# - Legal Translation from Greek -

# ARTICLES OF INCORPORATION OF THE SOCIETE ANONYME UNDER THE NAME «FOLLI-FOLLIE COMMERCIAL MANUFACTURING AND TECHNICAL SOCIETE ANONYME» With registered address at Agios Stefanos of Attica, G.E.MI. number 3027701000 (former S.A. Registry number 14216/06/B/86/06)

#### **CHAPTER A**

#### NAMES - PURPOSE - REGISTERED OFFICE - DURATION - SHARE CAPITAL

# Article 1

#### Name

The name of the company is «FOLLI FOLLIE COMMERCIAL MANUFACTURING AND TECHNICAL SOCIETE ANONYME» and its distinctive title "FF GROUP".

In its transactions abroad, the name of the company shall be rendered in accurate translation in the relevant foreign language.

#### Article 2

# **Object**

- 1. The object of the company is:
- 1) a) Manufacture of gold and silver jewelery and watches with or without semi-precious or precious stones, b) manufacture, process, trade in, import, export and representation of foreign firms of jewelry, watches, eyewear, clothing, footwear, clothing accessories and children's goods toys, sportswear and accessories of any type and kinds, and c) disposal of all of the above in Greece and abroad, by any means on a retail or wholesale basis.
- 2) Import, export, manufacture and marketing of toiletries, home wear, furniture, bedding and linen and fabrics and in general goods related thereto.

- 3) Import, export, manufacture and marketing of toiletries, pharmaceuticals and parapharmaceutical products, food supplements, cosmetics, perfumes and in general, goods related thereto.
- 4) Import, export, manufacture and marketing of electric and electronic devices appliances, batteries and goods related thereto.
- 5) Manufacture, import and marketing of foodstuffs and establishment and operation of restaurants, coffee shops, shops selling confectionery items, fast food restaurants and other activities related thereto.
- 6) Purchase and sale of real property, erection of buildings either onto self-owned land or under the exchange compensatory system.
- 7) Marketing of any kind of gym instruments and accessories related thereto, as well as representation of Greek or foreign firms, import, export, manufacture, processing and repair in relation to the above goods.
- 8) Operation of sport centers, beauty salons, as well as operation of gyms under franchise, conduction of seminars-conferences and scientific support and training of gym trainers, as well as representation of foreign firms in relation to the above services and activities.
- 9) Construction, assembling, representation, import and export from foreign and domestic firms, lease, repair and custody in relation to passenger cars and trucks, all-terrain vehicles, snow mobiles, jet skis, motorbikes, bicycles and in general two-wheeled vehicles, two wheeled vehicle parts and other parts related to the above.
- 10) Production, assembling, representation, import and export from foreign and domestic firms of nautical goods, sea boats, engines and parts thereto and other recreation and sports marine items, provision of maintenance services, custody and repair of the above goods (in floating and land premises), as well as mediation services in the sale and purchase of the above items (new or used), rental of boards and in general of the above items and finally manufacture and exploitation of marinas, aquariums and theme parks.
- 11) Manufacture, assembling, establishment, representation, import and marketing of foreign and domestic firms, lease and maintenance of any kind of security system and other security parts related thereto.
- 12) Reconstruction, lease, exploitation, provisions of services for the management and exploitation of shopping malls, department stores, outlet stores or shopping centers, exhibition and conference centers, multi-cinemas, restaurant and recreational centers, Aeolic parks, parking premises and entertainment centers for children. In addition, provision of services and all necessary technical support towards third parties for the establishment of stores, exhibition kiosks etc. in the above premises or elsewhere.

- 13) Representation on an exclusive or not basis, of domestic or foreign industrial or commercial business for the manufacture or marketing, provision of services of the above under 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12 products and services and the disposal thereof in Greece and abroad, on a retail or wholesale basis.
- 2. For the fulfillment of its above object, the following activities may be exercised by the Company:
- a) Conclusion of any kind of agreement with domestic of foreign natural or legal persons, organisations, companies or public or private legal entities or countries regarding the Company's objects.
- b) Establishment of companies or joint ventures, administration or participation in companies, joint ventures or acquisition of shares of companies which have as object to exercise in Greece or abroad activities that are directly or indirectly related to the Company's object, as well as the establishment of branches or agencies or offices anywhere in Greece or their establishment abroad.
- c) Participation in auctions or tenders, public or private, with objects related to the Company's objects.
- d) Lease and rent of real estate property, as well as execution of leasing agreements for real estate property, which are purchased by the lessor company, or by third parties or the Company itself.
- e) The acquisition or exploitation by any means of any right of patent, trademark or administrative license necessary according to the above, as well as the provision of any kind of supporting services for the fulfillment of the Company's objects.

# **Registered Office**

The company's registered seat is the Municipality of Agios Stefanos, Attica.

# **Article 4**

#### **Duration**

The duration of the company shall be one hundred (100) years from its incorporation. By resolutions of the Shareholders General Meeting, taken by an increased quorum and majority, in accordance provision of article 8 para. 2 of Law 4548/2018, the duration of the company may be extended.

# **Share Capital**

1. The initial share capital of the Company was set according to article 3 of P.D. 86/79 to fifty million (50.000.000) drachmas. By virtue of provisions of article 120 of L. 2533/97 it was increased by two billion nine hundred fifty millions (2.950.000.000) drachmas and more specifically by four hundred fifty million (450.000.000) drachmas by capitalization of reserves and the remaining amount of two billions five hundred millions (2.500.000.000) drachmas by cash.

Further, by resolution of the Company's Shareholders General Meeting dated 12-11-1997, its share capital was increased by seven hundred sixty-two million five hundred thousand (762.500.000) drachmas in cash by issuance of 7.625.000 registered shares of a nominal value of 100 drachmas each. Moreover, by resolution of the Company's Shareholder General Meeting dated 10-1-2000, the Company's share capital increased by one billion five hundred and five million (1.505.000.000) drachmas by capitalization of reserves. Further, by resolution of the Company's Shareholder Meeting dated 28-6-2001, the Company's share capital increased by 117.201.875 drachmas through capitalization of reserves by the account "Difference from the issuance of shares above par», by corresponding increase of the nominal value of each share from 100 to 102,225 drachmas.

Further to the above, the Company's share capital reached five billion three hundred eighty-four million seven hundred one thousand five hundred (5.384.701.875) drachmas or fifteen million eight hundred and two million and five hundred (15.802.500) Euro, fully paid in.

