

**Information and Draft Decision of the Annual General Meeting of the Shareholders of
“JUMBO ANONYMUS TRADING COMPANY S.A.” on 08.11.2017**

Item 1

Approval of the Separated and Consolidated Annual Financial Statements for the financial year from 01.07.2016 to 30.06.2017, which were prepared in accordance with International Accounting Standards, along with the relevant Board of Directors' and Explanatory Report that includes the information under paragraphs 2(c), 6, 7 and 8 of Article of 4, Law 3556/2007, Article 43a paragraph 3, Article 107 paragraph 3 and Article 136 par.2 of Law 2190/1920 and the decision of the Hellenic Market Committee 7/448/11.10.2007 Article 2, the consolidated and the Separate Financial Statements as at 30.06.2017, the Notes to the Financial Statements for the relevant fiscal year as prescribed by the International Financial Reporting Standards as well as the relevant independent auditor's report. Finally, the Corporate Governance Statement according to Law 3873/2010 and the non-financial information under the L.4403 / 07.07.2016 are also included.

(Required quorum: 1/5 of the share capital and majority 50% +1 of the votes represented)

The Board of Directors proposes to the General Meeting that the Annual Financial Report for the financial year from 01.07.2016 to 30.06.2017 be approved. The Annual Financial Report includes the Annual Financial Statements that have been approved by the Board of Directors on 12.10.2017 and the relevant statements and reports by the Board of Directors and the Auditors.

The Annual Report for the 2016/2017 and information published in accordance with the codified law 3556/2007 are available on the company's website www.e-jumbo.gr (<http://corporate.e-jumbo.gr/>).

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of represented shares and votes, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the Separated and Consolidated Annual Financial Statements for the financial year from 01.07.2016 to 30.06.2017, which were prepared in accordance with International Accounting Standards, along with the relevant Board of Directors' and Explanatory Report that includes the information under paragraphs 2(c), 6, 7 and 8 of Article of 4, Law 3556/2007, Article 43a paragraph 3, Article 107 paragraph 3 and Article 136 par.2 of Law 2190/1920 and the decision of the Hellenic Market Committee 7/448/11.10.2007 Article 2, the consolidated and the Separate Financial Statements as at 30.06.2017, the Notes to the Financial Statements for the relevant fiscal year as prescribed by the International Financial Reporting Standards as well as the relevant independent auditor's report. Finally, the Corporate Governance Statement according to Law 3873/2010 and the non-financial information under the L.4403 / 07.07.2016 that are also included.

Item 2

Decision on the: a) approval of the Distribution of the profits for the fiscal year 01.07.2016 to 30.06.2017 of the company and the distribution of dividend from the earnings of the fiscal year from 1.7.2016 to 30.06.2017 and b) payment of fees to certain Members of the Board of Directors from the profits of the aforementioned accounting period in the meaning of article 24 of C.L. 2190/1920.

(Required quorum: 1/5 of the share capital and majority 50% +1 of the votes represented)

a) Approval for distribution of dividends

The Company's Board of Directors, taking into account the financial situation of the company, and the development of the company for the benefit of its shareholders, who trust and invest in the medium- long term in its share, proposes the distribution from the profits of the financial year ended

on 30.06.2017 of a dividend amount of EUR 48.981.513,24 (gross) i.e. a gross amount of EUR 0,36 per share (total 136.059.759 shares). It is noted that a 15% dividend tax shall be withheld, where necessary and therefore for these cases the net amount paid will be EUR 0,3060 per share.

As of 28.03.2017 the Company has already paid in the form of an interim dividend the amount of € 24.490.756,62 and it is expected with the approval of the General Meeting to distribute the remaining amount of € 24.490.756,62 corresponding to € 0, 18 per share (gross).

Further to the implementation of this decision, the following dates are set, which have already been published in the financial calendar of the Company: a) the ex- dividend date on 19.12.2017, b) 20.12.2017 as dividend beneficiaries date and c) Commencement of the dividend payment on 28.12.2017.

