

## JUMBO S.A.

(S.A. Reg. No. 7650/06/B/86/04)- (G.E.MI.No. 121653960000)

### SHAREHOLDERS INVITATION TO AN EXTRAORDINARY GENERAL MEETING

In accordance with the Law and the Company's Articles of Association, the Board of Directors invites the shareholders of "JUMBO SA", to an Extraordinary General Meeting, which will be held at the Company's offices at 9, Kyprou & Hydras street, in Moschato, Attica, on **Friday December 12<sup>th</sup> 2014, at 15:00** in order to decide on **the following item of the agenda:**

**Only Item:** Submission and approval by the Shareholders of the distribution of an extraordinary dividend of total amount EUR 24.490.756,62, which is part of the extraordinary reserves derived from taxed and undistributed profits of the previous fiscal years and, specifically, from the year ended on 30/06/2013.

If the quorum, as required in order to decide for the items of the original agenda, is not obtained the General Meeting will convene again in a **Repeated Extraordinary General Meeting on Tuesday December 23<sup>rd</sup> at 15:00.**

According to article 26, paragraph 2b and 28 A' of C.L. 2190/1920, as amended and supplemented respectively, by article 3 and 6 of Law 3884/2010 and is effective, the Company hereby informs the shareholders on the following rights:

a. Right to Participate and vote at the General Meeting:

Every shareholder has the right to participate and vote at the General Meeting. Every common share of the Company provides the right of one (1) vote at the General Meeting.

Eligible to participate in the General Meeting is any person appearing as a shareholder in the registry of the Dematerialized Securities System managed by Hellenic Exchanges S.A.(HELEX), where the shares of the Company are held. Proof of qualification as a shareholder may be made under the submission of the relevant certification of the above organization or, alternatively, through direct electronic connection of the Company with the records of the former. The capacity of shareholder should exist as at 7.12.2014 (date of registration), i.e. in the beginning of the 5th day before the date of the General Meeting of 12.12.2014, and the relative written certification or electronic certification regarding the shareholder status should reach the Company at the latest by the third day prior to the date of the General Meeting i.e on 9.12.2014.

For participating in the Repeated General Meeting, the capacity of shareholder should exist as in the beginning of the 4th day before the session of the Repeated General Meeting (date of registration for the Repeated General Meeting) i.e. 19.12.2014, while the relevant written or electronic certification of the shareholder status must be received by the Company at the latest by the third day prior to the date of the Repeated General Meeting i.e. 20.12.2014.

For the Company, people that have the right to participate and vote at the General Meeting are those that have the status of shareholder on the record date. Shareholders who do not comply with the provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

It is noted that the exercise of the above rights does not entail blocking of the shares or any other similar process which restricts the ability of sell and transfer these shares during the time between the record date and the General Meeting.

b. Participation Process and voting through a representative / representatives

Shareholders may participate in the General Meeting and vote either in person or by proxy. Provisions of the Articles of Association, which restrict the exercise of voting right through proxy, or the eligibility of persons to be appointed as proxy, are not valid. Each shareholder may appoint up to 3 natural persons as proxies. However, if the shareholder has shares of the Company, held in more than one Investor Securities Accounts, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account in relation to the General Meeting. A proxy holding proxies from several shareholders may cast votes differently for each shareholder. Legal entities may participate in the General Meeting by appointing up to 3 natural persons as proxies. The shareholder can name a proxy for one only General Meeting or for all the General Meetings

that take place in a certain period. The proxy votes according to the shareholder's instructions, provided that they exist and he is obliged to file the instructions for at least one (1) year, from the submission of the application of the General Meeting resolutions to the authorities, by the registration in the Official Register of Societies Anonyms.

The proxy holder is obliged to disclose to the Company, prior to the General Meeting, of any specific fact which may be useful to shareholders in ascertaining the risk that the proxy holder may serve other interests, besides the interests of the shareholder. A conflict of interest may arise when the proxy holder is:

(i) a controlling shareholder of the Company, or is another entity controlled by such shareholder;

(ii) a member of the Board of Directors or in general management of the Company, or a shareholder that exercises control of the Company or other legal person or entity that is controlled by that shareholder, which exercises control of the Company.

