

**ERMES DEPARTMENT STORES PLC  
(‘the Company’)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Shareholders of the Company will be held on the **26<sup>th</sup> May 2021 at 11.00 a.m.** at the registered office of the Company, Shacolas House, Lemesou 200, 2025, Strovolos, Nicosia for the purpose of considering and, if thought fit, passing appropriate resolutions in respect of the following Agenda item.

**Electronic Participation**

Due to the COVID-19 pandemic, and the guidance in respect of non-essential public gatherings, the shareholders are requested to attend the meeting electronically by video conferencing. Shareholders entitled to attend, participate in and vote at the extraordinary general meeting or proxies of such shareholders that wish to participate in and/or vote at the extraordinary general meeting by way of electronic participation, must refer to the guide to joining the electronic extraordinary general meeting which shall be available on the Investor Centre section of our website ([www.ctcgroup.com](http://www.ctcgroup.com)) by the 7<sup>th</sup> May 2021.

**AGENDA**

1. Notification of share capital loss and examination of the matter pursuant to section 169(ST) of the Companies Law, Cap 113.

**By Order of the Board**



**Pella Demetriades  
Company Secretary**

**Ermes Department Stores Plc**

**Head Office**

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**NOTES TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING:****DOCUMENTS AND INFORMATION AVAILABLE:**

1. The full and complete text of the Annual Report of the Company for the year 2018 and 2019 (including the Corporate Governance Report, the Directors' Report, the Auditors' Report and Financial Statements for the years ended December 31, 2018 and December 31, 2019) and the instrument of appointing proxy are available on the Company's website, [www.ctcgroup.com](http://www.ctcgroup.com), and Cyprus Stock Exchange website, [www.cse.com.cy](http://www.cse.com.cy). Copies of the documents referred to can also be obtained by sending a request by email at [shares@ctcgroup.com](mailto:shares@ctcgroup.com), without any charge. The Invitation to the Extraordinary General Meeting will not be sent to shareholders under the provisions of Article 128 of the Companies Law, Cap. 113.
2. The issued share capital of the Company at the date of this Notice is EUR 59.500.000 divided into 175.000.000 fully paid shares of nominal value EUR 0,34 each.

**ENTITLEMENT TO PARTICIPATE AND PARTICIPATION AT THE EXTRAORDINARY GENERAL MEETING**

3. In view of the public safety measures currently imposed by the Cyprus Government, the Meeting will run as a closed meeting. Neither shareholders nor proxies (other than the Chairman of the meeting) will be able to attend in person. The Company will, however, ensure that the legal requirements to hold the Meeting are met by the attendance of the minimum number of directors and shareholders. All valid proxy votes (whether submitted electronically, in hard copy form or otherwise) will be included in the poll to be taken at the Meeting.
4. Any person appearing as a shareholder on the register of members of the Company on the "Record Date" is entitled to attend, to participate, to speak, ask questions and vote at the Extraordinary General Meeting. The "Record Date" for the purposes of determining the right to vote at the Extraordinary General Meeting is close of business on 25th May 2021. Transactions that take place from the 21st May 2021 and thereafter shall not be taken into consideration for determination of the right to vote.
5. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote (via videoconferencing) in his place. Such proxy need not be a member of the Company. To be effective, the Instrument of Proxy must reach the registered office of the Company or be sent to [shares@ctcgroup.com](mailto:shares@ctcgroup.com), not later than the 21st May 2021.
6. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should indicate accordingly in the Instrument of Proxy.
7. If the Extraordinary General Meeting cannot be held in accordance with applicable guidelines and restrictions or due to a technical problem during the video conferencing which causes interruption of the business conducted at the meeting and the board of directors is of the opinion that holding the Extraordinary General Meeting will pose a risk to the equal participation of the shareholders at the Extraordinary General Meeting may, in such a case, be postponed/adjourned in accordance with the Articles of Association and notice of such adjournment and of the date and venue of the adjourned meeting will be given accordingly.

