

INVITATION

of the Shareholders of the Societe Anonyme with the name

I. KLOUKINAS - I. LAPPAS TECHNICAL AND COMMERCIAL LIMITED LIABILITY COMPANY

and the distinctive title " **KLM S.A.** " (The company")

AR.G.E.MI. 002052601000 (former AR.M.A.E. **5828/06/B/86/14**)

in an Extraordinary General Meeting on **April 26, 2024**

In accordance with the Law and the Company's Articles of Association and the decision of the Board of Directors dated **5.4.2024**, Mr. Shareholders of the Company at an Extraordinary General Meeting on **Friday, 26.4.2024 at 11:00 a.m.** on Kifisias Avenue no. 64 (BUILDING II - 8th floor) in Marousi Attica headquarters of the Company, for discussion and decision-making on the following agenda items:

Agenda

- 1.** Approval of the Demerger of the Company with the spin-off of the baby and children's sector (hereinafter the «**Sector**») with the contribution of this Sector to a new company, which will be established as a 100% subsidiary of the Company, in accordance with articles 4, 54 par. 3, 57 par. 3, 59-74 and 83-87 of N. 4601/2019 on corporate transformations, article 52 of N. 4172/2013, article 61 of N. 4438/2016, as well as the provisions of N. 4548/2018, as applicable.
- 2.** Approval of: **(a)** of the **29.2.2024** Draft Demerger Agreement with spin-off of the Branch with contribution of this Branch to a new company (hereinafter Beneficiary), which will be established as a 100% subsidiary of the Company, in accordance with articles 4, 54 par. 3, 57 par. 3, 59-74 and 83-87 of N. 4601/2019 on corporate transformations, article 52 of N. 4172/2013, article 61 of N. 4438/2016, as well as the provisions of N. 4548/2018, as applicable, **(b)** the Transformation Balance Sheet of the said Branch dated **31.10.2023** and **(c)** the valuation report of the assets and liabilities of the Branch dated **28.2.2024**, in accordance with the article 17 of Law 4548/2018.
- 3.** Approval of the Statute of the Beneficiary, new company, including the appointment of its first Board of Directors.
- 4.** Appointment of a representative of the Company for the signing of the notarial deed of division, including the Articles of Association of the Beneficiary, new company. Grant of authorizations.

5. Approval of all actions, actions and statements of the Board of Directors and the representatives or proxies of the Company to date for the purposes of the split.
6. Modification of no. 4 of the Company's Articles of Association as to its purpose as a result of the division by spin-off of the Baby and Children's Goods Branch. Modification of nos. 9, 16 and 20 par. 3 of the Company's Articles of Association regarding the responsibilities of the Board of Directors. - Grant of authorizations.
7. Miscellaneous Issues and Announcements

In case of failure to reach the quorum required by the Law to take a decision on any of the agenda items, the General Assembly will convene in a repeat meeting on **Tuesday, 7.05.2024**, at 11:00 a.m. in the same place, without the publication of a new Invitation, in accordance with par. 2 of article 130 of Law 4548/2018. The subjects of the Agenda of any Repetitive General Meeting **will be the same as mentioned above** .

In accordance with articles 121, 123, 124 par. 6 and 128 of Law 4548/2018, the Company informs the shareholders of the following:

A. Right to participate and vote in the General Assembly

In the Extraordinary General Meeting **of April 26, 2024**, anyone who appears as a shareholder of the Company in the records of the Intangible Securities System (S.A.T.) managed by the company "Hellenic Central Depository of Securities S.E." is entitled to participate and vote. (EL.K.A.T.), at the beginning of **21.4.2024** ("Record Date"), i.e. the fifth (5th) day before the meeting date of the Extraordinary General Assembly on **26.4.2024**. The above Record Date also applies to the case of the Repetitive General Assembly on **7.05.2024**.

Also, the same Record Date will apply in the event of an adjourned meeting of the General Assembly, provided that the adjourned meeting will not be more than thirty (30) days from the Record Date. If the adjourned meeting of the General Assembly is more than thirty (30) days away from the Record Date, anyone who has the shareholder status in accordance with the above is entitled to participate and vote at the beginning of the third (3) day before the date of the by postponing the General Assembly (article 124 par. 6 of Law 4548/2018).

The proof of shareholder status can be done in any legal way and in any case based on information received by the Company from EL.K.A.T.

In relation to the Company, only anyone who holds the status of shareholder on the Record Date (beginning of **21.4.2024**) is considered to have the right to participate and vote in the General Meeting. In case of non-compliance with the provisions of article 124 of Law 4548/2018, the said shareholder participates in the General Assembly only after its permission. The exercise of said rights does not presuppose the freezing of the beneficiary's shares or the observance of any other similar procedure, which limits the possibility of selling and transferring

them during the period of time between the Registration Date, as defined above, and the General Meeting.

B. Procedure for exercising the right to vote by proxy

Shareholders entitled to participate in the General Assembly can vote either in person or through proxies. Each shareholder may appoint up to three (3) representatives. Legal entities participate in the General Assembly by appointing up to three (3) natural persons as their representatives. However, if the shareholder owns shares of the Company, which appear in more than one securities account, this limitation does not prevent the shareholder from appointing different representatives for the shares that appear in each securities account in relation to the General Meeting. The provision of power of attorney is freely revocable. A proxy acting for several shareholders may vote differently for each shareholder.

The proxy votes in accordance with the shareholder's instructions, if any. Any non-compliance of the representative with the instructions he has received, does not affect the validity of the decisions of the General Assembly, even if the vote of the representative was decisive for achieving the majority.

