

DEMETRA HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 23rd 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 **Wednesday, 26 July 2023 at 11:00 a.m.** to transact:

I. The following **ordinary** business:

1. Examination of the Management Report and the Consolidated Management Report, the Corporate Governance Report, the Audited Consolidated Financial Statements of the Company and the Group for the year ended 31 December 2022, the Directors' Report and the Auditors' Report (the "**Financial Statements of 2022**").

2. Re-election of the following members of the Board of Directors, on a separate vote:

- (a) Mr. George Kourris (proposed as independent non-executive director) (Resolution 2(a))
- (b) Dr. Nearchos Ioannou (proposed as non-independent non-executive director) (Resolution 2(b))
- (c) Mr. Varnavas Irinarchos (proposed as non-independent non-executive director) (Resolution 2(c))
- (d) Mr. Demetris Philippides (proposed as independent non-executive director) (Resolution 2(d))

3. Election of Dr. Cleanthis (Athos) Chandriotis as member of the Board of Directors (proposed as non-independent executive director)

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

5. 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:

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 and/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.*

Nicosia, 28 June 2023

By order of the Board of Directors,

Dr. Nearchos Ioannou

Secretary of Demetra Holdings Plc