

Notice of EXTRAORDINARY GENERAL MEETING OF LORDOS UNITED PLASTICS PUBLIC LTD (the "Company")

To: The Shareholders

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at the Company's registered office, Epimitheos Str., Ypsonas Industrial Area, Limassol, Cyprus, on 17 August 2015, at 11.30 a.m. to consider and/or discuss the following matters and, if deemed fit and/or proper, to approve and ratify the same as ORDINARY or SPECIAL resolutions of the Company:

1. To consider the approval and ratification and, if deemed fit and/or proper, to approve and ratify by special resolution the execution of the Company's obligations arising from the Agreement for the Sale of Individual Assets, dated 15 July 2015, between the Company and KOSMO-PLAST COMPANY Partnership, which consists in the issue and allotment of 2,530,000 ordinary shares of the Company of a nominal value of 0.35 euro each to KOSMO-PLAST COMPANY Partnership at their nominal value, i.e. 0.35 euro each, against the contribution in kind of the individual assets stated in the aforesaid Agreement for the Sale of Individual Assets, which have been valued by a recognised independent expert in accordance with the provisions of Section 47D of the Companies Law, Cap. 113, as follows:

Proposed Special Resolution:

"The execution of the Company's obligations arising from the Agreement for the Sale of Individual Assets, dated 15 July 2015, between the Company and KOSMO-PLAST COMPANY Partnership, which consists in the issue and allotment of 2,530,000 ordinary shares of the Company of a nominal value of 0.35 euro each to KOSMO-PLAST COMPANY Partnership at their nominal value, i.e. 0.35 euro each, against the contribution in kind of the individual assets stated in the aforesaid Agreement for the Sale of Individual Assets, which have been valued by a recognised independent expert in accordance with the provisions of Section 47D of the Companies Law, Cap. 113, is hereby approved and/or ratified."

2. To consider the approval and, if deemed fit and/or proper, to approve and decide by special resolution, the increase of the issued share capital of the Company and the issue and allotment of 2,530,000 ordinary shares of the Company of a nominal value of 0.35 euro each to KOSMO-PLAST COMPANY Partnership, at their nominal value, i.e. 0.35 euro each, against the contribution in kind of the individual assets stated in the Agreement for the Sale of Individual Assets, dated 15 July 2015, between the Company and KOSMO-PLAST COMPANY Partnership, which have been valued by a recognised independent expert in accordance with the provisions of Section 47D of the Companies Law, Cap. 113, as follows:

Proposed Special Resolution:

"The increase of the issued share capital of the Company from 16,802,178 euro to 17,687,678 euro and the increase of the issued ordinary shares of the Company from 48,006,222 to 50,536,222, with the issue and allotment of 2,530,000 ordinary shares of the Company of a nominal value of 0.35 euro each to KOSMO-PLAST COMPANY Partnership at their nominal value, i.e. 0.35 euro each, against the contribution in kind of the individual assets stated in the Agreement for the Sale of Individual Assets, drawn on 15 July 2015 between the Company and

KOSMO-PLAST COMPANY Partnership, which have been valued by a recognised independent expert in accordance with the provisions of Section 47D of the Companies Law, Cap. 113, are hereby approved and decided.”

3. To consider the approval and, if deemed fit and/or proper, to approve by special resolution the exclusion of any preemption rights of the Company’s existing shareholders in connection with the issue and allotment of the 2,530,000 ordinary shares to KOSMO-PLAST COMPANY Partnership and to issue the same at the value of 0.35 each, as follows:

Proposed Special Resolution:

“It is hereby approved and decided that any preemption rights of the Company’s existing shareholders are excluded in accordance with Regulation 4 of the Company’s Articles of Association and, in an ancillary manner, if deemed applicable, in accordance with Section 60B of the Companies Law, Cap. 113 in connection with the issue and allotment of 2,530,000 ordinary shares of the Company of a nominal value of 0.35 euro each to KOSMO-PLAST COMPANY Partnership, at their nominal value, i.e. 0.35 euro each, against the contribution in kind of the individual assets stated in the Agreement for the Sale of Individual Assets, drawn on 15 July 2015 between the Company and KOSMO-PLAST COMPANY Partnership.”

