

## INVITATION

**to the Ordinary General Assembly to the Shareholders**

of the Societe Anonyme under the corporate name

**“Commercial, Industrial and Representation of Machinery and Parts and Shipping Company ELTRAK S.A.”**

and the distinctive title

**ELTRAK SA**

**Commercial Registry Number (GEMI) 341201000**

As resolved by the Company’s Board of Directors on August 14<sup>th</sup>, 2019, in accordance with Law 4548/2018 and article 9 of the Company’s Articles of Association, the shareholders of the Societe Anonyme under the trade name **“Commercial, Industrial and Representation of Machinery and Parts and Shipping Company ELTRAK S.A.”** and the distinctive title **“ELTRAK S.A.”** are invited to the Ordinary General Assembly, to be held on **Friday, September 6<sup>th</sup> 2019, at 10 a.m, at the Company’s registered seat, in Kifissia of Attica., at 15, Thivaidos & Korneliou Str.**, with the following agenda:

### ITEMS OF THE AGENDA

1. Submission and Approval of the Company’s Financial Statements of the 36<sup>th</sup> Financial Year (1.1.2018 - 31.12.2018), including Management’s and the Statutory Auditor Reports.
2. Submission and Approval of the Consolidated Financial Statements of the 22nd Financial Year (1.1.2018- 31.12.2018), including Management’s and the Statutory Auditor Reports.
3. Approval of the overall management of the Company by the Board of Directors and release of the Statutory Auditor of the Company from any liability for compensation for the Financial Year (1.1.2018 - 31.12.2018)
4. Approval of the remuneration and compensation granted to Members of BoD for the 36<sup>th</sup> Financial Year 1-1-2018 / 31-12-2018 and pre-approval of the amounts to be paid to Directors for the current financial year till the next Ordinary GA
5. Election of auditors for the Financial Year 1.1.2019 - 31.12.2019 and determination of their fee.
6. Announcement and approval of the replacement of members of the BoD and the Audit Committee effected by virtue of the decisions of the Board dated July 18th and July 19th.
7. Appointment of independent members of the Board of Directors.
8. Appointment of Audit Committee.
9. Distribution of Profits
10. Various announcements

Moreover, according to the above resolution of the Board of Directors, in

case no quorum is achieved, the shareholders of the Company are invited to an iterative Assembly on Friday, September 20<sup>th</sup>, 2019 (i.e. after 5 days at least from the initial meeting) at 10 a.m. at the same place as above, with the same.

It is noted that according to article 130 of Law 4548/2018, no invitation shall be published for the above iterative Assembly.

According to article 121 par. 4 of Law 4548/2018, the Company informs the Shareholders as follows:

#### **Right to participate in the General Assembly**

The right to participate at the Ordinary General Assembly (initial and iterative) is held by any individual or legal entity who appears as a shareholder at the beginning of the fifth (5<sup>th</sup>) day prior to the Ordinary General Assembly date of September 6<sup>th</sup>, 2019, i.e. on September 1<sup>st</sup>, 2019 (Record Date). The same record date also applies for any postponed or iterative general Assemblies, as long as the postponed or iterative general Assembly does not take place more than thirty (30) days later that record date. In the event that this does not hold true, or a new invitation to shareholders for an iterative General Assembly is published, shareholders on the third day prior to the date of the postponed or iterative shareholders' Ordinary General Assembly are eligible for participation in the Ordinary General Assembly. The proof of the capacity to act as a shareholder may be evidenced by any legal means and in any case, on the basis of information received by the Company from the records of the organization in which the transferable securities of the Company are registered (i.e. DEMATERIALIZED SECURITY SYSTEM (DSS) managed by the HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. (HELEX)). The exercise of the rights to participate does not require the previous blocking of the shareholders' shares or any other similar procedure, which restricts the sale and transfer thereof during the period between the record date and the date of the Ordinary General Assembly.

In the event of a first iterative Ordinary General Assembly on September 20<sup>th</sup>, 2019, the status of shareholder must exist on September 1<sup>st</sup>, 2019 (Record Date), i.e. at the beginning of the fifth (5<sup>th</sup>) day before the date of the initial Annual General Assembly of September 6<sup>th</sup>, 2019, in accordance with the provisions of article 124 par. 6 of Law 4548/2018..

