO the General Meeting, may opt for one of the following options:

- a) Exercise the right to vote BEFORE the General Assembly through the electronic platform <https://axia.athexgroup.gr> on which they should previously create an account and be successfully registered, according to the procedure described under section "B", no later than 24 hours before the date of the General Meeting (ie no later than 13:30 on 23.06.2021).
- b) Fill in and send to the Company the "Voting Form" which has been posted at website [www.avax.gr](http://www.avax.gr) (Investor Relations - General Meetings section), signed and certified by a competent authority, to the Company's Shareholder Service Department at 16 Amarousiou-Halandriou Street, 151 25, Marousi, Greece, or digitally signed using a recognized digital signature (qualified certificate) by the representative or shareholder via e-mail to [investor\\_relations@avax.gr](mailto:investor_relations@avax.gr), at least 24 hours before the date of the General Meeting (ie no later than 13:30 on 23.06.2021).
- c) Participate making use of certificates or notifications described in Articles 5 and 6 of EU Regulation 2018/1212 and provided by intermediaries.

Shareholders who vote prior to the General Meeting according to the above procedure are included in the calculation of the vote quorum and majority only if the relevant votes have been received by the Company no later than 13:30 on 23.06.2021.

II. Please note that shareholders who wish to appoint representatives to participate remotely in the voting on the General Meeting agenda, to be held PRIOR TO the General Meeting, may appoint up to one representative, whose appointment must be carried out a minimum of 48 hours before the date of the meeting of the General Meeting (ie no later than 13:30 on 22.06.2021), as specifically mentioned below under section "D II".



Beyond this deadline, it is not possible to participate through a representative in the voting that will take place PRIOR TO the General Assembly.

III. In case of lack of quorum, as per the Law and the Company Charter, regarding the discussion and decision on the above agenda on 24.06.2021, the right to participate remotely by mail voting in the Repeat General Meeting of Thursday 01.07.2021 at 13:30 need be renewed ahead of the Repeat General Meeting, in the following ways:

- a) Exercising again the right to vote PRIOR TO the General Assembly through the electronic platform <https://axia.athexgroup.gr> on which shareholders should previously create an account and be successfully registered, according to the procedure described under section "B", during the period from 25.06.2021 at noon and no later than 24 hours before the date of the Repeat General Meeting (ie no later than 13:30 on 30.06.2021).
- b) Filling in and sending to the Company a new "Voting Form" which will be posted at website [www.avax.gr](http://www.avax.gr) (Investor Relations - General Meetings Section), signed and certified by a competent authority, to the Company's Shareholder Service Department at 16 Amarousiou-Halandriou Street, 151 25, Marousi, Greece, or digitally signed using a recognized digital signature (qualified certificate) by the representative or shareholder via e-mail to [investor\\_relations@avax.gr](mailto:investor_relations@avax.gr), at least 24 hours before the date of the Repeat General Meeting (ie no later than 13:30 on 30.06.2021).
- c) Participate making use of certificates or notifications described in Articles 5 and 6 of EU Regulation 2018/1212 and provided by intermediaries.

Shareholders who vote prior to the Repeat General Meeting according to the above procedure are included in the calculation of the vote quorum and majority only if the relevant votes have been received by the Company no later than 13:30 on 30.06.2021.

IV. For remote participation to the voting prior to any Repeat General Meeting on 01.07.2021, shareholders who did not appoint a representative at the initial Annual General Meeting or shareholders wishing to replace the representative already appointed, may appoint up to one (1) representative, whose appointment must be made at least 48 hours before the date of the meeting of the Repeat General Meeting (ie no later than 13:30 on 29.06.2021), as described below under section "D II".

Beyond this deadline, it is not possible to participate through a representative in the voting that will take place PRIOR TO the Repeat General Assembly.

Shareholders may contact the Company's Shareholder Service Department for any questions and information via e-mail at [investor\\_relations@avax.gr](mailto:investor_relations@avax.gr) or by phone at +30 210 6375592 and 6375685, daily during business days and hours.

Shareholder should confirm the successful sending of the "Letter of Voting Form" and its receipt by the Company, and for this purpose may call 210-6375685, 210-6375592 (Shareholder Service Department).

The Company has a form for the remote participation in the voting that takes place prior to the General Meeting (letter voting form).



#### **D. PROCEDURE FOR PARTICIPATING AND VOTING BY REPRESENTATIVE (PROXY)**

All shareholders are eligible for participating and voting in the general meeting. Participating shareholders may vote in person or via proxy. Every shareholder may appoint up to three proxies. Should a shareholder hold shares in more than one investor account, this does not limit the shareholder from appointing different representatives for each investor account in a General Meeting. Proxy appointments are freely callable. Proxies acting on behalf of more than one shareholder may vote differently for each shareholder.

