



**INVITATION**  
**TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE TRADE NAME**  
**“FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS”**  
**TO AN ANNUAL GENERAL MEETING**  
**GENERAL COMMERCIAL REGISTRATION NUMBER (G.E.MI.) 1351401000**

In accordance with the decision of the Company’s Board of Directors on August 4<sup>th</sup>, 2022, at its meeting no. 630, and the provisions of Law 4548/2018 and article 15 of the Company’s Articles of Association, the Shareholders of the Societe Anonyme under the trade name “**FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS**” and the distinctive title “FRIGOGLASS S.A.I.C” are invited to an Annual General Meeting, to be held **on Thursday, September 8<sup>th</sup>, 2022, at 10.00 a.m.**, which will be carried out remotely, either in real time by teleconference and without the physical presence of each Shareholder at the venue, or by postal, with the following agenda:

1. Submission and approval of the Annual Financial Statements (Company’s and Consolidated) for the fiscal year 2021 (1.1.2021 - 31.12.2021), including the Management’s Report and the Audit Certificate of the Company’s Statutory Auditor.
2. Submission of the Annual Activity Report of the Audit Committee for the fiscal year 2021 (1.1.2021- 31.12.2021) to the shareholders of the Company.
3. Approval of the overall management of the Company by the Board of Directors in accordance with article 108 of Law 4548/2018 and discharge of the Statutory Auditor of the Company from any liability for compensation for the fiscal year 2021 (1.1.2021 – 31.12.2021).
4. Submission and vote on the Remuneration Report for the fiscal year 2021 (1.1.2021 – 31.12.2021) in accordance with article 112 of Law 4548/2018.
5. Approval of the remuneration of the members of the Board of Directors for their participation in the meetings of the Board of Directors and other senior executives for their services to the Company for the fiscal year 2021 (1.1.2021 - 31.12.2021).
6. Pre-approval of the remuneration of the Board of Directors and other senior executives for the fiscal year 2022 (1.1.2022 - 31.12.2022).
7. Election and determination of remuneration of the Statutory Auditor for the fiscal year 2022 (1.1.2022 - 31.12.2022).
8. Approval of the new Remuneration Policy in accordance with articles 110 and 111 of Law 4548/2018.



9. Submission of the Report of the independent non-executive members of the Board of Directors to the Annual General Meeting.

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 Annual General meeting on Wednesday, September 14<sup>th</sup>, 2022 at 10.00 a.m. which will also be carried out remotely, either in real time via teleconference and without the physical presence of each Shareholder at the venue, or by postal vote. It is noted that according to article 130 of Law 4548/2018, no invitation shall be published for the above Iterative Annual General Meeting.

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

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

The participation of the Shareholders in the Annual General Meeting will take place via audiovisual or other electronic means (teleconference) as well as by postal voting, in accordance with the provisions of articles 125 and 126 of Law 4548/2018 and article 15 par. 3 of the Company's Articles of Association. It will not be possible for Shareholders, journalists and any third party except from the members of the Board of Directors, the Chairman of the Audit Committee, the Head of the Internal Audit Department, the Corporate Secretary and the persons in charge of conducting the Annual General Meeting to enter the venue of the remote Annual General Meeting.

The right to participate at the Annual 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 Annual General Meeting date of September 8<sup>th</sup>, 2022, i.e. on September 3<sup>rd</sup>, 2022 (Record Date). The same record date also applies for any postponed or iterative general meeting, as long as the postponed or iterative general meeting does not take place more than thirty (30) days later than the record date. In the event that this does not hold true, or a new invitation to Shareholders for an iterative Annual General Meeting is published, Shareholders on the third day prior to the date of the postponed or iterative Shareholders' Annual General Meeting are eligible for participation in the Annual General Meeting.

For the Company, Shareholders who are entitled to participate in the Annual General Meeting and to exercise the right to vote are those who are registered on the Record Date in the



Dematerialized Securities System (DSS) of the company "Hellenic Central Securities Depository S.A. (H.C.S.D.)" or the one identified as such on the relevant date through registered intermediaries or other intermediaries in accordance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Regulation of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

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 (i.e. records of Dematerialized Securities System (DSS) managed by Hellenic Central Securities Depository S.A. (H.C.S.D)) or through the participating and registered intermediaries in the central securities depository. A Shareholder may participate in the Annual General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary, unless the Annual General Meeting refuses this participation for a significant reason that justifies its refusal in accordance with the provisions in force (article 19 par. 1 of Law 4569/2018, article 124 par.5 of Law 4548/2018).

The exercise of participation 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.

In the event of an Iterative Annual General Meeting on September 14<sup>th</sup>, 2022, the status of Shareholder must exist on September 3<sup>rd</sup>, 2022, (record date), i.e. at the beginning of the fifth (5<sup>th</sup>) day before the date of the initial Annual General Meeting of September 8<sup>th</sup>, 2022, in accordance with the provisions of article 124 par. 6 of Law 4548/2018.

