

**I. KLOUKINAS - I. LAPPAS**  
**TECHNICAL AND COMMERCIAL SOCIETE ANONYME**  
**(S.A. Reg. No. 5828/06/B/86/14)**  
**Com. Reg. No. 2052601000**

**RECALL OF THE INVITATION FROM 20.10.2020**  
**Of the shareholders at an Extraordinary General Meeting on November 18, 2020**  
**AND NEW INVITATION**  
**Of the shareholders at an Extraordinary General Meeting on December 7, 2020**

Pursuant to the Law and the Statute and following the decision of 10.11.2020, the Board of Directors of the societe anonyme with the name «**I. KLOUKINAS - I.LAPPAS TECHNICAL AND COMMERCIAL SOCIETE ANONYME**», hereinafter for the sake of brevity "the Company", decides the revocation of the Extraordinary General Meeting of 18.11.2020 and in any recurrence on 25.11.2020 with the physical presence of the shareholders, as it was decided based on the decision of 20.10.2020 of the Board of Directors of the Company and invites the Shareholders of the Company to an Extraordinary General Meeting, on Monday the **seventh (7th) December 2020**, at **11.00 am**, which will be carried out remotely, in real time via teleconference and without the physical presence of each shareholder at the venue, due to the emergency and as part of the preventive measures to prevent the spread of COVID - 19, in order for the Shareholders to discuss and make decisions on the following items of the agenda:

**AGENDA**

1. Issue of a Secured Common Bond Loan on the base of the provisions of Law 4548/2018 and Law 3156/2003, as they apply, amounting up to eleven million five hundred thousand euro (€ 11,500,000.00), in order to refinance the company's existing borrowing and definition of the collateral that will be provided to bond lenders.
2. Assign, by mandate and power of attorney, the Board of Directors as, after negotiations with the interested parties, specify the terms of the joint bond loan, select and contract with the bond lenders, appoint the payment manager and the representative of the bondholders and appoint the persons who will sign all related to the issuance, disposal and representation of the bond loan, contracts, collateral as well as the bonds.

**ITERATIVE EXTRAORDINARY GENERAL ASSEMBLY IN CASE OF NON-QUORUM**

Should the quorum required by Law and the Articles of Association to take a decision on the above subjects of the Agenda is not present, an iterative Extraordinary General Meeting shall be convened on Monday, **December 14th, 2020**, at 11.00 am. in the same way,

thus it will be carried out remotely, either in real time by teleconference and without the physical presence of each shareholder at the venue, or by letter voting due to the emergency and as part of preventive measures to avoid its spread coronavirus COVID - 19. The subjects of the Agenda of an iterative Extraordinary General Meeting **will be the same as mentioned above**, as according to article 130 par. 2 of law 4548/2018, as in force, no new invitation will be published.

Pursuant to articles 123, par. 3 and 4, 124, par. 6, and 121, par. 2, 3, 6 and 7, of Law 4548/2018, the Company informs the shareholders about the following:

### **PROCEDURE FOR THE PARTICIPATION IN PERSONAL OR THROUGH A REPRESENTATIVE IN THE GENERAL MEETING FROM DISTANCE TO REAL TIME THROUGH TELECONFERENCE**

The participation of the shareholders in the General Meeting will be done by audiovisual or other electronic means (teleconference), according to the provisions of articles 120 par. 3, 125 and 126 of law 4548/2018. The entrance to the meeting place will not be allowed in Shareholders, journalists and in general to every third party except the members of the Board of Directors, the Secretary and the persons who will be in charge of conducting the said Meeting. Specifically:

For the participation of the Shareholders in the General Meeting from a distance in real time by audiovisual or other electronic means, without their physical presence, it is required the creation and use of electronic account of the shareholder or any representative on the electronic platform developed by the Group Greek Stock Exchanges-Athens Stock Exchange SA for the provision of services for conducting General Meetings from a distance in real time through video conferencing to publishing companies on the website <https://axia.athexgroup.gr>.

To access the electronic platform, a computer or mobile phone of the smartphone or tablet type is required, with an installed internet browsing application (browser) and internet access.

Creating the account of the shareholder or his representative on the above electronic platform requires a valid e-mail address (e-mail) and the mobile phone number of the shareholder or any of his representative.

In case that upon entering the electronic platform the above data entered by the shareholder are not identical with the data that have been registered in the Intangible Securities System and have been notified to the Company by "Hellenic Central Securities Depository SA" in the context of shareholder identification facilitation services at general meetings at a distance provided to issuing public limited companies in accordance with decision no.8 of the BoD of "Hellenic Central Securities Depository SA", "Electronic investor information services (2 - factor authentication) during the access of investors to electronic

services of EL.K.AT." the shareholder must update or update his above details in order to create the account.

