



## **TERMS AND CONDITIONS OF THE REMOTE GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY UNDER THE NAME "IDEAL HOLDINGS S.A."**

The company under the name "**IDEAL HOLDINGS S.A.**" (the "Company") will hold its Extraordinary General Meeting on Monday, **February 03, 2025 at 10:00 a.m.** with the participation of the shareholders remotely by videoconference without the physical presence of them and in case of a Repeat Meeting on Tuesday, February 11, 2025, 10:00 a.m., remotely via videoconference.

Shareholders' participation in the General Meeting is subject to these terms and conditions of the Remote General Meeting (the "Remote General Meeting Terms and Conditions").

Capitalized terms used shall have the meaning as set forth in the Appendix hereto.

In addition to these Remote General Meeting Terms, the Third-Party Provider Terms of Use shall apply.

The Company reserves the right at any time to modify, suspend, cancel or limit the mechanisms for electronic General Meeting and voting when necessary or appropriate for technical or security reasons

### **1. INTRODUCTORY REMARKS**

#### **Participation and voting in the General Meeting**

In order for Shareholders to participate and vote in the General Meeting or any Repeat Meeting, the creation and use of an **electronic account** of the Shareholder or its proxy is required in the online platform developed by the "HELLENIC EXCHANGES – ATHENS STOCK EXCHANGE S.A." for the provision of services for the holding of General Meetings remotely in real time via videoconference to issuing companies on the website <https://axia.athexgroup.gr/el/home>.

The Online Platform is provided by the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" while for the videoconferencing the ZOOM service is used by Zoom Video Communications Inc.

It is noted that the Online Platform is also available in English at <https://axia.athexgroup.gr/en/home>.

#### **Access to the online Platform**

Access to the Online Platform requires a computer or a mobile phone such as a smartphone or tablet, with an installed web browser and internet access.

#### **Create an account**

The creation of the account of the Shareholder or his/her proxy on the Online Platform requires the valid email address and mobile phone number of the Shareholder or his/her proxy, if any.

#### **Actions if the data entered in the Platform do not correspond to the data entered in the DSS**

In the event that, upon entering the Online Platform, the above data entered by the Shareholder do not correspond to the data registered in the Dematerialized Securities System and notified to the Company by the "HELLENIC CENTRAL SECURITIES DEPOSITORY" in the context of the services of facilitating the verification of the identification of shareholders in general meetings remotely that provides to the issuing listed Société Anonyms in accordance with Part 3 of Part 3 of Resolution No. 8 of the Board of Directors of the Hellenic Central Securities Depository S.A., "Technical terms and



procedures for the provision of the Registry, Corporate and Other Related Actions Service”, the Shareholder should inform or/and update the above data through its Participant in order to create the account.

### **Confirmation of Successful Connection to the Web Platform**

Shareholders who have successfully connected to the Web Platform will be able to participate in the General Meeting via teleconference in real time via a link that will be sent to them via email.

### **Rights through the Online Platform**

By activating the ZOOM teleconference application via the link at the beginning of the General Meeting, Shareholders will be able to:

a) follow the proceedings of the General Meeting by electronic or audiovisual means,

b) address the General Meeting orally during the General Meeting,

while at the same time through the online platform they will be able to:

(c) vote in real time during the General Meeting on the items on the agenda; and

(d) receive information on the recording of their vote.

The deadlines within which the rights of the Shareholders may be exercised are detailed in the Invitation of the General Meeting and in these Terms and Conditions of the Remote General Meeting, while the time period allocated for voting will be announced during the General Meeting.

### **Participate and Vote in real time by proxy at the General Meeting via the Online Platform**

Each Shareholder attending the General Meeting may vote either in person or by proxy. In particular, for the participation of a Shareholder by proxy at the Extraordinary General Meeting of February 03, 2025 or any Repeat Meeting thereof, remotely in real time by means of a videoconference, the Shareholder or the Participant of the Securities Account in the DSS or any other intermediary acting as the depository of the shareholder through which his/her shares are held may appoint up to one (1) proxy, whose appointment is required to be made at least forty-eight (48) hours before the date of the General Meeting (i.e. not later than 01.02.2025 at 10:00 a.m.) by filling the "Form for the appointment of a proxy for remote participation by videoconference". The Form is available in hard copy at the offices of the Company's headquarters - Investor Relations & Corporate Announcements Department (at 25, Kreontos Street, 10442 Athens), in electronic form on the Company's website (<https://www.idealholdings.gr/en/investor-relations/shareholders-briefing/>) or, in case of Shareholders identified through intermediaries, through confirmations or notifications pursuant to Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries as indicated in the Invitation.