4. To consider the approval and, if deemed fit and/or proper, to approve the authorisation of any director or officer of the Company to take all necessary measures on behalf of the Company in view of the execution of the aforesaid resolutions, as follows:

Proposed Ordinary Resolution:

“Any person from amongst the Directors and/or the Secretary and/or any officer of the Company is hereby authorised to take all necessary measures and actions in view of:

- I. The issue and allotment of 2,530,000 ordinary shares of the Company, of a nominal value of 0.35 each to KOSMO-PLAST COMPANY Partnership and/or the listing of the same on the Cyprus Stock Exchange as new securities, in accordance with the provisions of the Cyprus Stock Exchange Law (14(I)/1993), the Securities and Cyprus Stock Exchange (Central Securities Depository and Central Registry) Law (27(I)/1996) and the regulations and regulatory decisions issued thereunder,***
- II. All necessary publications under the law and all formalities generally required by the law regarding these decisions of the Extraordinary General Meeting of the Company’s shareholders and the issue and allotment of 2,530,000 ordinary shares of the Company of a nominal value of 0.35 each to the Partnership, including all necessary formalities under the provisions of Sections 47D and 47E of the Companies Law, Cap. 113,***
- III. Delivering to the Registrar of Companies for registration and/or notification purposes, all that is required under Section 51 of the Companies Law, Cap. 113, in connection with the issue and allotment of the Shares, and***
- IV. The execution of the above resolutions in their entirety.”***

REPORT OF THE BOARD OF DIRECTORS OF LORDOS UNITED PLASTICS LTD (THE “COMPANY”) REGARDING THE PURCHASE AND CONTRIBUTION IN KIND TO THE COMPANY’S SHARE CAPITAL OF RAW MATERIALS, FINISHED GOODS AND FIXED ASSETS OF KOSMO-PLAST COMPANY PARTNERSHIP (THE “PARTNERSHIP”) IN EXCHANGE FOR THE ISSUE AND ALLOTMENT OF SHARES IN THE COMPANY AND THE PROPOSED EXCLUSION OF PREEMPTION RIGHTS OF THE COMPANY’S EXISTING SHAREHOLDERS REGARDING THE SAID ISSUE AND ALLOTMENT OF SHARES OF THE COMPANY

The Partnership interrupted its operations around mid June 2015 as these had become unprofitable. The Partnership’s main activities comprised the production and marketing of plastic items of varying categories, such as pipes and accessories for use in drains, electrical installations, irrigation, water supply and water transport systems.

Further to the complete interruption of its operations and its decision to terminate its activities, the Partnership decided to alienate and sell to the Company individual and specific assets as follows:

- (a) Machinery and other fixed assets,
- (b) Stock and raw materials.

According to the valuation conducted on 10 July 2015 on the instructions of the Company and in accordance with the provisions of Section 47D of the Companies Law, Cap. 113, by Mr. Georgios Charonitis, independent qualified mechanical engineer, member of the Technical Chamber of Greece, the value of the assets sold to the Company by the Partnership, is as follows:

1. Fixed assets	€508,764
2. Materials and finished goods	€376,736
Total	€885,500

The Board of Directors considers that, as a result of the above transaction, the Company will be able to utilise and/or alienate raw materials, finished goods, such as pipes and accessories, as well as fixed assets directly related to its activities, whilst the proposed mode of payment, i.e. the purchase of the above assets through the issue and allotment of new shares of the Company to the Partnership does not affect the Company’s liquidity. On the contrary, the use and/or sale of part of the Partnership’s assets will significantly strengthen the Company’s liquidity.

The Board of Directors underlines that neither the Company nor the Partnership sought, at any stage, to sell the entire undertaking of the Partnership nor to sell to the Company any section, sector and/or branch thereof, as these options were not considered to be feasible or realistic.

Based on the above, the Board of Directors approved, on 14 July 2015, and drew, on 15 July 2015, the Agreement for the Sale of Individual Assets between the Company and the Partnership, in connection with the above assets (the “Agreement”). According to the terms of the Agreement, the purchase consideration for the aforesaid assets will be settled with shares deriving from a new issue by the Company. More specifically, 2,530,000 shares of the Company of a nominal value of €0.35 each and a total value of €885,500 (namely 5% of the Company’s total share capital) will be issued and allotted to the Partnership.

Given that the above transaction is to the benefit of the Company as, *inter alia*, the aforesaid purchase consideration of €885,500 will be settled in its entirety with the issue and allotment to the Partnership

of 2,530,000 ordinary shares of the Company of a nominal value of €0.35 each, corresponding to 5% of the Company's total share capital, the Board of Directors proposes to the shareholders to vote, as a special resolution, in accordance with Regulation 4 of the Company's Articles of Association (and, in an ancillary manner, if deemed applicable, in accordance with Section 60B of the Companies Law, Cap. 113) the exclusion of the preemption rights of existing shareholders in connection with the issue and allotment to the Partnership of the aforesaid 2,530,000 shares of a nominal value of €0.35 each and the general approval of the issue and allotment to the Partnership of the aforesaid 2,530,000 shares of a nominal value of €0.35 each, against the contribution in kind of the individual assets stated in the Agreement for the Sale of Individual Assets, drawn on 15 July 2015 between the Company and KOSMPO-PLAST COMPANY Partnership, which have been valued by a recognised independent expert in accordance with the provisions of Section 47D of the Companies Law, Cap. 113.

