

NOTICE
OF ANNUAL GENERAL MEETING TO THE SHAREHOLDERS OF

"SIDMA", S.A.
S.A. Reg. No 361801000

In compliance with the provisions of the Law and the Articles of Association of the Company, the Board of Directors of SIDMA S.A. WITHDRAWS THE ALREADY PUBLISHED NOTICE AND INVITES their shareholders to attend the Company's Annual General Meeting, to be held on Thursday May 23th, 2019, at 09:00, at the **Wyndham Grand Athens Hotel**, 2, Megalou Alexandrou Str., GR 10437, Athens.

<u>AGENDA</u>
1. Approval of the Annual Financial Statements for the year 2018 (1/1/2018 - 31/12/2018) along with the related reports of the Board of Directors and the Auditors.
2. Discharge of the members of the Board of Directors and the Auditors from any liability for compensation for the year 2018.
3. Election of regular and substitute Chartered Auditors for the year 2019 and approval of their remuneration.
4. Approval of fees paid to Directors of the Board and the approval of the extra emoluments given to independent and non-independent members of the Board for the period 01/01/2018 – 31/12/2018, as well.
5. Granting permission, according to article 23, paragraph 1 of Law 2190/ 1920, to the Directors of the Board, General Management and to the Company's directors for their participation in the Board of Directors or the management of the Group's companies, as it is described in the article 42e of Law 2190/20.
6. Election of new members of the BoD and appointment of independent non- executive members, according to the provisions of Law 3016 / 2002 concerning corporate governance.
7. Appointment of the members of the Audit Committee.
8. Required measures in accordance with Article 47 of Codified 2190/1920 due to the reduction of the company's equity.
9. Amendment of the terms of the bond loan amount to four million euros(€ 4.000.000,00)
10. Authorization to the Board of Directors of the Company, that decided the extension of the duration of the common bond loan amounting to four million euros (€ 4,000,000.00) until 31/12/2019.
11. Various Announcements.

RIGHT TO ATTEND THE GENERAL MEETING

Anybody appearing as a shareholder in the file of the Dematerialized Securities System, managed by "HELLENIC EXCHANGES, S.A." (former Central Securities Depository), in which the company's shares are kept has the right to attend the General Meeting. A certificate in written form issued by the above entity should be used as a proof of the capacity to act as a shareholder, or alternatively the direct access to the electronic files of the entity. This capacity should exist on **18/05/2019 (Registration date)**, namely at the beginning of the fifth (5th) day before the date of the General Meeting and the proof of equity may be evidenced by any legal instrument and, above all, based on the information that the Company receives from the Central Securities Depository before the General Meeting.

The company considers as a shareholder having the right to attend the General Meeting and vote only whoever has the capacity to act as a shareholder at the respective Registration Date. In the case the provisions of the article 28a of C.L. 2190/1920 have not been followed, the shareholder in question attends the General Meeting only following its relevant permission.

To exercise the rights in question does not presuppose that the shares of the beneficiary should be blocked or another similar procedure should be followed, limiting the possibility for sale and transfer of the shares during the period of time between the Date of Registration and the General Meeting.

PROCEDURE TO BE FOLLOWED IN ORDER TO EXERCISE VOTING RIGHTS THROUGH A PROXY

The shareholder attends the General Meeting and votes in person or through proxies. Each shareholder can appoint up to three (3) proxies. Corporal bodies can attend the General Meeting by appointing as their proxies up to three (3) natural persons. Nevertheless, in the case the shareholder holds shares of a company appearing in more than one securities account, the above restriction does not prevent the shareholder from appointing different proxies for the shares appearing in each securities account in respect with the General Meeting. A proxy acting on behalf of more shareholders can give different votes regarding each shareholder. The proxy of a shareholder has to inform the company, before the General Meeting starts, about any specific fact, which can be useful to the shareholders for the estimation of the risk, regarding the fact that the proxy could serve other parties interests except those of the shareholder. According to the present paragraph a conflict of interests could happen especially when the proxy:

- a) He is a shareholder controlling the company or it is another corporal body or entity, which is controlled by this shareholder.
- b) He is a Board of Directors member or in the Company's management, in general, or a shareholder, who exercises control of the Company or other corporal body or entity controlled by a shareholder, who exercises control over the company.
- c) He is an employee or certified auditor of the company or a shareholder having control of the company or other corporal body or entity controlled by a shareholder, who has the control of the company.
- d) He is married to or he is a first degree relative of one of the natural persons mentioned above in the cases (a) to (c).