## II. PROXY VOTING PROCEDURE

Eligible Shareholders may participate in the Annual General Meeting in person or via proxy. Each Shareholder may appoint up to three (3) proxies according to para. 4 of article 128 of Law 4548/2018. However, especially for the participation in the Annual General Meeting of September 8<sup>th</sup>, 2022 or in its iterative meeting to be held remotely in real time via teleconference, the Shareholder can appoint **only one (1) proxy**. A proxy acting on behalf of more than one shareholders may vote differently for each shareholder. Shareholders who are legal entities participate in the Annual General Meeting through their representatives. A "Proxy Appointment Form" 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). This form completed, signed with its signature certified shall be either sent by post to the Company's Investor Relations Department at the above address or sent completed and signed and with its signature certified electronically to [istamatakos@frigoglass.com](mailto:istamatakos@frigoglass.com) at least forty eight (48) hours prior to the date of the Annual General Meeting (i.e. no later than 10.00 on 6.9.2022).

In case of Shareholders that are identified through intermediaries, the appointment and revocation or replacement of the Shareholder's proxy are done via confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212, at least forty eight (48) hours before the convention date of the Annual General Meeting, i.e. at the latest up to 10.00 of 6.9.2022.

In the event of an Iterative (or a postponed) meeting, the Shareholder wishing to appoint for the first time or to replace the proxy he had appointed for the initial meeting, must revoke the original proxy following the same procedure under Section II above, within the prescribed deadlines, i.e. no later than 48 hours before the Iterative Annual General Meeting, i.e. until 10.00 on 12.9.2022.

In each one of the above cases, the Shareholder is required to confirm the successful dispatch of the "Proxy Appointment Form" and its receipt by the Company, by calling: 210-6165767.

A Shareholder's proxy 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.

For the participation of the Shareholders in the Annual General Meeting or its Iterative remotely in real time via audiovisual or other electronic means, without their physical presence, the creation



and use of an electronic account is required on the electronic platform developed by the Group Hellenic Stock Exchanges - Athens Stock Exchange S.A. for the provision of services for conducting General Meetings remotely in real time via video conferencing to listed companies on the website <https://axia.athexgroup.gr>. To the access to the electronic platform, a computer or smartphone or tablet is required, with an installed web browser application and internet access.

To open the account on the above electronic platform, the shareholder or his proxy is required to provide a valid e-mail address and mobile phone number. In the event that upon entry to the electronic platform, the above data entered by the Shareholder do not match the data registered in the Dematerialized Securities System or the identification data, notified to the Company by "Hellenic Central Securities Depository S.A." or by intermediaries, in the context of provision of shareholder identification services for remote general meetings to listed companies, in accordance with Part 3 of the decision no. 8 of the Board of Directors of "Hellenic Central Securities Depository SA", "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", the Shareholder shall update and fill in the above details in order to create the account.

For this purpose, the Shareholders are kindly requested to contact immediately the Operator of the Securities Account to whom they keep the Company's shares or any other intermediary providing custody services for Company's shares, in order to notify and/or update their valid e-mail address and their mobile phone number for identification purposes.

Further instructions for participation in the Annual General Meeting via teleconference will be uploaded on the Company's website. Shareholders may contact the Company's Investor Relations Department for any questions and information (A. Metaxa, no. 15, Kifissia, tel. +30 210 6165 767). Furthermore, from the date of publication of this invitation and up to the end of the Annual General Meeting, a help desk will be operating in order to provide information and support to Shareholders and their proxies by calling at 210-3366120, or via e-mail at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

On the date of the General Meeting, the Shareholders, in order to participate in its works, should log in on time via the Online Platform, fifteen minutes (15') before the start time of the General Meeting announced in the Invitation and state the number of the voting rights with which they will participate in the General Meeting and vote; and if they wish, they can amend the number of their voting rights (to the less).

Shareholders, who will participate in the Annual General Meeting via real-time teleconference, are taken into account for the calculation of vote quorum and majority, and will be able to



effectively exercise their rights during the Annual General Meeting. The Shareholders, who will have been connected to the internet platform, will be able to participate in the Annual General Meeting via real-time teleconference through a link that will be sent to them via e-mail. By activating the teleconference application (Cisco Webex), through this link, the Shareholders will be able to:

- a. monitor the conduct of the Annual General Meeting,
- b. speak and address the Annual General Meeting orally during the Annual General Meeting,  
while at the same time through the electronic platform they will be able to:
- c. vote during the Annual General Meeting on the items of the agenda,
- d. receive information about the recording of their vote.

