



## INVITATION

OF THE SHAREHOLDERS OF THE PUBLIC LIMITED COMPANY  
**“EPSILON NET - IT EDUCATION AND HIGH TECHNOLOGY  
PRODUCTS”** with the distinctive title **“EPSILON NET S.A.”**  
**TO THE EXTRAORDINARY GENERAL MEETING**  
G.E.MI. registration number 038383705000  
(ex S.A. register number 43452/62/B/99/194)

In accordance with the Law and the Articles of Association, the Board of Directors of the Public Limited Company under the name **“EPSILON NET IT, EDUCATION & HIGH TECHNOLOGY PRODUCTS COMPANY”** invites the shareholders on Friday June 18, 2021, at 10:00 am, at the registered offices of EPSILON NET S.A. in the Municipality of Pylaia-Chortiatis in Thessaloniki regional unit (EMO Zone of Pylaia - Thessaloniki, 17th Noemvriou 87), in order to discuss and decide on the following agenda. If the quorum required under the Law is not attained, the Shareholders are called to a Reiterative Extraordinary General Meeting on Friday June 25, 2021, at 10:00 am. without further notice being required, at the aforementioned Company’s premises.

## AGENDA

1. Approval of the draft demerger deed by way of hive-down, dated 15.05.21, of commercial applications for businesses and ERP that have been developed using the PYLON platform and more specifically Pylon Commercial, Pylon ERP, Pylon CRM, Pylon Shop, Pylon Auto Service, Pylon Auto & Moto Cube, Pylon Retail, Pylon Entry and its contribution to its 57.60% subsidiary beneficiary company under the name **“Epsilon SingularLogic IT Société Anonyme”** with the distinctive title **“Epsilon SingularLogic S.A.”** with G.E.MI. registration number 157876205000, having its registered office in Pylaia-



Chortiatis and is legally represented, for acquiring equity participation in the beneficiary company, after the presentation: a) of the Balance Sheet of the Contributed Sector, dated 28/02/21, b) of the Board of Directors' report, dated 15/05/21, in accordance with Article 61 of Law 4601/2019, and c) of the report, dated 14/05/21, of the Auditing Company "HBP CERTIFIED AUDITORS ACCOUNTANTS SOCIETE ANONYME" and the distinctive title "HBP S.A." and d) of the report, dated 15/05/21, of the Auditing Company "HBP CERTIFIED AUDITORS ACCOUNTANTS SOCIETE ANONYME" and the distinctive title "HBP S.A." upon the Draft Demerger Deed in accordance with Article 10 of Law 4601/2019.

2. Approval of the draft demerger deed, dated 15.05.21, of commercial applications for businesses and ERP that have been developed using the PYLON platform and more specifically Pylon Commercial, Pylon ERP, Pylon CRM, Pylon Shop, Pylon Auto Service, Pylon Auto & Moto Cube, Pylon Retail, Pylon Entry and its contribution to its 57.60% subsidiary beneficiary company under the name "Epsilon SingularLogic IT Société Anonyme" with the distinctive title "Epsilon SingularLogic S.A." with G.E.MI. registration number 157876205000, for the acquisition of equity participation in the beneficiary company, pursuant to articles 57 par. 2 and 58 of Law 4601/2019, as well as the provisions of Law 4548/2018 and Article 52 of Law 4172/2013.

3. Approval of all resolutions and actions taken so far by the Board of Directors and the Company's representatives regarding the abovementioned demerger.

4. Provision of authorization for the signing of the notarial deed of demerger and for the execution of any other deed that is necessary for the completion of the demerger.

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

A person holding the shareholder capacity on the commencement of the fifth day prior to the day of the initial convening of the general meeting on 18/06/2021, i.e. 13/06/2021 (record date), is qualified to attend the General Meeting (initial or reiterative). Proof of shareholders capacity can be provided by any legal means and in any case based on information received by the Company from the records of the institution in which the Company's securities



are held ("Hellenic Exchanges S.A. Holding, Clearing, Settlement & Registration"), without entailing the freezing of their shares. Only a person holding the shareholder capacity on the commencement of the record date is qualified to attend and vote on the General Meeting. Proof of shareholders capacity can be provided by any legal means and in any case based on information received by the company from the central securities depository.