Further, by resolution of the Company's Shareholders General Meeting dated 6-12-2010 the Company's share capital simultaneously a) decreased by 38.889,30 euro due to cancellation of 129.631 owned shares, of a total nominal value of 38.889,30 euro, and increased by 39.706,80 euro through capitalization of reserves from issuance of shares above par, b) decreased by 8.973.277,20 euro due to cancellation of shares held by the merged company «FOLLI FOLLIE Industrial and Commercial Societe Anonyme for Jewelry – Clothing –Footwear - Accessories» and increased by 9.884.062,50 euro, which corresponds to the share capital contributed by the merged company «FOLLI FOLLIE Industrial and Commercial Societe Anonyme for Jewelry – Clothing – Footwear - Accessories» and c) increased by 1.462.360,20 euro, which corresponds to the share capital contributed as a result of the merger of the company "ELMEC SPORT COMMERCIAL INDUSTRIAL AND TECHNICAL SOCIETE ANONYME" (which share capital of ELMEC SPORT

reaches 1.462.360,20 euro pursuant to the cancellation of the company's participation thereto of 31.777.639,80 euro).

Further to the above, the Company's share capital amounted to 18.176.463 Euro (15.803.317,50 - 8.973.277,20 + 9.884.062,50 + 1.462.360,20).

Finally, by resolution of the Company's Shareholders General Meeting dated 26-5-2011 the Company's share capital increased by 1.908.000,00 Euro, by means of cash payment, through issuance of 6.360.000 new common registered voting intangible shares of the Company of a nominal value of € 0,30 each, with selling price € 13,30, by waiving the right of first refusal of the former shareholders to the benefit of the company FOSUN International Limited and Pramerica – Fosun China Opportunity Fund, LP. The difference which occurred between the nominal value and the purchase price of 82.680.000 Euro was credited to the Reserves Fund by issuance of shares above par.

Further to the above, the Company's share capital reached 20.084.463 Euros.

By resolution of the Company's Shareholders General Meeting dated 20-6-2014, the Company's share capital increased with capitalization of part of the Company's reserves by 50.211.157,50 Euros, by increasing the nominal value of the share by 0,75 Euros per share, while at the same the corresponding reduction of the Company's capital was resolved, by return of cash to the shareholders and by reducing the nominal value of the share by 0,75 Euros per share.

Finally, by resolution of the Company's Shareholders General Meeting dated 26-6-2015, the Company's share capital increased with capitalization of part of the Company's reserves by 13.270.156,94 Euros, by increasing the nominal value of the share by 0,19821526131 Euros per share, while at the same the corresponding reduction of the Company's capital was resolved, by return of cash to the shareholders and by reducing the nominal value of the share by 0,19821526131 Euros per share.

2. Further to the above, the Company's share capital reached 20.084.463 Euro and it is divided into sixty-six million nine hundred forty eight thousands two hundred and ten (66.948.210) common voting registered shares, of a nominal value of 0,30 Euro each and is fully paid in.

- 3. The Company's share titles are intangible. Vis-a-vis the Company, a person is deemed to be shareholder if entered on the records of the S.A. "HELLENIC EXCHANGES ATHENS STOCK EXCHANGE S.A. (ATHEX)", under its capacity as administrator SAT or other entity which will be legally designated for such purpose in accordance with the relevant applicable provisions pursuant to article 40 of Law 4548/2018. The registration of the relevant data in the above records entails the automatic acceptance from the shareholder of the Articles and any amendments thereof, as well as resolution of the Company's Board of Directors and General Meetings.
- 4. The Company may also issue bonds, warrants, founding securities and other securities provided for by special provisions. The aforementioned titles may be issued in separate categories, as the law designates or decides the body responsible for their issuance. The Company may issue securities of the same category in consecutive time series, in accordance with the law.

# **Share capital increases**

1. During the first five years following the incorporation of the company, the Board of Directors shall be entitled by its decision, for which a majority vote of at least two thirds (2/3) of all its members are required, to increase the share capital in whole or in part, by issuing new shares, for an amount that may not exceed three times the original Share Capital.

The above power may be granted to the Board of Directors and by decision of the General Assembly for a period not exceeding five years, which shall be publicized. In such a case, the Board of Directors shall have the right by its decision requiring the above majority to raise the Share Capital up to three times of the paid-up capital payable on the date the Board was granted the said power.

The above power of the Board of Directors may be renewed by the General Assembly for a period not exceeding five years for each renewal granted and shall become effective after the expiration of the previous one. This decision of the General Assembly is subject to formal publicity.

2. The General Meeting resolving on the increase of share capital pursuant to paragraphs 3 and 4 of article 130 and paragraph 2 of article 132 of Law 4548/2018, may authorize the Board of Directors to determine such as the issue price of the new shares, or, on the issue of preferred shares with a right to receive

interest, the interest rate and their calculation method. The period of validity of the authorization shall be specified in the relevant decision of the General Assembly and may not exceed one (1) year. If the above authorization is granted to the Board of Directors, the deadline for payment of the capital according to article 20 of Law 4548/2018 begins with the adoption of the decision of the Board of Directors, which determines where appropriate the share price or even the interest rate or the determination method. The authorization is subject to disclosure publicity.

- 3. Capital increases, decided in accordance with paragraph 1 of this article, constitute an amendment to the Articles of Association, but are not subject to administrative approval where required by Law 4548/2018.
- 4. In any case of an increase of the share capital, which is not effected by a contribution in kind or the issue of bonds with the right to convert them into shares, preference is given to the whole new capital or bond loan in favor of shareholders at the time of issue, depending on their participation in the existing share capital, in accordance with the provisions of article 26 para. 1 of Law 4548/2018.
- 5. In any case of share capital increase, the certification must take place within one (1) month from the expiration of the deadline for payment of the amount of the increase. The certification shall be made by a certified auditor or audit firm, monitored by the Board of Directors within the above deadlines, which shall be publicized.

# **CHAPTER B'**

#### MANAGEMENT OF THE COMPANY

# **Article 7**

# **Management Bodies**

The Company's management bodies are the Board of Directors and the Chief Executive Officer.