### **III. PARTICIPATION IN THE ANNUAL GENERAL MEETING BY POSTAL VOTE**

In addition, the Shareholders are given the opportunity to participate themselves or via their proxies remotely in the voting procedure on the Annual General Meeting agenda, to be held BEFORE the Annual General Meeting, according to the provisions of article 126 of Law 4548/2018. In particular, Shareholders wishing to participate remotely in the voting on the Annual General Meeting agenda, to be held BEFORE the Annual General Meeting may opt one of the following options:

- a. either to exercise the right to vote BEFORE the Annual General Meeting through the electronic platform <https://axia.athexgroup.gr> on which they should have previously create an account and be successfully registered according to the procedure described under Section II, during the period from September 5<sup>th</sup>, 2022 at 10.00 p.m. and no later than twenty-four (24) hours before the date of the Annual General Meeting (i.e. no later than 10.00 on 7.9.2022).
- b. or to fill in and send to the Company the "Voting Form" which has been posted at the Company's website (<http://www.frigoglass.com>) with its signature being certified by a competent authority, to the Company's Investor Relations Department (A. Metaxa, no. 15, Kifissia, tel. +30 210 6165 767), or digitally signed using a recognized digital signature (qualified certificate) by the representative or Shareholder via email at [jstamatakos@frigoglass.com](mailto:jstamatakos@frigoglass.com), at least twenty-four (24) hours before date of the Annual General Meeting (i.e. no later than 10.00 on 7.9.2022).



c. or to participate on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries.

Shareholders who vote before the Annual General Meeting according to the above procedure are included in the calculation of the vote quorum and the majority only if the relevant votes have been received by the Company no later than 10.00 on 7.9.2022. It is noted that Shareholders wishing to appoint proxies to participate remotely in the voting on the Annual General Meeting agenda, to be held BEFORE the General Meeting, may appoint **up to one (1) proxy**, whose appointment must be carried out a minimum of forty eight (48) hours before the date of the meeting of the Annual General Meeting (i.e. no later than 10.00 on 6.9.2022), as specifically mentioned above under Section II. Beyond this deadline, it will not be possible to participate through a proxy in the vote that will take place BEFORE the Annual General Meeting.

In case of lack of quorum required by the Law and the Articles of Association for the discussion and decision on the above agenda, during the Iterative Annual General Meeting of September 14<sup>th</sup>, 2022, the right to participate in the Annual General Meeting remotely by postal voting need to be re-exercised, in a voting to be held before the Iterative Annual General Meeting, in the following ways:

a. either by exercising again the right to vote before the Annual General Meeting through the electronic platform <https://axia.athexgroup.gr> on which they should previously create an account and be successfully registered, according to the procedure described under Section II, during the period from September 11<sup>th</sup>, 2022 at 10.00 p.m. and no later than twenty-four (24) hours before the date of the meeting of the Iterative Annual General Meeting (i.e. no later than 10.00 on 13.9.2022).

b. or by filling in and sending to the Company a new "Voting Form", which will have been made available by the Company for the items on which no decision was made on September 8<sup>th</sup> 2022, signed and with its signature being certified by a competent authority, to the Company's Investor Relations Department (A. Metaxa, no. 15, Kifissia, tel. +30 210 6165 767), or digitally signed using a recognized digital signature (qualified certificate) by the representative or Shareholder via e-mail at [jstamatakos@frigoglass.com](mailto:jstamatakos@frigoglass.com), at least twenty-four (24) hours before the date of the meeting of the Iterative Annual General Meeting (i.e. no later than 10.00 on 13.9.2022).

c. or to participate on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries.



Shareholders who vote before the Annual General Meeting according to the above procedure are included in the calculation of the vote quorum and the majority only if the relevant votes have been received by the Company no later than 10.00 a.m. on September 13<sup>th</sup>, 2022. For the Iterative Annual General Meeting of September 14<sup>th</sup>, 2022, Shareholders who had not appointed a proxy at the initial Annual General Meeting or Shareholders wishing to replace the proxy already appointed, in order to participate remotely in the voting that will take place before the Annual General Meeting, may appoint **up to one (1) proxy**, whose appointment must be made at least forty eight (48) hours before the date of the meeting of the Iterative Annual General Meeting (i.e. no later than 10.00 on 12.9.2022) as specifically mentioned above under Section II. Beyond this deadline, it will not be possible to participate through a proxy in the voting that will take place BEFORE the Iterative Annual General Meeting. Shareholders can contact the Company's Investor Relations Department for any questions and instructions (A. Metaxa, no. 15, Kifissia, tel. +30 210 6165 767).

The eligible Shareholders are kindly requested to take care of the confirmation of the successful dispatch and receipt by the Company of the "Voting Form".

#### **IV. 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 Annual General Meeting, following a request received by the Board of Directors at least fifteen (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 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 Annual General Meeting. The Board of Directors must make these available to the shareholders at least six (6) days prior to the Annual General Meeting.
- Any shareholder may request, no later than five (5) full days prior to the Annual General





Meeting, the Board of Directors to provide to the Annual 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 1/10 of Company's paid-up share capital may request, no later than five (5) full days prior to the Annual General Meeting, the Board of Directors to provide to the Annual 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 if it provides registry services, or through the participating and registered intermediaries in any other case.

## **V. OTHER INFORMATION**

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 Annual 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, August 4<sup>th</sup>, 2022**  
**THE BOARD OF DIRECTORS**  
**FRIGOGLASS S.A.I.C.**

