



**INVITATION TO THE A.G.M. OF THE SHAREHOLDERS
23.06.2021**

INVITATION

TO THE SHAREHOLDERS OF THE SA COMPANY NAMED

**“XENODOCHIAKAI- TOURISTIKAI- OIKODOMIKAI &
LATOMIKAI EPICHIRISSIS O KEKROPS S.A.”**

TO ATTEND THE ANNUAL GENERAL MEETING

General Commercial Registry : 223301000
(Former Registration No 13063/06/B/86/134)

In accordance with the law and the Articles of Association of the Company, and the decision of its Board of Directors on the 31th of May 2021, Shareholders of the SA Company named “XENODOCHIAKAI- TOURISTIKAI- OIKODOMIKAI & LATOMIKAI EPICHIRISSIS O KEKROPS S.A.”, are invited to the Annual General Meeting will take place on Wednesday the 23rd of June 2021 at 10:00 a.m., at the headquarters of the Company, in P. Psychiko, Attica, Dafnis 6 str., in order to discuss and decide on the following items of the Daily Agenda:

DAILY AGENDA ITEMS

1. Submission for approval of the Annual Financial Report for the fiscal year 01.01.2020 to 31.12.2020, prepared according to the International Financial Reporting Standards (IFRS) and approved by the relevant Board of Directors’ and the Certified Accountant Auditor’s Reports.
2. Submission of the Annual Report of the activities of the Audit Committee to the General Assembly.
3. Approval of the overall management of the Board of Directors for fiscal year 01.01.2020 31.12.2020 in accordance with article 108 of Law 4548/2018 and discharge of the Certified Accountant Auditor from any related liability for damages.
4. Appointment of the regular and substitute Certified Accountant Auditor for the audit of the company for the fiscal year 01.01.2021 to 31.12.2021 and pre-approval of their fees.
5. Approval of the remuneration paid to the General Manager of the Company, according to Law 4548/2018.
6. Permission to the members of the Board of Directors of the Company as well

ΚΕΚΡΟΨ Α.Ε.

Ξενοδοχειακά - Τουριστικά - Οικοδομικά & Λατομικά Επιχειρήσεις



as to the executives of the Company, to participate in the BoD or in the management of affiliated companies, according to art. 32 of L. 4308/2014, and according to article 98 par.1 of L. 4548/2018 and to act under the Company's purpose.

7. Approval of remuneration policy according to articles 110 and 111 of Law 4548/2018, as in force.
8. Approval of the Suitability Policy of the members of the Board of Directors, according to article 3 of Law 4706/2020 and sub-no. 60 / 18.09.2020 Circular of the Hellenic Capital Market Commission.
9. Announcement of the election of a new member of the Board of Directors to replace a resigned member and designation of his capacity as an independent non-executive member.
10. Miscellaneous Items and Announcements

In case the quorum required under the Law in order to decide on the aforementioned items of the daily agenda is not obtained, the Shareholders are invited to a 1st Repetitive Annual General Meeting on **Tuesday 29th June 2021 at 10 a.m.** at the same place, for which no special invitation will be issued . The aforementioned items shall be on the daily agenda of the Repetitive Meeting, except for those items that may already have already been resolved.

A. RIGHT OF PARTICIPATION & VOTE

, Whoever appears as a shareholder in the Dematerialized Securities System files (DSS) which is managed by "Hellenic Central Securities Depository", where Company' securities are being held, is entitled to participate in the Annual General Meeting. Shareholding capability is proved by any legal means and in any case based on information received by the company by the "Hellenic Central Securities Depository". Therefore, the Shareholder is not required to provide a written certification.

The shareholding capability must exist on **18.06.2021** (Date of Record), that is on the beginning of the (5th) day before the date of the General Meeting on **23.06.2021** and the relevant written certification or electronic verification, regarding the shareholding capability must have been received by the Company by 20.06.2020, at the latest, that is on the third (3rd) day prior to the session of the General Meeting.

