

## **SHAREHOLDERS INVITATION TO THE ORDINARY ANNUAL GENERAL MEETING**

I. In accordance with the Law, the articles 22 and 23 of the Company's Articles of Association, and the decision of the Board of Directors dated on 11.04.2022, the Shareholders of the société anonyme "**JUMBO S.A.**" are invited to participate remotely in real-time via teleconference due to the extraordinary situation and within the preventive measures for the spread of covid- 19, in the Ordinary General Meeting, which will take place on **Thursday, May 5, 2022 at 14:00**, in order to discuss and decide on the following items of the agenda:

1. Submission and approval of the Annual Financial Report for the financial year from 01.01.2021 to 31.12.2021, which includes the annual separate and consolidated financial statements, the relevant Board of Directors' statements and Statutory Auditors' reports.
2. Presentation of the report of the activities of the Audit Committee for the financial year from 01.01.2021 to 31.12.2021 to the shareholders of the Company by the Chairman of the Audit Committee.
3. Report on the financial distributions that took place within year 2021, approval and ratification by the Ordinary General Meeting of the Company's shareholders.
4. Approval and ratification of the decision of the Extraordinary General Meeting of the Company's shareholders, dated on 19.01.2022, for the extraordinary cash distribution to the shareholders of total amount of € 52.383.007,22, which is part of the extraordinary reserves from taxed and undistributed profits of total amount of € 59.300.000,00 of the fiscal years 01.07.2016-30.06.2017 and 01.07.2017-30.06.2018.
5. Approval and ratification of the decision of the Extraordinary General Meeting of the Company's shareholders, dated on 19.01.2022, for increase of the number of the current Board of Directors with the election and addition of two new members, whose term will expire at the same time as the term of the other members and the appointment of an independent member in accordance with the applicable regulatory framework.
6. Approval of the table of profit distribution from 01.01.2021 to 31.12.2021, which was drafted in accordance with IFRS, and non-distribution of dividends.
7. Board of Directors' approval of the overall management of the Company for the financial year from 01.01.2021 to 31.12.2021 in accordance with article 108 of Law 4548/2018 and discharge of the Statutory Auditors for the financial year from 01.01.2021 to 31.12.2021 in accordance with article 117 par.1 (c), of Law 4548/2018.
8. Approval of granting of fees to the Members of the Company's Board of Directors from the profits of the financial year from 01.01.2021 to 31.12.2021 within the meaning of article 109 of Law 4548/2018.
9. Election of the Auditing Firm for audit of financial statements regarding the financial year from 01.01.2022 to 31.12.2022 and determination of the audit fees.
10. Submission and voting of the Remuneration Report for the financial year 01.01.2021-31.12.2021 by the Ordinary General Meeting of the Company's shareholders in accordance with article 112 of Law 4548/2018.

**11. Resolution for the Acquisition of the Company's Own Shares to be cancelled.**

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda, is not obtained during the meeting of 05.05.2022, the General Meeting will convene again in a Repetitive Meeting remotely in real-time by teleconference on **12.05.2022 at 14.00**.

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the repetitive General Meetings will not be published.

**Due to the exceptional circumstances and within the precautionary measures to prevent the spread of covid-19, the General Meeting on the 5<sup>th</sup> of May 2022 and any Repetitive Meeting, will take place remotely, in real-time by teleconference and the use of electronic means, without the physical presence of shareholders, under the conditions of article 125 of Law 4548/2018 and the specific provisions in the present invitation.**

II. Pursuant to Articles 121 par. 4, 141 and 128 of Law 4548/2018, the Company informs its shareholders of the following rights:

**A. Right to participate and vote at the General Meeting**

At the General Meeting, only physical and legal persons that have the status of shareholder at the start of the fifth (5<sup>th</sup>) day before the meeting date of the Annual General Meeting, i.e. on **30<sup>th</sup> of April 2022** ("Record Date") are entitled to participate and vote.