# **Board of directors**

- 1. The Board of Directors is the Company's supreme management body and defines the commercial and financial policy of the Company and is competent to resolve on all matters pertaining to the Company's administration, management of its property, representation and in general to fulfillment of its object, except from matters pertaining to the exclusive competence of the general meeting and the matters attributed to it, pursuant to provisions of this present to the Company's Chief Executive Officer. However, the responsibilities of the Board of Directors and the Chief Executive Officer are subject to articles 19, 90, 91, 93, 86, 87, 98, 99, 100 and 101 of Law 4548/2018.
- 2. Indicatively, but not restrictively, the BoD has the following competences:
- a. It introduces all items for discussion by the General Meeting.
- b. It drafts the Company's annual financial statements and submits them to the ordinary General Meeting together with the auditors' report.
- c. It calls the ordinary or extra-ordinary Company's Shareholders General Meeting whenever this is provided by the law, is required, or is deemed necessary.
- d. It drafts and amends the Company's regulations.
- e. It resolves on the establishment of new stores and takes the necessary steps.
- f. It draws the Company's policy and approves:
- aa) the longterm (five-year) business plan,
- bb) the annual business plan / budget,
- cc) the investment policy and
- dd) the sales policy on an annual basis.
- g. It approves of any acquisition, merger or by any other means cooperation of the Company with other legal entities or natural persons in Greece or abroad.
- h. IT sets up the policy for drawing loan funds of the Company.
- i. IT approves of the transfer or grant of any kind of right, as well as the real property of the Company (indicatively, trademarks, tradenames, intellectual property rights, store exploitation rights).

- j. It draws the Company's profit distribution policy.
- k. it defines the auditing committee for the internal audit of the Company and defines the competences and remuneration of the members of such committee.
- 3. The Board of Directors is appointed as the competent body of the company for the issuance and determination of bond loan terms, in accordance with article 59 par. 2 of Law 4548/2018, except from the issuance of a bond loan convertible into shares or with the right to profits participation, governed by articles 71 and 72 of Law 4548/2018 respectively, and is decided on a case-by-case basis, in accordance with the legislation in force.
- 4. The Board of Directors may by its resolution assign the exercise of the competences which do not require collective actions as well as the representation of the Company to one or more persons, members or not, by defining at the same time the extent of such assignment. Such resolution is subject to the statutory publication requirements.

# Appointment and composition of BoD

- 1. The BoD has seven (7) to eleven (11) executive and non-executive members, in accordance with the provisions of Law 3016/2002, as in force and is elected by the General Assembly of the Company's shareholders by absolute majority for a five-year term, extendable until the expiry of the deadline, within which the next Ordinary General Assembly must be held and until the relevant decision is taken. In any event, the term of the BoD cannot exceed six years.
- 2. The members of the BoD shall be persons of proven capabilities and scientific knowledge, as well as with experience and ability or special knowledge in the management and organization of businesses, preferably in the object of the Company.
- 3. The members of the Board of Directors may be unlimitedly reelected.
- 4. In case of resignation or death or for any reason whatsoever loss of membership of the Board or members of the Board, the remaining members may through their decision, if they are at least three (3), elect members of it for the remainder of its term, in replacement of members who have departed. Such appointment is subject to publicity requirements and announced by the Board of Directors at the next forthcoming General Assembly, which may replace the elected ones, even if such matter has not been

included in the agenda. The remaining members may, however, continue to manage and represent the company without replacing the missing members, as provided above, provided that their number exceeds half of the members as they had before the above events (i.e. resignation or death or otherwise termination of membership of one or more members). In any case, these members may not be less than seven (7). In any case, the remaining members of the Board of Directors, irrespective of their number, may convene a General Assembly for the sole purpose of electing a new Board of Directors.

- 5. At its first meeting after its election, the Board of Directors shall elect its Chairman and its Managing Director from among its members. In addition, if it deems necessary, it appoints a Vice-President thereof. The titles of the President or Vice-President and the title of CEO may coincide on the same person.
- 6. Members of the Board of Directors are entitled to receive remuneration, compensation or other benefits in accordance with the law, this Articles of Association and the remuneration policy of the company, in accordance with articles 110, 111 and 112 of Law 4548/2018. Any members of the BoD deriving from the Company's personnel during their term therein shall receive the remuneration for their position and compensation in accordance with the first sentence of this paragraph.

# Article 10

# Operation of the Board of Directors

- 1. The Board of Directors is convoked upon invitation of its President or its deputy, in accordance to provisions of Law 4548/2018 and convenes at the Company's registered offices. The Board of Directors lawfully convenes away from the registered offices of the company, either in Greece or abroad, provided all members thereof are present or represented and no one objects to realization of the meeting and to decision making. The CEO introduces discussion of the items. The Board of Directors is also convoked at any time by its President, upon written request thereto made by two (2) of its members who shall make reference to the items of the agenda of such meeting. In case that following such request the President does not call the Board of Directors within seven (7) calendar days from submission of the relevant request, such two (2) members having requested convocation of the Board of Directors, are entitled to convoke the Board of Directors within five (5) calendar days from the date of expiration of the above deadline, by notifying the relevant invitation to the remaining members of the Board of Directors.
- 2. The Board of Directors meets every time the law or the needs of the Company require so.

3. The agenda of the meetings and its items shall be referred to in clarity in the invitation sent to the members at least two (2) days prior to the meeting, and at least five (5) business days if the meeting is to be held outside the Company's headquarters, unless a member has resigned from such right in writing. The agenda and the invitation shall also be sent in English translation provided the recipient is foreign. The President or/and the two (2) members having requested convocation or/and convoked the Board of Directors shall ensure that in cases of significant items in the agenda of the meeting, the invitation as well as all available documents which refer to the above items shall be sent promptly to the members for their information and in any case at least two (2) business days prior to the meeting and at least five (5) business days if the meeting is to be held outside the Company's headquarters.

No item which has not been included in the agenda can be discussed or resolved upon, unless all members of the Board of Directors are present or represented in the meeting and none of them objects to the discussion and resolution thereon.

- 4. The BoD is in quorum and validly convenes when at least half plus one of its members are present or represented, provided that at least four (4) of its members are present in person. In order to calculate the quorum any fraction shall be omitted. Each counsel may represent only one counsel.
- 5. In absence or impediment of the President, he shall be substituted by the Vice-President, if available, or in case he is not available, absent, or impeded, the CEO upon relevant resolution of the Board of Directors.
- 6. The Board of Directors may meet by teleconference. In such case, invitation to all members of the Board of Directors includes the necessary information for their participation in the meeting.
- 7. The resolutions of the Board of Directors are lawfully taken by absolute majority of its members there present or represented, unless otherwise provided by the law or these present Articles.
- 8. The minutes of the Board of Directors shall be signed by members present. Copies of the minutes shall be formally issued by the Chairman, CEO or any other person authorized in this regard by the Board of Directors without any further certification being required.
- 9. The discussions and decisions of the Board of Directors are summarized in a special book, which can also be kept in electronic form. At a request of a member of the Board of Directors, the Chairman shall be required to record in the minutes an exact summary of his position. The President has the right to refuse

to give an opinion, which deals with matters which are obviously out of the agenda, or whose content is manifestly contrary to good manners or law. A list of those present or represented at the meeting of the Board of Directors is also included in this book.

