

## **SHAREHOLDERS INVITATION TO AN EXTRAORDINARY 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 16.01.2024, the Shareholders of the société anonyme "**JUMBO S.A.**" are invited to the Extraordinary General Meeting, which will take place on **Wednesday, February 7<sup>th</sup>, 2024 at 16:00** at the headquarters of the Company (9, Cyprus & Hydras street, in Moschato, Attica), in order to discuss and decide on the following item of the agenda:

1. Decision on extraordinary cash distribution to the shareholders of the Company of a total amount of € 81.635.855,40, which is part of the extraordinary reserves from taxed and non-distributed profits of previous fiscal years.

If the quorum, as required by the Law and the Articles of Association in order to decide, is not obtained during the meeting of 07.02.2024, the Extraordinary General Meeting will convene again in a Repetitive Meeting at the headquarters of the Company (9, Cyprus & Hydras street, in Moschato, Attica), on **14.02.2024 at 16.00**.

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in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the repetitive General Meetings will not be published.

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**

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.

Eligible to participate in the General Meeting (Initial and Repeated) is any person appearing as a shareholder on **02.02.2024** (date of registration), i.e. in the beginning of the 5th day before the date of the General Meeting of 07.02.2024. 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.

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.

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

Shareholder may participate in the General Meeting and vote either in person or by proxy.

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.

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.

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 **05.02.2024 at 16:00** and until **12.02.2024 at 16:00** in the case of the repeated meeting.

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 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.

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.

The company has available on its website [www.e-jumbo.gr](http://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 (Investor Relations Department, Mr. Amalia Karamitsolis) or by sending e-mail to: [ir@jumbo.gr](mailto:ir@jumbo.gr) ,

at least forty-eight (48) hours before the date of the General Meeting, ie until **05.02.2024 at 16.00** and until **12.02.2024 at 16:00** in the case of a repeated 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. 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: [ir@jumbo.gr](mailto:ir@jumbo.gr).

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

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 07.02.2024, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. **by 23.01.2024 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 25.01.2024 at the latest**, and simultaneously made available to shareholders on the website of the Company (<http://corporate.e-jumbo.gr/enimerosi-ependyton/plirofories-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.

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. **31.01.2024** 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. **01.02.2024**.

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 01.02.2024**, 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. 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.

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 01.02.2024**, 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.

#### **D. 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/pliροφοries-ependyton/genikes-synelefsseis/>) and are available in hard copies at the Company’s offices 9, Cyprus and Hydras street, Moschato, Attica (Investor Relations Department of the Investor Relations and Corporate Announcements Unit of the Company, Ms Amalia Karamitsoli, tel. (+30) 210 4805267).

Moschato, January 16<sup>th</sup>, 2024

The Board of Directors