

DEMETRA INVESTMENTS

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 20th Annual General Meeting (the **Annual General Meeting**) of Demetra Holdings Plc (the **Company**) will be held at the Company's registered office at 13, Limassol Avenue, 5th Floor, 2112 Aglantzia, Nicosia, Cyprus on **28 July 2020 at 11:00 a.m.** to deal with:

I. The following **ordinary** business:

1. Examination and approval of the Management Report, the Corporate Governance and Remunerations Policy Report, the Audited Annual Financial Statements of the Company and the Group for 2019 and the Auditors' Report (the "**Annual Report 2019**").

2. Re-election of the following members of the Board of Directors:

(a) Mr. Antis Skordis (Resolution 2(a)) (proposed as independent non-executive director)·

(b) Dr. Nearchos Ioannou (Resolution 2(b)) (proposed as independent non-executive director)·

(c) Mr. George Kourris (Resolution 2(c)) (proposed as independent non-executive director)·

(d) Mr. Demetris Philippides (Resolution 2(d)) (proposed as independent non-executive director)·

(e) Mr. Varnavas Eirinarchos (Resolution 2(e)) (proposed as non-executive director)·

(f) Dr. Nicos Michaelas (Resolution 2(f)) (proposed as executive director)·

3. Determination of the remuneration of the members of the Board of Directors.

4. Re-appointment of the Company's Auditors and authorisation of the Board of Directors to determine their fees.

II. And the following **special** business:

1. Examination and, if deemed expedient, approval of the following resolution as Special Resolution:

Special Resolution

That the Company's Board of Directors be authorised and is hereby authorised to buy back for the account of the Company its own shares within twelve months from the date of this resolution, with the following terms and conditions:

- 1. The shares may be acquired by private agreement or from the financial market with the distribution of realized and undistributed gains or as otherwise permitted by Law.*
- 2. The total nominal value of the shares to be acquired and held, including the shares which the Company and/or a third party for the account of the Company holds, will not in any way exceed ten per cent (10%) of the issued capital or twenty-five per cent (25%) of the mean value of the transactions traded during the previous thirty days of any purchase, whichever is lower.*
- 3. The duration of holding the shares to be acquired shall not exceed two years.*
- 4. The maximum purchase price of the shares shall not exceed five per cent (5%) of the mean purchase price of the share over the last five trading sessions preceding the buy back and there is no restriction as to the minimum price.*
- 5. The relevant laws and regulations in force from time to time shall be observed.*

By order of the Board of Directors,

Nicos Michaelas
Secretary

Nicosia, 1 July 2020