

## **EUROPEAN RELIANCE GENERAL INSURANCE Co. S.A.**

### **INVITATION**

**OF THE SHAREHOLDERS OF THE SOCIETE ANONYME WITH TRADE NAME  
“EUROPEAN RELIANCE GENERAL INSURANCE CO.S.A.”  
G.E.M.I. General Electronic Commercial Registry No. 322801000  
(previously S.A. Reg. No. 12855/05/B/86/35)**

#### **TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON TUESDAY 27/04/2021**

According to the Law and the Articles of Association of the Company and after the decision of the Board of Directors of the Company of 06/04/2021, the Société Anonyme with company name “EUROPEAN RELIANCE GENERAL INSURANCE CO.S.A.” with headquarters in 274 Kifisias Avenue, Chalandri, Attica, invites the Shareholders in the Ordinary General Meeting of Shareholders, on Tuesday, 27/04/2021 at 14:00, to participate via teleconference in the meeting. Additionally, the members referred to in par. 1 and 2 of Art. 127 of L.4548/2018, may participate remotely in the Ordinary General Meeting of Shareholders via teleconference. Further details on the teleconference have been announced in the investment website of the Company <https://ir.europaikipisti.gr/en> in the section “General Meetings”.

The subjects are analyzed below:

Subject No. 1: Submission and approval of the corporate and consolidated Annual Financial Statements for fiscal period from 1/1/2020 to 31/12/2020, with the relevant Reports of the Board of Directors and the Certified Public Accountant.

Subject No. 2: Approval of the distribution of profit for the fiscal year from 1/1/2020 to 31/12/2020.

Subject No. 3: Approval according to Art. 108 of L. 4548/2018 of the overall management of the Company by the Board of Directors for fiscal year 2020 and discharge of the Certified Public Accountants from any liability.

Subject No. 4: Appointment of the Auditing Company for fiscal year 2021 and determination of its remuneration.

Subject No. 5: Approval of the remuneration of the Board members for fiscal year 2020 and prior approval of the BoD members remuneration for fiscal year 2021.

Subject No. 6: Submission for discussion of the Remuneration Report for fiscal year 2020, according to article 112, par. 3 of L. 4548/2018.

Subject No. 7: Provision of License, according to art 98, par. 1 of L. 4548/2018, to the Company's Board members, the Executives of the Company's Divisions to participate in the BoD Meetings or in the Management of the Group's companies and the related undertakings.

Subject No. 8: Approval of the cancellation of a total of fifty-three thousand, four hundred, fifty-four (53,454) own shares purchased by the Company under a share buy-back program in order to cancel them, with a corresponding reduction of its share capital by thirty-three thousand, six hundred seventy-six Euro and-two cents (€33,676.02), according to article 49 of L. 4548/2018 and the relevant amendment of article 5 (Share Capital) of the Article of Association of the Company, to imprint the above variance.

Subject No. 9: Briefing of the shareholders by the Chairman of the Audit Committee for the actions of the Audit Committee in corporate fiscal year 2020.

Subject No. 10: Approval of the Fit & Proper BoD Members Policy (article 3, par. 3 of L. 4706/2020).

Subject No. 11: Appointment of a type of an Audit Committee, term of office, amount and identities of its Members (article 74, par. 4b of L. 4706/2020).

#### Other subjects and announcements

In case of non-achievement of the required quorum for decision-taking on the subjects of the agenda (according to the Law) any Repeat of the Ordinary General Meeting of Shareholders shall take place on Tuesday, 11/05/2021, at 14:00, on the exact same way and with the same subjects on the agenda, according to the provisions of article 130, par. 2 of L. 4548/2018, as applicable and in force. It is noted that in the case of a Repetitive Ordinary General Meeting of Shareholders, there will be no new Invitation.

According to articles 121, par. 4, 124 and 128 of L. 4548/2018, as applicable and in force, the Company shall inform the shareholders on the following:

## **SHAREHOLDERS' PARTICIPATION AND VOTING RIGHTS**

Each share has one (1) voting right. Every person that appears with the identity of the shareholder in the registry of the Dematerialized Securities System managed by the "Hellenic Exchanges S.A." Which keep the transferable securities (shares) of the Company, is entitled to participate in the annual Ordinary General Meeting of Shareholders. The shareholder's identity must be valid on 22/04/2021 (record date), or five (5) days before the date of the Ordinary General Meeting of Shareholders, of 27/04/2021. The shareholder may prove the shareholder's identity with any legal mean and based on the updates of the Company by the Central Securities Depository, provided the shareholder provides registry services or in any other case, with the intermediaries participating and registered in the Central Securities Depository. Only persons with shareholder's identity at the record date are allowed to participate and vote against the Company in the Annual Ordinary General Meeting of Shareholders.