- 10. Copies of minutes of the Board of Directors for which there is a requirement of registration at the General Commercial Registry (G.E.MI.), according to article 12 of Law 4548/2018, are submitted to the competent GEMI service within a period of (20) days from the meeting of the Board of Directors.
- 11. The preparation and signing of minutes by all members of the Board or their representatives is equivalent to a decision of the Board, even if no meeting has taken place. This shall also apply if all the directors or their representatives agree to have their majority decided in minutes without a meeting. The minutes shall be signed by all directors.
- 12. The signatures of the directors or their representatives may be replaced by email or other electronic means, if provided for in the Articles of Association.
- 13. The report that is compiled hereby is recorded in the minutes book, in accordance with article 93 of Law 4548/2018.

# Article 11

# Liability of the members of BoD

Each member of the Company's Board of Directors shall be liable towards the Company during administration and management of the Company's matters in accordance with the provisions of Law 4548/2018.

#### Article 12

# **President of the Board**

The President of the Board of Directors:

- a) Convokes the Board of Directors in meetings each time this is provided by the law or the needs of the Company so necessitate, defines the items of the agenda and presides over the meetings.
- b) Exercises all competences assigned to him by the Board of Directors.

# CEO

- 1. The Company's CEO is the supreme execution body of the Board of Directors resolutions, specifies its resolutions and the commercial and financial policy of the Company and exercises its administration and management within the framework of the relevant laws and resolutions of the Board of Directors. The CEO is subject to supervision by the Board of Directors and has the authority to take the current business decision according to the Articles and the specific authorizations of the Board of Directors. The Board of Directors, by resolution taken by absolute majority, may substitute the CEO. In case of substitution, death, resign of the CEO, appointment of the new CEO shall be made by the Board of Directors by resolution taken by simple majority.
- 2. Further to resolution of the Board of Directors, the CEO represents the Company judicially and out of court.
- 3. The CEO exercises the administration and management of the Company and applies the policy decided by the Board of Directors in all areas. Indicatively, the CEO exercises the following competences:
- a) Presides on all services of the Company, supervises, and monitors them and takes the measures at his own discretion for their compliance with the relevant provisions.
- b) Hires and dismisses within the framework of the law any kind of personnel and associate of the Company, including legal and commercial counsels.
- c) Prepares proposals to the Board of Directors in relation to all items of the current administration of the Company which according to article 8 require approval of the Board of Directors.
- d) Defines the organization chart and the internal structure of the Company and appoints Directors in the subsequent Directorates, defines their remuneration and supervises and coordinates their activity.
- e) Develops the business strategy and activity of the Company.
- f) Has the responsibility to draft the annual Budget and Annual and Long-term Business Plan of the Company, submits the above to the Board of Directors for approval and is responsible for their implementation.
- g) Sets the financial goals, including the profits, the expected cash income and outcome flow and the development speed in accordance with the Annual and Long-term Business Plan.

- h) Regularly updates the Board of Directors on the course of the Company's matters by submitting the necessary lists regarding the financials and operation of the Company.
- i) Has the power and authority to provide, under article 87 of Law 4548/2018, to other members of the Board of Directors, as well as to any third party, the continuing authorization to represent the Company before the Police and Public Prosecutors for filing criminal charges and filing a civil action in the name and on behalf of the Company, the authorization of witnesses as well as the delegated authority of third parties (Board member or not) to carry out all the above acts.
- 4. In case that the position of the CEO remains vacant due to absence or impediment, excluding short-term annual and absence leave, the BoD provisionally assigns the duties of such position to a member thereof.

In addition, the Company's BoD may upon the CEO's proposal assign the exercise of any of the above competences to another Director or General Director of the Company.

#### Article 14

# **Prohibition of competition**

- 1. It is forbidden for members of the Board of Directors who are in any way involved in the management of the company and its directors to act without the permission of the General Assembly or the provision of the Articles of Association, for their own account or for the account of third parties, operations falling within the scope of Company's purposes, as well as to participate as general partners or as sole shareholders or partners in companies pursuing such purposes.
- 2. In the event of a liable violation of the prohibition of the preceding paragraph, the company shall be entitled to claim damages. However, it may require, instead of compensation, for acts done on behalf of the member of the Board of Directors or the director himself, that it could be considered such acts were held on behalf of the company for acts performed on behalf of a third party, to grant to the company the remuneration for mediation or to assign the relevant claim to it.
- 3. These requirements shall expire one (1) year after the above acts have been announced at a meeting of the Board of Directors or have been communicated to the Company. However, the limitation period shall be five years (5) after the operation of the prohibited act.

#### **CHAPTER C'**

#### SHAREHOLDERS GENERAL MEETING

# Article 15

# **Competence of the Company's Shareholders General Meeting**

- 1. The Company's Shareholders General Meeting is its supreme body and is entitled to resolve on any matter pertaining to the Company, according to article 117 of Law 4548/2018 unless otherwise provided in these present Articles.
- 2. Each shareholder participates in the Company's Shareholders General Meeting depending on the number of shares it holds.
- 3. Resolution of the General Meeting bind the shareholders who are absent or in disagreement.

# Article 16

# Convocation of the Company's Shareholders General Meeting

- 1. The General Meeting of Shareholders shall be convened by the Board of Directors and shall convene mandatory at the headquarters of the company or in the district of another municipality within the prefecture of the head office, or of another municipality adjacent to the head office, or in the district of the municipality where the seat of the Stock Exchange is located where its shares have been listed, at least once every fiscal year, the latest on the tenth (10th) calendar day of the ninth month after the end of the fiscal year, in order to decide on the approval of the Annual Financial Statements and election of auditors (Ordinary General Assembly). The Ordinary General Meeting may also decide on any other matter of its competence provided that the aforementioned is provided on the agenda as well, and extraordinarily, in accordance with the provisions of Law 4548/2018. The Board of Directors may convene an Extraordinary General Assembly of shareholders when it deems it appropriate.
- 2. The General Assembly with the exception of the Reiterative Assemblies and those that are assimilated to them shall be called at least 20 full days before the day fixed for its meeting.
- 3. It is permitted to participate in the General Assembly by electronic means, without the physical presence of the shareholders at its venue, subject to the special procedure provided for in article 125 of Law 4548/2018 as in force. This can be done either by broadcasting the meeting in real time or by two-way communication in real time so that shareholders can address the meeting remotely.

