

## INVITATION

(According to article 26 par. 2b of the law 2190/1920)

Of the shareholders of the company “**PLAISIO COMPUTERS SA**”, to annual Ordinary General Assembly  
G.E.MH No. 121561160000

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The Board of Directors of the Company “**PLAISIO COMPUTERS SA**” (from now on “**The Company**”), invites according to the law and the Articles of Association of the Company the shareholders of the Company to annual Ordinary General Assembly on **Thursday, April 2nd 2015, at 17:00**, at the Headquarters of the Company in Magoula Attica (Thesi Skliri, Exit no 2 of the Attica Road), in order to discuss and take decisions on the following matters of the Agenda:

**Issue 1st:** Submission and approval of the Annual Financial Report of the Group and the Company of the 26<sup>th</sup> corporate year 2014 (1.1.2014-31.12.2014) and the relevant Financial Statements for the Group and the Company and the Reports of the Board of Directors and of the Chartered Auditors.

**Issue 2nd:** Approval of the distribution of profits for the year 2014 (01.01.2014-31.12.2014) and decision not to distribute dividend.

**Issue 3rd:** Discharge of the Members of the Board of Directors and of the Company’s Auditors from all compensation liabilities regarding their activities during the 26<sup>th</sup> fiscal year ended 31.12.2014 as well as for the Annual Financial Statements.

**Issue 4th:** Election of one (1) Regular and one (1) Substitute Chartered Auditor-Accountant from the Board of Chartered Auditors for the corporate year 2015 (01.01.2015-31.12.2015) and determination of their remuneration.

**Issue 5th:** Election of new Board of Directors and appointment of its independent members, in accordance with law 3016/2002, as it is in force today.

**Issue 6th:** Appointment of an Audit Committee according to the provisions of article 37 of c.l. 3693/2008.

**Issue 7th:** Approval of the remunerations of the members of the Board of Directors of the Company for their services, under the article 23a of the Greek Law 2190/1920 and determination of their remunerations for the fiscal year 2015.

**Issue 8th:** Consent regarding the participation of the members of the BoD in Board of Directors or the management of affiliated companies or subsidiaries of the Group that have similar objectives to the ones of the Company according to article 23, par. 1 of the law 2190/1920.

**Issue 9th:** Increase of the Company’s share capital by the total amount of eleven million forty thousand (11.040.000,00) Euros, by capitalization of part of the account “Special Reserves from issuance of shares above par”, which (increase) will be done with the increase of the nominal value of all the Company’s shares by 0,50 Euro, or from 0,33 to 0,83 Euro.

**Issue 10th:** Decrease of the Company’s share capital by the total amount of eleven million forty thousand (11.040.000,00) Euros, which (decrease) will be done with the decrease of the nominal value of all the Company’s shares by 0,50 Euro, or from 0,83 to 0,33 Euro and return/distribution of the respective amount to the shareholders of the Company.

**Issue 11th:** Amendment of the related Article 5 of the Company’s Memorandum.

**Issue 12th:** Grant of permission/empowerment to the Board of Directors of the Company for conduction of the aforementioned decisions regarding the increase and the decrease of the Company’s share capital.

**Issue 13th:** Other issues and announcements

According to articles 26, par. 2b and 28a of the law 2190/1920, as it stands after its alteration by article 3 of the law 3884/2010, the Company informs the shareholders of the following:

#### **A. RIGHT TO PARTICIPATE AND VOTE IN THE ORDINARY GENERAL ASSEMBLY**

Each share bears one (1) voting right. Any person appearing as a shareholder of the Company's ordinary shares in the registry of the Dematerialized Securities System ("DSS") managed by Hellenic Exchanges S.A. ("HELEX"), has the right to participate in the Annual General Assembly of April 2<sup>nd</sup>, 2015.

Proof of shareholder's capacity is verified by submitting relevant written confirmation from HELEX or electronically by HELEX through the Company's online connection to the DSS. The shareholder's capacity must exist at the start of 28.03.2015 ("**Record Date**"), i.e. the fifth (5th) day before the date of the annual Ordinary General Assembly on 02.04.2015 and the relevant written confirmation or electronic certification concerning the shareholder must reach the Company no later than 30.03.2015 i.e. the third (3rd) day before the date of the Annual General Meeting.

