

## **INVITATION**

### **Of Shareholders of the company BIOKARPET SOCIETE ANONYME INDUSTRIAL AND COMMERCIAL ENTERPRICES**

**S.A. Reg. No 10237/06/B/86/04 and GE.MI. No 26531140000**

**To the EXTRAORDINARY GENERAL MEETING.**

The Board of Directors of the company **BIOKARPET SOCIETE ANONYME INDUSTRIAL AND COMMERCIAL ENTERPRICES**, headquartered at Larissa city (hereinafter called “the Company”) following the decision taken on 12/9/2023 invites Messrs. shareholders at an Extraordinary General Meeting on 4/10/2023, day Wednesday and time 11.00 at the Company's offices 5<sup>th</sup> klm National Road Larissa- Athens, Larissa, in order to decide upon the following agenda:

#### **Agenda**

1.Submission and approval of: a) the Draft Agreement dated 28-07-2023 of the S.A companies "BIOKARPET SOCIETE ANONYME INDUSTRIAL AND COMMERCIAL ENTERPRISES" and "ALBIO DATA MON. S.A INFORMATION SYSTEMS BUSINESS CONSULTANTS' b) the report of the Certified Public Accountant on the certification of the book value of the assets of the company being acquired.

2 .Approval of the merger of the S.A "BIOKARPET SOCIÉTÉ ANONYME INDUSTRIAL AND COMMERCIAL ENTERPRISES" and «ALBIO DATA SOLE SHAREHOLDER SA INFORMATION SYSTEMS – BUSSINES CONSULTANTS» by absorption of the second by the first according to Law 4601/2019 "Corporate transformations and harmonization of the legislative framework with the provisions of Directive 2014/55/EU of the European Parliament and of the Council of 16 April 2014 on electronic invoicing in the framework of public procurement and other provisions", Law 4548/2018 and articles 1 – 5 of Law 2166/1993.

3.Appointment of a company representative to sign the merger agreement deeds before a notary.

In case of failure to achieve the quorum required by law, the Board of Directors hereby invites the shareholders of the company to a repeat General Meeting on 11/10/2023 on Wednesday at 11-00 a.m. (No new invitation will be issued-published).

## **A. RIGHT TO PARTICIPATE AND TO VOTE IN THE EXTRAORDINARY GENERAL MEETING**

Any person appearing as a shareholder in the registry of the Dematerialized Securities System which is under administration of Hellenic Exchanges S.A. ” (HELEX), in which the shares of the Company are recorded, is entitled to participating in the Extraordinary General Meeting. Proof of qualification as a shareholder may be made under the submission of the relevant certification of the above organization or, alternatively, through direct electronic connection of the Company with the records of the former. Shareholder status must exist on 29/9/2023 (recording date), i.e. at the beginning of the fifth (5) day before the conference of the General Meeting of 4/10/2023.

The qualification as a shareholder by the relevant written certification or the electronic verification must be received by the company, at the latest, on 29/9/2023, i.e. on the 3<sup>rd</sup> day before the date of the Extraordinary General Meeting (“Record Date”). Only those who are qualified as shareholders at the respective Date of Record, are considered as entitled to participate and vote. Shareholders who do not comply with the provisions of article 124 paragraph 5 Law 4548/2018 may participate in the General Meeting only after the Meeting has authorized them to do so. The exercise of the above rights (participation and voting), does not presume blocking of shares or following any other similar process which may limit the possibility of sale and transfer of shares during a certain period between the Record Date and the General Meeting.

## **B. MINORITY RIGHTS OF THE SHAREHOLDERS**

(a) Following a request of any shareholder representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to include in the Agenda of the General Meeting which has been already convened, additional items, if the relevant request is submitted to the board until 19/9/2023 i.e. at least 15 days before the General Meeting. Additional items must be published or communicated, under the responsibility of the board of directors, according to article 122, at least seven (7) days before the General Meeting until 27/9/2023. The application for registration of additional items in the Agenda is accompanied by a justification or a draft decision for approval in the General Meeting and the revised Agenda is published in the same way as the previous Agenda, on 21/9/2023 ie thirteen (13) days before

the date of the General Assembly, while at the same time it is made available to the Shareholders on the Company's website (biokarpet.gr), together with the justification or the draft decision submitted by the Shareholders in par. 4 of Article 123 of Law. 4548/2018. Both in companies with shares listed on a regulated market and in companies without shares listed on a regulated market, if said items are not published, requesting shareholders have the right to ask postponement of the General Meeting, in accordance with paragraph 5 article 141 Law 4548/2018, and to proceed themselves to the publication as per what is stipulated in the second section of the present paragraph, expenses born by the company.