4. With the observance of the special procedure provided for in article 126 of Law 4548/2018, as currently in force, it is permitted to participate remotely in the voting at the General Assembly of Shareholders either by exercising the right to vote by electronic means or by voting by mail. In such cases, respectively, the Company has in advance available relevant ballots either in electronic form, through its website or in hard copy at its registered office. The right to vote may be exercised before the General Assembly. Shareholders voting by correspondence shall be counted for the formation of the quorum and the majority, provided that the relevant votes have been omitted by the Company no later than twenty-four hours before the meeting of the General Assembly begins.

#### Article 17

# Invitation – Agenda of the Company's Shareholders General Assembly

1. The invitation for the General Meeting shall include at least the precise address, the date and time of the meeting, the issues on the agenda clearly, the shareholders entitled to participate, and precise instructions on how the shareholders will may participate in the Assembly and exercise their rights in person or by proxy or, possibly, even remotely, and shall be published according to the law.

The invitation, in addition to the preceding paragraph:

- a) Shall include at least information on:
- aa) the rights of the shareholders referred to in paragraphs 2, 3, 6 and 7 of article 141 of Law 4548/2018, specifying the time limit within which any rights may be exercised, or alternatively, the closing date by which the rights may be exercised. Detailed information on these rights and the conditions for exercising them, should be available with explicit reference to the company website.
- (bb) the procedure for exercising the right to vote through a representative, and in particular the forms used by the company for that purpose, and the means and methods provided for in the Articles of Incorporation, pursuant to paragraph 5 of Article 128 of Law 4548/2018, for the Company to receive electronic notifications of appointment and recall of proxy holders, and
- cc) the procedures for exercising the right to vote by correspondence or by electronic means, as provided in Articles 125 and 126 of Law 4548/2018,
- b) determines the date of registration as provided in paragraph 6 of article 124 of Law 4548/2018, noting that only persons who are shareholders at that date are entitled to vote and vote in the General Assembly,

- c) discloses the site where the full texts of documents and draft decisions provided for in paragraph 4 of article 123 of Law 4548/2018 are available, as well as how they can be obtained; and
- d) indicates the address of the corporate website, where the information referred to in paragraphs 3 and 4 of article 123 of Law 4548/2018 is available.
- 2. Invitation to convene a General Assembly shall not be required in the event that shareholders representing the entire share capital are present or represented at the General Assembly and no one is opposed to its execution and decision-making.
- 3. The Board of Directors of the Company is obliged ten (10) days prior to the Ordinary General Assembly to provide to any shareholder who requests it, its Annual Financial Statements and the relevant reports of the Board of Directors and Auditors.

# Blocking of shares for participation in the General Meeting

1. Any person appearing as shareholder in the records of the Dematerialized Securities System administered by the limited company HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE S.A. (HELEX) on the beginning of the fifth (5th) day prior the date of the General Assembly (Record Date). The status of shareholder may be evidenced by any lawful means and, in any case based on information received by the Company from the Dematerialized Securities System, given that a registry services is provided or through participating and registered intermediaries in the Dematerialized Securities System in any other case.

The exercise of these rights does not require blocking of the beneficiary's shares.

- 2. The shareholder participating in the General Assembly shall vote either in person or through representatives. Each shareholder may appoint up to three (3) representatives. The appointment and revocation or replacement of the representative or representative shall be in writing or by electronic means and shall be submitted to the Company at least forty-eight (48) hours prior to the scheduled Assembly date.
- 3. Shareholders who have not complied with the provisions of paragraphs 1 and 2 of this Article shall participate in the General Assembly unless the General Assembly refuses such participation for a significant reason justifying its refusal.

#### Regular quorum and majority at the general meeting

- 1. The General Assembly is in quorum and lawfully convenes on all items of the agenda provided at least twenty (20) % of the paid in share capital is represented thereat.
- 2. If no such quorum is achieved during the first meeting, a repetitive meeting shall be convoked within twenty (20) days from the date of the meeting that was postponed, by at least ten (10) days prior invitation.
- 3. The repetitive meeting is in quorum and lawfully meets on all items of the initial agenda whatever the part of the paid in share capital is represented thereat. A new invitation is not required, if the original invitation specifies the place and time of the statutory repetitive meetings in the event of a quorum not being met, provided that at least five (5) full days elapse between the canceled and the repetitive meeting.
- 4. The resolutions of the general meeting are taken by absolute majority of votes represented in the meeting.

#### Article 20

# **Exceptional quorum and majority**

- 1. Exceptionally, the General Meeting is in quorum and lawfully convenes on all items of the agenda, provided that two thirds (2/3) of the paid in share capital is represented thereat if resolution on the following matters is concerned:
- a. Change of the nationality of the company.
- b. Change of the object of the business.
- c. Increase of shareholders' liabilities.
- d. Ordinary capital increase, unless required by law or by capitalization of reserves, reduction of capital, unless made in accordance with paragraph 5 of article 21 or paragraph 6 of article 49 of Law 4548/2018.
- e. Change of the way profits are being distributed.
- f. Merger, break up, transformation, revival, extension of duration or winding up of the Company.

- g. Grant or renewal of powers to the Board of Directors for the share capital increase or the issuance of a bond loan according to article 6 of these present Articles.
- h. in any other case specified by law and then Articles of Association.
- 2. If quorum of the previous paragraph is not achieved during the first meeting, within twenty (20) days from such meeting and following at least ten (10) days prior invitation, the repetitive meeting is convened, which is in quorum and lawfully meets on all items of the initial agenda if at least half (1/2) of the paid in share capital is represented thereat. A new invitation is not required if the original invitation specifies the place and time of the statutory repetitive meetings in the event of a quorum not being met, provided that at least five (5) full days elapse between the canceled meeting and the repetitive meeting.
- 3. The decisions of the General Meeting on the matters referred to in paragraph 1 of this Article shall be taken by a two-thirds (2/3) majority of the votes represented in the Meeting.