The form, completed and signed, certified for authenticity, as the case may be, shall be sent or deposited at the Company's headquarters - Investor Relations & Corporate Announcements Department (at the address of Kreontos Street 25, 10442 Athens), or digitally signed using a qualified



certificate, by email to [ir@idealholdings.gr](mailto:ir@idealholdings.gr) , at least 48 hours before the date of the General Meeting (i.e. no later than 01.02.2025 at 10:00 a.m.). The shareholder is requested to ensure the confirmation of the successful dispatch of the proxy appointment form and its receipt by the Company and for this purpose may contact the Investor Relations & Corporate Announcements Department of the Company, by e-mail at [ir@idealholdings.gr](mailto:ir@idealholdings.gr) , or by telephone at (+30) 210 5193 900 (responsible: Ms. Katerina Psifi) during working days from 10:00 to 18:00.

For the possible Repeat Meeting on 11.02.2025, shareholders who had not appointed a proxy at the General Meeting or shareholders who wish to replace the proxy they had appointed, in order to participate remotely in the voting that will take place before the Repeat Meeting, may appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Repeat Meeting (i.e. no later than 09.02.2025 at 10:00 a.m.).

Upon receipt of the above information by the Company and based on the email address and mobile phone number of the proxy, as declared in the proxy form, **an account of the proxy will be created on the online platform**, who will be notified by email to activate his/her account in order to be able to exercise the Shareholder's rights as set out in the Invitation to the General Meeting.

#### **Remote participation in the voting before the General Meeting (Postal Vote)**

Shareholders may participate, themselves or their proxies, remotely in the voting on the items of the General Meeting, which will be held **before the General Meeting**. Shareholders who wish to participate remotely in the voting on the items of the agenda of the General Meeting to be held prior to the General Meeting may use the following:

a) Either to exercise their voting rights prior to the General Meeting through the online platform <https://axia.athexgroup.gr/> , in which they will have previously created an account and successfully registered as described above, no later than twenty-four (24) hours before the date of the General Meeting (i.e. no later than 02.02.2025 at 10:00).

b) Either to complete and send, as described in the Invitation, the "Form of Postal Vote" no later than twenty-four (24) hours before the date of the General Meeting (i.e. no later than 02.02.2025 at 10:00 a.m.).

The " Form of Postal Vote" is available to the Shareholders in hard copy at the Company's registered office (at 25, Kreontos Street, 10442 Athens, Greece) and in electronic form on the Company's website (<https://www.idealholdings.gr/en/investor-relations/shareholders-briefing/> )

c) or to participate on the basis of confirmations or notices pursuant to Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries as referred to in the Invitation.

In particular, for the participation of the Shareholder by proxy in the voting on the items of the Extraordinary General Meeting or any Repeat Meeting to be held prior to the General Meeting, **the Shareholder or its depositary may appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours prior to the date of the General Meeting (i.e. no later than 01.02.2025 and at 10:00 a.m.), by means of the "Form for the appointment of a proxy for voting to be held prior to the General Meeting"**, or, in case of shareholders identified through intermediaries, by means of confirmations or notices pursuant to Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries in accordance with the provisions of the Invitation. Upon receipt of the above



information by the Company and based on the email address and mobile phone number of the proxy, as declared in the proxy form, an account of the proxy will be created on the online platform, who will be notified by email to activate his/her account in order to be able to exercise the Shareholder's rights as set out in the Invitation to the General Meeting.

The form, completed and signed, certified for authenticity, as the case may be, shall be sent or deposited at the Company's headquarters - Investor Relations & Corporate Announcements Department (at the address of Kreontos Street, no. 25, 10442 Athens), or digitally signed using a qualified certificate, by email to [ir@idealholdings.gr](mailto:ir@idealholdings.gr), at least 48 hours before the date of the General Meeting (i.e. no later than 01.02.2025 at 10:00 a.m.). The shareholder is requested to ensure the confirmation of the successful dispatch of the form and its receipt by the Company and for this purpose may contact the Investor Relations & Corporate Announcements Department of the Company, by e-mail at [ir@idealholdings.gr](mailto:ir@idealholdings.gr), or by telephone at (+30) 210 5193 900 (responsible: Ms. Katerina Psifi) during working days from 10:00 to 18:00.

