

JUMBO S.A.

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

www.e-jumbo.gr

SHAREHOLDERS INVITATION TO AN EXTRAORDINARY GENERAL MEETING

I. 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, Cyprus & Hydras street, in Moschato, Attica, as following:

a. To an Extraordinary General Meeting on Tuesday, January 21st, 2020, at 16:00.

b. If the quorum, as required is not obtained to decide on the item of the original agenda the General Meeting will convene again in a Repetitive Meeting on Monday, February 3rd, 2020,

To discuss and decide on the **following item of the agenda:**

Decision on extraordinary distribution to the Company's shareholders of a total amount of EUR 29.933.146,98, which is part of extraordinary reserves from taxable and non-distributed profits of the fiscal year from 1.7.2014 to 30.6.2015.

II. Subsequently, 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:

1. Every shareholder has the right to participate and vote at the General Meeting. Shareholders who are legal entities participate in the general meeting through their representatives. Every common share of the Company provides the right of one (1) vote at the General Meeting.
2. Eligible to participate in the General Meeting (Initial and Repeated) is any person appearing as a shareholder on **16.01.2020** (date of registration), i.e. in the beginning of the 5th day before the date of the General Meeting. The aforementioned record date applies in the case of postponed or repeated meeting, given that the adjourned meeting or repeated meeting is not more than thirty (30) days from the record date.
3. Proof of shareholding status may be evidenced by any means and in any case based on information received by the Company directly through electronic connection with ATHEXCSD' files
4. Note that exercise of said rights does not presuppose blocking of the beneficiary's shares nor adherence to any other similar procedure, which restricts the possibility of the sale and transfer of such shares during the period between the record date and the relevant general meeting.

B. Specific guidelines for the exercise of the voting rights through proxy:

1. Shareholder may participate in the General Meeting and vote either in person or by proxy.
2. Provisions of the Articles of Association, which restricts the exercise of voting right through proxy, or the eligibility of persons to be appointed as proxy, are not valid. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

3. The shareholder can name a proxy for one more General Meetings and for a certain period. The proxy votes according to the shareholder's instructions, if any.
4. Appointment as well as revocation or replacement of the shareholder's representative takes place in writing or via email or fax at least forty eight (48) hours prior to the scheduled general meeting, meaning at least until and **19.01.2020** at 16:00.
5. 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.
6. The proxy is obliged to notify the Company, prior to the commencement of the general meeting, of any specific fact, which might be useful to the shareholders, in their assessment of the risk the proxy serving interests other than their own. Conflict of interest may arise in particular in cases where the proxy: a) is a controlling shareholder of the Company or is a legal person or entity controlled by such shareholder; b) is a member of the Board of Directors or in general of the management of the Company or of a controlling shareholder, or of another legal person or entity controlled by such shareholder; c) is an employee or an auditor of the Company or of a controlling shareholder, or of another legal person or entity controlled by a controlling shareholder; d) is a spouse or a first degree relative of a natural person referred to in cases a to c above.
7. The shareholder's representative shall file the voting instructions for at least one (1) year, from the date of the general meeting or, if postponed, to the last recurring meeting at which he has used the proxy.
8. Shareholders who do not comply with the above provisions of the law or with the time limits of the representation may participate in the General Meeting unless the General Meeting refuses such participation for a significant reason justifying its refusal.
9. The company has available on its website www.e-jumbo.gr (and in particular at the link <http://corporate.e-jumbo.gr/enimerosi-ependyton/plirofories-ependyton/genikes-synelefsis/>), the form used to appoint a proxy. This form is to be completed and signed by the shareholder at the Company's Headquarters, at 9 Cyprus & Hydras in Moschato Attica (Shareholder Service, Mr. Amalia Karamitsolis) or by sending e-mail to: metohon@jumbo.gr , at least forty-eight (48) hours before the date of the General Meeting, ie until **19.01.2020 at 16.00**. The beneficiary shareholder is requested to confirm the successful sending of the representative appointment form and the receipt by the company, on the phone: 2104805267 and e-mail: metohon@jumbo.gr.

C. Minority Rights:

1. At the request of shareholders representing 1/20 of the paid up share capital, the board of directors is obliged to include additional items in the agenda of the general meeting, provided that the relevant request is received by the board of directors at least fifteen (15) days prior to the general meeting, i.e. 06.01.2020. 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 08.01.2020, and at the same time, it is available to the shareholders through the website of the Company (<http://corporate.e-jumbo.gr>).

jumbo.gr/enimerosi-ependyton/plirofories-ependyton/genikes-synelefsis/), together with the explanation or a draft decision in accordance with article 123 paragraph 4 of law 4548/2018. If these additional items are not published, the requesting shareholders are entitled to request the adjournment of the general meeting in accordance with article 141 paragraph 5 of law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of this paragraph (and article 141 paragraph 2 of law 4548/2018) at Company's expense.

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. 14.01.2020 and said draft decisions are made available to the shareholders according to the provisions of article 123 paragraph 3 of law 4548/2018 at least six (6) days before the general meeting, i.e. 15.01.2020.
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 15.01.2020, 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 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 4 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 5 complete days before the General Meeting i.e. no later than 15.01.2020, 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.
5. In all above cases, the requesting shareholders must prove their capacity as shareholders, as well as the number of shares they hold, during the exercise of their right, except for in case of the first subparagraph of paragraph 3 mentioned above. The shareholding is certified through online connection of the Company with ATHEXCSD.

D. Available Documents and Information

The information and the relevant documents provided according to the article 121 paragraph 4 of the Law 2190/1920 on the Company's website (εταιρείας www.e-jumbo.gr and at the link

<http://corporate.e-jumbo.gr/enimerosi-ependyton/ plirofories-ependyton/genikes-synelefseis/>) are available in hard copies at the Company's offices 9, Cyprus and Hydras street, Moschato, Attica (Shareholders Department, Ms Amalia Karamitsoli).

Moschato, December 20,2019

The Board of Directors