For the Repetitive Ordinary General Meeting of Shareholders, the shareholder must have a valid shareholder's identity on 22/04/2021 (record date of the Ordinary General Meeting of Shareholders), that is in the beginning of the fifth (5<sup>th</sup>) day before the date of the initial meeting of the General Meeting of Shareholders of 27/04/2021, according to the provisions of L. 4548/2018, as applicable and in force.

It must be highlighted that the exercise of the voting rights (participation and vote) does not require the commitment of the shares of the beneficiary, neither the adherence to another procedure, which may limit the ability to sell and transfer the shares in the time period between the record date and the date of the Ordinary General Meeting of Shareholders.

## **PROCEDURE FOR THE EXERCISE OF THE VOTING RIGHTS**

The Shareholder may participate in the Ordinary General Meeting of Shareholders and may vote in person or via a proxy. Every shareholder may appoint up to three (3) proxies. Legal entities may participate in the General Meeting of Shareholders by appointing as their proxies up to three (3) natural persons. However, if the shareholder owns shares in the Company which appear in more than one securities account, this limitation does not prevent the shareholder by appointing different proxies for the shares that appear in every securities account regarding the General Meeting of Shareholders. The proxy that acts on behalf of more than one Shareholders may vote differently for each Shareholder.

The shareholder's proxy is obliged to disclose to the Company, before the beginning of the meeting of the Ordinary General meeting of Shareholders every special event that may be useful to the shareholders for the assessment of the risk that the proxy may serve, other interests apart from the interests of the represented shareholder. Within

the meaning of the present paragraph, a case of conflict of interests arises when the proxy:

(a) is a shareholder responsible for the audit of the Company or another legal person or entity that is audited by this shareholder.

(b) is a Board member or member of the management of the Company or a Shareholder responsible for the audit of the Company or any other legal person or entity audited by a Shareholder that audits the Company,

(c) is an employee or auditor in the Company, or Shareholder responsible for the audit of the Company or any other legal person or entity that is audited by the shareholder who audits the Company,

(d) is a spouse or relative of first degree with one of the natural persons referred in cases a to c above.

The appointment and revocation or replacement of the shareholder's representative or proxy takes place in writing and is submitted to the Company with similar methods, at least forty-eight (48) hours before the date of the annual Ordinary General Meeting of Shareholders.

The Company has made available the application form for appointment of proxy in the official website, in the section Investor Relations. The form shall be submitted complete and undersigned by the shareholder in the Department of Investor Relations of the Company in the address 274 Kifisias Avenue, 15232, or sent to the e-mail [ir@europisti.gr](mailto:ir@europisti.gr) at least forty-eight (48) hours before the date of the meeting of the Ordinary General Meeting of Shareholders.

The beneficiary shareholder is called to provide for the confirmation of the successful delivery of the form for the appointment of the proxy and its receipt by the Company, by contacting the Company in the phone number +30 210 8119655 at working days and hours.

## **MINORITY INTERESTS**

(a) Upon request of the Shareholders that represent 1/20 of the paid up share capital, the Company's Board of Directors is obliged to add to the agenda of the annual Ordinary General Meeting new subjects, on whether the relevant request reaches the Board of Directors by 12/04/2021, that is at least fifteen (15) days before the date of the Ordinary General Meeting of Shareholders. Any request for addition of new subjects on the agenda must be accompanied by a justification or by a draft decision for approval in the General Meeting of Shareholders and the revised agenda will be

published in the same way, as the previous agenda, on 14/04/2021 that is thirteen (13) days before the date of the annual Ordinary General Meeting of Shareholders and must be made at the same time available to the shareholders at the Company's website, with the justification or the draft decision submitted by the shareholders according to the provisions of article 123, p. 4 of L. 4548/2018.

(b) Upon request of the shareholders that represent 1/20 of the paid up share capital, the Board of Directors makes available to the shareholders, according to the provisions of article 123, p. 3 of L. 4548/2018, not later than 21/04/2021, that is six (6) days before the date of the annual Ordinary General Meeting of Shareholders, the draft decisions for the subjects that are included in the initial or revised agenda, if the request reaches the Board of Directors by 20/04/2021, that is at least seven (7) days before the date of the annual Ordinary General Meeting of Shareholders.