To this end, shareholders are kindly requested to contact the Operator of the Securities Account to which they hold the Company's shares or any other intermediary, who provides custody services for the Company's shares, as the case may be, in order to notify and / or update their valid e-mail address (e-mail) and their mobile phone number for identification.

Further instructions for participation in the General Meeting by teleconference will be posted on the Company's website and will be sent by the Company via e-mail to the shareholders who have completed the above procedure and are entitled to participate in the General Meeting or any Repeat.

The shareholders can contact for any questions and information with the Shareholder Services Department by phone at numbers +30 210 4821186 ext. 277 , +30 6943907630 and +30 6941580790, daily during working days and hours.

Also, from the publication of this until the end of the meeting of the General Meeting, there will be a help desk to provide information and support to shareholders and their representatives by phone +30 210 3366120, or by e-mail to AXIAeShareholdersMeeting@athexgroup.gr.

The Shareholders who will participate in the General Meeting through real-time teleconference, are considered for the formation of the quorum and the majority and will be able to effectively exercise their rights during the General Meeting. Thus the shareholders will be able to:

- a. to monitor by electronic or audiovisual means the conduct of the General Assembly,
- b. to speak and address the General Assembly orally during the General Assembly,
- c. to vote in real time during the General Assembly on the items on the agenda,
- d. to receive information on the registration of their vote.

### **PARTICIPATION RIGHT**

Anyone who appears as a shareholder in the files of the Intangible Securities System managed by "Hellenic Exchanges SA" (HELEX), is entitled to participate in the Extraordinary General Meeting of **December 7th, 2020** in which the securities of the Company are kept. The proof of the shareholder status is done by presenting a relevant written certificate of the above body or, alternatively, by direct electronic connection of the Company with the files of the latter and in any case can be done by any legal means and based on information received by the company from the central securities depository, if it provides registry services or through the participating and registered intermediaries in the central securities depository in any other case. The capacity of shareholder must exist at the beginning of December 2nd, 2020 (Registration Date), thus the fifth (5th) day before the day of the Extraordinary General

Meeting. The above recording date is also valid in the case of postponement or repeated meeting, provided that the postponed or repeated meeting is not more than thirty (30) days from the recording date (no. 124 par. 6 law 4548 / 2018).

In case of non-compliance with the provisions of article 124 of Law 4548/2018, the said shareholder participates in the Extraordinary General Meeting only after a permission of the latter.

The exercise of the above-mentioned rights does not presuppose the commitment of the beneficiary's shares or the observance of another similar procedure, which limits the possibility of selling and transferring them during the period between the Registration Date and the Extraordinary General Meeting.

### **MINORITY INTERESTS OF SHAREHOLDERS**

(a) – **art. 141, par. 2, of Law 4548/2018** - At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to include additional subjects on the agenda of the General Meeting, should the relevant request reach the Board of Directors until November 22nd, 2020, thus at least fifteen (15) days before the General Meeting. The request for inclusion of additional subjects on the agenda shall be accompanied by a justification or by a draft decision to be approved at the General Assembly and the revised agenda is published in the same way as the previous agenda, on November 24th, 2020, thus thirteen (13) days before the General Meeting and at the same time is notified to the shareholders via the Company's website, together with the justification or the draft decision submitted by the shareholders as provided in paragraph 4 of article 123 of law 4548/2018.

(b) - **art. 141, par. 3, of Law 4548/2018** - At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the board of directors notifies to the shareholders, according to article 141, par. 3, of Law 4548/2018 , no later than December 1<sup>st</sup>, 2020, thus at least six (6) days before the date of the General Meeting, draft decisions on subjects included in the original or revised agenda, if the relevant request is submitted to the Board of Directors by November 30th 2020, thus at least seven (7) days before the General Meeting.

(c) – **art. 141, par. 5, of Law 4548/2018** - At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up capital, the chairman of the meeting is obliged to postpone the decision of the general meeting only once, regular or extraordinary, on all or certain issues, setting a continuation day of the meeting, the one specified in the shareholders' application, which, however, may not be more than twenty (20) days away from the date of the postponement. The postponed general meeting is a continuation of the previous one and there is no need to repeat the formalities of publishing the shareholders'

invitation. New shareholders can also participate in this meeting, subject to the relevant participation formalities. The provisions of paragraph 6 of Article 124 shall apply to companies with shares listed on a regulated market.

