

## Invitation

### To THE SHAREHOLDERS OF THE COMPANY

#### « UNIBIOS HOLDINGS SA» FOR A REGULAR GENERAL ASSEMBLY

COMMERCIAL REGISTRY NUMBER 000232101000

In implementation of the decision of the Board of Directors from 27 July 2021 and in accordance with Law 4548/2018 and the Statutes of the company the Shareholders of the Société Anonyme under the name "UNIBIOS HOLDINGS SA" are invited to a Regular General Meeting on the 10th September 2021, Friday at 14:00 p.m.<sup>1</sup> at the headquarters of the company located in Fili, Attica, 1st and 18th<sup>n</sup> Street, VIOPA Ano Liosion, P.C. 13341, for discussion and decision on the following items of the agenda:

#### **AGENDA**

1. Submission and approval of the annual Corporate and Consolidated Financial Statements for the financial year ended 31.12.2020 (1.1.2020 to 31.12.2020), with the relevant Report of the Board of Directors and the Report of the Certified Auditor – Accountant. Decision about the Distribution of profits.

2. Approval of the overall management of the Company by the Board of Directors in accordance with Article 108 of Law 4548/2018 as applicable and exemption of the Certified Auditors - Accountants from any liability for compensation for the financial year from 1 January 2020 to 31 December 2020.

3. Approval of the remuneration and compensation of the Members of the Board of Directors for the 2020 financial year, approval of the employment of members of the Board of Directors with a relationship of dependent employment, approval of remuneration of members of the Board of Directors on the basis of a special relationship with the Company and pre-approval of remuneration and compensation for the financial year 2021.

4. Election of a Regular and an Alternate Auditor for the audit of the Company's Financial Statements, as provided for in the relevant Legislation, for the financial year 2010 and determination of their remuneration.

5. Authorization pursuant to Article 98(paragraph 2) of Law 4548/2018, to allow the participation of the members of the Board of Directors of the Company as well as its Directors in the Boards of Directors or in the management bodies of other related companies of the Group.

6. Submission for discussion and adoption of the Remuneration Report of the Board of Directors for the financial year (from January 1, 2020 to December 31, 2020), in accordance with Article 112(3) of Law 4548/2018, as applicable.

7. Provision of Special License under Article 100 of Law 4548/2018 as currently applicable to persons as provided for in paragraph 2 of Article 99 of Law 4548/2018 for the conclusion of contracts with the Company and its subsidiaries.

8. Announcement to the General Assembly of the resignation and replacement of members of the Board of Directors of the Company. Approval of the Changes and

Confirmation of new Independent Director. Announcement and Approval of the Establishment and reorganization of Audit and Compensation & Remuneration Committees and restructuring of the Board of Directors.

9. Approval of the Eligibility (suitability) Policy for the Proposed Members of the Board of Directors in accordance with paragraph 3 of Article 3 of Law 4706/2020. This policy has already been adopted by the Board of Directors in accordance with paragraph 1 of that Article. Updating of the Assembly on the company's new internal procedure rulebook

10. Authorization to the Board of Directors, for a period of five years, in accordance with paragraph 1(b) of Article 24 of Law 4548/2018 in order to have the right by decision, taken by a majority of at least two thirds (2/3) of all its members, to increase the capital in part or in whole by issuing new shares, for an amount which may not exceed three times the share capital currently deposited, i.e. up to the amount of €14,064,583.50. The issued shares may be offered at a price higher than the current stock exchange price at the time of the exercise of the right and the Governing Council is also authorised to dispose of them by limiting or even abolishing the right of preference in accordance with paragraph 4 of Article 27 of Law 4548/2018.

11. Reports from independent members of the Board of Directors, as provided for in paragraph 5 of Article 9 of Law 4706/2020. Submission of the Audit Committee's Report for the year 2020.

12. Other Issues and Announcements.

In the event of failure to reach a legal quorum at the Ordinary General Meeting of 10 September 2021, the Board of Directors, by its own decision, invites the Shareholders of the Company at a Repeat Ordinary General Meeting, with the exact same items on the agenda, or those for which it will not be possible to take a decision, at the company's headquarters (Fili, Attica, 1<sup>st</sup> and 18<sup>th</sup> Street, VIOPA Ano Liosion, P.C. 13341), on 16-9-2021, Thursday at 14:00 p.m.