#### **Voting deadline before the General Meeting**

Shareholders who vote in accordance with the above before the General Meeting shall be counted for the formation of the quorum and majority only if the relevant votes have been received by the Company no later than 02.02.2025 at 10:00 a.m.

## **2. PARTICIPATION AND VOTING RIGHTS AT THE GENERAL MEETING**

#### **Beginning of the proceedings of the General Meeting**

The General Meeting shall be deemed to have commenced its business upon the announcement of its commencement by the Chairman of the Meeting to the Shareholders.

Each Shareholder may participate, effectively follow the proceedings of the General Meeting and vote in real time electronically, provided that he or she has taken the necessary steps as set out in the Invitation of the General Meeting to create and use an electronic account on the Online Platform and the terms and conditions hereof and in accordance with the instructions provided in the Invitation.

#### **How and when to log on to the Online Platform to participate in the General Meeting**

In order to participate in the General Meeting, Shareholders must log in via the Online Platform prior to the General Meeting and declare their intention to participate in the General Meeting.

After the declaration of intention to participate, the Shareholder will receive a personalized e-mail message with the link to follow to connect to the video conference of the General Meeting.

On the date of the General Meeting, in order to participate in the proceedings of the General Meeting, the Shareholders must log in via the Online Platform in good time, at least fifteen minutes (15') before the opening time of the General Meeting announced in the Invitation and indicate the number of voting rights with which they will participate in the General Meeting and vote and, if they wish, to modify it (to the lowest).

#### **Not timely connection**

Shareholders who have not logged on to the Online Platform in time before the start of the General Meeting and until the announcement of the start of the General Meeting by the Chairman of the Meeting will not be counted among the Shareholders attending the General Meeting, will not be able



to exercise their voting rights or to speak and ask questions at the General Meeting and will only be able to watch the live stream of the General Meeting via video conference.

#### **Non-appointment of a proxy or representative**

Shareholders who have not complied with the deadline for appointing their proxy or representative (i.e. at least 48 hours before the date of the General Meeting), and who have nevertheless logged in via the Online Platform in time before the start of the General Meeting in accordance with the above, will participate in the General Meeting, unless the General Meeting refuses for good cause and gives reasons for such refusal.

In this case, (i.e. if the General Meeting refuses for good cause) they will not be counted among the Shareholders attending the General Meeting and will only be able to watch the live stream of the General Meeting via video conference.

#### **Rights upon timely connection in accordance with the formalities**

Shareholders who have complied with the above formalities and have logged on to the Online Platform in time before the beginning of the General Meeting:

- i. are deemed to be present in person at the General Meeting
- ii. are calculated for the formation of the quorum of the Shareholders present or represented at the General Meeting and for the calculation of the percentage of the issued share capital of the Company present or represented at the General Meeting by the number of voting rights they have declared that they will exercise
- iii. will be able to follow by electronic or audiovisual means the proceedings of the General Meeting,
- iv. will be entitled to vote in real time during the General Meeting on the agenda item at the time announced by the President of the General Meeting,
- v. will be able to address the General Meeting orally during the General Meeting,
- vi. will receive information on the recording of their vote.

#### **Method of recording**

The names of the Shareholders registered as participants in the General Meeting via the Online Platform will be included in the list of Shareholders attending the General Meeting in person or by proxy (if any).

#### **Early disconnection**

Any premature disconnection of a Shareholder who had logged on to the Online Platform in time in accordance with the above before the end of the General Meeting shall not affect the calculation of the quorum of the Shareholders present or represented at the General Meeting during the period of his/her connection.

Such Shareholder will be able to log back into the Online Platform, continue to attend the remainder of the Meeting and exercise all his/her participation and voting rights electronically. In all other cases, Shareholders will only be able to follow the live stream of the General Meeting via video conference.

#### **How Shareholders may speak during the General Meeting**

Shareholders wishing to speak via the Online Platform at the time of the Meeting should click on the badge on the right side of the screen which will allow them to raise their hand via the platform when the opportunity to do so is given.



### **Voting Point during the General Assembly**

Shareholders will be able to vote electronically from the time the Chairman of the General Meeting announces the start of voting on the agenda item, after the completion of the introduction and discussion on the agenda item, until the time the Chairman of the General Meeting announces the end of voting.

The President of the General Assembly may also, at his sole discretion, decide that voting will be possible from the beginning of the General Assembly until the time he announces the end of the vote.

