

**«FF GROUP»**

**Number of General Commercial Register : 3027701000**

**(Former number of Societe Anonyme Registry: 14216/06/B/86/06)**

**INVITATION**

**to the shareholders of «FOLLI-FOLLIE COMMERCIAL MANUFACTURING AND TECHNICAL SOCIETE ANONYME»**

**under the trade name «FF GROUP»**

**to the Ordinary General Assembly**

On the basis of the decision of the Board of Directors of the company under the name of **«FOLLI-FOLLIE COMMERCIAL MANUFACTURING AND TECHNICAL SOCIETE ANONYME»**, under the trade name **«FF GROUP»** (hereafter the **“Company”**), which took place during its meeting on the 30-05-2016 the shareholders of the Company are invited to Ordinary General Assembly, which will take place **on Friday, June 24, 2016, at 12:00 p.m.**, at the Company’s premises at Agios Stefanos Attica, 23rd km Athens-Lamia Highway, to discuss and make decisions on the following issues:

**AGENDA**

1. Submission and approval of the Financial Statements for the fiscal year 2015 together with the accompanying BoD and Auditor Reports.
2. Resolution on the appropriation of available net profits for the fiscal year 2015 and the non-distribution of dividends to shareholders.
3. Discharge of the Members of the BoD and of the Auditors from any liability with regard to the Financial Statements and activities during the accounting year 2015.
4. Election of two Certified Auditors (ordinary & substitute) for the accounting year 2016 and approval of their fees.
5. Approval of the fees paid to BoD Members for the fiscal year 2015 and pre-approval of their fees for the fiscal year 2016.
6. Approval of guarantees and liquidity facilities (including participation in capital increase) to and from group companies affiliated with the Company pursuant to para. 5 of Article 42e of Law. 2190/1920 and permission and authorization to the Board of Directors of the Company to implement the above.
7. Election of new Board members and appointment of the members of the Audit Committee according to article 37 of the Law. 3693/2008.
8. Various announcements, approvals and decisions.

In case of non-achievement of the required, according to the law and the Articles of Incorporation of the Company, quorum for taking decisions on the aforementioned matters of the initial agenda on 24-06-2016, the shareholders are invited to the A' Reiterative General Assembly, on July 8, 2016, day Friday and time 12.00 p.m. at the Company's principal office, in Agios Stefanos Attica, 23rd km of the National Road Athens-Lamia, without the publication of new invitation. The subjects of the agenda of the probable A' Reiterative Assembly will be the above mentioned.

According to articles 26 § 2b and 28a of the codified law 2190/1920, as they were modified and added, respectively to the articles 3 and 5 of the law 3884/2010 and are in force, the Company informs the shareholders for the following:

### **RIGHT TO PARTICIPATE IN THE GENERAL ASSEMBLY**

Any person appearing as shareholder in the Dematerialized Securities System files managed by "Hellenic Stock Exchanges S.A." (former Central Securities Depository), where Company's securities are being held, is entitled to participate at the General Assembly. Shareholding capacity is evidenced by presenting a relevant written certificate issued by the aforementioned entity, or by direct online connection of the Company with the said entity's files. Shareholders capacity must be effective (Date of Record), notably at the beginning of the fifth (5th) day prior to the date of the General Assembly of 24.06.2016 and the relevant written certificate regarding the shareholders capacity must be received by Company no later than the third (3rd) day prior to the date of the General Assembly.

With regard to the 1st Reiterative Extraordinary General Assembly, the shareholding capacity must be effective at the fourth day prior to the date scheduled for the 1st Reiterative General Assembly (1st Reiterative General Assembly date of record), and the relevant written or electronic certificate regarding shareholding capacity must be received by company no later than the third (3rd) day prior to the date of the 1st Reiterative General Assembly.

Only persons in the capacity of shareholder as at the respective Date of Record are considered vis-à-vis the company to be entitled to attend and vote at the General Assembly. Any shareholder failing to comply with the provisions of article 28a of codified law 2190/1920 may participate at the General Assembly only upon its permission.

Exercise of these rights does not require blockage of the beneficiary's shares or compliance with any other procedure restricting the ability to sell and transfer them during the period between the Date of Record and the date of General Assembly.

### **PROCESS FOR EXERCISING VOTING RIGHTS BY PROXY**

A shareholder may attend the General Assembly and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. Legal entities may participate at the General Assembly by appointing up to three (3) individuals as proxies. However, if a shareholder holds shares in a company, which appear in several securities accounts, said restriction will not prevent said shareholder from appointing different proxies in respect of the shares in each securities account in relation with the General Assembly. A proxy acting on behalf of several shareholders may vote differently for each shareholder. A shareholder proxy must disclose to the company, before the General Assembly begins, any specific event which may be useful to the shareholders in assessing the risk of the proxy serving interests other than those of the shareholder.