In accordance with Articles 121(paragraph 4), 124 and 128 of Law 4548/2018, as applicable the Company informs the shareholders of the following:

**A. RIGHT OF PARTICIPATION & VOTE:**

Each share shall be entitled to one vote. Anyone who appears as a shareholder in the archives of the Intangible Securities System (S.A.T.) managed by the "HELLENIC Central Security Depository" in which the company's securities are held is entitled to participate and vote in the General Meeting. Proof of the shareholding is made by the presentation of a written certificate of the above institution, or alternatively, by direct electronic connection of the Company with the records of the latter. Shareholder status must exist on 5.09.2021 (Record Date), i.e. at the beginning of the fifth (5th) day before the date of the Ordinary General Meeting on Friday 10.09.2021. The above date of record of 5.09.2021 also applies in the case of the Repeat General Meeting of 16.09.2021 (in case of failure to achieve the quorum required in accordance with the Law and the Statutes for decision-making on the items on the agenda). Shareholders who do not comply with the deadline set out in Article 128 of Law 4548/2018, as applicable, that is did not submit in writing or by electronic means the appointment of a representative to the meeting, at least forty-eight (48) hours before the

appointed date of the General Meeting shall participate in the General Assembly unless the General Assembly refuses such participation for a significant reason justifying its refusal. With regard to the certification of shareholding status and the representation of legal persons in the Convention, the same above deadlines for the first meeting of the Convention shall apply.

The exercise of participation and voting rights does not require the freezing of the trading of the beneficiary's shares.

**B RIGHTS OF THE SHARES OF PAR. 2, 3, 5, 6.7 AND 9 OF ARTICLE 141 OF L. 4548/2018, AS APPLICABLE.**

a. At the request of shareholders representing one-twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to include additional matters on the agenda of a General Meeting which has already been convened, if the request comes to the Board of Directors at least fifteen (15) days before the General Meeting. Additional matters must be published or communicated, under the responsibility of the Board of Directors, in accordance with Article 122 of Law 4548/2018 as applicable, at least seven (7) days before the General Meeting. The request for the inclusion of additional items on the agenda shall be accompanied by a justification or a draft decision to be adopted at the General Meeting and the revised agenda shall be made public in the same way as the previous agenda thirteen (13) days before the date of the General Meeting and shall at the same time be made available to shareholders on the Company's website together with the justification or draft decision submitted by the shareholders as provided for in paragraph 4 of Article 123 of Law 4548/2018, as applicable. If these matters are not published, the applicant shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 of Article 141 of Law 4548/2018, as applicable and to publish it themselves, as defined in the second subparagraph of this paragraph, at the expense of the Company.

b. Shareholders representing one-twentieth (1/20) of the paid-up capital shall have the right to submit draft decisions on matters included in the original or any revised agenda of the General Meeting. The relevant application must be received by the Board of Directors at least seven (7) days before the date of the General Meeting and the draft decisions shall be made available to shareholders in accordance with article 123(3) of Law 4548/2018 as in force, at least six (6) days before the date of the General Meeting.

c. At the request of any shareholder, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide the General Meeting with the requested specific information about the Company's affairs, in so far as they are relevant to the items on the agenda. 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 notify the General Meeting, if regular, of the amounts paid over the last two years to each member of the Board of Directors or the directors of the Company, as well as any benefit to these persons from any cause or contract of the Company with them. In all the above cases the Board of Directors may refuse to provide the information for a material reason indicated in the minutes. Such a reason may be, in the circumstances, the representation of the applicant shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018 as applicable. In the cases referred to in this paragraph, the Board of Directors may respond uniformly to shareholder requests with the same content.

d. At the request of shareholders, representing one-tenth (1/10) of the paid-up capital, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide the General Meeting with information on the progress of the company's affairs and the company's assets. The Board of Directors may refuse to provide the

information for a material reason, which shall be indicated in the minutes. Such a reason may be, in the circumstances, the representation of the applicant shareholders on the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018 as applicable, provided that the respective members of the Board of Directors have received the relevant information in an adequate manner.

e. At the request of a shareholder or shareholders representing one-twentieth (1/20) of the paid-up capital, the chairman of the meeting shall be obliged to postpone decisions by the general meeting, regular or extraordinary, on all or certain matters, setting the date for the continuation of the meeting, that is specified in the shareholders' request, but which may not be more than twenty (20) days from the date of the postponement. The postponed general meeting is a continuation of the previous one and there is no need to repeat the formalities for the publication of the shareholders' invitation. New shareholders may also participate in this meeting, subject to the relevant formalities of participation.