The Record Date of 30.04.2022 is the record date for the Repetitive General Meeting on 12.05.2022 (if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda on 05.05.2022 is not obtained during that meeting).

For the Company, shareholders who are entitled to participate in the General Meeting and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the General Meeting by ATHEXCSD or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

Exercising these rights does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits that ability to sell and transfer these shares during the period between the Record Date and the General Meeting.

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e. who did not submit in writing or by electronic means the appointment of proxies or representatives to the Company at

least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

## **B. Remote participation and vote at the General Meeting in real time by teleconference**

In order for shareholders to participate and vote at the Annual General Meeting dated on May 5, 2022 or at any repetitive meetings which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website [www https://axia.athexgroup.gr](https://axia.athexgroup.gr). The electronic platform is provided by ATHEXCSD, while for the teleconference, the webex group of tools/services is provided by Cisco Hellas S.A.

In order to access the electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

For this purpose, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS where the shares of the Company are kept, or any other intermediary, that provides them with custody services for the shares of the Company, as the case may be, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent by the Company via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [ir@jumbo.gr](mailto:ir@jumbo.gr) or by telephone at +30 210 4805 267 daily during working days and hours.

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

In order for the shareholders to participate at the General Meeting shall duly connect via the Internet Platform, sixty minutes (60') before the start time of the General Meeting, as announced in the Invitation, and declare the number of voting rights with which they will participate and vote in the General Meeting and if they wish, they will amend such number (to the lower).

Shareholders that will participate at the General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting. Therefore, shareholders will have the ability to:

a) follow the proceedings of the General Meeting with electronic or audiovisual means,

b) take the floor and address the General Meeting orally during the General Meeting,

while at the same time through the internet platform, they will be able to:

c) vote in real time during the GM on the matters of the daily agenda,

d) receive information on the recording of their vote.

### **C. Participation process and vote by proxy,**

- I. Shareholder may participate in the General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder holds shares in the Company, which appear in more than one securities' account, such restriction does not prevent such shareholder to appoint different proxy for the shares that appear in each securities' account in relation to the general meeting. The power of attorney is revocable. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

Shareholders may appoint a proxy for one more General Meetings and for a certain period. The proxy votes according to the shareholder's instructions, if any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to ascertain the risk that the proxy may serve other interests besides the interests of the shareholder. A conflict of interest may arise particularly when the representative is: a) A shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, b) A member of the Board of Directors or in general of the 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. c) An employee or a certified auditor of the Company or a shareholder that exercises control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company. d) A spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting, **until and 03.05.2022 at 14:00**. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Meeting, or the case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

- II. Specifically for shareholder participation by proxy at the General Meeting on the 5<sup>th</sup> of May 2022 or any Repetitive Meetings, remotely in real-time by teleconference, or for shareholder participation by

proxy at the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the shareholders through which the share are kept, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 14.00 on 03.05.2022 at the latest).

Upon receipt of the information above by the Company and based on the email address and mobile telephone of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. above.

The Company has made available document to appoint a proxy to participate in the General Meeting on the 5<sup>th</sup> of May 2022 remotely in real-time by teleconference which is available to shareholders in hard copy at the Investor Relations Department of the Company (Karamitsoli Amalia, tel 21040-5267, Cyprus 9 and Hydras Moschato, Attica) in electronic form on the website of the Company [www.e-jumbo.gr](http://www.e-jumbo.gr) and in particular at the link <http://corporate.e-jumbo.gr/enimerosi-ependyton/pliروفories-ependyton/genikes-synelefsis/>).

The abovementioned document must be filled-in, signed with the signature authenticity verified, and submitted to the Investor Relations Department of the Company, at: Cyprus 9 and Hydras str, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at [ir@jumbo.gr](mailto:ir@jumbo.gr) at least forty eight (48) hours before the date of the General Meeting, **meaning until 03.05.2022 at 14.00**. Shareholders are responsible for confirming the successful dispatch of the appointment in writing and receipt by the Company at the Investor Relations Department, telephone: +2104805267 or e-mail: [ir@jumbo.gr](mailto:ir@jumbo.gr) (Investor Relations Department).