Michalis Demetriades
Secretary

24.07.2015

Notes to the Notice of the Extraordinary General Meeting

1. AVAILABLE DOCUMENTS AND INFORMATION

The Notice of the Extraordinary General Meeting and the relevant Instrument Appointing a Proxy are available on the Company's website www.lordosplastics.com and on the website of the Cyprus Stock Exchange www.cse.com.cy. Hard copies of these documents may be obtained from the Company's registered office, Epimitheos Str. (no number), Ypsonas Industrial Area, (tel. 25885555) free of charge in accordance with the law. The Notice for the calling of the Extraordinary General Meeting will not be sent to the shareholders, in accordance with Section 128 of the Companies Law, Cap. 113.

On 22 July 2015 (which is the Record Date), the Company's issued share capital is €16,802,178, divided into 48,006,222 ordinary shares of a nominal value of €0.35 each.

2. RIGHT TO PARTICIPATE AT THE EXTRAORDINARY GENERAL MEETING

Every person registered as a shareholder in the Company's Register of Members on the Record Date will be entitled to participate at the Extraordinary General Meeting. Each ordinary share gives the right to one vote. For the purposes of determining voting rights at the Extraordinary General Meeting, the Record Date is 22 July 2015.

At the General Meeting, shareholding capacity is evidenced by producing an Identity Card or other proof of identification enabling the Company to identify the person according to the Register of Members.

3. RIGHTS OF MEMBERS

(a) Right to table a draft resolution.

According to the legislation in force, a Member (Members) has (have) the right to put an item on the agenda of the Annual General Meeting provided such item is accompanied by the reasons which justify its inclusion or table a draft resolution as an item on the agenda of the general meeting by electronic means (fax: 25885558 or email: lordos@lordosplastics.com) or by post to P.O.Box 51358, 3504 Limassol,

Cyprus, on condition that they hold at least 5% of the total voting rights of all the Members entitled to vote at the relevant meeting.

(b) Right to ask questions

Subject to any measures which may be taken by the Company to establish the identity of the Member and in accordance with the provisions of clause (2) of Section 128C of the Companies Law, Cap. 113 (the "Law"), any Member has the right to ask questions related to the items on the agenda of the General Meeting, during the discussion of the item at the General Meeting, and receive answers to such questions. The Company may provide a general reply to questions with the same content.

(c) Voting right

A Member attending either in person or by proxy, entitled to more than one votes, is not required, in case he/she votes, to use or cast all such votes in the same manner.

4. RIGHT TO APPOINT A PROXY

Every Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Such appointed proxy need not be a shareholder of the Company. The proxy so appointed may be a natural or legal person and will act under the instructions issued by the appointing Member. The Instrument Appointing a Proxy is available on the Company's website www.lordosplastics.com and must be submitted or communicated by written notice to the Company at least 48 hours before the time fixed for convening the Meeting, as follows:

- By post: Epimitheos Str., Ypsonas Industrial Area – P.O.Box 51358, 3504 Limassol
- By fax at 25885588, or
- By email at lordos@lordosplastics.com

The Member must confirm that the instrument for appointing a proxy has been successfully sent and received by the Company, by contacting 25885555.

LORDOS UNITED PLASTICS PUBLIC LTD

Instrument Appointing a Proxy

To: Lordos United Plastics Public Ltd, Epimitheos Str., (no number), Ypsonas Industrial Area, P.O.Box 51358, 3504 Limassol

I/we..... of
(Identity Card / Registration / Passport No.....) being a member(s) of the abovenamed Company hereby **appoint** (Identity Card / Registration / Passport No.....)
or, failing him/her, (Identity Card / Registration / Passport No.
.....) to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 17 August 2015, at 11.30 a.m. at the Company's headquarters, Epimitheos Str., (no number), Ypsonas Industrial Area, Limassol, and at any adjournment thereof.

INDICATION OF MANNER OF VOTING

Date/..... / 2015

Signature.....

The proxy is authorised to vote as such proxy thinks fit, unless the manner of voting is indicated above.

Notes:

1. In the case of legal persons, this document must bear the official seal and the signature of authorised individuals.
2. In the case of joint holders, a form of proxy may be granted only by the shareholder whose name appears first in the Register of Members.
3. The proxy need not be a member of the Company.

FOR INTERNAL USE

Register No..... No. of Shares