Legal entities participate in the general meeting via their lawful representatives.

Shareholders may appoint a proxy for one of more general meetings and for a given time period. Proxies vote according to the instructions of the shareholder, if provided at all, and are required to keep a record of those instructions for a minimum of one year from the general meeting date, or in the event of its postponement, from the date of the last repeat general meeting which the proxy appointment form was used. Should a proxy deviate from the instructions received, this does not undermine the status of the decisions taken by the general meeting, even if that proxy's vote was critical for achieving majority.

Company shareholders with more than one investor account are not restricted from appointing different proxies for each account towards a general meeting. Proxy appointments are freely callable.

According to article 128, paragraphs 4 and 5 of Law 4548/2018 and its amendments, proxies should disclose to the company prior to the start of a general meeting any specific event which may be used by shareholders to assess the risk that the proxy acts against the interests of the shareholder who appointed him/her. In the context of this paragraph, conflict of interest may arise, particularly if the proxy:

1. is a shareholder controlling the Company, or is an entity controlled by that shareholder
2. is a member of the Board of Directors of the Company, or a senior director, or a controlling shareholder, or a director to an entity controlling the Company or other entity which controls the Company
3. is an employee or certified auditor of the Company or a shareholder controlling the Company or other entity which is in turn controlled by the controlling shareholder
4. is a spouse or relative up to first degree of a person referred to in cases 1 to 3 above.

According to article 128, paragraph 4 of Law 4548/2018 and its amendments, the appointment and revocation or replacement of a shareholder proxy or representative is implemented in writing or by electronic means and submitted to the Company at least 48 hours prior to the date of the general meeting.

In particular, remote participation in real time by videoconference or other electronic means, without physical presence of shareholders through proxies in the General Meeting scheduled for 24.06.2021 or any Repeat assembly, each Shareholder or securities account operator in the Athens Exchange's Dematerialised Securities System or other intermediary acting as custodian to the shareholder, may appoint up to one (1) proxy, whose appointment must be concluded a minimum of 48 hours prior to the scheduled date of the General Meeting (ie until 22.06.2021 at 13:30 for the initial assembly and until 29.06.2021 at 13:30 for any repeat meeting).

Upon receipt of the above information from the Company, and based on the e-mail address and the mobile phone number of the representative, as stated in the proxy appointment form, the Company creates the account of the representative on the electronic platform, notifying the



representative via e-mail in order to activate his account to enable the exercise of shareholder rights, in accordance with the information mentioned under sections “B” and “C”.

The Company has drafted the following documents:

- a) for the appointment of a representative for remote, real-time participation in the General Meeting on 24.06.2021 via video-conference
- b) for the appointment of a representative for voting on the agenda of the General Meeting prior to the assembly

Those documents are available to shareholders in paper form at the Company's Shareholder Service at 16 Amarousiou-Halandriou Street in Marousi, Greece (tel +30 210 6375685 and 6375592) and in electronic form at website address [www.avax.gr](http://www.avax.gr) and more specifically in the Investor Relations > General Meetings Section.

The forms are to be submitted filled in, signed and certified for the authenticity of the signature to the Shareholder Service Department of the Company at Amarousiou-Halandriou Street in Marousi, Greece (tel +30 210 6375685 and 6375592), or digitally signed using certified digital signature (qualified certificate) by the representative or shareholder via e-mail to [investor\\_relations@avax.gr](mailto:investor_relations@avax.gr), at least forty eight (48) hours prior to the scheduled date of the General Meeting. Shareholders are invited to ensure confirmation of successful transmission of the representative appointment form and its receipt by the Company's Shareholder Service Department, telephones: +30 210 6375685 and 6375592, or at e-mail address [investor\\_relations@avax.gr](mailto:investor_relations@avax.gr).

#### **E. Deadlines for exercising Minority Shareholder Rights, as per article 141 of Law 4548/2018**

1. Following a petition by shareholders representing 1/20 of the share capital, the Board of Directors is required to invite shareholders to an extraordinary general meeting no longer than 45 days from the date on which the petition was served to the Board Chairman. The petition must include the agenda items. Should the Board of Directors not invite shareholders to a general meeting within 20 days from the date the petition was handed to the Board Chairman, the petitioning shareholders may proceed to the invitation by means of a restraining order issued by court, charging all expenses to the Company. The court order will include the time and venue of the meeting, as well as the agenda. The order cannot be dismissed by means of other legal action. The Board of Directors invites shareholders to the general meeting according to the general legal provisions or making use of article 135 of Law 4548/2018 and its amendments, unless the petitioning shareholders have ruled out this option.

