

***FF GROUP***

***General Commercial Register Number: 3027701000***

***(Former number of Société Anonyme Registry: 14216/06/B/86/06)***

**INVITATION**

***To the Shareholders of the Société Anonyme with the trade name  
“FOLLI-FOLLIE COMMERCIAL MANUFACTURING AND TECHNICAL  
SOCIÉTÉ ANONYME” and the distinctive title “FF GROUP”  
to an Ordinary General Meeting (fiscal year 1.1.2018 - 31.12.2018)***

Pursuant to a decision of the Board of Directors of the société anonyme with the trade name “**FOLLI FOLLIE COMMERCIAL MANUFACTURING SOCIETE ANONYME**” and the distinctive title “**FF GROUP**” (hereafter the “**Company**”), which was made during its meeting on 16.8.2019, the Shareholders of the Company are invited to an Ordinary General Meeting, which will take place on **Tuesday, 10 September 2019, at 3:00 p.m.**, at the Company’s headquarters at Agios Stefanos, 23<sup>rd</sup> km. Athens-Lamia Highway, to discuss and decide on the following items:

**ITEMS OF THE AGENDA:**

- 1. Approval of the annual corporate and consolidated financial statements for the financial year of 1.1.2018 - 31.12.2018**
- 2. Approval of the overall administration of the Company during the fiscal year 1.1.2018 - 31.12.2018, and discharge of the members of the Board of Directors and the Chartered Auditor - Accountant from any liability for said fiscal year**
- 3. Election of the regular and the substitute Chartered Accountant - Auditor for the fiscal year 2019 and determination of their remuneration for such fiscal year**
- 4. Approval of all kinds of remuneration and compensation of the members of the Board of Directors paid during the fiscal year 2018**
- 5. Various announcements, approvals and decisions.**

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda, is not obtained during the meeting of 10.09.2019, the shareholders are invited to the A' Repetitive General Meeting, on Monday, 30.9.2019, at 3.00 p.m. at the Company's headquarters, in Agios Stefanos Attica, 23<sup>rd</sup> km. of the National Road Athens-Lamia, without publishing a new invitation. The items of the agenda of the possible A' Repetitive Meeting will be the above mentioned.

Pursuant to articles 124, 128 and 141 of Law 4548/2018 regarding "Reforming the law of sociétés anonymes", as amended and in force, the Company informs the shareholders for the following:

#### **A. RIGHT TO PARTICIPATE IN THE GENERAL ASSEMBLY**

Any person appearing as shareholder in the records of the Dematerialized Securities System administered by "Hellenic Central Securities Depository S.A." (the "HCS D"), which is the Central Securities Depository providing registry services in the sense of para. 6 of article 124 of L. 4548/2018, is entitled to participate at the General Meeting. The status of shareholder may be evidenced by any lawful means and, in any case, based on the update received by the Company from HCS D. Shareholding status must be effective at the beginning of the fifth (5<sup>th</sup>) day prior to the date of the General Meeting, i.e. on 05.09.2019 ("**Record Date**").

The Record Date applies in the case of an adjourned or repetitive general meeting, provided that the adjourned or reiterated general meeting does not take place later than thirty (30) days from the Record Date.

Only persons with shareholding status on the respective Record Date are deemed vis-à-vis the Company to be entitled to participate and vote at the General Meeting. Shareholders who fail to comply with the deadline of para. 4 of article 128 of L. 4548/2018, i.e. who do not submit in writing the appointment of proxies or representatives to the Company at least forty eight (48) hours before the scheduled date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

The exercise of these rights does not require blocking of the beneficiary's shares or compliance with any other procedure restricting the ability to sell and transfer same during the period between the Record Date and the date of the General Meeting.

## **B. PROCESS FOR EXERCISING VOTING RIGHTS BY PROXY**

A shareholder may participate in the General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder holds shares in the Company, which are held in more than one investor securities account, such restriction does not prevent the shareholder from appointing different proxies for the shares in each investor account in relation with the General Assembly. A proxy acting on behalf of more than one shareholder may vote differently for each shareholder.

A shareholder proxy must notify to the Company, before the start of the General Meeting, any specific event which may be useful to shareholders, in order to assess the risk of the proxy serving interests other than those of the shareholder. In the sense of this paragraph, a conflict of interest may particularly arise when a proxy is:

- a) a shareholder exercising control of the Company, or other legal person or entity controlled by that shareholder;
- b) a member of the board of directors or generally of the management of the Company or shareholder exercising control of the Company, or other legal person or entity controlled by that shareholder, which exercises control of the Company;
- c) an employee or a certified auditor of the Company or a shareholder exercising control of the Company, or other legal person or entity controlled by that shareholder, which exercises control of the Company;
- d) a spouse or a first-degree relative with one of the individuals referred to under (a) through (c) above.

The appointment and revocation of a shareholder proxy and the revocation or replacement of a representative or a proxy are made in writing (as mentioned immediately below) and filed with the Company at least forty-eight (48) hours prior to the scheduled date of the General Meeting.