In the sense of this paragraph, a conflict of interest may especially arise when a proxy:

- a) is a shareholder controlling the company or is another legal entity or an entity controlled by that shareholder;
- b) is a member of the board of directors or of the administration of the company or shareholder controlling the company in general, or another legal entity or an entity controlled by a shareholder who controls the company;
- c) is an employee or auditor of the company or shareholder controlling the company, or of another legal entity or entity controlled by a shareholder who controls the company;
- d) is spouse or first degree relative to one of the individuals referred to under (a) through (c) above.

The appointment and revocation of a shareholder proxy is made in writing and notified to the Company under the same form, at least three (3) days prior to the date scheduled for the General Assembly.

The company will make available at website ([www.ffgroup.com](http://www.ffgroup.com)) a form which may be used for the appointment of proxy. Said form must be submitted, duly completed and signed by the shareholder, to the Company's Shareholders Service at: Agios Stefanos, Attika, 23rd km of Athens-Lamia national road, or sent by facsimile at: 210-6241100, at least three (3) days prior to the date of the General Assembly. Beneficiaries are responsible for confirming successful remittance and receipt of proxy documentation by the company, by calling the following number: +30 210 6241141 (Mrs. Mantalena Kasidiaropoulou) or +30 2106241074 and 210 3387752 (Mrs. Marina Xirokosta).

The company's Articles of Incorporation provides for the holding of a General Assembly by teleconference.

## **MINORITY RIGHTS OF SHAREHOLDERS**

(a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the company's board of directors is obliged to insert additional items in the General Assembly's agenda, if the relevant request is received by the board of directors until at least fifteen (15) days prior to the General Assembly. The request for inserting additional items in the agenda must be accompanied by reasoning or by a draft decision to be approved by the General Assembly, and the revised agenda will be notified in the same manner as the previous agenda thirteen (13) days prior to the General Assembly, and will also be made available to shareholders at the company's website, together with the reasoning or the draft decision submitted by the shareholders in accordance with the provisions of article 27 paragraph 3 of codified law 2190/1920.

(b) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the board of directors must make available to the shareholders in accordance with the provisions of article 27 paragraph 3 of codified law 2190/1920, no later than at least six (6) days prior to the General Assembly, draft decisions on items included in the original or revised agenda, if the relevant request is received by the board of directors until at least seven (7) days prior to the General Assembly.

(c) Upon request of any shareholder submitted to the Company at least five (5) full days prior to the General Assembly, the board of directors must provide to the General Assembly the requested information on the company's affairs, to the extent they are useful for the actual consideration of the items on the agenda. The board of directors may refuse to provide such information for a substantial

reason to be recorded in the minutes. The board of directors may provide a uniform reply to shareholders' requests having the same content. There is no obligation to provide information when such information is already published in the company's website, especially in the form of questions and answers.

(d) At the request of shareholders representing one fifth (1/5) of the paid-up share capital, which should be submitted to the company at least five (5) full days prior to the General Assembly, the board of directors shall supply to the General Assembly information regarding the progress of the company's corporate affairs and financial condition. The board of directors may refuse to furnish the requested information for a substantial reason to be recorded in the minutes. Respective time limits apply on shareholders' minority rights in case of Reiterative General Meetings as well.

In all aforementioned cases, the requesting shareholders will be called to prove their shareholding capacity and the number of shares they hold at the time they exercise their respective rights. Submission of certificate from the entity where the respective securities are held, or confirmation of the shareholding capacity through direct online connection between entity and company constitutes such evidence.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The information referred to in article 27, paragraph 3 of codified law 2190/1920, including the notice to General Assembly, the form for the appointment of proxy and the draft decision on items of the agenda, as well as more detailed information regarding the exercise of the minority rights under article 39, paragraphs 2, 2a, 4 and 5 of codified law 2190/1920 will be available in electronic form at the company's website [www.ffgroup.com](http://www.ffgroup.com). The complete text of draft decisions and documents provided under article 27, paragraph 3(c) and (d) of codified law 2190/1920 will also be available in hard copy from Shareholders Services at: Agios Stefanos, Attika, 23rd km of Athens-Lamia national road.

**Agios Stefanos, May 30, 2016**

**THE BOARD OF DIRECTORS of the company  
«FOLLI-FOLLIE COMMERCIAL MANUFACTURING AND TECHNICAL SOCIETE  
ANONYME» under the trade name «FF GROUP»**