2. Following a petition by shareholders representing 1/20 of the share capital, the Board of Directors is required to append items to the agenda of a general meeting for which the invitation has already been published, provided the petition has been submitted to the Board of Directors at least 15 days prior to the assembly date, ie until 09.06.2021. The petition to append items on the agenda should include a justification or a draft decision for approval by the general meeting, and the revised agenda must be published in a similar way to the initial agenda a minimum of 13 days prior to the assembly date, ie until 11.06.2021. It should simultaneously be posted on the Company website, along with the justification or the draft decision for approval, as per paragraph 4 of article 123 of Law 4548/2018 and its amendments. In the event of failure to publish those documents, the petitioning shareholders may request the postponement of the general meeting,



according to paragraph 5 of article 141 of Law 4548/2018 and its amendments, and proceed to their publication themselves, at the expense of the Company.

3. Shareholders representing 1/20 of the share capital are eligible for submitting draft decisions for approval by the general meeting on items included in the initial or any revised agenda. The relevant petition should be served to the Board of Directors a minimum of 7 days prior to the assembly date, ie up to 17.06.2021. The draft decisions should be made available to shareholders, as per paragraph 3 of article 123 of Law 4548/2018 and its amendments, a minimum of six days prior to the assembly date, ie up to 18.06.2021.

4. Following a request by any shareholder, submitted to the Company at least 5 days prior to the assembly date, ie until 18.06.2021, the Board of Directors is required to inform shareholders at the general meeting regarding the Company's business affairs, as long as they are relevant to the agenda of the assembly. The Board is not required to provide information already available at the company website, especially when appearing in a question-and-answer format. Furthermore, upon a petition by shareholders representing 1/20 of the share capital, the Board of Directors is required to disclose to shareholders at the general meeting, provided it is the ordinary annual assembly, the remuneration of each member of the Board and other senior managers in the last two years, as well as any other benefits provided to those persons for any reason or stemming from a contract with the Company. For all of the afore-mentioned cases, the Board of Directors may refuse to provide this information citing a significant reason, which must be recorded at the assembly minutes. Such reasons may include the representation of the petitioning shareholders in the Board of Directors, according to articles 79 or 80 of Law 4548/2018 and its amendments. The Board of Directors may chose to respond with a unified answer to separate shareholder petitions with the same content.

5. Following a petition by shareholders representing 1/20 of the share capital, which is submitted to the Company within the deadline cited in the previous paragraph of this document, the Board of Directors is required to provide information to shareholders at the general meeting regarding the Company's business activity and assets. The Board of Directors may refuse to provide this information citing a significant reason, which must be recorded at the assembly minutes. Such reasons may include the representation of the petitioning shareholders in the Board of Directors, according to articles 79 or 80 of Law 4548/2018 and its amendments, as long as the respective Board members have been adequately informed of the matter.

6. For all cases included in paragraphs 5 and 6 of this document, any dispute relating to the refusal of the Board of Directors to provide information will be resolved by court decision during the process of issue of restraining order. Such order forces the Company to provide the information it refused to give to shareholders. The restraining order cannot be dismissed by means of other legal action.

7. Following a petition by shareholders representing 1/20 of the share capital, decisions on one or more items on the agenda are taken by means of an open voting procedure.

8. As long as the regulations for protection of personal data are observed, and the Corporate Charter permits it, any shareholder may request the full registry of Company shareholders including the name, residential address and number of shares held by each shareholder. The Company is not required to disclose information on shareholders owning less that 1% of its share capital.

9. In all cases provided for by article 141 of Law 4548/2018 and its amendments, the petitioning shareholders ought to prove their shareholder status, and except for the cases





relating to the first unit in paragraph 6 of this document, the number of shares owned at the time of exercising their shareholder rights. This means of proof includes the impounding of their shares, according to paragraph 2 of article 124 of Law 4548/2018 and its amendments. Proof of shareholder status may be provided by any legitimate means, especially through the shareholder records sent to the Company by the Central Securities Depository and its intermediary operators.

Further details regarding minority shareholder rights and the terms of their exercise are available at the Company website [www.avax.gr](http://www.avax.gr)

#### **F. Available documents and information**

The information included in paragraphs 3 and 4 of article 123 of Law 4548/2018 and its amendments, including the invitation to the general meeting, the total number of shares and voting rights outstanding on the date of publication of the invitation, the forms for proxy voting and mail voting, all documents submitted to the general meeting, draft decisions on the agenda items, as well as information regarding the exercise of voting rights by minority shareholders, as per paragraphs 2,3,6,7 of article 141 of Law 4548/2018 and its amendments, are available in electronic form at the company website [www.avax.gr](http://www.avax.gr) in the Investor Relations > General Meetings section, and in paper form at the Company's Shareholder Service at 16 Amarousiou-Halandriou Street in Marousi, Greece (tel +30 210 6375685 and 6375592).

**Marousi, June 03, 2021**  
**The Board of Directors**