



**INVITATION**  
**to the Shareholders of the Société Anonyme under the trade name**  
**“FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS”**  
**to an Extraordinary General Meeting**  
**General Commercial Registration Number (G.E.MI.) 1351401000**

As resolved by the Company’s Board of Directors on December 10<sup>th</sup>, 2019, at its meeting no. 587 and in accordance with Law 4548/2018 and article 15 of the Company’s Articles of Association, the shareholders of the Société Anonyme under the trade name **“FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS”** and the distinctive title “FRIGOGLASS S.A.I.C” are invited to an Extraordinary General Meeting, to be held at the Company’s registered seat in Kifissia of Attica at 10 a.m., on Wednesday, January 15, 2020 at the Business Center «PYRNA», at 15, Andrea Metaxa Street, with the following agenda:

1. Election of new Chairman in the Company’s Audit Committee, in accordance with article 44 of Law 4449/2017

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 iterative meeting on Tuesday, January 21<sup>st</sup>, 2020 at 10 a.m. at the same place as above. It is noted that according to article 130 of Law 4548/2018, no invitation shall be published for the above iterative meetings.

According to article 121 par. 4 of Law 4548/2018, the Company informs the Shareholders as follows:

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

The right to participate at the Extraordinary General Meeting (initial meeting and iterative) is held by any individual or legal entity who appears as a shareholder at the beginning of the fifth (5<sup>th</sup>) day prior to the Extraordinary General Meeting dated January 15<sup>th</sup>, 2020, i.e. on January 10<sup>th</sup>, 2020 (Record Date). The same record date also applies for any postponed or iterative general meetings, as long as the postponed or iterative general meeting does not take place more than thirty (30) days later that record date. In the event that this does not hold true, or a new invitation to shareholders for an iterative Extraordinary General Meeting is published, shareholders on the third day prior to the date of the postponed or iterative shareholders’ Extraordinary General Meeting are eligible for participation in the Extraordinary General Meeting. The proof of the capacity to act as a shareholder may be evidenced by any legal means and in any case, on the basis of information received by the Company from the records of the organization in which the transferable securities of the Company are registered (HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. (HELEX)). The exercise of the rights to participate 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 Extraordinary General Meeting.

In the event of an iterative general meeting on January 21<sup>st</sup>, 2020, the status of shareholder must exist on January 10<sup>th</sup>, 2020 (record date), i.e. at the beginning of the fifth (5<sup>th</sup>) day before the date of the Extraordinary General Meeting of January 15<sup>th</sup>, 2020, in accordance with the provisions of article 124 par. 6 of Law 4548/2018.

## **II. PROXY VOTING PROCEDURE**

Eligible shareholders may participate in the Extraordinary General Meeting in person or by proxy. Each shareholder may appoint up to three (3) proxies according to para. 4 of article 128 of Law 4548/2018. Legal entities participate in the Extraordinary General Meeting via their legal representatives. 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 767). The completed and signed proxy statement must be submitted at the Company's Investor Relations Department, at the above address, at least forty eight (48) hours prior to the date of the Extraordinary General Meeting or via electronic means (to the email [jstamatakos@frigoglass.com](mailto:jstamatakos@frigoglass.com)) within the same timeframe per above. A proxy holder who represents more than one shareholder may vote differently for each shareholder.

A shareholder's proxy is required to notify the Company, prior to the Extraordinary 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.

### **III. SHAREHOLDERS' MINORITY RIGHTS**

According to the provisions of para. 2, 3, 6 and 7 of article 141 of Law 4548/2018, 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 Extraordinary General Meeting, following a request received by the Board of Directors at least fifteen (15) days prior to the Extraordinary General Meeting. Such request should outline the reasoning or a draft of resolution to be approved by the Extraordinary General Meeting, according to article 141 par. 2 of Law 4548/2018.
- Shareholders representing 1/20 of the paid-up share capital of the Company are entitled to request from the Board of Directors to submit drafts of resolutions for each of the items on the initial or the revised agenda, according to article 141 par. 3 of Law 4548/2018, following a request received by the Board of Directors at least seven (7) days prior to the Extraordinary General Meeting. The Board of Directors must make these available to the shareholders at least six (6) days prior to the Extraordinary General Meeting.
- Any shareholder may request, no later than five (5) full days prior to the Extraordinary General Meeting, the Board of Directors to provide to the Extraordinary 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 Extraordinary 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 1/10 of Company's paid-up share capital may request, no later than five (5) full days prior to the Extraordinary General Meeting, the Board of Directors to provide to the Extraordinary 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. Proof of the shareholder status may be provided through all legitimate means, especially through the shareholder record updates sent to the Company by the Central Securities Depository and its intermediary operators.

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 Extraordinary General Meeting and the other information provided in para. 3 and 4 of article 123 of Law 4548/2018 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 767).

**Kifissia, December 10, 2019**  
**THE BOARD OF DIRECTORS**  
**FRIGOGLASS S.A.I.C.**