The form that may be used for the appointment of a proxy is available at the Company's website ([www.ffgroup.com](http://www.ffgroup.com)). Such form must be filed, filled-in and signed by the shareholder, with the Company's Investor Relations Department at: Agios Stefanos, 23<sup>rd</sup> km of the Athens-Lamia National Road, or sent by facsimile: +30 210-6241100, at least **forty-eight hours (48)** prior to the date of the General Meeting. Beneficiaries are responsible for confirming the successful dispatch of the proxy form and the receipt thereof by the Company, by calling the following number: +30 210 6241141 (Mrs. Mantalena Kasidiaropoulou).

### **C. MINORITY SHAREHOLDER RIGHTS**

Pursuant to Article 121 paragraph 4 of Law 4858/2018 regarding "Reforming the law of sociétés anonymes", we notify the Shareholders of the rights, to which (among others) they are entitled and which are provided by article 141 paragraphs 2, 3, 6 and 7 of L. 4548/2018:

**Paragraph 2 of article 141 of L. 4548/2018:** At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the company's board of directors is obliged to include additional items in the General Meeting's agenda, if the relevant request is received by the board of directors at least fifteen (15) days prior to the General Meeting, i.e. by 26 August 2019. The request for including additional items in the agenda is accompanied by a justification or a draft decision to be approved by the General Meeting, and the revised agenda is published in the same manner as the previous agenda thirteen (13) days prior to the date of the General Meeting and is also made available to the shareholders at the Company's website, along with the justification or draft decision submitted by the shareholders in accordance with article 123 paragraph 4 of law 4548/2018, as amended and in force. If these items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting, pursuant to article 141 para. 5 of law 4548/2018, as amended and in force, and to proceed with the publication themselves, as provided in the second sentence of this paragraph, at the expense of the Company.

**Paragraph 3 of article 141 of L. 4548/2018:** Shareholders representing one twentieth (1/20) of the paid-up share capital, are entitled to submit draft decisions on items included either on the original or any revised agenda of the General Meeting. The

relevant request should be received by the Board of Directors at least seven (7) days prior to the date of General Meeting, i.e. by 3 September 2019, and the draft decisions become available to the shareholders in accordance with article 123 paragraph 3 of law 4548/2018, as amended and in force, at least six (6) days prior to the date of General Meeting, i.e. by 4 September 2019.

**Paragraph 6 of article 141 of L. 4548/2018:** At the request of any shareholder, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by 5 September 2019, the Board of Directors shall provide the General Meeting with information relating to the Company's corporate affairs, to the extent such information is relevant to the items of the agenda. There is no obligation to provide information, when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Additionally at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the General Meeting, if it is the ordinary annual one, the amounts that were paid to each member of the Board of Directors or to the managers of the Company during the last two years, as well as any benefit to such persons for whichever cause or any contract of the Company with them. In all the above cases, the Board of Directors may refuse to provide the information for sufficient due reason, to be recorded in the minutes. Such a reason may be, as applicable, the representation of the requesting shareholders in the Board of Directors, in accordance with Articles 79 or 80 of law 4548/2018, as amended and in force. In the cases of the present paragraph, the Board of Directors may answer once to shareholder requests having the same content.

**Paragraph 7 of article 141 of L. 4548/2018:** At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by 5 September 2019, the Board of Directors must provide the General Meeting with information relating to the corporate affairs and the financial position of the Company. The Board of Directors may decline to provide the information for sufficient due reason, to be recorded in the Minutes. Such reason may be, as the case may be, the representation of the requesting shareholders in the Board of Directors, in accordance with Articles 79 or 80 of L. 4548/2018, provided that the respective members of the Board of Directors have received the relevant information in a sufficient manner.

Respective dates for the exercising of the minority shareholder rights apply to the Repetitive General Meeting.

In all the cases above, requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first sentence of paragraph 6 of article 141 I. 4548/2018, the number of shares they possess during the exercise of the relevant right. The status of shareholder may be evidenced by any lawful means and, in any case, based on the update received by the Company from HCSD.

Detailed information regarding the minority shareholder rights and the terms for enforcing same are available at the Company's website ([www.ffgroup.com](http://www.ffgroup.com)).

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

This invitation, the total number of shares and voting rights that these shares incorporate, the documents to be submitted to the General Meeting, the draft decisions or the Board's comments for each item of the proposed agenda, the forms for the appointment of proxy and the information relating to the enforcement of minority rights (pursuant to article 123 paragraph 3 of law 4548/2018), are available in electronic form at the company's website [www.ffgroup.com](http://www.ffgroup.com) and will also be available in hard copy at the office of the Investor Relations Department at: Agios Stefanos, Attika, 23rd km of Athens-Lamia National Road. Any draft decisions proposed by shareholders, pursuant to article 141 paragraph 3 of Law 4548/2018, will become available immediately upon their receipt by the Company.

**Agios Stefanos, 16.8.2018**

**THE BOARD OF DIRECTORS of «FOLLI-FOLLIE COMMERCIAL  
MANUFACTURING AND TECHNICAL SOCIETE ANONYME»**