



## Cyprus Trading Corporation Plc

### **Invitation to Extraordinary General Meeting**

Notice is hereby given that on Tuesday 28 November 2017 at 12 p.m. will be held at the Company's Head Office, 200 Limassol Avenue, Shacolas House, 2025, Strovolos, Nicosia, Extraordinary General Meeting of the Company's shareholders to deal with the following issues and, if appropriate, approve the following:

#### **Ordinary Resolution**

Consideration and the approval of a Reorganization and Merger Plan by which the Company will absorb the total assets, operations, rights and liabilities of the private companies (i) Domex Technical Limited (HE14908), (ii) Brightmind Enterprises Ltd (HE140712) and (iii) PLCS Management Ltd (HE92484), fully owned and /or controlled (100%) subsidiary companies and the companies (i) Domex Technical Limited (HE14908), (ii) Brightmind Enterprises Ltd (HE140712) and (iii) PLCS Management Ltd (HE92484) will be dissolved automatically without clearing.

George P. Mitsides  
Company Secretary

Nicosia, 13 November 2017

Notes:

#### **1. AVAILABLE DOCUMENTS AND INFORMATION**

- (a) The convening of the General Meeting of the Members of the Company has been approved by an Order of the District Court of Nicosia dated 13 November 2017, issued at the request of the Participating in the Reorganization and Merger Plan Companies, in application 988/2017.
- (b) The merger of fully and / or controlled subsidiaries (100%) of the companies (i) Domex Technical Limited (HE14908), (ii) Brightmind Enterprises Ltd (HE140712) and (iii) PLCS Management Ltd (HE92484) and the Reorganization and

Reconstruction Plan, Merger is effected under the provisions of the Companies Law Cap. 113.

- (c) A copy of the proposed Reorganization and Merger Plan is available and can be obtained by each Member as well as the relevant Proxy for appointing a representative on the Company's website [www.ctcgroup.com](http://www.ctcgroup.com) and on the CSE website [www.cse.com.cy](http://www.cse.com.cy). Copies of the documents mentioned can be obtained free of charge from the Company's registered office, Shacolas House, 3rd Floor, 200 Limassol Avenue, (Nicosia-Limassol Old Road), Strovolos, P.O. 21744, 1589-Nicosia (phone: 22740000) or by sending an e-mail request to: [share@nksgroup.com](mailto:share@nksgroup.com). The Invitation of the Extraordinary General Meeting will not be sent to the shareholders under the provisions of Article 128 of the Companies Law Cap. 113.

## **2. FILE DATE**

The record date for the participation in the General Meeting of 28 November 2017 is 24 November 2017. Only Members registered on that date in the Central Securities Depository / Register of the Cyprus Stock Exchange may exercise the right to participate and vote in the General Assembly. Any change to an entry in the relevant register after the recording date will not be taken into account in determining the right of any person to attend and vote in the Assembly. The right to participate in the General Meeting and to vote in respect of its shares is not subject to the condition that shares be deposited with or transferred to another person or registered in the name of another person prior to the General Meeting. A member is free to sell or otherwise transfer Company shares at any time between the date of registration and the General Meeting to which it applies.

At the General Meeting the proof of the shareholding can be done by presenting the identity card or other identification certificate, which allows the identification by the Company with the Shareholders' Register.

## **3. RIGHTS OF MEMBERS**

### **(a) Right to place a proposed resolution**

Member (or Members) is entitled to submit an application by 24 November 2017 (1), or to add a matter to the agenda of the General Meeting, provided that such a matter is accompanied by stated reasons justifying its inclusion; and / or (2) place a proposed resolution on the agenda of the General Meeting through (1) electronic media (e-mail: [shares@nksgroup.com](mailto:shares@nksgroup.com)) or (2) postal items by sending (or depositing) to the registered office of the Company, Shacolas House, Shares Department, Limassol Avenue 200 (Pal virus Nicosia - Limassol), Strovolos, PO Box 21744, 1589 Nicosia (phone: 22740000),

provided that they hold at least 5% of the issued share capital, representing at least 5% of the total voting rights of all the members entitled to vote at the meeting to which the request is made for the inclusion of the issue.

#### **b) Right to ask questions**

Subject to any measures that may be taken by the Company to ensure the identity of the Member and in accordance with the provisions of subsection (2) of Article 128c of the Companies Law Cap.113 (the "Law"), any Member may submit questions on the items on the agenda of the General Assembly during the General Assembly's discussion of the question (questions) and to receive answers to these questions. The Company can provide a general answer to questions with the same content.

#### **(c) Right to vote**

A Member who is present either in person or through a representative who is entitled to more than one vote does not need to vote, use all his votes or cast all the votes he will use in the same way.

### **4. RIGHT OF APPOINTMENT OF REPRESENTATIVE**

Any member entitled to attend and vote in the above Convention shall be entitled to appoint a representative to attend and vote in his or her place. This agent does not need to be a shareholder of the Company. The appointed representative may be a natural or legal person and shall act in accordance with the instructions given by the Member from which he is appointed. The Proxy Document is available on the Company's website [www.ctcgroup.com](http://www.ctcgroup.com) and must be deposited or notified by written notice to the Company at least 48 hours before the time specified for convening the Convention in one of the following ways:

- By Post: Shares Department, Shacolas House, 200 Limassol Avenue, 2025 - Strovolos, P.O. Box 21744, 1589 Nicosia, (phone 22740000) or
- By fax: 22482847 or
- By e-mail at [share@nksgroup.com](mailto:share@nksgroup.com).

The Member is invited to confirm the successful sending of the representative appointment form and its receipt by the Company by calling: 22740250.