F. At the request of shareholders representing one-twentieth (1/20) of the paid-up capital, the vote on a item or items on the agenda shall be taken by an open vote.

In all the cases mentioned above, the applicant shareholders shall prove their shareholding status and, except in the cases referred to in the first subparagraph of paragraph (c), the number of shares they hold in the exercise of the right concerned. Proof of the shareholding can be made by any legal means and in any case on the basis of information received by the Company from the Hellenic Central Securities Depository which manages the Intangible Securities System. More detailed information on minority rights and their terms of exercise is available on the company's website [www.unibios.gr](http://www.unibios.gr).

### **C. EXERCISE OF VOTING RIGHTS BY REPRESENTATIVE :**

The shareholder participates in the Ordinary General Meeting and votes either in person or through representatives. Each shareholder may appoint up to three (3) representatives. However, if the shareholder holds shares of the Company that appear in more than one securities' accounts, this restriction does not prevent the shareholder from appointing different representatives for the shares shown in each securities' account in relation to a certain General Meeting. The power of attorney of the representatives is freely revoked. A representative acting for more than one shareholder may vote differently for each shareholder.

The shareholder may appoint a representative for one or more General Meetings and for a certain period of time. The representative shall vote in accordance with the instructions of the shareholder if they exist and shall be obliged to file the voting instructions for at least one (1) year from the date of the meeting or, in the event of a postponement thereof, of the last repeat meeting in which he used the delegation. Failure by the representative to comply with the instructions he has received shall not affect the validity of the decisions of the General Assembly, even if the representative's vote was decisive in achieving a majority.

The shareholder representative is obliged to notify the Company, before the start of the General Meeting meeting, of any specific event that may be useful to shareholders in assessing the risk that the representative may serve interests other than the interests of the shareholder. A conflict of interest may arise in particular where the representative:

(a) is a shareholder exercising control of the Company or another legal person or entity controlled by that shareholder;

(b) a member of the Board of Directors or the general management of the Company or a shareholder exercising control of the Company or of another legal person or entity controlled by a shareholder exercising control of the Company;

(c) an employee or auditor - accountant of the Company or shareholder exercising its control, or of another legal person or entity controlled by a shareholder exercising control of the Company;

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

The appointment and withdrawal or replacement of the representative or representative shall be made in writing or by electronic means and shall be submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and withdrawal or replacement of a representative may be made by depositing the relevant authorization at the company's offices (The Company's Shareholder Service Department at: 1st and 18th Street VIOPA Ano Liosia, PC 13341) or by electronic means with acknowledgement of receipt (fax 210.3421001 or email [a.svoronos@unibios.gr](mailto:a.svoronos@unibios.gr)) The relevant documents of legalisation (appointment/withdrawal) of their representatives, are available at the offices of the Company (Shareholder Service Department, at: Tribe of Attica, 1st and 18th Street, VIOPA Ano Liosia, P.C. 13341) and on the website of the Company [www.unibios.gr](http://www.unibios.gr).

The information required in paragraphs 3 and 4 of Article 123 of the Law 4548/2018, as applicable and in particular, the Invitation to convene the General Meeting, the total number of shares and voting rights that the shares incorporate at the date of the Invitation, the forms for the exercise of the right to vote by proxy, the documents to be submitted to the General Assembly, the draft decisions on the items on the proposed agenda, and the information on the exercise of minority rights in paragraphs. 2, 3,5,6 , 7 and 9 of Article 141 of Law 4548/2018 as applicable are available in electronic form on the Company's website ([www.unibios.gr](http://www.unibios.gr)) and in paper form in the Shareholder Service Department of the company (Address: Fili, Attica, 1st and 18th Street, VIOPA Ano Liosion, P.C. 13341 phone: 210-6037030, and may be received by any shareholder by submitting an application in accordance with Article 123 Law 4548/2018, as applicable. Please note that this is a translation of the original shareholder invitation document and that the Greek language version is the original and legally binding.

Fili, 27.07.2021

FOR THE Board of Directors

The President