## **VOTING PROCEDURES AT GENERAL MEETINGS**

8. An ordinary resolution is a resolution passed at a general meeting by a simple majority (50% + 1) of shareholders (with a right to vote) who voted at the meeting either in person or by proxy. A special resolution passed by the Company shall be a resolution passed at a general meeting by a majority of not less than three-fourths of the shareholders of the Company who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty-one days has been given pursuant to section 135 of the Companies Law, Cap. 113, specifying the intention to propose the resolution as a special resolution.
9. In the event that a shareholder does not vote on a particular resolution, it is considered as an abstention (it is not calculated) in counting the votes for the specific resolution.
10. The procedure for the election of directors is set out in Regulations 91-93 of the Articles of Association.

## **MINORITY RIGHTS AT THE GENERAL MEETING**

11. Pursuant to section 127B of the Companies Law, Cap. 113, shareholders of the Company shall have the right: (i) to put an item on the agenda of the extraordinary general meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution for approval at the general meeting; and (ii) to table a draft resolution for inclusion in the agenda of a general meeting, provided that: (a) the said shareholder or group of shareholders hold at least five per cent (5%) of the issued share capital of the Company, representing at least five per cent (5%) of the voting rights of all the shareholders entitled to vote at the meeting, for which an item has been added on the agenda; and (b) the shareholders' request to put an item on the agenda or resolution (as described above) is received by the Secretary of the Company, in hard copy or electronically at the addresses indicated below, at least 42 days prior to the relevant meeting. Delivery Address for Hard Copy: Shacolas House, Lemesou 200, 2025, Strovolos, Nicosia and Electronic address: [shares@ctcgroup.com](mailto:shares@ctcgroup.com).
12. Pursuant to section 128C of the Companies Law, Cap. 113, shareholders have a right to ask questions related to items on the agenda and receive answers to such questions from the board of directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders.

## **ATTENDANCE VIA VIDEO CONFERENCING AND PRIVACY NOTICE**

13. As stated in the Notice, shareholders will be able to register, participate and vote in the Extraordinary General Meeting via video conferencing by following the guidelines posted on the Investor Centre section of our website ([www.ctcgroup.com](http://www.ctcgroup.com)) by the 7th May 2021.
14. Participation in the Extraordinary General Meeting via video conferencing will involve the processing by the Company of certain personal data, as defined in the General Data Protection Regulation. This data will relate to individuals who (i) are shareholders of the Company or (ii) have been appointed by a shareholder as proxy or (iii) represent a shareholder or proxy who is a legal person.
15. The personal data (including name, identification card number or passport number, e-mail address) will be processed by the Company for the purposes of operating the video conferencing, verifying the user and giving access to the video conferencing platform. The Company will engage in this processing pursuant to its legitimate interest to enable shareholder participation in the Extraordinary General Meeting via video conferencing.

- 16.** The Company will also process shareholders' name, address, contact information, number of shares and other shareholding-related data to populate the corporate register as required by applicable law.
- 17.** Any of the above-mentioned data may be shared with the Company's legal advisors and regulatory bodies which supervise the Company. It may also be processed on behalf of the Company by the company that will provide the platform for video conferencing and any other service providers that may provide technical or other support to the Company.
- 18.** The personal data will be retained by the Company for as long as necessary for any of the purposes specified in this Notice. No personal data will be transferred outside of the European Economic Area.
- 19.** The Company is the controller of the personal data processed by or on behalf of the Company for the purposes specified in this Notice. The individuals concerned (shareholders, proxies, representatives) may exercise any of the rights granted to them by the General Data Protection Regulation (including the right to access their data, to seek rectification, erasure or restriction or to object to further processing) by contacting the Company's Data Protection Officer by e-mail at [dpo@ctcgroup.com](mailto:dpo@ctcgroup.com).
- 20.** Please note that an active internet connection will be required in order to participate at the Extraordinary General Meeting via video conferencing. It is your responsibility to ensure connectivity for the duration of the meeting.