Following a vote taken in conformity with the law, the General Meeting decided, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the distribution of the dividend.

b) Approval payment of fees to certain Members of the Board of Directors from the profits of the aforementioned accounting period in the meaning of article 24 of C.L. 2190/1920.

The Board of Directors proposes to the General Meeting to approve the payment to certain members of the Company's Board of Directors of a fee from the profits realized in the accounting period from 01.07.2106 to 30.06.2017, within the meaning of article 24 of C.L. 2190/1920.

For these fees the Board shall inform the General Meeting that the company complies with a specific policy and administration authorities of payment for some of its members: the aim of this is that the level of payments corresponds to the time that members devote to attend Board meetings, to reflect the performance of all kinds of tasks and obligations assigned, to be in accordance with the abilities, skills, experiences and attitudes of each member of the Board and to adapt themselves to the prevailing economic conditions. Higher fees are foreseen for specialized roles of increased significance or for individuals with outstanding experience and performance. On the other hand, variable fees are linked to the performance of the members, the company and the Group in general. Matters which are particularly taken into account are: the preservation and/or enhancement of the turnover and the operational profitability, the achievement of positive operating cash flows and the achievement or increment of the net profit.

In view of the above mentioned policy and criteria of the Company, it is proposed to approve total fees on profits of a gross amount of EUR 855.362,30, which will be deducted from the residual balance of the net profits from 01.07.2016 to 30.6.2017 after the deduction of taxes, of statutory reserve and the amount required. This amount of gross fees will be distributed to some members of the BoD as below: a) the amount of 487.446,31 for the Chairman of the BoD, Apostolos-Evangelos Vakakis, b) the amount of 286.109,79 for the Deputy Vice, Evangelos Papaevangelou, who has taken charge to represent the company before public agencies and authorities and the Department of Credit Policy and Resources, c) the amount of 81.806,20 for the non-executive directors for their attendance in Board Meetings. The above mentioned members will be able to receive the above mentioned amount either at once either in monthly, quarterly or six months installments.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the payment of fees on profits for certain members of the Board, within the meaning of Article 24 of the Law 2190/1920.

Item 3

Discharge the members of the Board of Directors and of the Company's Chartered Auditors from all liability for compensation for the management of the fiscal year of 1.7.2016 -

30.6.2017, in accordance to the article 35 of the L. 2190/1920.

(Required quorum: 1/5 of the share capital and majority 50% +1 of the votes represented)

It is proposed to the General Meeting, after taking into consideration and evaluating the BoD's work totally and individually, in combination with the achieved results and the overall progress and prospects of the company, the development of its investment plan, in particular during an unparalleled economic crisis, to discharge all Board members and Independent Chartered Accountants from any liability for compensation for their activities during the financial year from 01.07.2016 to 30.6.2017.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the discharge of all members of the Board and the independent Chartered Accountants of the company from any liability for compensation for the activity during the fiscal year from 1.7.2016 to 30.6.2017.

Item 4

Election of Auditing Firm for auditing the financial statements of the current fiscal year from 1.7.2017 to 30.6.2018 and determination of their fee.

(Required quorum: 1/5 of the share capital and majority 50% +1 of the votes represented)

The Board of Directors, after the recommendation of the Company's Audit Committee, proposes the accounting period from 01.01.2017 to 30.06.2018 to be audited by the Auditing Firm "GRANT THORNTON CERTIFIED AUDITORS - BUSINESS ADVISORS SA", with SOEL R.No. 127. Their fees, which will be in accordance with the current legislation, are going to remain at the amount of EUR 80.000 for the regular audit and the amount of EUR 36.600,00 for the tax audit and are the same as the previous financial year.

Following a vote taken in conformity with the law, the General Meeting selected, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the Auditing Firm GRANT THORNTON S.A. with SOEL R.No. 127.