(iii) is an employee or a certified auditor of the Company, controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company

(iv) is a spouse or first-degree relative with the individuals of cases (i) to (iii).

The appointment and the revocation of the appointment of a proxy holder shall be made in writing and shall be notified to the Company in the same manner at least 3 days before the date of the General Meeting or of the Repeated General Meetings.

The Company has made available the form to be used for appointing a proxy holder on its website ([www.jumbo.gr](http://www.jumbo.gr)). The above mentioned form filled in and signed by the shareholder shall be submitted to the Company's offices 9, Kyprou and Hydras street, Moschato, Attica, (Shareholders Department, Ms Amalia Karamitsoli) or sent via fax to: (+30) 210 4805212 at least 3 days before the date of the General Meeting. The shareholders are requested to ensure the successful transmit of the form of appointment of a proxy holder and receipt thereof by the Company by calling (+30) 210 4805267.

#### c. Rights of the Minority of shareholders

1. Following an application submitted by shareholders representing 1/20 of the paid-up share capital, the Board of Directors of the Company is obliged to include in the Agenda of the General Meeting additional items, if the relevant request has been received by the Board of Directors at least 15 days before the General Meeting i.e. 27.11.2014. The application for the inclusion of additional items on the agenda must be accompanied by an explanation or a draft decision for approval by the General Meeting and the revised agenda is published in the same way as the previous agenda. 13 days before the General Meeting i.e. on 29.11.2014, and at the same time, it is available to the shareholders through the website of the Company ([www.jumbo.gr](http://www.jumbo.gr)), together with the explanation or a draft decision in accordance to the article 27 par.3 of C.L. 2190/1920 (article 39 paragraph 2 of C.L. 2190/1920).

2. Following an application submitted by shareholders representing 1/20 of the paid-up share capital, the Board of Directors provide drafts of resolutions for each item included on the initial or the revised agenda, according to article 27 paragraph 3 of C.L. 2190/1920, at least 6 days before the General Meeting i.e. on later until 6.12.2014, if the relevant request has been received by the Board of Directors at least 7 days before the General Meeting i.e. no later than 10.10.2014 (article 39 paragraph 2 of C.L. 2190/1920).

3. Following an application by shareholders that is submitted to the Company at least 5 complete days before the General Meeting i.e. no later than 6.12.2014, the Board of Directors must provide the to General Meeting the requested specific information regarding Company affairs to the extent that this information is indeed useful in order to consider the items on the agenda. The Board of Directors may provide a single response to applications by shareholders having the same content. The obligation to provide information shall not exist if such information is already available from the Company's website, especially in the form of questions and answers. The Board of Directors may refuse to provide information on sufficient grounds, which are recorded in the Minutes (article 39 paragraph 4 of C.L. 2190/1920).

4. Following an application by shareholders representing 1/5 of the paid-up share capital which is submitted to the Company at least 5 complete days before the General Meeting i.e. no later than 6.12.2014 the Board of Directors is obliged to provide to the General Meeting information on the course of the Company affairs and the status of the Company's assets. The Board of Directors may refuse to provide information on sufficient grounds, which are recorded in the Minutes (article 39 paragraphs 5 of C.L. 2190/1920).

Similar deadlines regarding the exercise of the rights of the minority of shareholders are also applied in the case of Repeated General Meetings.

In all the aforementioned cases, applicant shareholders must supply proof of their shareholder status and of the number of shares in their possession at the time of exercise of the corresponding right. A certificate to this effect from HELEX or verification of shareholder status through direct electronic link-up between the records held by HELEX and the Company may also serve as such proof.

d. Available Documents and Information

The information and the relevant documents provided according to the article 27 paragraph 3 of C.L. 2190/1920 are available in hard copies at the Company's offices 9, Kyprou and Hydras street, Moschato, Attica (Shareholders Department, Ms Amalia Karamitsoli) and in electronic form on the Company's website [www.jumbo.gr](http://www.jumbo.gr).

**Moschato, November 20<sup>th</sup>, 2014.**

**The Board of Directors**