#### **PROXY VOTING PROCEDURE**

Eligible shareholders may participate in the Annual General Assembly in person or by duly authorized proxy. Each shareholder may appoint up to three (3) proxies according to para. 4 of article 128 of Law 4548/2018. Legal entities participate in the Annual General Assembly via their legal representatives.

A draft proxy for shareholders is available a/ as hard copy from at Company's seat at N. Kifissia (15, Thivaidos & Korneliou Street, tel.: 210-8196800 fax: 210-8000618) b/ in electronic form on the Company's website ([www.eltrak.gr](http://www.eltrak.gr)).

The completed and signed proxy statement must be submitted at the Company's Investor Relations Office, at the above address, at least forty-eight (48) hours prior to the date of the Annual General Assembly.

The Articles of Association of the Company do not allow participation in a General Assembly via electronic means or remote voting, by mail or through electronic means, the shareholders, without Shareholders' physical presence nor notification of the proxy's appointment or revocation thereof. A proxy holder who represents more than one shareholder may vote differently for each shareholder

A shareholder's proxy is required to notify the Company, prior to the General Assembly, of any specific facts that may be useful to the shareholders in assessing any potential risk that the proxy holder may serve other interests, besides the interests of the Shareholder. A conflict of interest may arise especially when the proxy holder is:

- a. a controlling shareholder of the Company or is a different legal entity controlled by such shareholder,
- b. a member of the Board of Directors or the management of the Company in general, or controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company,
- c. an employee or a statutory auditor of the Company or controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company,
- d. is a spouse or a first-degree relative with the individuals mentioned in cases a) to c) above

#### **SHAREHOLDERS' MINORITY RIGHTS**

According to the provisions of para. 2, 3, 6 and 7 of article 141 of Law 4548/2018, the Company informs the Shareholders that:

Shareholders representing 1/20 of the paid-up share capital of the Company are entitled to request the Board of Directors to include additional items on the agenda of the General Assembly, following a request received by the Board of Directors at least fifteen (15) days prior to the General Assembly. The request for the inclusion of additional items on the agenda for the General Meeting must be accompanied by a reasoning or a draft of resolution to be approved by the General Assembly, according to article 141 par. 2 of Law 4548/2018.

Shareholders representing 1/20 of the paid-up share capital of the Company are entitled to request from the Board of Directors to submit drafts of

resolutions for each of the items on the initial or the revised agenda, according to article 141 par. 3 of Law 4548/2018, following an application that must be received by the Board of Directors at least seven (7) days prior to the General Assembly. The Board of Directors must make these available to the shareholders at least six (6) days prior to the General Assembly.

Any shareholder may request, no later than five (5) full days prior to the General Assembly, the Board of Directors to provide to the General Assembly specific information relating to the Company, to the extent that such information is useful for the actual assessment of the items on the agenda. The Board of Directors is entitled to issue one single response for the shareholders' request having the same content. The Board of Directors is not obliged to provide information when the relevant information is already available to the Company's website. Furthermore, shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors to disclose to the General Assembly the amounts paid to each member of the Board of Directors or to the Company's managers during the last two years, as well as any other benefits granted to such persons under any contract between them and the Company or on any other basis.

Shareholders representing 1/10 of Company's paid-up share capital may request, no later than five (5) full days prior to the General Assembly, the Board of Directors to provide to the General Assembly information regarding the conduct of the Company's affairs and its financial condition.

In order to exercise any right mentioned in the present invitation, a shareholder is required to submit proof of its capacity as a shareholder and of the number of shares it holds at the time of exercising such right. Proof of the shareholder status may be provided through all legitimate means, especially through the shareholder record updates sent to the Company by of the organization in which the transferable securities of the Company are kept.

#### **Available Documents and Information**

This invitation, drafts of the resolutions for each of the items of the agenda to be proposed by the Board of Directors, as well as the other documents to be submitted to the General Assembly and the other information provided in para. 3 and 4 of article 123 of Law 4548/2018 are available on the Company's website: ([www.eltrak.gr](http://www.eltrak.gr)). Such documents are also available to shareholders in hard copy at Company's central offices (in Kifissia of Attica., at 15, Thivaidos & Korneliou Str. tel.: 210-8196800 fax: 210-8000618)

**Kifissia August 14<sup>th</sup>, 2019**