Item 5

Election of new Board of Directors with a two-year term

(Required quorum: 1/5 of the share capital and majority 50% +1 of the votes represented)

It is to be noted that the Company's Board of Directors composed of 4 executive and 3 non-executive members, of which 2 independent, elected by the Annual Regular General Assembly on 11.11.2015 for a two-year term of service, was composed as follows: a) initially, on 15.1.2016, due to election of a new executive member replacing the resigned member, b) on 27.7.2016, under nine-member composition, following the addition of two (2) new members, elected following the decision of as at 27.7.2016 Extraordinary General assemble of the Company's shareholders, and c) on 2.11.2016, under ten-member composition, following the addition of one (1) more member, elected following the decision of as of 2.11.2016 Annual Regular General Assembly of shareholders. On 9.6.2017, the Board of Directors at its meeting a) disclosed the vacancy of an executive member on the BoD following the death of Georgios Vakakis on 26.2.2017, b) accepted the resignation of Adamantios Stamatakis (independent non-executive member) and decided not to replace the aforementioned BoD members until the end of their term of service.

Taking into account that on 10.11.2017 the term expired, prolonged until the current Annual General Meeting of the above members of the Board of Directors it should be elected a new Board of Directors with two years term.

It is noted that the data of the resume, the previous occupations and the present activities of the proposed three non-executive members have been collected and their independence has been verified, based on the specific practices 2.5. of the Greek Corporate Governance Code, which the company has adopted so that at this meeting of the General Assembly the Board of Directors confirms and certifies their full independence.

In any case, it is proposed the election an eight-member Board of Directors, consisting of five (5) executive members and three (3) independent non-executive members, in order to meet the provisions of the law regarding the compliance with the Corporate Governance for the minimum number of members of the Board of Directors of the company, as well as the provisions of the Greek Corporate Governance Code, which the company has adopted, with discrepancies reported on a case-by-case basis. By the same decision of the General Meeting, as required by the law, the status of each elected member of the Board of Directors should be determined (executive and non-executive).

The proposed nominations for the eight (8) members are presented below:

A. Five (5) Executive members –as at the previous BoD:

1. Apostolos – Evangelos Vakakis, Executive member. Mr. Vakakis is in charge of the company strategic development. He is a second-generation entrepreneur with extensive experience in the field. He studied business administration and financial management at the University of Warwick (United Kingdom).

2. Ioannis Economou, Executive member. Graduated from the Law School of the University of Athens he is a member of the Athens lawyer Association, with thirty years of experience in the field of commercial law, in particular in the field of business and all types of affairs issues, related to the daily operation of these (corporate law, securities law, banking, real estate, leases, contracts of any kind, labor, administrative and market regulation issues). Since 1995 he has been the legal adviser of the Company and its Vice Chairman.

3. Evangelos Papaevangelou, Executive member. Mr. Papaevangelou has extensive experience in the industry and has been a member of the Board of Directors of JUMBO since 1995. He holds a degree in Business Administration of the University of Piraeus. Mr. Papaevangelou has been the president of the Hellenic Toys Manufacturers and Traders Association since 1992. Since 2006, he has been a Member of the Board of Directors of Commercial and Industrial Chamber of Athens. Since 2006, he has been a Member of the Board of Directors of Retail Business Association of Greece.

4. Konstantina Demiri, Executive Director. Mrs. Demiri is the CEO of the company. She was in charge of accounting department of JUMBO since 2003. During her professional career she served as director of the accounting department in a Corporate Group of the retail sector.

5. Sofia Vakaki, Executive member. Ms Vakaki is a graduate of Accounting and Finance of the University of San Diego and M.S. in Studies of Hospitality Industry at the University of New York. She was employed with Grant Thornton International LTD and since 2012 she has been working with JUMBO at the department of e-commerce and as a Head of merchandising of the Company being responsible for all branches of the parent and subsidiary companies in Greece, Bulgaria, Romania and Cyprus.

b. Three (3) independent non-executive members:

1. Nikolaos Velissarios- Independent non-executive member. Nikolaos Velissarios is a graduate of Athens College (1988) and holds BSc and MBA degrees from the University of Manchester. Since 1996, he was employed at Telesis Securities and later, till 2009, at Eurobank EFG Securities, where he was Senior Director and Private Clients Director. Since 2009, he has been co-founder of VAL Advisors Securities, the company rendering real estate management consulting services.

