



**INVITATION**  
**to the Shareholders of the Societe Anonyme under the trade name**  
**“FRIGOGLASS S.A.I.C”**  
**to an Annual General Meeting**

As resolved by the Company's Board of Directors on 27<sup>th</sup> of April 2015, at its meeting no. 521 and in accordance with Codified Law (C.L.) 2190/1920 and article 15 of the Company's Articles of Association, the shareholders of the Societe Anonyme under the trade name “FRIGOGLASS S.A.I.C.” are invited to an Annual General Meeting, to be held at the Amphitheatre of GAIA centre at the Museum of Natural History, 100 Othonos Street, on Tuesday, 26<sup>th</sup> of May 2015, at 10:00 a.m., with the following Agenda:

- 1) Submission of the Management Report by the Board of Directors and of the Audit Certificate of the Company's Chartered Auditor-Accountant on the Company's Financial Statements and activities for the fiscal year 2014 (1.1.2014 - 31.12.2014).
- 2) Submission and approval of the Company's Annual Financial Statements for the fiscal year 2014 (1.1.2014 - 31.12.2014), including the respective Board of Directors' Report and the Audit Certificate of the Company's Chartered Auditor-Accountant.
- 3) Discharge of the members of the Board of Directors and of the Auditor of the Company from any liability for their activity during the fiscal year 2014 (1.1.2014 - 31.12.2014).
- 4) Approval of the remuneration of the members of the Board of Directors for their participation in the meetings of the Board of Directors and their services to the Company for the fiscal year 2014 (1.1.2014 - 31.12.2014) and pre-approval of their remuneration for the fiscal year 2015 (1.1.2015 - 31.12.2015).
- 5) Election and determination of remuneration of the Statutory Auditor for the fiscal year 2015 (1.1.2015 - 31.12.2015).
- 6) Announcement of appointment of new member of the Board of Directors according to art. 18 para. 7 of law 2190/1920 and approval of his capacity as independent.
- 7) Election of new Board of Directors due to expiry of term of the existing Board of Directors and appointment of new members of the Audit Committee according to article 37 of law 3693/2008.

Moreover, according to the above resolution of the Board of Directors, in case no quorum is achieved, the shareholders of the Company are invited in an adjourned meeting on Wednesday, June 10, 2015 at 10:00 at the same place as above. In case no quorum is achieved in such adjourned meeting, the shareholders of the Company are invited to a second adjourned meeting on



Monday, June 22, 2015 at 10:00 at the same as above place. It is noted that according to art. 29 of C.L. 2190/1920 as in force, no invitation shall be published for the above adjourned meetings.

According to the articles 26 para. 2b and 28a of C.L. 2190/1920, the Company informs the shareholders as follows:

#### **I. RIGHT TO PARTICIPATE IN THE AGM**

Individuals and legal entities appearing as shareholders of the Company on the records of "HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A." ("HELEX") on 21 May 2015, (the record date which is the fifth day preceding the Annual General Meeting), are entitled to participate and vote. The shareholder capacity shall be evidenced either by the submission of a written confirmation by HELEX or through the online connection of the Company with the HELEX records. Such written or online confirmation shall be submitted to the Company not later than the 23<sup>rd</sup> of May 2015. Similarly, in case of a Repeat Annual General Meeting, shareholder capacity must exist at the beginning of the fourth date preceding the Repeat Annual General Meeting (on 6 June 2015 and 18 June 2015 respectively), and the written or online confirmation by HELEX to that effect must be received by the Company not later than the third day prior to the Repeat Annual General Meeting (on 7 June 2015 and 19 June 2015 respectively).

The exercise of the above rights 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 Annual General Meeting.

#### **II. PROXY VOTING PROCEDURE**

Eligible shareholders may participate in the Annual General Meeting in person or by proxy. Each shareholder may appoint up to three proxies according to para. 3 of article 28a of C.L. 2190/1920. Legal entities may appoint up to three individuals as their proxies. A proxy statement for shareholders is available on the Company's website [www.frigoglass.com](http://www.frigoglass.com) and may also be obtained in hard copy from the Company's Investor Relations Department (15 A. Metaxa Street, Kifissia, tel.: +30 210 6165 757). The completed and signed proxy statement must be submitted at the Company's Investor Relations Department, at the above address, at least three days prior to the Annual General Meeting. The Articles of Association of the Company do not allow notification of the proxy's appointment or revocation thereof through electronic means. In the event of an adjourned Annual General Meeting, proxy statements must be delivered to the Company as above at least three (3) days prior to the adjourned Annual General Meeting.



A proxy holder who represents more than one shareholder may vote differently for each shareholder.

A shareholder's proxy holder is required to notify the Company, prior to the Annual General Meeting, of any specific facts that may be useful to the shareholders in assessing any potential risk that the proxy holder has a conflict of interest. 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 of cases a) to c) above.

The Articles of Association of the Company do not allow participation in the Annual Meeting through electronic means or for remote voting by the shareholders.

### **III. MINORITY RIGHTS OF THE SHAREHOLDER**

According to the provisions of article 39 of C.L. 2190/1920, the Company informs its 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 Annual General Meeting, following a request received by the Board of Directors no later than 11 May 2015. Such request should outline the reasoning or a draft of resolution to be approved by the Annual Meeting, according to article 39 para. 2 of C.L. 2190/1920.
- Shareholders representing 1/20 of the paid-up share capital of the Company are entitled to request the Board of Directors to provide drafts of resolutions for each of the items on the initial or the revised agenda, according to article 39 paragraph 2 of CL 2190/1920, following a request received by the Board of Directors no later than 19 May 2015. The Board of Directors must make these available to the shareholders at least six days prior to the Annual General Meeting.
- Any shareholder may request, no later than 21 May 2015, the Board of Directors to provide



to the General Assembly specific information relating 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 that representing 1/20 of the paid-up share capital may request from the Board of Directors to disclose to the Annual General Meeting 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 who represent 1/5 of Company's paid-up share capital may request, no later than 21 May 2015, 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. Submission of a certificate from HELEX or of the online confirmation to that effect constitutes such proof.

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 of article 27 of C.L. 2190/1920 are available on the Company's website: [www.frigoglass.com](http://www.frigoglass.com). Such documents are also available to shareholders in hard copy from Company's Investor Relations Department (15 A. Metaxa Street, Kifissia, tel.: +30 210 6165 757).

**Kifissia, 27 April 2015**

**THE BOARD OF DIRECTORS  
"FRIGOGLASS S.A.I.C."**