The aforementioned Date of Record applies in the case of the Repetitive General Meeting on 29th June 2021.

As regards the Company, only persons having shareholding capability , on the Date of Record shall be entitled to participate and vote at the General Meeting. Should any shareholder fail to comply with the deadlines according to article 128 of L. 4548/2018, (i.e. the shareholder does not submit in writing the appointment of proxy or



representative to the Company at least forty eight (48) hours before the date of General Meeting), the General Meeting is entitled to refuse the participation for any important reason, justifying its refusal. Each share gives the right to one (1) vote.

B. MINORITY RIGHTS OF SHAREHOLDERS

A. At the request of Shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items on the daily agenda of the General Meeting already convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, no later than **08.06.2021**.

The additional items shall published or disclosed under the responsibility of the Board of Directors in accordance with Article 122, at least seven (7) days prior to the General Meeting, no later than **16.06.2021**. The request for including additional items on the daily agenda is accompanied by an explanation or a draft decision for approval by the General Meeting at the revised daily agenda is published in the same way as the previous daily agenda, that is thirteen

(13) days prior to the date of the General Meeting, no later than 10.06.2021 and at the same time it is made available to Shareholders through the Company's website, along with the explanation or the draft decision that is submitted by the Shareholders, in accordance with the provisions of the article 123 paragraph 4. If these additional items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting in accordance with paragraph 5 of Article 141 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of the present paragraph at the expense of the Company.

B. Shareholders representing one-twentieth (1/20) of the paid-up share capital, have the right to submit draft decisions for items which have been included in the initial or revised daily agenda of the General Meeting. The relevant request shall have been received at least seven (7) days prior to the date of the General Meeting, no later than 15.06.2021, the draft decisions on the items, are submitted to the shareholders in accordance to the article 123 paragraph 3 of the Law 4548/2018 at least six (6) days before the date of the General Meeting, no later than 16.06.2021.

C. Following a request of any Shareholder, which is submitted to the Company at least five (5) full days prior to the General Meeting, no later than 17.06.2020, the Board of Directors is obliged to provide to the General Meeting the information specifically requested concerning Company affairs, in so far as these are useful in order to actually assess the issues on the daily agenda. There is no obligation to provide information, if the relevant information is already available on the Company's website, especially in the form of questions and answers. At the request of Shareholders representing one-



twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce in the Annual General Meeting the sums paid during the last two years to each member of the Board of Directors or to Company executives, as well as any benefit to the afore-mentioned individuals for any reason whatsoever or due to a contractual obligation of the Company with them. In all the above cases, the Board of Directors may refuse to provide the information for sufficiently important reason, which is recorded in the minutes. Such a reason may include the representation of the shareholders submitting the request to the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph, the Board of Directors may provide a single reply to shareholder requests having the same content.

D. At the request of shareholders representing at least one-tenth (1/10) of the paid-up capital which shall have been submitted to the Company at least five (5) full days prior to the General Meeting, no later than 17.06.2021, the Board is obliged to provide to the General Meeting information on the course of Corporate Affairs and asset situation of the Company. The Board may refuse to provide such information on reasonable grounds: such reason for refusal is recorded in the minutes. Such a reason may be, the representation of the applicant shareholders on the Board, in accordance with articles 79 or 80 of the Law 4548/2018, provided that the respective members of the Board have received relevant information in a sufficient way.

In all above cases, except the cases referred to in the first subparagraph of paragraph C (the requesting Shareholders must demonstrate their status as shareholders, as well as the number of shares they hold, at the time of exercise of their right. Proof of shareholding may be carried by any means and in any case based on information received by the company by the Central Securities Depository, according to article 40, paragraph five (5), of Law 4548/2018.

Corresponding deadlines for any exercise of rights of minority shareholders, apply in the case of Iterative General Meeting.

Detailed information on the said minority rights and the terms for their exercise is available at the Company's website (www.kekrops.gr).