#### **D. Latest dates for exercising minority shareholder rights (par. 2, 3, 6 and 7 of article 141 of Law 4548/2018).**

1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items on the daily agenda of the General Meeting of 05.05.2022, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. **by 19.04.2022 at the latest**. The request to include additional items in the daily agenda is accompanied by a justification or a draft decision for approval by the General Meeting, and the revised daily agenda is published in a similar manner as the previous daily agenda, thirteen (13) days before the date of the General Meeting, i.e. **by 21.04.2022 at the latest**, and simultaneously made available to shareholders on the website of the Company (<http://corporate.e-jumbo.gr/enimerosi-ependyton/pliروفories-ependyton/genikes-synelefsis/>) together with the justification or the draft decision that has been submitted by shareholders, in accordance with the provisions in paragraph of article 123 of Law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of the present paragraph, at the expense of the Company.
2. Shareholders representing 1/20 of the paid-up share capital, have the right to submit draft decisions which have been included in the initial or revised agenda of the general meeting. Such request must be furnished to the board of directors at least seven (7) days before the date of the general meeting, i.e. **27.04.2022** and said draft decisions are made available to the shareholders according to the

provisions of article 123 of law 4548/2018 at least six (6) days before the general meeting, i.e. **28.04.2022**.

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 29.04.2022**, the Board of Directors must provide to the 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 obligation to provide information does not apply in the event that the information requested is already available on the Company's website, especially in the form of questions and answers. At the request of shareholders representing 1/20 of the paid-up share capital, the board of directors is obliged to announce to the ordinary general meeting the amounts that have been paid during the last two years to each member of the board of directors or to the Company's managers, as well as any benefits that were granted to them for any reason or on the basis of their contract with the Company. In all the above cases, the board of directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders to the board, in accordance with articles 79 or 80 of law 4548/2018. In the cases of this paragraph, the board of directors may respond in a single application to shareholders with the same content.
4. At the request of shareholders representing at least one tenth (1/10) of the paid-up capital which is submitted to the Company at least five (5) complete days before the General Meeting i.e. **no later than 29.04.2022**, the Board of Directors must provide to the General Meeting the requested specific information regarding Company affairs and assets. The board of directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason might be, as the case may be, the representation of the applicant shareholders on the Board, in accordance with articles 79 or 80 of law 4548/2018, provided that the respective members of the board of directors have received relevant information sufficiently.

In all of the abovementioned cases, requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first subparagraph of paragraph 3, the number of shares they possess during the exercise of the relevant right.

Proof of the status of shareholder can be provided by any legal means, and in any case based on the information received by the Company electronically from the company "Hellenic Central Securities Depository" with an electronic connection of the Company to DSS or through the Participant of the Securities Account in the DSS or another intermediary acting as custodian of the shareholder through which shares are kept. For more information regarding the minority shareholder rights, shareholders may refer to the provisions of article 141 of Law 4548/2018.

## **E. Available Documents and Information**

The information of par. 3 and 4 of article 123 of Law 4548/2018, and in particular the Invitation to the General Meeting, the total number of shares and voting rights that these shares incorporate on the Invitation date, the document for exercising the right to vote by proxy, the documents that will be submitted to the General Meeting, the draft decisions on the items of the proposed daily agenda, as well as information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018 are available in electronic form on the website of the Company ([www.e-jumbo.gr](http://www.e-jumbo.gr) and at the link <http://corporate.e-jumbo.gr/enimerosiependyton/plirofories-ependyton/genikes-synelefsseis/>) and are available in hard copies at the Company's offices 9, Cyprus and Hydras street, Moschato, Attica (Shareholders Department, Ms Amalia Karamitsoli, tel. 2104805267).

Moschato, April 12, 2022

The Board of Directors