2. Georgios Katsaros, - Independent non-executive member. Mr. Katsaros is a graduate of the Department of Economics of the Law School of the University of Athens. He also holds Master degree in Industrial Economics from the University of Sussex (United Kingdom) and an MBA from INSEAD

(France). His professional career is associated with the banking sector in Greece and abroad. Since 2003, he has been employed as a Management Consultant at EFG Eurobank Ergasias. He is independent –non executive member of the listed company “Sidma S.A” and at the company “Kronos S.A.”.

3. Tzigkos Fotios- Independent non-executive member. Mr. Tzigkos is a graduate of the Athens University of Economics and Business, (1981). After a solid career of more than five years as a chief accounting and tax manager of a multinational company, Mr. Tzigkos co-founded a new Greek company focusing in Tax and Accounting Services, in 1988 (TZIGKOS I BANTRAS Accounting and Tax Consulting S.A.). Mr. Tzigkos maintains primary responsibility for accounting and tax services in the retail, financial and shipping industries and he specializes in consulting both private individuals and companies concerning tax legislation and compliance.

Following a vote taken in conformity with the law, the General Meeting elected, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the below 8 member Board of Directors, with a 2-year term:

A. Five (5) Executive members:

1. Apostolos – Evangelos Vakakis, Executive member.
2. Ioannis Economou, Executive member.
3. Evangelos Papaevangelou, Executive member.
4. Konstantina Demiri, Executive member.
5. Sofia Vakaki, Executive member.

b. Three (3) independent non-executive members:

1. Nikolaos Velissarios- Independent non-executive member.
2. Georgios Katsaros, - Independent non-executive member.
3. Tzigkos Fotios- Independent non-executive member.

Item 6°

Election of new Audit Committee, in accordance to the article 44 of the L.4449/2017

(Required quorum: 1/5 of the share capital and majority 50% +1 of the votes represented)

In view of the above proposed composition of the new Board of Directors, it is proposed that the new Audit Committee to be established exclusively by the three (3) independent non-executive members of the Board of Directors Nikolaos Velissariou, entrepreneur Georgios Katsaros, economist and Tzigkos Fotios, tax consultant, which have a the knowledge and the experience, in accounting and auditing matters, as defined by the law.

The Audit Committee at its first meeting will nominate the member that will serve as its President. The Audit Committee's term shall be two years and shall end at the same time as the relevant term of the members of the Board of Directors i.e. on 8.11.2019, extended until the Ordinary General Meeting of Shareholders, to be held in the second half of 2019.

Following a vote taken in conformity with the law, the General Meeting elected, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, the new Audit Committee, in accordance to the article 44 of the L.4449/2017.

Item 7°

Provision of a special permission of the General Assembly of Shareholders under Article

23a, par. 2, CL. 2190/1920 in respect of signing the agreement on rendering legal services between the company and the newly established law firm "I. ECONOMOU & Associates Law Firm", headed by the senior partner, Mr. Ioannis Economou, who is an Executive Member, Vice Chairman of the Board of Directors and Legal Advisor of the Company.

(Required quorum: 1/5 of the share capital and majority 50% +1 of the votes represented)