# President - Secretary of the Company's shareholders general meeting

- 1. At the Company's General Assembly of shareholders the President of the Board of Directors presides provisionally or when he is impeded his deputy. The President appoints temporarily a secretary.
- 2. Upon approval of the list of shareholders with voting right, the meeting proceeds to the appointment of a President and a Secretary to act as vote collector.

# Article 22

# Agenda - Minutes of the Company's shareholders general meeting

- 1. Discussions and resolutions of the general meeting are limited to the items indicated in the agenda.
- 2. For items discussed and resolved by the Company's General Meeting of shareholders minutes are kept, which are signed by the President and the Secretary. The discussions and decisions taken at the general meeting are summarized in a special book of minutes. The same book also lists the shareholders present or represented at the general meeting. At the request of a shareholder, the chairman of the general meeting is obliged to include in his minutes a summary of his opinion. The chairman of the general

meeting is entitled to refuse to submit an opinion if it refers to matters which are obviously out of the agenda or if its content is manifestly contrary to good manners or law.

- 3. Copies and abstracts of the minutes are signed by the President of the Board of Directors or the CEO.
- 4. With the responsibility of the Board of Directors, the results of the voting of each General Meeting shall be published on the Company's website within five (5) days of the date of the General Meeting at the latest, in accordance with Article 133 para. 2 of Law 4548/2018.

#### Article 23

# Approval of Total Management according to article 108 of Law 4548/2018

- 1. By decision of the General Meeting, which shall be taken by a clear vote after the approval of the Annual Financial Statements, the overall management which took place in the respective fiscal year may be approved. However, the resignation of the company from its claims against the members of the Board of Directors or other persons or the settlement of the company with them can only take place under the conditions of paragraph 7 of article 102 of Law 4548/2018. The above approval shall be taken into consideration during the trial for compensation of the company regarding the liability of the members of the Board of Directors pursuant to Articles 102 and following of Law 4548/2018.
- 2. At the vote on approval of the overall management in accordance with paragraph 1 hereof the members of the Board of Directors shall be entitled to vote only with shares of which they own, or as representatives of other shareholders, provided that they have received explicit voting instructions. The same applies to company employees.

#### Article 24

# **Minority Rights**

1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall convoke an extra-ordinary general meeting of shareholders, scheduling a date no later than forty-five (45) days from the date of service of the relevant request to the President of the Board of Directors. The request shall include the items on the agenda. If the General Meeting is not convoked by the Board of directors within twenty (20) days from the service of the relevant request, the convocation

is made by the requesting shareholders at the expense of the Company by decision of the Single-Member Court of First Instance of the Company's seat, issued following the procedure of interim measures. This decision sets the date and place of the Meeting as well as the agenda.

2. Following a request of the shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall include in the agenda of the General Meeting, which has already been convoked, any additional items, provided the relevant request is communicated to the Board of Directors at least fifteen (15) days prior to the General Meeting. The additional items shall be published or communicated by initiative of the Board of Directors, according to the article 122 of Law 4548/2018, at least seven (7) days prior to the General Meeting. The request for the inclusion of additional items on the agenda shall be accompanied by a justification or a draft decision for approval by the General Meeting and the revised agenda shall be made public in the same manner as the previous agenda thirteen (13) days before the date of the General Meeting and at the same time is made available to the shareholders on the company's website, together with the reasoning or draft decision, submitted by the shareholders, in accordance with the provisions of article 123 of para. 4 of Law 4548/2018.

If these items are not published, the requesting shareholders have the right to request the postponement of the General Meeting according to paragraph 3 and to proceed themselves to the publication according to the provisions of the previous section, at the expense of the Company.

3. At the request of shareholder(s) representing one twentieth (1/20) of the paid-up share capital, the President of the meeting is obliged to postpone only once the decisions on one or more items by the General Meeting, ordinary or extra-ordinary, and schedule a date of meeting for the adoption of the relevant resolutions as determined in the shareholders' request, which in any case cannot be later than twenty (20) days from the date of postponement.

Such postponed General Meeting is a continuation of the previous one and it is not necessary to repeat publication of the invitation to the shareholders, while it is also possible for new shareholders to participate thereat, in compliance with para. 6 of article 124 of Law 4548/2018.

4. Upon the request of any shareholder, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors shall submit to the General Meeting the requested specific information with respect to the Company's matters, to the extent that these are useful for the actual assessment of the items on the agenda. There is no obligation to provide information when the relevant information is already available on the company's website, in particular in the form of questions and answers. In addition, upon request of the shareholders representing one twentieth (1/20) of the paid-up

share capital, the Board of Directors shall announce to the General Meeting, provided it is an ordinary one, the amounts which during the previous two-year period were paid to each member of the BoD or directors of the Company, as well as any grant made towards such persons on the basis of any event or agreement of the Company with them. In all the above cases, the Board of Directors may refuse to provide such information for a due substantial justification which shall be noted in the minutes. Such reason may be, as the case may be, the representation of the requesting shareholders in the Board of Directors according to article 79 or 80 of Law 4548/2018.

- 5. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, to be submitted to the Company within the deadline of the previous paragraph, the Board of Directors shall provide the General Meeting with information on the course of the Company's matters and on the property status of the Company. The Board of Directors may refuse to provide such information for a due significant justification, which must be recorded in the minutes. Such reason may be, depending on the case, the representation of the requesting shareholders in the Board of Directors according to with Articles 79 and 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received sufficient information.
- 6. In the cases of the second section of para. 4 and 5 of this article, any doubt with regard to the reasoning of the justification to refuse the grant of information shall be resolved by the Single-Member First Instance Court at the district of the company's registered office, judging pursuant to the provisional measures proceedings. In the same judgment, the Court may oblige the Company to provide the information it refused to provide.
- 7. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, adoption of a resolution on an item of the agenda of the General Meeting is conducted by open ballot.
- 8. In all cases of this Article, the requesting shareholders must prove their shareholder status and, except in the cases referred to in the first sentence of para. 6 and para. 10 of Law 4548/2018, the number of shares they hold in the exercise of their related right. The status of shareholder may be evidenced by any lawful means and, in any case, based on information received by the Company from the Dematerialized Securities System, given that a registry services is provided or through participating and registered intermediaries in the Dematerialized Securities System in any other case.

#### CHAPTER D'

# AUDITORS – FINANCIAL YEAR – ANNUAL FINANCIAL STATEMENTS DISTRIBUTION OF PROFITS – PAYMENT OF DIVIDENTS CAUSES FOR TERMINATION OF THE COMPANY - LIQUIDATION

#### Article 25

#### **Auditors**

The Annual General Meeting of Shareholders elects each year a certified auditor or auditing company in accordance with the statutory requirements for the audit of the Company's annual financial statements.