If the quorum required is not attained for the adoption of resolution on the aforementioned items of the original agenda the Shareholders are called to a Reiterative General Meeting on Friday June 25 2021, at 10:00 am, at the aforementioned premises. Only the person holding the shareholder capacity on 13/06/21 (record date of the Reiterative General Meeting), i.e. at the beginning of the fifth day prior to the day of the initial convening of the Extraordinary General Meeting on 18/06/21, is qualified to attend the Reiterative General Meeting in accordance with the provisions of article 124 par. 6 of Law 4548/2018, as in force.

Only the person holding the shareholder capacity on the respective record date is entitled to attend and vote on the General Meeting.

The exercise of the said rights does not entail the freezing of the holder's shares or any other similar procedure, which limits the ability to sell and transfer them between the record date and the date of the General Meeting.

### **PROCEDURE FOR EXERCISING VOTING RIGHT**

Each share is entitled to one vote. Each shareholder, who is entitled to attend according to the aforementioned, may participate in the General Meeting in person or by proxy. Each shareholder may appoint up to three (3) representatives. If the shareholder holds shares of the Company, which appear in more than one securities account, this restriction does not prevent the shareholder from appointing different representatives for the shares appearing in each securities account in relation to the General Meeting. Legal entities participate in the General Meeting by appointing as their representatives up to three (3) natural persons. A representative acting for more than one shareholder may vote differently for each shareholder. The shareholder's representative is obliged to notify the company prior to the general meeting, any specific event, which may be useful to shareholders for risk assessment



regarding the danger of the proxy's serving interests other than the interests of the shareholder. In accordance with the paragraph herein, a conflict of interest may arise, in particular when the proxy: a) is a shareholder who exercises control over the company or other legal person or entity which is controlled by that shareholder, b) is a member of the board of directors or in general of the management of the company or shareholder who exercises control over the company, c) is an employee or auditor of the company or shareholder who exercises control over the company or another legal person or entity controlled by a shareholder who exercises its control, d) is a spouse or first degree relative with one of the natural persons as per cases a to c.

The appointment and removal or replacement of the proxy shall be in writing or by electronic means and submitted to the company at least forty-eight (48) hours prior to the scheduled meeting date that is until June 16th 2021 at 10:00 am for the Extraordinary General Meeting and until June 23 2021 at 10:00 am for the Reiterative General Meeting. The submission of the aforementioned documents shall be done either at the Investor Relation Department at the registered offices of the Company, in the Municipality of Pylaia-Chortiatis, EMO Zone of Pylaia - Thessaloniki, 17th Noemvri 87, PC 555 34, or at the email address [ir@epsilon.net.gr](mailto:ir@epsilon.net.gr)

The form for the appointment of the representative shall be available at the Company's web page [www.epsilon.net.gr](http://www.epsilon.net.gr)

Shareholders who do not comply with the deadline of par. 4 of article 128 of Law 4548/2018, i.e. did not submit in writing or by electronic means, the appointment of a proxy or representative in the Company, at least forty-eight (48) hours prior to the specified date of meeting of the General Meeting attend the General Meeting, unless the General Meeting refuses the said attendance for good reason that justifies its refusal.