Since 24.3.1995, Mr. Ioannis Economou has been employed in the capacity of the Company's legal advisor. Moreover, starting from the same year, i.e. 1995, he has been elected as an Executive Member of the Company's Board of Directors, holding the position of the Company's Vice Chairman. Recently, he has established a law firm under the title "I. ECONOMOU & Associates Law Firm", in which he holds the position of senior partner and manager and through which, relying as well on the firm's partners and collaborates, Mr. Ioannis Economou will go on rendering legal services to the Company. In particular, Mr. Economou will prepare and sign the agreement on rendering legal services between the Company and the abovementioned law firm, which will include the usual terms and agreements as well as those applicable in the contract on remunerating the services of Mr. Ioannis Economou, whose rights and obligations arising from his services will be transferred to the law firm in question. Provisions of par. 2, Article 23A, CL. 2190/1920 state that any other contracts concluded by the company with the persons of par. 5 are forbidden and, if concluded, they shall be null and void unless special permission is given by the General Assembly of Shareholders. This prohibition is not applicable in case of acts that do not exceed the limits of current transactions of the company with third parties. Despite the fact that Mr. Economou is a member of the Company's BoD, the Board of Directors believes that the agreement in question could be signed without the permission of the General Assembly, since it constitutes a current transaction of the Company, and, therefore, no special permission of the General Assembly is required. However, following the request and appeal of Mr. Ioannis Economou himself, for transparency and impartiality reasons, as well as in order to avoid any doubt or controversy of a third party, the Board of Directors proposes that the General Assembly should make the relative decision, which will in the context of par. 2, Article 23A, CL. 2190/1920, provide the special permission for concluding contract or contracts regarding rendering legal services between the Company and the law firm "I. ECONOMOU & Associates Law Firm", effective for indefinite or definite period, under usual terms and agreements of similar contracts, including all terms and agreements, which constitute the content of the contract as of 24.3.1995 regarding remuneration of lawyer Mr. Ioannis Economou in the capacity of the Company's legal adviser and any other terms, beneficial to the Company, at the discretion of the Executive Chairman of the Company's Board of Directors, unless otherwise agreed upon by the respective CEO of the Company, including all the potential amendments that will be approved.

Following the legally held and valid voting, the General Assembly approved, by virtue of majority of represented shares and votes and taking into account the abstention of..... representing shares from the vote, ie by virtue of majority% of represented shares, provision of the special permission of the General Assembly in compliance with Article 23a, par. 2, of the Codified Law 2190/1920. 2190/1920 for concluding contract or contracts regarding rendering legal services between the Company and newly established law firm "I. ECONOMOU & Associates Law Firm".

Item 8°

Issue of Convertible Bond Loan up to the amount of two hundred and fifty million euro (250.000.000,00), in compliance with Article 3a, Codified Law 2190/1920. 2190/1920, and Article 8, Law 3156/2003, with bonds convertible into common registered shares of the Company, through abolishing the preference right of the old shareholders. Providing authorization to the Company's Board of Directors (with the right to provide further authorization to its members or third parties) for holding further negotiations and

specification of the terms of the CBL issue, including but not limited to: a) loan maturity, b) number of convertible bonds, c) nominal value of the bonds, d) timing and method of exercising options and conversion option; and e) other terms of the bond loan.

Increased quorum of 66.66% of the total paid-up share capital of the Company at the General Assembly held on 8.11.2017, of 50% of the total paid-up share capital of the Company at the 1st Repetitive General Meeting held on 20.11.2017 and 15% of the total of the paid-up share capital of the Company at the 2nd Repetitive General Assembly held on 1.12.2017. In respect of all the above cases, a majority of 2/3 of the votes represented at the General Assembly through the attendees is required

Regarding the aforementioned issue, the Company's Board of Directors proposes that the General Assembly should proceed with the following:

a. Approve the issue of Convertible Bond Loan up to the amount of two hundred and fifty million euro (250.000.000,00), in compliance with Article 3a, Codified Law 2190/1920, 2190/1920, and Article 8, Law 3156/2003, with bonds convertible into common registered shares of the Company, through abolishing the preference right of the old shareholders. To facilitate disposal of bonds through private placement.

b. Authorize the Company's Board of Directors to further negotiate and specify the terms of the bond issue, including but not limited to: a) loan maturity, b) number of convertible bonds, c) nominal value of the bonds, d) timing and method of exercising options and conversion option; and e) other terms of the bond loan. In particular, authorize the BoD to decide freely at its discretion and to agree on every detail and any specific matter regarding the issue and terms of the Loan, other than its amount and type, such as, indicatively, number, type, nominal amount, specific content of the terms and conditions, value and the price of disposal, interest rate and the way it is defined, time and manner of covering the bonds, scope of the ratio and conversion price as well as the conditions effective for exercising the option and conversion option of the bonds and other terms of the CBL. Finally, the Board of Directors is entitled to further assign to other persons, members of BoD or third parties, in accordance with the Articles of Association of the Company, exercising all or part of the above authorization as well as concluding all kinds of agreements and proceeding with various actions deemed necessary or relevant to issue and implementation of CBL.

