



**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 May 23<sup>rd</sup>, 2017, at its meeting no. 557 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.” and the distinctive title “FRIGOGLASS S.A.I.C” are invited to an Annual General Meeting, to be held at the Company’s registered seat in Kifissia of Attica at 10 a.m., on Friday, June 16<sup>th</sup>, 2017 at the Business Center «PYRNA», at 15, Andrea Metaxa Street, with the following agenda:

- 1) Submission and approval of the Company’s Annual Financial Statements for the fiscal year 2016 (1.1.2016 - 31.12.2016), including the Management’s Report and the Audit Certificate of the Company’s Chartered Auditor-Accountant.
- 2) 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 2016 (1.1.2016 – 31.12.2016).
- 3) 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 2016 (1.1.2016 - 31.12.2016) and pre-approval of their remuneration for the fiscal year 2017 (1.1.2017 - 31.12.2017).
- 4) Election and determination of remuneration of the Statutory Auditor for the fiscal year 2017 (1.1.2017 - 31.12.2017).
- 5) i) Increase of the nominal value of each common registered share of the Company through merger of shares and parallel decrease of the total number of shares (reverse share split 3:1) and ii) nominal decrease of the Company’s share capital by the amount of €9,106,889.40, by a corresponding decrease of the nominal value of the Company’s shares (as such will be adjusted following the reverse share split) according to article 4 para. 4a of C.L. 2190/1920, for the purpose of forming a special reserve of equal amount and achieving integral number of shares.
- 6) Share capital increase of the Company up to the amount of €137,716,965, in accordance with article 13a of C.L. 2190/1920, with pre-emptive rights for the existing shareholders of the Company through payment in cash and the issuance of new common voting registered shares. Amendment of article 3 of the Company’s Articles of Association. Authorization to the Board of Directors to complete the process.
- 7) Amendment of the existing common bond loans issued by the Company according to L. 3156/2003 pursuant to the programmes for the issuance of common bond loan dated 20/05/2013 and 7/05/2014 in order to be rendered convertible to common registered voting shares of the Company. Determination of the conversion ratio and conversion price. Abolition of the pre-emptive rights of the existing shareholders of the Company. Authorization to the Board of Directors to complete the amendment process.
- 8) Characterisation of board members as independent non-executive members.
- 9) Agreements approval according to article 23a of C.L. 2190/1920.

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 adjourned meeting on Tuesday, June 27<sup>th</sup>, 2017 at 10 a.m. 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,



July 10<sup>th</sup>, 2017 at 10 a.m. at the same place as above. It is noted that according to article 29 of C.L. 2190/1920 as in force, no invitation shall be published for the above adjourned meetings.

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

## **I. RIGHT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING**

Individuals and legal entities appearing as shareholders of the Company on the records of "HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE S.A." ("HELEX") on 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 no later than the third day preceding the Annual General Meeting. 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, and the written or online confirmation by HELEX to that effect must be received by the Company no later than the third day prior to the Repeat Annual General Meeting.

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 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. SHAREHOLDERS' MINORITY RIGHTS**

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 at least 15 days prior to the Annual General Meeting. Such request should outline the reasoning or a draft of resolution to be approved by the Annual General 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 at least 7 days prior to the Annual General Meeting. The Board of Directors must make these available to the shareholders at least 6 days prior to the Annual General Meeting.
- Any shareholder may request, no later than 5 days prior to the Annual General Meeting, the Board of Directors to provide to the General Meeting 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 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 representing 1/5 of Company's paid-up share capital may request, no later than 5 days prior to the Annual General Meeting, the Board of Directors to provide to the General Meeting 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, 23 May 2017**  
**THE BOARD OF DIRECTORS**  
**FRIGOGLASS S.A.I.C.**