The shareholder representative is obliged to notify the Company, before the start of the General Assembly meeting, of any specific event that may be useful to the shareholders in assessing the risk that the representative will serve interests other than those of the shareholder. Within the meaning of this paragraph, a conflict of interest may arise in particular when the representative:

- a) is a shareholder who exercises control over the Company or is another legal person or entity controlled by this shareholder,
- b) is a member of the Board of Directors or the general management of the Company or of a controlling shareholder of the Company, or of another legal person or entity controlled by a controlling shareholder of the Company,
- c) is an employee or statutory auditor of the Company or of a controlling shareholder of the Company, or of another legal person or entity controlled by a controlling shareholder of the Company,
- d) is a spouse or first degree relative of one of the natural persons mentioned in cases (a) to (c).

The appointment and revocation or replacement of the representative or representative of the shareholder are made in writing and are communicated to the Company in the ways mentioned below, at least forty-eight (48) hours before the appointed date of the General Assembly meeting.

The Company has a form for the appointment of a representative which is available to shareholders: a) in paper form at the Company's offices (Kifisias Avenue no. 64 (BUILDING II – 8th Floor) in Marousi Attica, postcodes 15125, tel . 210-4821186) and b) in electronic form at Company website (www.klmate.gr).

This form is submitted completed and signed by the shareholder to the Company's Shareholder Service Department at the Company's headquarters at the address: Kifisias Avenue no. 64 (BUILDING II – 8th Floor) in Marousi Attica, postcodes 15125, or sent to the above address by post, at least forty-eight (48) hours before the date of the General Assembly (initial and repeat). In the absence of a relevant statutory provision, the Company does not accept electronic notifications of the appointment and revocation of representatives. The shareholder is invited to confirm the successful sending of the proxy appointment form and its receipt by the Company by calling 210 4821186 (Shareholder Service Department).

C. Minority Shareholder Rights

According to article **141 par. 2, 3, 6 and 7 of Law 4548/2018** , shareholders have the following rights:

(a) At the request of shareholders representing one-twentieth (1/20) of the paid-up share capital, the Company's Board of Directors is required to include additional items on the agenda of the General Meeting, if the relevant request reaches the Board of Directors fifteen (15) **at least days before** the General Assembly, i.e. until **11.4.2024**.

The request for the registration of additional items on the agenda is accompanied by a justification or a draft decision to be approved by the General Assembly and the revised agenda is published in the same way as the previous agenda, thirteen (13) days **before** the date of the General Assembly , i.e. until **13.4.2024** and at the same time it is made available to the shareholders on the Company's website, together with the justification or the draft decision submitted by the shareholders in accordance with paragraph 4 of article 123 of Law 4548/ 2018.

If these issues are not published, the requesting shareholders are entitled to request the postponement of the General Assembly, in accordance with paragraph 5 of article 141 of Law 4548/2018 and to proceed with the publication themselves, in accordance with article 122 of Law 4548/ 2018, **seven (7) days at least before** the General Assembly, i.e. until **19.4.2024**, at the expense of the Company.

(b) Shareholders representing one-twentieth (1/20) of the paid-up capital have the right to submit draft resolutions for issues included in the original or any revised agenda of a General Assembly. The relevant application must reach the Board of Directors **at least seven (7) days before** the date of the General Assembly, i.e. by **19.4.2024**, and the draft resolutions are made

available to the shareholders as defined in paragraph 3 of article 123 of Law 4548/2018, **at least six (6) days before** the date of the General Assembly, i.e. until **20.4.2024**.

(c) After an application by any shareholder, submitted to the Company **at least five (5) full days before** the General Assembly, i.e. until **20.4.2024**, the Board of Directors is obliged to provide the General Assembly with the requested specific information on the Company's affairs, insofar as they are relevant to the agenda items. There is no obligation to provide information when the relevant information is already available on the Company's website, especially in the form of questions and answers. Also, at the request of shareholders, representing one-twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to announce to the General Assembly, if it is regular, the amounts that, during the last two years, have been paid to each member of the Board of Directors or the directors of the Company, as well as any provision to these persons from any cause or contract of the Company with them. In all of the above cases, the Board of Directors can refuse to provide the information for a very substantial reason, which is recorded in the minutes. Such reason may be, under the circumstances, the representation of the applicant shareholders in the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases of this paragraph, the Board of Directors can respond uniformly to shareholder requests with the same content.

(d) Following an application by shareholders, representing one tenth (1/10) of the paid-up capital, which is submitted to the Company at **least five (5) full days before** the General Meeting, i.e. by **20.4.2024**, the Administrative The Board is obliged to provide the General Assembly with information on the course of corporate affairs and the financial situation of the Company. The Board may refuse to provide shade information essential reason, which is recorded in the minutes. Such a reason may be, under the circumstances, the representation of the applicant shareholders in the Board of Directors in accordance with articles 79 or 80 of Law 4548/2018, as long as the respective members of the Board of Directors have received the relevant information in an adequate manner.

In all the cases mentioned above, the requesting shareholders must prove their shareholder status and, except in the case of the first paragraph of the above paragraph c, the number of shares they hold when exercising the relevant right.

D. Available documents and information

The documents and information of paragraphs 3 and 4 of article 123 of Law 4548/2018 (this invitation, the documents to be submitted to the General Assembly, the draft decisions proposed by the Board of Directors for the items on the agenda , the forms for voting through a representative or agent as well as the total number of currently existing shares and voting rights) are available in electronic form on the Company's website (www.klmate.gr) and in paper

form at the Company [S](#) Shareholder Services Department (Kifisias Avenue no. 64 (BUILDING II – 8th Floor) in Marousi Attica, postcodes 15125,), where copies can be obtained , in accordance with the provisions of Law 4548/2018.

Marousi Attica, April 5th, 2024

The Board of Directors