

3 August 2015

Mr. Nondas Metaxas  
CEO  
Cyprus Stock Exchange  
71-73, Vyronos Avenue  
P.O.Box 25427, 1096 Nicosia

DEM/NM/15/186

Sirs,

**Re: Invitation to General Meeting & Extraordinary General Meeting**

Pursuant to the relevant CSE and CYSEC Regulations and in order to better inform the shareholders and the investing public in general, the Board of Directors of Demetra Investments Public Limited announces that:

The Annual General Meeting of shareholders will be held on Wednesday, 9 September 2015 at 06:00 p.m. at the Hilton Park Hotel in Nicosia and will deal with:

**The following ordinary business:**

1. Examination and approval of the Board of Directors' Report for the year ended 31 December 2014.
2. Examination and approval of the Annual Corporate Governance Report of the Board of Directors and the Company's Remunerations Policy.
3. Examination and approval of the Financial Statements and the Auditors' Report for the year ended 31 December 2014.
4. Election of members of the Board of Directors.
5. Fixing of the remuneration of the members of the Board of Directors.
6. Appointment of auditors and authorization of the Board of Directors to fix their remuneration.
7. Any other issue which may, pursuant to the Company's regulations, be presented at the Annual General Meeting.

Upon completion of the business of the Annual General Meeting, an Extraordinary General Meeting of the Company will be held to examine and, if so decided, vote upon the following special resolutions, which will be proposed as special resolutions:

**Special Resolution 1: Capital Reduction**

- (A) That the approved share capital of the Company, which amounts to €425,000,000 and is divided into 500,000,000 shares of a nominal value of €0.85 each be reduced to €350,000,000 divided into 500,000,000 shares of €0.70 each.
- (B) That the issued share capital of the Company, which amounts to €170,000,000 and is divided into 200,000,000 shares of a nominal value of €0.85 each be reduced to €140,000,000 divided into 200,000,000 shares of €0.70 each.
- (C) That the reduction referred to in resolutions (A) and (B) hereinabove be effected through the reduction of the nominal value of each share from €0.85 each to €0.70 each, since the amount of €0.15 per issued and fully paid up share, i.e. the amount of €30,000,000, has been lost.
- (D) That following the reduction referred to in resolution (A) hereinabove, the approved share capital of the Company increase from €350,000,000 divided into 500,000,000

shares of €0.70 each to €424,999,999.90 divided into 607,142,857 shares of €0.70 each through the creation of 107,142,857 new shares of €0.70 each.

### **Special Resolution 2: Purchase of Equity**

“That the Company’s Board of Directors be authorized and is hereby authorized, if deemed fit and to the Company’s best interest, to proceed with purchasing its own shares, pursuant to Article 57A of the Company’s Law, Cap. 113 (as amended)(the “Law”). The minimum and maximum acquisition price of the Company’s shares will not exceed (5%) of the average market value of the Company’s share during the last five trading sessions prior to the carrying out of the said purchase. The Company may acquire up to the maximum number of shares provided for by the Law within a period of twelve months from the date of approval of the resolution of the Extraordinary General Meeting of the Company. The shares can be acquired either by private agreement or by purchase from the market and the Company may hold the shares for a period not exceeding two years from the date of their acquisition”.

Yours,

Dr. Nikos Michaelas  
Managing Director

cc. Cyprus Securities and Exchange Commission