C. PROCEDURE 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. Legal Entities may participate at the General Meeting by appointing up to three (3) physical persons as proxies. However, if a shareholder owns shares of the Company, that are held in more than one Investor Securities Account, such limitation will not prevent the shareholder from appointing separate proxies for the shares appearing in each Account, in respect to the General Meeting. The provision of

plenipotentiary is freely revocable. A proxy acting on behalf of more than one shareholder may vote differently for each shareholder.



A shareholder may appoint a proxy for one or more General Meetings and for a certain period of time. The proxy shall vote according to the instructions of the shareholder, if such instructions exist. Non-compliance of the proxy with the instructions received, shall not affect the validity of the decisions of the General Meeting, even if the proxy's vote proved decisive for achieving a majority.

A shareholder's proxy is obligated to notify the Company, before the start of the General Meeting about any specific event, which may be useful to shareholders in order to ascertain the risk that the proxy may serve other interests besides the interests of the shareholder. According to the meaning of the present paragraph, a conflict of interest may arise in particular when the proxy is:

- a) A shareholder that exercises control of the Company or other legal person or entity that is controlled by that shareholder,
- b) A member of the Board of Directors or in general of the Company's management or shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company,
- c) An employee or a certified auditor of the Company or a shareholder that exercises control of the company, or other legal person or entity that is controlled by a shareholder that exercises control of the Company,
- d) A spouse or relative in the first degree with one of the private individuals that are mentioned above in cases (a) to (c).

The appointment and the revocation of a shareholder's proxy is made in writing and is notified to the Company in the same manner, prior to the date of session of the General Meeting.

The Company has made available on its website (www.kekrops.gr) a form which can be used for appointing a proxy. This form completed and signed by the shareholder must be submitted to the Company's shareholders Service Department at the registered offices of Company, in P. Psychiko, Attica, Dafnis 6 str., or sent by Fax to +30 210-6712021, at least forty-eight (48) hours before the date of the General Meeting.

The beneficiary shareholder must confirm that the proxy' appointment form has been successfully received by the Company, by calling the number: +30 210-6712071.

D. COVID – 19

The Company's Articles of Association do not provide for the possibility of participation of the Shareholders in the General Meeting by electronic means, without



their physical presence at the venue, the possibility of remote voting either by electronic means or by mail and the possibility of appointing and withdrawing a representative electronic means. The Company, in the framework of precautionary measures to limit the spread of COVID-19 and in order to protect its shareholders, employees and the general public, but also to ensure the continuity of its business operations, urges Shareholders not to participate with physical presence at the General Meeting and points out that it is possible to participate in it through a representative and to vote according to the written instructions of the shareholder. In order to limit to the absolute necessity of the persons who will come to the place of the Meeting, the Company has appointed specific persons from its employees, whom the shareholders can authorize to represent them and to vote for them in the Meeting according to the procedure defined in this call. Those of the shareholders who wish to make use of this possibility, please contact the Company's Shareholder Services Department at (+30) 2106712071. Third parties will not be allowed to enter the General Meeting, except for the shareholders and their representatives. The Company continues its operation with a sense of responsibility, monitors the developments and the instructions of the authorities, and urges the shareholders to follow its website for any subsequent announcements regarding the upcoming Extraordinary General Meeting.

E.AVAILABLE DOCUMENTS AND INFORMATION

The information of article 123, par. 3 and 4 of Law 4548/2018 and in particular, the invitation to the Annual General Meeting, the total number of shares and voting rights, the forms of appointment of proxy, the documents to be submitted to the General Meeting, the draft decisions for each item of the daily agenda, other information related to the referred minority rights and the conditions of their exercise in accordance of article 141 of law 4548/2018, is available in hard copy from the Company' s shareholders Service Department at the registered offices of Company, in P. Psychiko, Attica, Dafnis 6 str. and in electronic format on the Company' s website (www.kekrops.gr).

P. Psychico, 31.05.2021

THE BOARD OF DIRECTORS