(d) – **art. 141, par. 6, of Law 4548/2018** - At the request of any shareholder submitted to the Company until December 1<sup>st</sup>, 2020, thus at least five (5) entire days before the General Meeting, the Board of Directors is obliged to provide the General Meeting with requested specific information on the Company's affairs, in so far as they are relevant to the items on the agenda. The board of directors may refuse to provide the information for a substantial reason, which is recorded in the minutes. The board of directors can respond uniformly to shareholder requests with the same content. There is no 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. In all the above cases the board of directors may refuse to provide the information for a substantial reason, which is recorded in the minutes.

(e) - **art. 141, par. 7, Law 4548/2018** - Upon application of shareholders representing one tenth (1/10) of the paid-up share capital which is submitted to the Company until December 1<sup>st</sup>, 2020, thus at least five (5) entire days before the General Meeting, the board of directors is obliged to provide the General Meeting with information on the course of corporate affairs and the assets of the Company. The board of directors may refuse to provide the information for a substantial reason, which is recorded in the minutes.

Corresponding deadlines for any exercise of minority interests of the shareholders apply in case of an iterative General Meeting.

In all the cases mentioned above, the applicant shareholders must prove their shareholder status and, except in the case of paragraph 6 of no. **141 Law 4548/2018**, the number of shares held during the exercise of the relevant right. Such proof is the certification of the shareholder status by direct electronic connection of the file of the institution and the Company.

#### **PROCEDURE FOR VOTING THROUGH A REPRESENTATIVE**

The shareholder participates in the General Meeting and votes either in person or through representatives. Each shareholder (legal or natural person) can participate in the General Meeting by appointing up to three (3) natural persons as its representatives. However, if the shareholder holds shares of the Company, which appear in more than one securities account, this restriction does not prevent the shareholder from appointing different representatives for the shares appearing in each securities account in relation to the General Meeting. A representative acting for more than one shareholder may vote differently for each shareholder.

Specifically for the participation of the shareholder through a representative in the General Meeting of December 7<sup>th</sup>, 2020 from a distance in real time via video conference, or

for the participation of the shareholder through a representative in the voting on the General Meeting to be held before the General Meeting, the shareholder or its depositary may appoint up to one (1) representative, whose appointment is required to be made at least forty eight (48) hours before the date of the meeting of the General Meeting (thus no later than 11:00 of 05.12.2020).

For any Repeat General Meeting of 14.12.2020, shareholders who had not appointed a representative at the initial General Meeting or shareholders wishing to replace the representative they had appointed, to participate remotely in the voting to be held before the General Meeting, may appoint up to one (1) representative, whose appointment must be made at least forty eight (48) hours before the date of the meeting of the General Meeting (thus no later than 11:00 on 12.12.2020).

The appointment and revocation of a representative for participation in the General Meeting is made in writing and notified to the Company by depositing the document at the offices of the Company (Omirou Street 2 corner with Teo Street, Tavros, Attica) or by post. In the absence of a relevant statutory provision, the Company does not accept electronic notifications of appointment and withdrawal of representatives.

The shareholder representative is obliged to notify the Company, before the beginning of the General Meeting, of any specific event that may be useful to the shareholders in assessing the risk that the agent will serve interests other than the interests of the shareholder. For the purposes of this paragraph, a conflict of interest may arise in particular where the agent:

- a) is a shareholder who exercises control of the Company or is another legal entity or entity controlled by that shareholder;
- b) is a member of the board of directors or the general management of the Company or a shareholder who exercises control of the Company, or of another legal entity or entity controlled by a shareholder who exercises control of the Company;
- c) is an employee or certified auditor of the Company or shareholder who exercises control of the Company, or another legal entity or entity controlled by a shareholder, who exercises control of the Company;
- (d) is a spouse or first-degree relative of one of the natural persons referred to in cases (a) to (c).

The appointment and revocation of the shareholder's representative is made in writing and notified to the Company with the same types, at least forty eight (48) hours before the General Meeting.

The Company has made available: a) in printed form at the company's headquarters (address: Omirou street 2 corner with Teo street, Tavros Attica, 17778, tel.: 210.4821186) and b) in electronic form on its website ([www.klimate.gr](http://www.klimate.gr)), the form it uses to appoint and remove a representative. This form is submitted filled-in and signed by the shareholder at the registered

office of the Company at the address: Omirou street 2, corner with Teo street, Tavros Attica, 17778, at least forty eight (48) hours before the General Meeting.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The information given in paragraphs 3 and 4 of article 123 of Law 4548/2018 will be available in electronic form on the Company's website [www.klmate.gr](http://www.klmate.gr). The relevant forms will also be available in hard copy at the offices of the Company's headquarters (Omiron street 2, corner with Teo street, Tavros Attica, 17778).

Tavros Attica, 10.11.2020

The Board of Directors