(c) After the request by any Shareholder that is submitted to the Company by 22/04/2021, that is at least five (5) full days before the annual Ordinary General Meeting of Shareholders, the Board of Directors is obliged to provide to the General Meeting of Shareholders the required information on the cases of the Company, to the extent that the information refers to the subjects on the agenda. There is no liability for the provision of the information, when the relevant information is already provided to the Company's website, especially a question-and-answer format. Moreover, upon request of the shareholders representing 1/20 of the paid up share capital, the Board of Directors is obliged to announce to the Ordinary General Meeting of Shareholders the amounts that, over the past two years, have been paid to each Board member or to the Managers of the Company, as well as every benefit that was paid to these persons from any cause or policy of the Company with them. To all of the above cases, the Board of Directors may decline to provide information for a very substantial reason, which must be mentioned in the minutes.

(d) Upon request of the shareholders that represent 1/10 of the paid up share capital, which is submitted to the Company by 22/04/2021, that is at least five (5) full days, before the annual Ordinary General Meeting of Shareholders, the Board of Directors is obliged to provide to the Ordinary General Meeting of Shareholders information with respect to the course of the Company's affairs and the Company's financial position. The Board of Directors may deny the provision of information for a very substantial reason, which must be mentioned in the minutes.

(e) Upon request of the Shareholders that represent 1/20 of the paid up share capital, the voting for any subject or subjects on the agenda shall be performed with an open ballot.

In all the aforementioned cases, the shareholders ought to prove the shareholder's identity and apart from the case of the first sentence of par. 6, art. 141, L. 4548/2018,

the number of shares at the exercise of their voting rights. The shareholder may prove the shareholder's identity with any legal mean and based on the updates of the Company by the Central Securities Depository, provided the Depository provides registry services or via the intermediaries that are participating and registered in the Central Securities Depository.

## **OTHER INFORMATION**

The complete text of the draft decisions and other documents that are provided in article 123, par. 4 of L. 4548/2018 shall be provided in writing in the Company's registered offices (274 Kifisias Avenue, Chalandri, 15232) and in electronic form in the investment website of the Company: <https://ir.europaikipisti.gr/>. The information of par. 3 and 4 of Art. 123 of L. 4548/2018 shall be provided in electronic form in the Company's investment website: <https://ir.europaikipisti.gr/>

## **PARTICIPATION AND VOTING IN THE GENERAL MEETING OF SHAREHOLDERS IN ACTUAL TIME VIA TELECONFERENCE**

The conduction of the Ordinary General Meeting of Shareholders or any Repetitive General Meeting of Shareholders via teleconference, shall take place via the platform "AXIA e-Shareholders Meeting", that has been developed by the Group of Companies Hellenic Exchanges S.A. for the provision of services for the conduction of General Meetings via teleconference on actual time via remote voting for listed companies and which is accessible on the website <https://axia.athexgroup.gr>.

The website platform is provided by the Company "Greek Central Securities Depository S.A. of Hellenic Exchanges S.A. and the teleconference takes place through the group of tools/services WEBEX by the company Cisco Hellas S.A.

The Shareholders, in order to participate and vote in the Ordinary General Meeting on 27/04/2021 or the Repetitive Meeting remotely and in actual time via teleconference, are required to create and use a digital account, separate for the shareholder or any proxy in the digital platform designed by the Hellenic Exchanges S.A.

For the access to the electronic platform, the users will need a computer and a smart phone or tablet, with an installed browser and Internet-access.

In order to create an account for the Shareholder or the proxy in the electronic platform, a valid e-mail address and the number of the mobile phone of the Shareholder or the proxy will be required.

If the Shareholder, during the signing in the electronic platform enters information other than those registered in the Dematerialized Securities System and that have been disclosed to the Company by ATHEXCSD, within the framework of facilitation of the services for the remote identification of the shareholders in the general meetings of the listed companies, as provided by ATHEXCSD, the Shareholder must proceed to briefing or update of the above information, in order to create the account.

For this purpose, the shareholders are requested to address the Operator of the Securities Account, in which the shareholders keep the share of the Company or another intermediary, that provides custodian services for the shares of the Company, per case, to disclose and/or update their e-mail address and the number of their mobile phone for their identification.

