

## I N V I T A T I O N

**(prepared according to article 121, paragraph 4 of L. 4548/2018)**

Of the Shareholders of the Societe Anonyme under the name  
"FLEXOPACK SOCIÉTÉ ANONYME COMMERCIAL AND INDUSTRIAL PLASTICS COMPANY"

And the distinctive title "FLEXOPACK S.A.",

In the annual Ordinary General Meeting

GEMI (General Electronic Commercial Registry) Number 582101000

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The Board of Directors of the Societe Anonyme under the name "FLEXOPACK SOCIÉTÉ ANONYME COMMERCIAL AND INDUSTRIAL PLASTICS COMPANY" and with the distinctive title "FLEXOPACK S.A." (henceforth for brevity purposes the "Company") invites, according to Law and the Articles of Association, the Company's shareholders in the annual Ordinary General Meeting on June 28th, 2019, Friday at 15:00, at the Company's domicile, located in Koropi, County of Attiki (Tzima location, 37 Ifaistou street), for the discussion and resolution to the following subjects of the daily agenda::

### **SUBJECTS OF THE DAILY AGENDA**

**Issue 1:** Submission for approval of the annual Financial Statements (separate and consolidated) concerning the fiscal year 2018 (01.01.2018-31.12.2018) as well as of the annual Financial Report for the same fiscal year.

**Issue 2:** Submission for approval of the annual Management Report of the Board of Directors and of the Auditors' Report in relation to the annual Financial Statements (separate and consolidated) concerning the fiscal year 2018 (01.01.2018-31.12.2018).

**Issue 3:** Approval of the distribution (appropriation) of the results of fiscal year 2018 (01.01.2018-31.12.2018) and approval of decision regarding the non-distribution of dividend.

**Issue 4:** Approval of the entire administration and discharge of the Certified Auditors of the Company from any compensation or liability deriving from the facts and the management of the closing fiscal year 2018 (01.01.2018 - 31.12.2018) as well as from the respective annual Financial Statements concerning the same fiscal year.

**Issue 5:** Election of one (1) Ordinary and one (1) Deputy Certified Auditor Accountant from the Public Registry concerning the audit of the annual and semi-annual Financial Statements (separate and consolidated) for the current fiscal year 2019 (01.01.2019-31.12.2019) and determination of their fees.

**Issue 6:** Approval of the remuneration paid to the members of the Board of Directors for services provided to the Company during the fiscal year 2018 (01.01.2018-31.12.2018).

**Issue 7:** Approval of the Company's Remuneration Policy according to articles 110 and 111 of L. 4548/2018 as they are in effect.

**Issue 8:** Determination and pre-approval of the fees and remuneration of the members of the Board of Directors for the current fiscal year 2019 (01.01.2019-31.12.2019), as well as granting of approval for prepayment of the fees to the above members for the time period until the next Ordinary General Meeting, according to article 109 of L. 4548/2018 as it is in effect.

**Issue 9:** Provision of authorization-approval to the members of the Board of Directors and the Managers of the Company to act in accordance with the Company's intended purposes as well as to participate in the Board of Directors or the management of other Group companies, according to the provisions of article 98, paragraph 1 of L. 4548/2018 as it is in effect.

**Issue 10:** Share capital increase of the Company by the amount of 703.201,44 Euro via the capitalization of part of the "share premium account" and increase of the nominal value per share of the Company by 0.06 Euro (from 0.54 Euro to 0.60 Euro).

**Issue 11:** Share capital decrease of the Company by the amount of 703.201,44 Euro via the decrease of the nominal value per share of the Company by 0.06 Euro (from 0.60 Euro to 0.54 Euro) and return – payment of the corresponding capital to the Company's shareholders.

**Issue 12:** Amendment of the relevant article 5, paragraph 1 of the Company's Articles of Association.

**Issue 13:** Respective authorizations granted towards the Company's Board of Directors concerning the execution of the above decisions of the Company's share capital increase and decrease.

**Issue 14:** Election-Appointment of the Audit Committee, according to the provisions of article 44 of Law 4449/2017, determining the term of office and election of its Chairman.