The following Report is provided to the General Assembly for the purposes of clarifying the necessity of abolishing the preference right:

**“REPORT
of the Board of Directors of the Societe Anonym
under the title “JUMBO GROUP S.A.”
on issue of Convertible Bond Loan
in the context of Article 13, par. 10, CL 2190/1920**

Dear Shareholders,

We are submitting to your attention, in compliance with provisions of Article 13, par. 10, CL 2190/1920, the current Report in order to clarify the reasons for abolishing the preference right in relation to the issue of Convertible Bond Loan of the Company under the title name "JUMBO GROUP S.A." (hereinafter referred to as "the Company"), in accordance with the provisions of Article 3a, par. 1, CL 2190/1920 and 8, Law 3156/2003. In particular, we are disclosing to you the following:

1. The reasons for abolishing the preference right of the old shareholders.

The Board of Directors proposes to the General Assembly the issue of Convertible Bond Loan (hereinafter referred to as "the Loan") up to the amount of two hundred and fifty million euro (250,000,000.00), through abolishing the preference right of the old shareholders of the Company to facilitate disposal of bonds through private placement. Abolishing the preference right of the old shareholders has been proposed for the following reasons:

a. It facilitates successful issue of the Loan, since private placement of bonds simplifies the issuance process and provides makes it practically possible to start distribution at the optimum time as well as complete it sooner.

b. It allows the bonds to be made available to specialized investors, who have experience and knowledge of the specific investment instrument. Therefore, the Company can achieve the best possible pricing of the Loan.

Given the reasons recorded above and aiming at substantial development of the Company's operations in line with making the best possible use of flexible, reliable and advantageous financing method described, it is proposed to abolish the preference rights of the old shareholders and issue of the CBL, making it available to third-party financial institutions and investors.

Regarding the issue price range of the new common registered shares of the Company, arising as a result of exercising the right to convert the bonds, ie the price at which these new shares will be acquired, the Board of Directors proposes the following:

The issue price of the new common registered shares shall not be lower than the nominal value of share. The final price or conversion ratio will be decided by the Company's Board of Directors, legally authorized to do so, prior to the issue of the loan in accordance with paragraph, Article 3a, C.L. 2190/1920.

The difference between the nominal value of each share and the conversion price of the bonds into new shares of the Company, to be issued in the context of implementing the option, will increase the Company's reserves arising from share premium.

The bonds will bear interest at a rate determined following a decision of the Board of Directors in compliance with the provisions of Paragraph 3, Article 1, Law 3156/2003, on condition that it has been authorized to determine all the outstanding terms of the Loan.

In view of the above, the Board of Directors considers that the benefit of the Company as well as that of its shareholders arising from disposal of CBL justifies abolishing the preference right of the existing shareholders. Therefore, the Board of Directors proposes to the General Meeting as of 8.11.2017 or any other repetitive meeting following its postponement, to approve the issue of CBL, through abolishing the preference right of the old shareholders of the Company, in favor of third-party financial institutions and investors In accordance with the above conditions.

Following the legally held and valid voting, the General Assembly approved, by virtue of majority of represented shares and votes and taking into account the abstention of..... representing shares from the vote, ie by virtue of majority% of represented shares, the issue of Convertible Bond Loan (hereinafter referred to as "the Loan") up to the amount of two hundred and fifty million euro (250.000.000,00), in compliance with provisions of Article 3a, C.L. 2190/1920 and Article 8, Law 3156/2003, with bonds convertible into common registered shares of the Company, through abolishing the preference right of the old shareholders. The General Assembly also provides authorization to the Company's Board of Directors (with the right to provide further authorization to its members or third parties) for holding further negotiations and specification of the terms of the CBL issue, including but not limited to: a) loan maturity, b) number of convertible bonds, c) nominal value of the bonds, d) timing and method of exercising options and conversion option; and e) other terms of the bond loan.