### **Postal Vote**

Shareholders, upon entering the Online Platform, will declare the number of voting rights with which they will participate in the General Meeting and vote and, if they wish, they will modify it (to the lowest).

For the Shareholders who will participate in the voting on the items of the General Meeting held prior to the General Meeting (postal vote), voting on the items of the agenda will be possible only for the period of time indicated herein and in the Invitation of the General Meeting. After this point, it will not be possible for Shareholders to participate in a vote on the agenda item to be held prior to the General Meeting by postal vote.

Shareholders who have voted in due time in accordance with the above will be able to follow the live stream of the General Meeting via video conference.

### **Withdrawal of Postal Vote**

Shareholders who have voted in due time before the General Meeting by postal vote will be able to revoke their vote by the following distinctions:

- a) if they have voted before the General Assembly via the Online Platform, they will be able to withdraw their vote via the Online Platform until the beginning of the General Assembly.
- b) if they have voted before the General Meeting by sending to the Company the "Form of Postal Vote", they will be able to withdraw their vote in the same way they submitted it, at the latest by 02.02.2025 at 10:00 a.m.

The aforementioned Shareholders may, if they wish so, participate in person in the General Meeting under the terms of the present resolution.

## **3. CONFIRMATION OF VOTE AND VOTING RESULTS**

### **Withdrawal of a vote submitted via the Online Platform**

The submission of a Shareholder's vote through the Online Platform is final and not revocable subject to the provisions herein.

### **Vote Confirmation**

Each Shareholder who voted at the General Meeting (including postal votes) will receive from the "HELLENIC CENTRAL SECURITIES DEPOSITORY" a confirmation of his/her vote on the agenda item through the Online Platform after the end of the General Meeting.

### **Non-exercise of declared voting rights**



In case the voting rights for which the Shareholder has declared that he/she will participate in the General Meeting are not exercised in full, after the end of the General Meeting, he/she will receive the above confirmation from the "HELLENIC CENTRAL SECURITIES DEPOSITORY" where the remaining rights will be marked as "ABSENT".

#### **Information on voting results**

The results of the voting on the issues of the General Meeting will be published on the Company's website in accordance with the law.

#### **4. TECHNICAL INFRASTRUCTURE**

The Company shall ensure, to the extent reasonably possible, that the technical infrastructure for conducting and participating in the Remote General Meeting is proper, secure and accessible to Shareholders with compatible devices.

#### **Risks related to the technical infrastructure of the General Meeting**

The Company will cooperate and make use of the services of reliable Third-Party Providers to provide the technical infrastructure required for the holding of the General Meeting.

Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for remote General Meetings.

The Company, through the Third-Party Providers, takes all measures, technical and organizational, and makes every possible effort to ensure to the maximum extent possible the continuous and uninterrupted operation of the Online Platform and the videoconferencing application, so that the services available through it are available continuously and uninterruptedly and respond in acceptable times and without delay to the Shareholders with compatible devices.

However, due to the nature of the internet and web applications, the Company and the Third-Party Providers cannot guarantee the absolute completeness, correctness or continuity of their operation and may not be available in part or all of the internet, or may respond intermittently, or, finally, may respond in times longer than usual. In cases such as the above, the Company and the Third-Party Providers will make every effort to restore their operation, but beyond that, the Company and the Third-Party Providers cannot be held responsible or legally liable for their availability or the time of their response.

#### **Measures in relation to the protection of information systems**

It is recommended that the Shareholders take all measures to protect the integrity and security of their information systems, hardware and software, in order to adequately protect the access data and the usage data of the Online Platform, stored on the local storage media of the Shareholders' devices, portable or not.

Any failure of the Shareholders' systems or leakage of connection or usage data due to the intrusion of malicious software in the Shareholder's operating system, does not release the latter from its obligations under these terms, does not constitute an event of force majeure or exceptional circumstances, nor does it entail any liability of the Company or HELLENIC CENTRAL SECURITIES DEPOSITORY as the platform provider for the damage that the Shareholder may suffer.

Furthermore, the Shareholder is solely responsible for his/her personal equipment with the necessary technical means, which will allow him/her to access the Online Platform.



### **Insurance before the General Meeting**

Shareholders must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Online Platform and have correctly installed and configured the ZOMM videoconferencing application.

The Company has ensured through the Third-Party Providers the timely implementation of the technical infrastructure for the Online Platform in order to allow Shareholders to control their access and verify that they can effectively participate in the General Meeting.