## **MINORITY RIGHTS**

Following a request by shareholders representing one twentieth (1/20) of the paid-up share capital, the Board shall be required to add additional issues to the agenda of a General Meeting already called, if said request is received by the Board at least fifteen (15) days prior to such General Meeting. The Board of Directors shall be responsible for publishing the revised agenda in the same



manner as the former agenda, seven (7) days prior to the date of the General Meeting, as per Article 122 of Law 4548/2018. The request for the inclusion of additional items on the agenda shall be accompanied by an explanatory report or by a draft decision to be approved by the General Meeting and the revised agenda is made public in the same way as the previous agenda, thirteen (13) days prior to the date of the General Meeting. At the same time, it shall be made available to shareholders on the Company's webpage, along with the explanatory report or the draft decision submitted by the shareholders as per paragraph 4 of Article 123 of Law 4548/2018. In the event that the said issues shall not be published, the shareholders are entitled to ask for the postponement of the General Meeting, as per paragraph 4 of Article 141 of Law 4548/2108 and to publish them themselves, as per aforementioned subparagraph, at the company's expense. Shareholders representing one twentieth (1/20) of the paid-up share capital may submit draft decision on issues included on the first agenda or any revised agenda of the General Meeting. The relevant request shall be submitted to the Board of Directors at least seven (7) days prior to the General Meeting, the draft decisions shall be made available to the shareholders, as per paragraph 3 of Article 123 of Law 4548/2018, at least six (6) days prior to the General Meeting.

Following a request submitted by any shareholder to the Company at least five full (5) days prior to the General Meeting, the Board shall be obliged to provide the General Meeting with the specific information requested in respect of the Company's affairs, to the extent that such information is useful for the actual evaluation of the issues of the agenda. There is no obligation to provide information when the information in question is already available on the Company's webpage, especially in the form of questions and answers. Moreover, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board shall be required to inform the General Meeting, where such Meeting is an Ordinary one, of the amounts paid to each Board member or the Company Managers over the last two years, as well as any allowance to such persons for any cause or in connection with any agreement of the Company with them. In all of the aforementioned cases, the Board may refuse to provide such information for a sufficient material reason, which shall be quoted in the minutes. Such reason may be, depending on the



circumstances, the representation of the applicant shareholders in the Board pursuant to article 79 or 80 of Law 4548/2018. In cases specified in this paragraph the Board of Directors may provide a single answer to requests from shareholders having the same content.

At the request of shareholders representing one tenth (1/10) of the paid-up share capital to be submitted to the Company, the Board shall be required to provide said General Meeting with information regarding the course of the Company's affairs and its financial position. The Board may refuse to provide such information for a sufficient material reason, which shall be recorded in the minutes. Such reason may be, depending on the circumstances, the representation of applicant shareholders on the Board pursuant to articles 79 or 80 of Law 4548/2018, as is in force, provided the respective Board members have received the relevant information in an adequate manner.

Shareholders wishing to attend the General Meeting by representative are requested to send the representative appointment form, which is posted on the company's web page [www.epsilonnet.gr](http://www.epsilonnet.gr), completed and signed, to the offices of the Company no later than June 16, 2021, sending simultaneously to the email address [ir@epsilon.net.gr](mailto:ir@epsilon.net.gr), and numbers 6 & 7 from the above information, concerning their representative or representatives.

Shareholders can contact the investor Relation Department for any questions at [ir@epsilon.net.gr](mailto:ir@epsilon.net.gr), or by phone at +30 2310 981700 (daily between 09:00 and 15:00).

## **DOCUMENTS AVAILABLE AND INFORMATION**

The information of par. 3 and 4 of article 123 of Law 4548/2018 and specifically the invitation for the convening of the General Meeting, the total number of shares and the voting rights that the shares incorporate at the date of the invitation, the forms for the exercise of voting rights by a representative, the documents to be submitted to the General Meeting, the draft decisions for each item of the agenda, are available on the Company's website ([www.epsilonnet.gr](http://www.epsilonnet.gr)) and in hard copy at the offices of the Company's Investor Relation Department ( EMO Zone of Pylaia - Thessaloniki, 17th Noemvriou 87, PC 555 34, Municipality of Pylaia-Chortiatis in Thessaloniki regional unit) from where the shareholder can receive copies upon request. Also, for more



information you can contact the Investor Relation Department of the Company, at tel. 2310 981700 during working days and hours.

Thessaloniki, 25/05/2021

THE BOARD OF DIRECTORS