(b) Shareholders representing one twentieth (1/20) of the paid-up share capital, have the right to submit draft resolutions on items included in the initial or any revised agenda of the General Meeting. The application must be submitted to the Board of Directors, at least seven (7) days before the date of the General Meeting, ie by 27/9/2023, and the draft decisions are made available to the Shareholders according to par. 3 article 123 at least six (6) days prior to the date of the General Meeting i.e. up until 28/9/2023.

(c) Following a request from any shareholder submitted to the company at least five (5) full days prior to the General Meeting, i.e., up until 29/9/2023, the Board of Directors must provide the General Meeting the requested certain information with respect to the affairs of the company, in so far as this information is useful for the actual assessment of the items of the agenda. There is no such 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. Furthermore, following request from shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall disclose to the General Meeting of shareholders, provided it is an ordinary one, all amounts paid by the Company within the last two years to each Member of the Board of Directors or the managers, as well as any other benefit to these persons for any reason or any other contract concluded between them and the company. In all the above cases, the Board of Directors may refuse to provide such information on sufficient and substantial ground, which shall be recorded in the minutes. Such grounds may be, on a case by case basis, representation of requesting shareholders to the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases of the present paragraph the Board of Directors may jointly answer to requests of shareholders with same content.

In all the above mentioned cases the requesting shareholders must prove their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right. The submission of a certification of the organization which records the respective shares or the verification of the qualification as a shareholder through direct electronic connection of the said organization and the Company may also be considered as such proof.

### **C. PROCEDURE FOR THE EXERCISE OF VOTING RIGHTS VIA PROXY HOLDER**

- The shareholder may participate in the General Meeting and may vote either in person or through proxy holders. Every shareholder may appoint up to three (3) proxy holders. Legal persons may participate in the General Meeting by appointing up to 3 natural persons as proxy holders. A representative acting for several shareholders may vote differently for each one of them. However, if the shareholder has shares of the Company, held in more than one Investor Share Accounts, such limitation shall not prevent the shareholder from appointing a separate proxy holder as regards shares held in each Account in relation to the General Meeting. Granting of proxy is freely revocable.

The proxy holder is obliged to disclose to the Company, before the commencement of the General Meeting, every specified fact which may be relevant for the shareholders in assessing any risk that the proxy holder might pursue any interest other than the interest of the shareholder. A conflict of interest within the meaning of this paragraph may in particular arise where the proxy holder:

(a) is a controlling shareholder of the Company, or is another legal person or entity controlled by such shareholder, (b) is a member of the Board of Directors or the general management of the Company, or of a controlling shareholder or an entity controlled by such shareholder, (c) is an employee or an auditor of the company, or of a controlling shareholder or an entity controlled by such shareholder, (d) is a spouse or close relative (of 1st degree) with a natural person referred to in points (a) to (c).

The appointment and the revocation or the replacement of the representative or proxy holder shall be made in writing and shall be notified to the Company in the same manner at least forty-eight (48) hours before the date of the General Meeting.

The shareholder's representative is obliged to file the voting instructions for at least one (1) year, from the date of the General Meeting or in case of its postponement, of the last repeat meeting in which he used the power of attorney.

The Company has made available the form to be used for appointing a proxy holder on its website ([www.biokarpet.gr](http://www.biokarpet.gr)). The above mentioned form filled in and signed by the shareholder shall be submitted to the Company's offices', Shareholders Department, at 5th klm. National Road Larissa – Athens, Larissa, or sent by fax to: 2410 688510, or sent by email to [zzachoula@exalco.gr](mailto:zzachoula@exalco.gr) at least forty-eight (48) hours before the date of the General Meeting. The shareholders are requested to ensure the successful dispatch of the form of appointment of a proxy holder and receipt thereof by the Company by calling 2410 688606.

Although the Company's Articles of Association, provide the possibility of the shareholders to participate by distance in the General Meeting, however, the relevant ministerial decisions have not been issued regarding the minimum technical specifications for ensuring the identity of the voting shareholder as well as the security of the electronic or other connection.

**D. AVAILABLE DOCUMENTS & INFORMATION** - Information and relevant documents provided in article 123, par. 3 & 4 of Law 4548/2018 shall be available in printed form at the Company's offices (5th klm. National Road Larissa- Athens, Larissa) at the Shareholders Department and will be available in electronic form on the website of the Company ([www.biokarpet.gr](http://www.biokarpet.gr)).

The present Invitation will be published on the General Commercial Registry (G.E.MI.), and will be posted on the Company's website ([www.biokarpet.gr](http://www.biokarpet.gr)).

**Larissa 12/9/2023**

**The Board of Directors**