

DEMETRA INVESTMENTS

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 21st 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 **Tuesday, 29 June 2021 at 11:00 a.m.** to deal with the following:

A. Ordinary Business:

1. Examination and approval of the Management Report, the Consolidated Management Report, the Directors’ Annual Report on Corporate Governance, the Audited Consolidated Financial Statements of the Company and the Group for the year ended 31 December 2021 as well as the Directors’ Report and the Auditors’ Report (the “**Financial Statements 2020**”).

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) Mr. George Kourris (Resolution 2(b)) (proposed as independent non-executive director);

(c) Dr. Nearchos Ioannou (Resolution 2(c)) (proposed as executive director);

(d) Mr. Varnavas Eirinarchos (Resolution 2(d)) (proposed as non-independent non-executive director);

(e) Mr. Demetris Philippides (Resolution 2(e)) (proposed as independent non-executive director);

(f) Mr. George Appios (Resolution 2(f)) (proposed as independent, non-executive director);

(g) Mr. Adamos Hadjiantoniou (Resolution 2(g)) (proposed as non-independent executive director);

(h) Mr. Alexis Vafeades (Resolution 2(h)) (proposed as independent non-executive director).

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

4. Appointment of Messrs. Grant Thornton (Cyprus) Ltd as the Company’s Statutory Auditors in replacement of Messrs. Ernst & Young Cyprus Limited, that retire, and authorisation of the Board of Directors to determine their fees.

B. Special Business:

1. Examination and, if deemed expedient, approval of the following 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,

Thanasis Liasides
Secretary

Nicosia, 03 June 2021