# Article 26

# **Financial Year**

The financial year shall be of twelve months duration beginning on 1st of January and ending on 31st of December of each year.

#### Article 27

# **Annual Financial Statements**

- 1. The annual and consolidated financial statements of the company are prepared, audited and approved in accordance with the provisions of Law 4308/2014 and in accordance with any other special provision that regulates these matters.
- 2. In order for a decision of the General Meeting of Shareholders regarding these financial statements to be valid, they must be signed by three different persons, namely:
- (a) the Chairman of the Board of Directors or his deputy; (b) the Managing Director or the Chief Executive or mandated officer and, in the absence of such officer, or his capacity coincides with that of the above persons by a member of the Board appointed by him, (c) the statutory accountant certified by the Hellenic Chamber of Commerce holds a Class A license for the preparation of the financial statements.

- 3. The annual management report and any corporate governance statement shall be approved by the Board of Directors and signed by: (a) the Chairman of the Board of Directors or his / her deputy; (b) the Chief Executive Officer or representative Director and, in the absence of such Director, or his capacity coincides with that of the above persons by a member of the Board appointed by it.
- 4. The Board of Directors management report to the Ordinary General Meeting of Shareholders should provide a clear and realistic picture of the evolution and performance of its business activities and financial position and a description of the major risks and uncertainties it faces. The description presents a balanced and comprehensive analysis of the evolution and performance of the company's activities and its position appropriate to the scale and complexity of the company. To the extent necessary to understand the company's evolution, performance or position, this analysis shall include both financial and, where appropriate, non-financial key performance indicators relevant to the particular field of activity, including environmental information and labor issues. As part of this analysis, the management report shall include, where appropriate, references and additional explanations for the amounts stated in the annual financial statements. For the rest, articles 151 et seq. of Law 4548/2018 apply.
- 5. The legally approved Annual Financial Statements, the management report as well as, where appropriate, the opinion of the certified auditor or audit firm shall be published in GEMI within twenty (20) days of their approval by the Ordinary General Assembly. If a chartered auditor or audit firm's opinion is required, according to case 1 of subparagraph A1 of para. A of article 2 of Law 4336/2015, the annual financial statements and the management report shall be published in the form and content according to which the certified auditor or audit firm has drawn up the audit certificate. They are also accompanied by the full text of the audit report.

# Distribution of profits - Dividend payment

- 1. The net profit of the company is shown in the income statement and is the result of applying the applicable law.
- 2. Net profits, insofar as they may be disposed of, in accordance with article 159 of Law 4548/2018, are disposed of by decision of the General Meeting in the following order:
- a) Credit amounts from the income statement that are not realized profits are deducted.

- b) Deduction of the formation of a regular reserve in accordance with Law 4548/2018.
- c) The amount required to pay the minimum dividend, is withheld as defined in article 161 of Law 4548/2018.
- d) The remaining net profit, as well as any other profits that may arise and be disposed, according to the above, shall be allocated according to the decisions of the General Meeting.
- 3. Subject to the provisions on the reduction of share capital, no distribution shall be made to shareholders, provided that, at the date of expiry of the last financial year, the total equity of the company (net position) as defined in the law, is or, after such distribution, will fall below the amount of capital, increased by:
- reserves the distribution of which is prohibited by law or the articles of incorporation,
- other credit lines of the net position, which may not be distributed, and
- the amounts of credit line items in the income statement that are not realized profits. The amount of capital provided for in the preceding sentence shall be reduced by the amount of capital subscribed but not paid when the latter is not shown in the assets of the balance sheet.
- 4. The amount distributed to the shareholders may not exceed the profits of the last financial year that has expired increased by the earnings from previous years which have not been distributed and the distribution of the reserves authorized and decided by the General Meeting and reduced:
- a. by the amount of credit line items in the income statement that are not realized profits
- b. by the amount of previous year losses
- c. to the amount required to be allocated for the formation of reserves in accordance with the law and the Articles of Association.

# Causes for termination of the company

The company shall be dissolved:

a) once its duration has expired, unless the General Assembly has previously decided to extend its duration.

- b) by decision of the General Assembly in accordance with the provisions of Articles 130 para. 3 and 132 para. 2 of Law 4548/2018, as in force.
- c) when the company is declared bankrupt.
- d) in the event a bankruptcy filing is rejected because of the debtor's inadequate property to cover the costs of the proceedings and
- e) by court decision in accordance with Articles 165 and 166 Law 4548/2018 as in force.

# Liquidation

- 1. Except in the case of bankruptcy, the dissolution of the company shall be followed by its liquidation. In the cases referred to in sentences a and d of para. 1 of article 33 hereof, the Board of Directors shall perform liquidator duties until liquidators are appointed by the General Assembly. In the case of sentence b of the same paragraph of the same article, the General Assembly shall by the same decision appoint the liquidators. The liquidators designated by the General Meeting may be two (2) or three (3), shareholders or not, and shall exercise all powers related to the procedure and purpose of the liquidation of the Board of Directors, as may be limited by the General Assembly, whose decisions are obliged to comply. The appointment of liquidators entails ipso jure the termination of the powers of the members of the Board of Directors.
- 2. The liquidators appointed by the General Assembly shall, as soon as they are in office, make census of the corporate property and publish a Statement of Commencement of Liquidation. Liquidators are also required to prepare and publish interim financial statements in accordance with para. 7 of article 168 of Law 4548/2018 as in force, which are submitted to the general meeting of shareholders with a statement of the causes that prevented the end of the liquidation. The interim financial statements are made public. In addition, financial statements are prepared beyond the liquidation, which are approved by the general meeting and are subjected to publicity. The general meeting also decides on the approval of the overall work of the liquidators and on the discharge of the auditors.
- 3. The General Meeting of Shareholders retains all of its rights during liquidation.
- 4. The provisions for the Board of Directors shall apply accordingly to the liquidators. Liquidators' discussions and decisions are summarized in the Board's minutes.