Shareholders that are legal entities should also submit their legal documents according to the above mentioned dates.

Only those who have shareholder's capacity on the said Record Date shall have the right to participate and vote at the General Meeting. In case of non-compliance with the provisions of article 28a of Codified Law 2190/1920, such a shareholder participates in the Ordinary General Assembly only after the General Meeting's authorization.

The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the General Meeting.

#### **B. MINORITY SHAREHOLDERS' RIGHTS**

a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the company is required to include in the agenda of the ordinary General Assembly additional items, if the relevant request is communicated to the Board by 18.03.2015, i.e. at least fifteen (15) days before the date of the Annual General Meeting. The request for additional items must be accompanied by a justification or a draft resolution to be approved by the General Assembly and the revised Agenda should be published in the same way as the previous Agenda, on 20.03.2015, i.e. thirteen (13) days before the date of the above General Assembly and at the same time will be released on the Company's website (see below), along with the justification or the draft decision submitted by shareholders in accordance with article 27 par. 3 of C.L. 2190/1920.

b) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the company's Board of Directors discloses to the shareholders in accordance with article 27 par. 3 of c.l. 2190/1920, by 27.03.2015 at the latest i.e. at least six (6) days before the date of the Annual General Assembly, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board by 26.03.2015 i.e. at least seven (7) days before the date of the Annual General Meeting.

c) At the request of any shareholder submitted to the Company by 27.03.2015, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested specific information regarding the affairs of the Company, insofar as such information is relevant for the proper assessment of the items on the agenda. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes. The Board of Directors has the right to respond collectively to shareholders' requests with same content. 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.

d) At the request of shareholders representing one fifth (1/5) of the paid-up share capital, which is communicated to the Company by 27.03.2015, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested information regarding the Corporate Affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes. In addition upon request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the General Assembly, the amounts, of the last two fiscal years, that were paid to each member of the Board Of Directors or to the Managers of the Company, as well as every benefit towards these persons and contracts with them.

Corresponding deadlines for probable shareholders' minority rights are in force and in case of Repetitive Assemblies.

In all aforementioned cases the shareholders must demonstrate their capacity and the number of shares they own in order to exercise the relevant right. Such proof is provided by submitting the relevant written confirmation from HELEX, where the securities are held or by certifying the shareholder capacity directly through the Company's online connection with HELEX's records.

### **C. PROCEDURE FOR PROXY VOTING**

Shareholders may participate in the Annual General Assembly and vote either in person or by proxy. Each shareholder, individual or legal entity, may appoint up to three (3) proxies for the General Meeting. Legal entities may take part in the Annual General Assembly by appointing as proxies up to three (3) individuals. In cases where a shareholder owns Company shares that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

Before the commencement of the General Meeting, the proxy must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder. A conflict of interest may arise in particular when the proxy:

- a) is a controlling shareholder of the Company or is another controlled entity by such shareholder;
- b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder or a controlled entity by such shareholder;
- c) is an employee or an auditor of the Company, or of a controlling shareholder or a controlled entity by such shareholder;
- d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.

A proxy is appointed or revoked in written and is disclosed to the Company also in the same manner, at least three (3) days prior to the date of the annual Ordinary General Meeting.

The Company has made available in its website ([www.plaisio.gr](http://www.plaisio.gr)), the form that is used to appoint a proxy. This form is deposited completed and signed by the shareholder in Magoula Attica (Thesi Skliri) or is sent by fax to: 210-55.87.320 three (3) days at least before the date of the Ordinary General Assembly.

The shareholder has to make sure that the form of appointment of proxy has been received by the Company, by calling to 210-55.87.312.

### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The full text invitation, the documents to be submitted to the General Assembly and the draft resolutions on the items of the agenda according to article 27 par. 3 of cases (c) and (d) of the law 2190/1920 are available in hardcopy form in the Shareholder's Department in Magoula Attica.

### **E. AVAILABLE INFORMATION**

The information of the article 27, par. 3 of the law 2190/1920 will be available on [www.plaisio.gr](http://www.plaisio.gr).

Magoula, 10<sup>th</sup> of March 2015

The Board of Directors