**Issue 15:** Amendment and supplement to the Articles of Association with a view to adapting and harmonizing with the provisions of L. 4548/2018, as in force, in accordance with the provisions of article 183 of the aforementioned Law.

Where the required by law quorum for the resolution of the subjects of the daily agenda is not reached, any Repeat Annual Ordinary General Meeting will convene on **July 12th, 2019, Friday at 15:00**, at the same place with the same subjects of the daily agenda, according to the provisions of article 130 paragraph 2 of L. 4548/2018, as it is in effect. It is noted that for the above mentioned Repeat Annual Ordinary General Meeting there will be no invitation released.

According to articles 121, paragraph 4, 124 and 128 of L. 4548/2018, as in force, the Company informs the shareholders about the following:

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

Each share grants one (1) voting right. Any shareholder listed on the archives of the Dematerialized Securities System - in which the transferable securities (shares) of the

Company are kept - managed by the "Hellenic Exchanges S.A." (H.E.S.A.) is entitled to participate in the annual Ordinary General Meeting. The shareholder status shall be effective as at **23.06.2019 (record date)**, namely as at the beginning of the fifth (5th) day prior to the date of the convention of the annual Ordinary General Meeting on 28.06.2019. The proof of the shareholder status can be provided via any legal means and in any case through the information collected by the Company from the Central Securities Depository, provided that it offers registration services, or through the participating and registered intermediaries at the Central Securities Depository in any other case. It is considered that only he / she who bears the shareholder status as at the corresponding record date may have participation and voting right in the annual Ordinary General Meeting vis-à-vis the Company.

As regards the Repeat annual Ordinary General Meeting, the shareholder status shall be effective as at **23.06.2019 (record date of the Repeat Ordinary General Meeting)**, namely as at the beginning of the fifth (5th) day prior to the convention day of the initial General Meeting of 28.06.2019, according to the provisions of the article 124, paragraph 6 of L. 4548/2018, as it is currently in effect.

It is noted that the exercise of the said rights (of participation and voting) does not involve the blocking of the beneficiary's shares or the observance of another similar procedure, which constrains the sale and transfer of shares throughout the period between the record date and the date of the annual Ordinary General Meeting.

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

**(a)** At the request of the shareholders who represent one twentieth (1/20) of the paid-in share capital, the Company's Board of Directors is obliged to include additional items on the agenda of the annual Ordinary General Meeting, provided that the relevant request is communicated to the Board of Directors until **13.06.2019, namely at least fifteen (15) days prior to the annual Ordinary General Meeting**. The request for the inclusion of additional items on the daily agenda is accompanied by a justification or a draft resolution to be adopted in the annual Ordinary General Meeting and the revised agenda shall be made available in the same manner as the previous agenda on **15.06.2019, namely thirteen (13) days prior to the date of the annual Ordinary General Meeting** and at the same time the request shall be made available for the shareholders on the website of the Company, together with the justification or the draft resolution submitted by the shareholders as laid out in article 123 par. 4 of L. 4548/2018.

**(b)** At the request of shareholders who represent one twentieth (1/20) of the paid-in share capital, the Board of Directors shall make available to the shareholders as laid out in article 123 par. 3 of L. 4548/2018, not later than on **22.06.2019, namely at least six (6) days before the date of the annual Ordinary General Meeting**, draft resolutions regarding items included in the initial or the revised daily agenda, if the relevant request is received by the Board of Directors until **21.06.2019, namely at least seven (7) days before the date of the annual Ordinary General Meeting**.

**(c)** Upon request filed with the Company by any shareholder until **22.06.2019, namely at least five (5) full days before the annual Ordinary General Meeting**, the Board of Directors is obliged to communicate to the General Meeting the required concrete information as regards the issues of the Company, to the extent they are helpful for the actual assessment of the agenda's items. There shall be no obligation for information provision when the relevant information is made available on the Company's website, especially in the form of questions and answers. Moreover, at the request of shareholders who represent one twentieth (1/20) of the paid-in share capital, the Board of Directors is obliged to communicate to the annual Ordinary General Meeting the sums of money paid over the last two years to each member of the Board of Directors or to the Managers of the Company, as well as any allowance to those persons for any reason whatsoever or by agreement between them and the Company. In all of the above-mentioned cases, the Board of Directors may refuse the provision of information on serious grounds, recorded in the minutes.