5. If the liquidation stage exceeds three years, the liquidator shall be obliged to convene a general meeting to submit a plan for the acceleration and termination of the liquidation. This plan shall include a report on the liquidation process to date, the reasons for the delay and the measures proposed for its rapid completion. Such measures may include waiver of rights, appeals, remedies, lawsuits, and claims if the pursuit is inconsistent with the expected benefits or uncertain or requires a long time. The above measures may also include compromises, renegotiations or termination of contracts, or the conclusion of new ones, if necessary. The general meeting approves the plan with an increased quorum and majority. If the plan is approved, the liquidator will complete the management in accordance with the plan. If the plan is not approved, the liquidator or shareholders representing one-twentieth (1/20) of the paid-up capital may request that the plan or other appropriate measures be approved by the court at their request of non-contentious proceedings. The court may modify the measures provided in the plan or at the request of shareholders. The liquidator is not responsible for the implementation of a plan approved in accordance with the above.

#### **CHAPTER E'**

#### **OTHER PROVISIONS**

# Article 31

#### Restrictions

- 1. The Company shall not undertake to cover its own shares.
- 2. Without prejudice to the principle of equal treatment of shareholders in the same position and provisions for market abuse, the Company shall itself or with a person acting in his name but on its behalf acquire, its already issued shares however only following approval by the General Meeting defining the terms and conditions for such acquisition and particularly the maximum number of shares that may be acquired, the term for which such is granted, which shall not exceed twenty four (24) months and in case of pecuniary interest, the minimum and maximum acquisition value. The decision of the general meeting shall be made public.
- 3. Acquisitions of the previous paragraph shall be done on the liability of the Board of Directors, under the following conditions:

- a) the nominal value of the shares acquired, including the shares previously acquired by the Company and maintained, and the shares acquired by a person acting in his name but on the Company's behalf, shall not exceed one tenth (1/10) of the paid-up share capital,
- b) acquisition of shares, including the shares previously acquired by the Company and maintained, and shares which have been acquired by a person acting in his name but on the Company's behalf shall not lead to decrease of the owns capital to an amount lower than the amount provided in paragraph 1 of article 159 of Law 4548/2018.
- c) the transactions may only refer to shares having been fully paid.
- 4. Case a' of paragraph 3 shall not apply in case of shares acquired either by the Company itself or by a person acting in his name but on the Company's behalf for the purpose of distribution to the Company's personnel or to the personnel of an affiliated company within the meaning of article 32 of Law I. 4308/2014. Distribution of shares of the previous section is made within twelve (12) months from the acquisition time thereof, after which period provisions of paragraph 6 of this present article shall apply.
- 5. Paragraphs 1 and 2 shall not apply:
- a) to shares acquired in execution of a decision on the decrease of the capital or as a result of acquisition of shares,
- b) shares acquired after the global transfer of assets,
- c) shares fully paid and acquired as a grant or by banks or other financial institutions as commission for purchase,
- d) shares acquired on the basis of an obligation deriving from the law or court decision for the purpose of protection of minority shareholders, particularly in the event of a merger without prejudice to paragraph 5 of article 18 of Law 4601/2019, change of object or form of company, move of registered address abroad or imposition of restrictions in the transfer of shares, as well as shares that has been acquired for the purpose of satisfaction of the Company's obligations from a convertible bond loan,
- e) shares fully paid up and acquired by means of auction through compulsory execution taken place for the satisfaction of the Company's claim towards the holder of the said shares. Such acquisitions, including acquisitions that took place in accordance to para 2 and 3, are not permitted to result in the decrease of the share owned capital to an amount below the one defined in paragraph 1 of article 159 of Law 4548/2018.

- 6. The shares acquired in cases b' to e', referred to in paragraph 5, shall be transferred within three (3) years at the latest from their acquisition, unless their nominal value, including the shares the Company may acquire by a person acting in his own name but on the Company's, behalf does not exceed one tenth (1/10) of the paid-up share capital.
- 7. The shares not transferred within the deadline defined in paragraph 6 are cancelled. Cancellation is made through decrease of the capital by the corresponding amount, by resolution of the General Meeting taken by simple quorum and majority. Transfer of the shares in each case may be done after the lapse of the deadline set in paragraph 6, at the latest until their cancellation.
- 8. The shares acquired in breach of the provisions of the above paragraphs shall be transferred within one (1) year from their acquisition. If these are not transferred within such deadline, these are cancelled by the relevant decrease of capital, as provided in paragraph 7.
- 9. The shares ownership of the company, either directly by itself or through a person acting in his own name but on behalf of the Company results in suspension of the rights arising from these shares and apply in particular the following:
- a) Suspended representation rights at the General Meeting and vote. These shares are not counted for quorum.
- b) The dividends corresponding to treasury shares increases the dividend to the remaining shareholders.
- c) In the event of a capital increase, the preference right corresponding to the own shares is not exercised and increases the right of the other shareholders, unless the body resolving on the share capital decides to transfer the right, in whole or in part, to persons not acting for the Company's account. If such capital increase is made without payment of contributions, the own shares shall participate in such increase.
- 10. When the Company has acquired its own shares either itself or through a person acting in his name but on the Company's behalf, the administration report shall refer at least to:
- a) the reasons for such acquisition made during the financial year,
- b) the number and nominal value of the shares being acquired and transferred during the financial year, as well as the value of the capital they represent,
- c) in case of acquisition or transfer by sale, the value of the shares,
- d) the number and par value of the total number of shares held by the Company, as well as the part of share they represent.

- 11. The Company shall not receive its own shares, as well as shares of its parent company, as pledge for the security of loans granted by it or other claims thereof.
- 12. By way of derogation from paragraph 11, acquisition of shares of another Company, which is considered a parent of the Company, are permitted in cases where own shares may be acquired under this article. The precious section applies also in to the pledge of shares. The first section of paragraph 9 of this present article shall apply to any shares of paragraph 12 of this Article.
- 13. Without prejudice to the provisions governing the transactions of credit and financial institutions with persons having special relationship with them, as well as paragraph 3 of article 51 of Law 4548/2018, it is prohibited and invalid to enter into any contracts of the Company with persons referred to in paragraph 2 of article 99 of Law 4548/2018, and the provision of collateral and guarantees to third parties in favor of these persons, without specific authorization granted by decision of the Board of Directors, or, under the terms of article 100 of Law 4548/2018, of the general meeting of shareholders, according as more specifically referred to in Articles 99 et seq. of Law 4548/2018.

# **CHAPTER F'**

# **GENERAL AND TANSITIONAL PROVISIONS**

# Article 32

This statute is limited to the regulation of the objects required by Articles 5 and 10 of Law 4548/2018. The provisions of Law 4548/2018, as applicable, and Law 3016/2002, as applicable, apply to all other matters.