The shareholders may contact for any questions and information the Investor Relations Department of the Company in the e-mail [ir@europisti.gr](mailto:ir@europisti.gr) or the telephone numbers +30 210 8119655/+30 216 2001381 (working days and hours).

Moreover, before the publication of the present announcement and up to the termination of the General Meeting of Shareholders, a helpdesk will be available for the provision of information and support to the shareholders and their representatives at the tel. +30 210 3366120 or via the e-mail address:

[AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

The shareholders that will participate in the General Meeting of Shareholders in actual time via teleconference are included as participants for the formation of a quorum and the majority and may exercise their rights during the General Meeting of Shareholders.

The Shareholders that have been successfully connected to the electronic platform, will be able to participate in the General Meeting of Shareholders via teleconference in real time via the link that will be sent via e-mail. By activating the Cisco Webex app for teleconferences, via the link, the Shareholders will be able to:

- a) watch the General Meeting of Shareholders,
- b) take the floor and address the Shareholders during the General Meeting verbally, and at the same time via the Electronic platform, they will be able to:
- c) vote during the General Meeting of Shareholders on the subjects on the agenda,

d) receive briefing on the record of their vote.

**PROCEDURE FOR THE REMOTE PARTICIPATION IN THE VOTING THAT WILL TAKE PLACE BEFORE THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (DISTANCE VOTING)**

Moreover, the shareholders are given the opportunity to participate themselves or via a proxy remotely and vote on the subjects of the Ordinary General Meeting of Shareholders, (or the Repetitive Meeting), which shall take place before the General Meeting of Shareholders, according to the terms of article 126 of L. 4548/2018 and the procedure presented below.

The Shareholders who wish to participate remotely in the voting on the subjects of the General Meeting of Shareholder that will take place before the General Meeting of Shareholders, will be able to participate:

1. Either by exercising the voting right before the General Meeting of Shareholders via the electronic platform <https://axia.athexgroup.gr>, in which they will have previously created an account and will have successfully signed in, according to the above, within the time period with starting date Friday 23/04/2021 at 12:00 and ending date minimum twenty-four (24) hours before the date of the meeting of the General Meeting of Shareholders (that is the minimum by 14:00 of 26/04/2021).
2. Either by filling out and sending to the Company, more specifically to the Investor Relations Department, in the e-mail: [ir@europisti.gr](mailto:ir@europisti.gr), the Special Document for Remote Voting) which has been uploaded in the address <https://ir.europaikipisti.gr/en/genikes-syneleyseis>

The Special Document for Remote Voting must be undersigned by the shareholder (or its proxy) and then it must be sent by the shareholder (or its proxy) in the e-mail [ir@europisti.gr](mailto:ir@europisti.gr), at least twenty four (24) hours before the time of the General Meeting of Shareholders (that is at least before 14:00 of 26/04/2021).

The shareholder that shall vote according to the above method, before the General Meeting of Shareholders, will be taken into consideration for the formation of a quorum and the majority, only provided the relative votes have been received by the Company at least before 14:00 on 26/04/2021.

It is highlighted that the shareholders who wish to appoint proxies to participate in the voting on the subjects of the General Meeting of the Shareholders remotely, which will take place before the General Meeting of Shareholders, will be able to appoint up to



one (1) proxy, and the appointment of the proxy must take place at least forty-eight (48) hours before the date of the meeting of the General Meeting of Shareholders (that is at least before 14:00) on 26/04/2021).

After this deadline, the participation via proxy in the voting that will take place before the General Meeting of Shareholders, will not be possible.

The shareholders may contact for any questions and information the Investor Relations Department of the Company in the e-mail [ir@europisti.gr](mailto:ir@europisti.gr) or the telephone numbers +30 210 8119655/+30 216 2001381, (working days and hours).

The shareholder is required to confirm the successful dispatch of the “Special Document for Remote Voting” and its receipt by the Company by contacting the Company in the telephones: +30 210 8119655/+30 216 2001381 (Investor Relations Department).

Moreover, the Company has appointed certain executives, which the Shareholders may authorize, if they wish, for their representation and these executives may vote on their behalf in the General Meeting of Shareholders, according to the voting directions of the Shareholders. For further information please contact the Investor Relations Department in the e-mail [ir@europisti.gr](mailto:ir@europisti.gr) or the telephone numbers +30 210 8119655 / + 30 2162001381.

**Chalandri, 06/04/2021**  
**The Board of Directors**