**(d)** At the request of shareholders representing one tenth (1/10) of the paid-in share capital, filed with the Company until **22.06.2019, namely at least five (5) full days before the annual Ordinary General Meeting**, the Board of Directors is obliged to provide the General Meeting with information regarding the progress of corporate developments and financial position of the Company. The Board of Directors may refuse the provision of information on serious grounds, recorded in the minutes.

**(e)** At the request of shareholders who represent one twentieth (1/20) of the paid-in share capital, the election process regarding one of the issues or some of the issues of the daily agenda can be carried out as an open voting.

In all of the above-mentioned cases, the applicant shareholders have to prove their shareholder status and apart from the cases of the first section of paragraph 6 of the article 141 of L. 4548/2018-the number of shares they own at the exercise of the relevant right. The proof of the shareholder status can be provided via any legal means and in any case through the information collected by the Company from the Central Securities Depository, provided that it offers registration services, or through the participating and registered intermediaries at the central securities depository in any other case.

### **C. PROCEDURE REGARDING THE EXERCISE OF VOTING RIGHT BY PROXY**

Each shareholder participates in the annual Ordinary General Meeting and casts vote either in person or by proxies. Each shareholder may appoint up to three (3) proxies. Legal persons participate in the General Meeting by appointing as their proxies up to three (3) physical persons. However, if the shareholder holds shares of the Company in more than one securities account, this constraint does not prevent the said shareholder from appointing different proxies as regards the shares held in each securities account with respect to the General Meeting. A proxy who acts on behalf of more than one shareholder may cast vote differently on behalf of each shareholder.

The shareholder's proxy is obliged to notify the Company before the start of the convention of the Ordinary General Meeting of any particular event that may be helpful for the shareholders to assess the risk that the proxy may serve interests other than those of the represented shareholder. Within the meaning of this paragraph, there may be conflict of interests especially if the proxy is:

(a) shareholder who exercises control of the Company or other legal person or entity controlled by that shareholder,

b) member of the Board of Directors or the general management of the Company or shareholder who exercises control of the Company, or other legal person or entity controlled by a shareholder who exercises control of the Company,

(c) employee or Certified Auditor of the Company or shareholder who exercises control of the Company, or other legal person or entity controlled by a shareholder who exercises control of the Company,

(d) spouse or first degree relative of one of the physical entities mentioned in the above cases (a) up to (c).

The appointment and revocation of the shareholder's proxy are done in writing and are communicated to the Company with the same formal validity, at least forty eight (48) hours before the convention date of the Ordinary General Meeting.

The Company has made available on its website ([www.flexopack.com](http://www.flexopack.com)) the form used for the appointment of proxy. The said form is submitted complete and signed by the shareholder to the Shareholders' Department of the Company (Koropi, County of Attiki, Tzima location, 37 Ifaistou street), or is sent by fax (+30 210-66.26.583) to the said Department at least three forty eight hours (48) before the date of the annual Ordinary General Meeting.

The beneficiary shareholder is required to ensure the confirmation of successful dispatch of the proxy appointment form and receipt by the Company, by calling during business days and hours at +30 210-66.80.000.

#### **D. AVAILABLE DOCUMENTS**

The full text of the draft resolutions and any documents required by the article 123, paragraph 4 of L. 4548/2018 will be made available in printed form at the Company's domicile (Koropi, County of Attiki, Tzima location, 37 Ifaistou street).

#### **E. AVAILABLE INFORMATION**

The information of article 123, paragraphs 3 and 4 of L. 4548/2018 is electronically available on the Company's website [www.flexopack.com](http://www.flexopack.com).

Koropi, 7 June 2019  
The Board of Directors