The appointment or recalling of the shareholder's proxy is executed in writing and notified to the Company, through the same procedure, at least forty-eight (48) hours before the date of the General Meeting.

The company will make available in its web site www.sidma.gr the form to be used for the appointment of a proxy. This form is to be submitted filled and signed by the shareholder to the Company's Investors Relations Service at the address: 30 Vasileos Georgiou street, 15233 Halandri or sent by fax at the no 2103498281 at least three (3) days before the holding of the General Meeting. The beneficiary is called to take care to reconfirm the successful delivery of the form appointing the proxy to the company at the phone no 2103498211, Mrs. Orkoula Ioanna.

Each share issued by the Company has one voting right.

It is not provided by the Company's Articles of Association the possibility to attend the General Meeting through electronic means, without the natural presence of the shareholders in the place of its holding or the possibility to participate in voting at a distance.

MINORITY SHAREHOLDERS RIGHTS

According to the provisions of article 26 of C.L. 2190/1920, as it is in force today, the Company informs its shareholders the following:

- a) Following an application of shareholders representing 1/20 of the company's paid up share capital the company's Board of Directors has the obligation to include in the Agenda additional items, in the case the pertinent application reaches the Board until 08/05/2019 namely at least fifteen (15) days before the General

Meeting. Additional items should be published or disclosed, under the responsibility of the Board of Directors, in accordance with Article 122 of Law 4548/ 2018 at least seven (7) days before the General Meeting. The application for the registration of additional items in the Agenda should be accompanied by a relevant justification or a draft resolution for approval by the General Meeting. The revised Agenda is published in the same way with the previous agenda, namely on 10/05/2019 thirteen (13) days before the date of the General Meeting and at the same time it is made available to the shareholders, at the company's web site, together with the justification and the draft decision submitted by the shareholders, according to the provisions of art. 123 par.4 of C.L. 4548/2018. If these items are not published, the applicants' shareholders are entitled to request the postponement of the General Meeting and to make the publication at the expense of the Company.

- b) Following an application of shareholders representing 1/20 of the paid up share capital the Board of Directors makes available to the shareholders, according to the provisions of art. 123 par.4 of C.L. 4548/2018, at the latest until 16/05/2019 namely seven (7) before the date fixed for the General Meetings holding the draft resolutions regarding the items included in the initial or the revised agenda, if the application reaches the Board of Directors until 17/05/2019 namely at least seven (6) days before the date of the General Meeting.
- c) Following an application submitted to the Company by any shareholder until 17/05/2019, namely at least five (5) full days before the General Meeting, the Board of Directors has to provide to the General Meeting the specific information requested, regarding the Company's affairs, at the extent that those could be useful to a substantial estimation of the items of the agenda.

The Board of Directors can provide a uniform answer to the shareholders' application having the same contents. There is no obligation to provide information already available in the Company's web site, especially in question – answer form.

In addition, following a request of shareholders, representing 1/20 of the paid up share capital, the Board of Directors should announce to the General Meeting the amounts of remuneration paid, during the last two years, to each Board of Directors member or the managers of the Company, as well as any payment to the above persons for any reason or contract between them and the Company.

In all the above cases the Board of Directors can deny to provide the information, due to a substantial reason, which should be mentioned in the minutes.

- d) Following an application of shareholders representing one fifth (1/5) of the paid up share capital, submitted to the Company until 17/05/2019, namely at least five (5) days before the General Meeting, the Board of Directors should provide to the General Meeting information regarding the Company's business and assets. The Board of Directors can deny providing the information, due to a substantial reason, which should be mentioned in the minutes. Such a reason may be, in the circumstances, the representation of the applicants' shareholders on the Board of Directors in accordance with Articles 79 or 80 of C.L. 4548/2018, provided that the relevant members have received the relevant information in an adequate manner. In all the above mentioned cases the shareholders have to prove the fact that they are shareholders of the Company, except in the case of the first subparagraph of paragraph (c) above, the number of shares held in the exercise of the right.

DOCUMENTS AND INFORMATION AVAILABLE

The information provided by the article 123 par. 3 & 4 of C.L. 4548/2018 (the text of the Notice for Annual General Meeting, the total number of the Company's shares and the respective voting rights, comments of the Company's Board of Directors on the items of the agenda, the form appointing a proxy) will be available, in electronic form, in the Company's web site, www.sidma.gr Copies of the above documents will be available in the offices of the Company's Investors Relations Service, at the address: 30, Vasileos Georgiou street, 15233 Halandri.

Halandri, April 24, 2019
THE BOARD OF DIRECTORS