

# **SFAKIANAKIS S.A.**

## **I N V I T A T I O N TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

In accordance with the Greek Law and Company's Articles of Association and decision of the BoD num. 2273/08/02/2017, the shareholders of SFAKIANAKIS S.A. are invited to the Extraordinary General Meeting, on Wednesday, 01 March 2017, at 14.00 a.m. in Company's headquarters (Sidirokastrou 5-7 & Pydnas, 118 55 Athens), in order to discuss and decide upon the following items of the Agenda:

1. Election of new Board of Directors.
2. Various issues and announcements.

Pursuant to codified Law 2190/1920 article 26 par. 2b as amended by Article 3 of Law 3884/2010 and is in force, the Company informs its shareholders of the following:

**I.** Right to participate and vote: Every ordinary share has the right of one vote. Any natural or legal person appearing as a shareholder at the beginning of the fifth (5th) day before the day session of the General Meeting of the 01.03.2017, that is on 24.02.2017 (Registration Date) to the file of Company's shareholders held electronically by the "Hellenic Exchanges S.A." (HELEX) without requiring a commitment of their shares. The exercise of those rights does not require the blocking of the owner's shares or any other procedure, which limits the ability to sell and transfer them during the period between the Record Date and the General Meeting. The shareholders' capacity is proved by providing a pertinent written certification by Hellenic Exchanges S.A. adduced to the Company or, alternatively, with online connection of the Company with the files of HELEX if so requested by the shareholders concerned. The relevant written statement or electronic certification of the shareholder status must reach the Company not later than the third (3rd) day before the meeting of the General Assembly that is 26.02.2017. Against the company eligible to participate and vote in the General Assembly is considered only any person who is shareholder in the corresponding record date. Failure to comply with the provisions of Article 28a of Law 2190/1920, the shareholder participates in the General Assembly only after its permission.

**II.** Proxy Voting Procedure. Every shareholder who is eligible to attend the General Meeting according to the above mentioned participates and votes either in person or by proxy. Every shareholder may appoint up to three (3) proxies. However, if the shareholder holds shares of the Company, which appear in more than one security accounts, this restriction does not prevent the shareholder to appoint different representatives for the shares held in each account values in relation to the General Meeting. Legal entities may participate at the General Meeting by appointing up to three (3) individuals as proxies. A proxy acting on behalf of several shareholders may vote differently for each shareholder. A shareholder proxy must disclose to the company, before the General Meeting begins, any specific event, which may be useful to the shareholders for assessing the risk of the proxy serving interests other than those of the shareholder. In the sense of this paragraph, a conflict of interest may arise especially when a proxy: a) is a shareholder controlling the Company or is another legal entity or an entity controlled by that shareholder, b) is a member of the board of directors or of the administration of the Bank or shareholder controlling the company in general, or another legal entity or an entity controlled by a shareholder who controls the Company, c) is an employee or auditor of the Company or shareholder controlling the Company, or of another legal entity or entity controlled by a shareholder who controls the Company, d) is spouse or first degree relative to one of the individuals referred to under (a) through (c) above. Shareholders who wish to attend the General Meeting through a representative must submit to the Company of receipt, the documents of money (nomination / withdrawal) agents which are available at the company (shareholders department Sidirokastrou 5-7 & Pydnas, Athens) and at the website [www.sfakianakis.gr](http://www.sfakianakis.gr) not later than the third day before the General Meeting that is until 26.02.2017. In the absence of relevant statutory provision, the Company does not accept electronic notifications of appointment and removal of agents.

**III.** Minority rights of the Shareholders according to paragraphs 2, 2a, 4 and 5 of article 39 of the C.L. 2190/1920, as valid. (A) Shareholders representing at least the one twentieth (1/20) of the paid-up share capital, may, on request, notably at least fifteen (15) days prior to the General Meeting, ask the Company's Board of Directors to insert in the General Meeting's agenda additional items. The request must be accompanied by reasoning or by a draft decision to be approved by the General Meeting. The revised agenda is notified in the same manner as the previous agenda, notably thirteen (13) days prior to the date of the General Meeting, and will also be made available to shareholders at the Company's website, together with the reasoning or the draft decision submitted by the shareholders in accordance with the provisions of article 27 paragraph 3 of codified law 2190/1920, as amended and valid. (B) Shareholders representing at least the one twentieth (1/20) of the paid-up share capital, may, on request, notably to Company's Board of Directors at least seven (7) days prior to the General Meeting, to ask by the Board of Directors to make available to the shareholders with notification at company's website ([www.sfakianakis.gr](http://www.sfakianakis.gr)) notably at least six (6) days prior to the date of the General Meeting, in accordance with the provisions of article 27 paragraph 3 of codified law 2190/1920, draft decisions on items included in the original or revised agenda. It should be noted that the Board of Directors is not obliged to give the items on the agenda or the publication or disclosure of them together with reasons and draft decisions submitted by the shareholders at the above in (a) and (b) cases, respectively, if their content is obviously contrary to law and morality. (C) Upon request of any shareholder submitted to the Company at least five (5) full days prior to the General Meeting, any shareholder may ask the Board of Directors to provide to the General Meeting the requested information on Company's affairs, to the extent they are useful for the actual consideration of the items on the agenda. The Board of Directors may refuse to provide the information for a substantial reason to be recorded in the minutes. The Board of Directors may provide a uniform reply to shareholders' requests having the same content. There is no obligation to provide information when such information is already published at the Company's website. Moreover, upon request of shareholders representing 1/20 of the paid up share capital, the Board of Directors is obliged to announce to the general meeting, if regular, the amounts paid within the last two years to each member of the BoD or the directors of the Company as well as any provision to those persons from any reason or company's contract with them. In all the above cases the BoD may refuse to provide information on substantial reasons, which are recorded. (D) At the request of shareholders representing one fifth (1/5) of the paid-up share capital may submit a request to the Company, at least five (5) full days prior to the General Meeting, and ask from the Board of Directors to supply to the General Meeting information regarding the progress of the Company's affairs and financial condition. The BoD may refuse to provide information on substantial reasons, which are recorded. In all aforementioned cases, the requesting shareholders will be called to prove their shareholding capacity and the number of shares they hold at the time they exercise their respective rights. Submission of certificate from Hellenic Exchanges S.A., or confirmation of the shareholding capacity through direct online connection between Hellenic Exchanges S.A. and the Bank constitutes such evidence.

**IV. Procedure for exercise of voting rights by correspondence or by electronic means.** In the absence of statutory provision, it is possible to participate in the General Meeting by electronic means or by mail.

**V.** Information of paragraph 3 article 27 of codified law 2190/1920, as valid. The complete text of documents, draft resolutions and other information provided for in paragraph 3 of Article 27 of Law 2190/20 (including the invitation of the General Meeting, the form to appoint a representative and the draft of decisions of the agenda) are available in electronic form the Company's website [www.sfakianakis.gr](http://www.sfakianakis.gr) since 8 February 2017. Interested shareholders may obtain copies of documents and draft decisions of paragraph 3 of Article 27 of C.L. 2190/1920, as valid, from the offices of the Company (Sidirokastrou & Pydnas 5-7, 118 55 Athens) or by contacting Shareholders Department by calling 210-34.99.822.

Athens, 08 February 2017  
The Board of Directors