

## INVITATION

(According to article 121 par. 4 of the law 4548/2018)

Of the shareholders of the company “**PLAISIO COMPUTERS SA**”, to annual Ordinary General Assembly  
G.E.MH No. 121561160000

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The Board of Directors of the Company “**PLAISIO COMPUTERS SA**” (from now on “**The Company**”), invites according to the law and the Articles of Association of the Company the shareholders of the Company to annual Ordinary General Assembly on **Thursday, May 23<sup>rd</sup> 2019, at 17:00**, at the Headquarters of the Company in Magoula Attica (Thesi Skliri, Exit no 2 of the Attica Road), in order to discuss and take decisions on the following matters of the Agenda:

**Issue 1st:** Submission and approval of the Annual Financial Report of the Group and the Company of the 30<sup>th</sup> corporate year 2018 (1.1.2018-31.12.2018) and the relevant Financial Statements for the Group and the Company and the Reports of the Board of Directors and of the Chartered Auditors.

**Issue 2nd:** Approval of the distribution of profits for the year 2018 (01.01.2018-31.12.2018), decision to distribute dividend and provision of the necessary authorizations.

**Issue 3rd:** Approval of the overall management of the Members of the Board of Directors and discharge of the Company’s Auditors from all compensation liabilities regarding their activities during the 30th fiscal year ended 31.12.2018 (1.1.2018-31.12.2018), as well as for the current Annual Financial Statements.

**Issue 4th:** Election of one (1) Regular and one (1) Substitute Chartered Auditor-Accountant from the Board of Chartered Auditors for the corporate year 2019 (01.01.2019-31.12.2019) and determination of their remuneration.

**Issue 5th:** Adoption and approval of remuneration policy according to the provisions of the articles 110 and 111 of c.l. 4548/2018.

**Issue 6th:** Approval of the remunerations of the members of the Board of Directors of the Company for their services and determination of their new remunerations.

**Issue 7th** Consent to the members of BoD and to the management of the Company to act in line with the objectives of the Company, and to participate in the management of companies that have similar objectives to the ones of the Company according to article 98, par. 1 of c.l. 4548/2018.

**Issue 8th:** Approval of share buyback program via the Athens Stock Exchange according to the article 49 of c.l. 4548/2018, as it is in force today, and provision of the related empowerments.

**Issue 9th:** Amendment and fulfilment 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 force, according to the provision of article 183 of the aforementioned law.

**Issue 10th:** Other issues and announcements.

According to articles 121, par. 4, 124 and 128 of the law 4548/2018, as it is currently in force, the Company informs the shareholders of the following:

#### **A. RIGHT TO PARTICIPATE AND VOTE IN THE ORDINARY GENERAL ASSEMBLY**

Each share bears one (1) voting right. Any person appearing as a shareholder of the Company's ordinary shares in the registry of the Dematerialized Securities System ("DSS") managed by Hellenic Exchanges S.A. ("HELEX"), has the right to participate in the Annual General Assembly.

The shareholder's capacity must exist at the start of **18.05.2019 ("Record Date")**, i.e. the fifth (5th) day before the date of the annual Ordinary General Assembly on 23.05.2019.

Proof of shareholder's capacity can be verified by any legal way and in any case by the information received by the Company from the Central Securities Depository provided it provides registry services or through the participants and registered intermediaries in the Central Securities Depository in any other case. Only those who have shareholder's capacity on the said Record Date shall have the right to participate and vote at the General Meeting.

The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the General Meeting.

#### **B. MINORITY SHAREHOLDERS' RIGHTS**

a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the company is required to include in the agenda of the ordinary General Assembly additional items, if the relevant request is communicated to the Board by **08.05.2019, i.e. at least fifteen (15) days before the date of the Annual General Meeting**. The request for additional items must be accompanied by a justification or a draft resolution to be approved by the General Assembly and the revised Agenda should be published in the same way as the previous Agenda, on **10.05.2019, i.e. thirteen (13) days before the date of the above General Assembly** and at the same time will be released on the Company's website (see below), along with the justification or the draft decision submitted by shareholders in accordance with article 123 par. 4 of c.l. 4548/2018.

b) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the company's Board of Directors discloses to the shareholders in accordance with article 123 par. 3 of c.l. 4548/2018, by **17.05.2019 at the latest i.e. at least six (6) days before the date of the Annual General Assembly**, any draft resolutions on the items included in the initial or revised agenda, provided that the request is

communicated to the Board by **16.05.2019 i.e. at least seven (7) days before the date of the Annual General Meeting.**

c) At the request of any shareholder submitted to the Company by **17.05.2019, i.e. at least five (5) full days before the General Assembly,** the Board of Directors is obligated to provide to the General Assembly the requested specific information regarding the affairs of the Company, only if the information is relevant to the items of the Agenda of the General Assembly.

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. In addition upon 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 Assembly, the amounts, of the last two fiscal years, that were paid to each member of the Board Of Directors or to the Managers of the Company, as well as every benefit towards these persons and contracts with them. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes.

d) At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is communicated to the Company by **17.05.2019, i.e. at least five (5) full days before the General Assembly,** the Board of Directors is obligated to provide to the General Assembly the requested information regarding the Corporate Affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes.

e) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the voting procedure in an issue or issues of the Agenda is acting by open vote.

In all aforementioned cases the shareholders must demonstrate their capacity and the number of shares they own in order to exercise the relevant voting right, except the case of article 141, par. 6 of c.l. 4548/2018. Proof of shareholder's capacity can be verified by any legal way and in any case by the information received by the Company from the Central Securities Depository provided it provides registry services or through the participants and registered intermediaries in the Central Securities Depository in any other case.

### **C. PROCEDURE FOR PROXY VOTING**

Shareholders may participate in the Annual General Assembly and vote either in person or by proxy. Each shareholder, individual, may appoint up to three (3) proxies for the General Meeting. Legal entities may take part in the Annual General Assembly by appointing as proxies up to three (3) individuals. In cases where a shareholder owns Company shares that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

Before the commencement of the General Meeting, the proxy must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder. A conflict of interest may arise in particular when the proxy:

- a) is a controlling shareholder of the Company or is another controlled entity by such shareholder;
- b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder or a controlled entity by such shareholder;
- c) is an employee or an auditor of the Company, or of a controlling shareholder or a controlled entity by such shareholder;
- d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.

A proxy is appointed or revoked in written and is disclosed to the Company also in the same manner, at least forty eight (48) hours prior to the date of the annual Ordinary General Meeting.

The Company has made available in its website ([www.plaisio.gr](http://www.plaisio.gr)), the form that is used to appoint a proxy. This form is deposited completed and signed by the shareholder in Magoula Attica (Thesi Skliri) or is sent by fax to: 210-55.87.320 forty eight (48) hours at least before the date of the Ordinary General Assembly.

The shareholder has to make sure that the form of appointment of proxy has been received by the Company, by calling to 210-55.87.323.

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

The full text invitation, the documents to be submitted to the General Assembly and the draft resolutions on the items of the agenda according to article 123 par. 4 of the law 4548/2018 are available in hardcopy form in the Shareholder's Department in Magoula Attica.

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

The information of the article 123, par. 3 and 4 of the law 4548/2018 will be available on [www.plaisio.gr](http://www.plaisio.gr).

Magoula, 24<sup>th</sup> of April 2019

The Board of Directors