### **Support Line**

Support information will be provided to shareholders and their proxies on +30 210 33. 66. 576 or by email at [athexagteam@athexgroup.gr](mailto:athexagteam@athexgroup.gr).

### **Notification of any failure of the technical infrastructure**

Shareholders can report any failure of the technical infrastructure through the above help desk.

Any failure or shortage in the Shareholder's equipment, software, network infrastructure, servers, Internet or telephone connection, video or voice equipment, power failure, any type of mechanical failure during the General Meeting or similar events, including an information security incident (which includes any unauthorized use, hacking, denial of service attack, denial of access, any failure or intrusion resulting from the theft or illegal interception of a password or network password and any other attack) that could prevent the remote participation of the Shareholder in the General Meeting, in any case will be the sole responsibility of the Shareholder.

The inability of one or more Shareholders to attend and participate in the General Meeting or to vote electronically during (any part of) the General Meeting does not affect the validity of the General Meeting or any business conducted at the General Meeting.

### **Procedure in case of any failure of the technological infrastructure during the General Assembly**

In the event that during the General Meeting any failure of the technological infrastructure that may have occurred during the General Meeting and which significantly affects the course of the General Meeting comes to the attention of the Chairman of the General Meeting, the Chairman of the General Meeting shall inform the Shareholders participating in the General Meeting.

The Chairman of the General Meeting may decide in his sole discretion, considering the potential impact on the decision-making process at the General Meeting, whether the General Meeting should be postponed or adjourned due to such failure or proceed with its business without the possibility for certain Shareholders to participate and/or vote and/or attend the General Meeting.

In the event that, in the Chairman's judgment, the Online Platform or the video conferencing application no longer allows all (or part of) the Shareholders to attend the General Meeting, to vote electronically during (any part of) the General Meeting and to ask questions during the General Meeting, then the Chairman may, at his sole discretion, to continue, adjourn, postpone the General Meeting, change the order of discussion and/or decision on the items of the General Meeting or proceed with the General Meeting without the possibility for some or all Shareholders attending the remote General Meeting via the Online Platform and the video conferencing application to attend the Meeting and/or vote electronically during (any part of) the General Meeting.





The Chairman of the Meeting shall notify this decision to the extent reasonably possible to the Shareholders attending the General Meeting.

If the Chairman of the Meeting decides to adjourn or postpone the General Meeting as stated above, then all proceedings that have taken place up to the point of adjournment or postponement will be valid.

**Contact**

If you have any questions regarding these Terms and Conditions of the Remote General Meeting, please contact the Company's Investor Relations & Corporate Announcements Department by e-mail at [ir@idealholdings.gr](mailto:ir@idealholdings.gr), or by telephone at no. telephone (+30) 210 5193 900 (responsible: Ms Katerina Psifi) on working days from 10:00 to 18:00.

To provide information on technical support to Shareholders and their representatives, please contact the Shareholders' Technical Support (helpdesk) by email at [athexagteam@athexgroup.gr](mailto:athexagteam@athexgroup.gr) or by telephone at +30 210 33. 66. 576.



### **Annex - Definitions**

**Company** means the limited Société Anonym with the name "IDEAL HOLDINGS S.A."

**General Meeting** means the General Meeting of the Shareholders of the Société Anonym "IDEAL HOLDINGS S.A." which will be held remotely in real time by videoconference and with the use of electronic means, without the physical presence of the shareholders at the venue, under the terms of articles 125 and 126 of Law 4548/2018.

**Online platform** means the online platform <https://axia.athexgroup.gr> developed by the HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. and made available by the company "Hellenic Central Securities Depository S. A. " for the provision of services for the holding of General Meetings in listed companies that take place remotely in real time via videoconference without the physical presence of shareholders

**Video conferencing application/conference** means the service ZOOM Meetings by Zoom Video Communications Inc., through which video conferencing is provided

**Postal vote** means the participation of Shareholders remotely in the voting on the issues of the General Meeting to be held prior to the General Meeting

**Distance General Meeting Terms and Conditions** means these terms and conditions.

**Chairman of the General Meeting** means the Chairman of the General Meeting to be held remotely in real time by videoconference and using electronic means, without the physical presence of the shareholders at the place of the meeting

**Third Party Providers** means the companies "Hellenic Central Securities Depository S. A." located in Athens and "Zoom Video Communications Inc"