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General Meeting

KEO PLC

KEO

ΓΕΝΙΚΗ ΣΥΝΕΛΕΥΣΗ (en)

Annual General Meeting

(en)

Attachment:

1. **Annual General Meeting**

Non Regulated

Publication Date: 06/05/2021



ANNOUNCEMENT

KEO plc announces that, pursuant to article 128 of the Companies Law, Chapter 113, the Notification for Annual General Meeting of the Company's shareholders, which will be held on 25 May 2021 at 11:00 am, will not be sent or posted to the shareholders.

The Notification of the Annual General Meeting of the shareholders, copy of which is attached, is available at the Company's website www.keogroup.com, at the website of the Cyprus Stock Exchange www.cse.com.cy and in printed format at the Company's registered office, 1 Franklin Roosevelt Avenue, 3012 Limassol.

4 May 2021

KEO plc

1 Franklin Roosevelt Ave., 3012 Limassol, Cyprus - P.O.Box 50209, 3602
Tel.: +357 25 020000 Fax: +357 25 020001 www.keo.com.cy keo@keogroup.com



NOTIFICATION OF ANNUAL GENERAL MEETING

The Shareholders of KEO plc are notified that the Annual General Meeting of the Company will be held at the Company's registered office, 1 Franklin Roosevelt Avenue in Limassol on Tuesday, 25 May 2021 at 11:00 am.

Issues:

1. Examination and adoption of the management report for the year 2020
2. Submission, consideration and approval of the financial statements for the year ended 31 December 2020
3. Approval of the payment of dividend for 4 cent per share
4. Election of new Board Members in replacement of those who retire. Directors Mr. Demos Demou, Mr. Simos Hamboullas and Mr. Chris Georgiades retire, are eligible for re-election and are offered for re-election. Biographical details of the candidate Directors are available in the report of the Board of Directors in regards to Corporate Governance as this is included in the Annual Report for the year 2020
5. Approval and appointment of Messrs Deloitte Ltd as the auditors of the Company and determination of their remuneration fee for the year 2021
6. Determination of the remuneration of the members of the Board of Directors for the year 2021
7. Any other work that may, in accordance with the Articles of Association of the Company, be carried out

The Annual Report and the Financial Statements for the year 2020 are available and can be obtained in electronic format from the website www.keogroup.com and in printed format from the Company's registered office, 1 Franklin Roosevelt Avenue Limassol.

By order of the Board of Directors

George Hiletis
Secretary

4 May 2021

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KEO

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FORM OF PROXY

I/We _____

from _____

Identity Card No. _____

being Members of **KEO plc**, hereby appoint _____ from _____ or, failing him/her, _____ from _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company's shareholders, which will be held on 25 May 2021 at 11:00 am and at any adjournment thereof as hereunder indicated in respect of the Resolutions set out in the Notice of Annual General Meeting (the "AGM Notice") and, if no such indication is given, as my/our proxy thinks fit.

	ANNUAL GENERAL MEETING RESOLUTIONS	In favour (Note.5)	Against (Note.5)
1	To approve the Management Report for the year 2020		
2	To approve the Audited Financial Statements and the Auditors Report for the year ended 2020		
3	To approve payment of dividend for 4 cent per share		
4	To re-elect the following members of the Board of Directors of the Company I. To re-elect Mr Demos Demou as a Director _____ II. To re-elect Mr Simos Hamboullas as a Director _____ III. To re-elect Mr Chris Georgiades as a Director		
5	To approve and appoint Messrs Deloitte Ltd as the auditors of the Company and authorise the Board of Directors to determine their remuneration at a later stage.		
6	The remuneration of the members of the Board of Directors for the year 2021 to remain the same as 2020		

Date _____ of _____ 2021 Signature (s) _____

Notes:

- The record date for determining the right to vote at the Annual General Meeting is 24 May 2021. Transactions which will take place on 22 May 2021 and thereafter will not be considered in determining the right to vote at the General Meeting.
- This Form of Proxy must be deposited together with any other document that may be required, at the registered Office of the Company 24 hours prior to the commencement of the business of the General Meeting or the adjourned meeting/s.
- If the appointer is a corporation, the Form of Proxy must bear the official seal of the Corporation and must be signed by the Corporation's duly authorized person/s.
- In the case of joint shareholders, the Form of Proxy may be issued only by the shareholder whose name appears first in the Register of Members.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK X IN THE EQUIVALENT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK X IN THE EQUIVALENT BOX MARKED "Against".** If you do not indicate how you wish your proxy to vote, your proxy is authorised to vote for or against the resolution or abstain, at his/hers discretion. Your proxy will also be entitled to vote at his/hers discretion on any resolutions properly put to the Meeting/s other than those referred to in the Notice/s convening the Meeting/s.

FOR INTERNAL USE
Total number of shares held: _____ Date on which the Instrument of Proxy was received: ___/___/___

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Notes to the Notice of the Annual General Meeting

ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

1. Any person appearing as a shareholder in the Register of Members of the Company on the record date is entitled to participate in the Annual General Meeting. Each ordinary share is entitled to one vote. The record date for determining the right to vote at the Annual General meeting is 24 May 2021. Transactions which will be taking place on 22 May 2021 and thereafter will not be considered in determining the right to vote at the Annual General Meeting.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his behalf. Shareholders may appoint any person as their proxy. Such proxy need not be a member of the Company. Shareholders who appoint a proxy to vote on their behalf, but wish to specify how their votes will be casted, should tick the relevant boxes on the Form of Proxy.
3. The Form of Proxy, which will be available on the website of the Company www.keogroup.com, must be deposited at the Registered Offices of the Company 1 Franklin Roosevelt Ave, 3012 Limassol Cyprus Fax: +357 25 020001) 24 hours prior to the commencement of the business of the Annual General Meeting.
4. If such appointor is a company, the Form of Proxy must bear the full name of the company, and be signed by its duly authorized officer/s. Shareholders should confirm that the Form of Proxy has been successfully received by the Company by calling at +357 25 020000.
5. Shareholders and/or their proxies who will attend the Annual General Meeting are requested to carry with them their identity card, or other proof of identification.
6. Any corporation, which is a shareholder of the Company, may by resolution of its Directors, or other governing body, authorize such person, as it thinks fit to act as its representative at any meeting of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it was an individual member of the Company.

VOTING PROCEDURES AT THE ANNUAL GENERAL MEETING

7. At the Annual General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - a. by the Chairman, or
 - b. by at least three members present in person or by proxy, or
 - c. by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
 - d. By a member or members holding shares in the Company conferring a right to vote at the meeting and being shares on which an aggregate sum has been paid up of equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
8. If a poll is demanded in the aforesaid manner, it shall be taken in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

9. Unless a poll is demanded the declaration by the Chairman that a resolution has been approved by show of hands or has been approved unanimously or with the certain majority or has been declined, and a related entry was made in the minutes of the Company in regards to this meeting, will consist an indisputable proof of this fact without a requirement of proof of the number or the ratio of votes given in favour or against the resolution.
10. In the case of joint holders of shares, the vote of the more senior of the holders who votes, whether present or represented through a proxy, shall be accepted and the votes of all other joint holders will be excluded, and for that purpose seniority shall be judged from the order in which the names of the holders are registered in the Members' Register.

SHAREHOLDERS RIGHTS AT THE ANNUAL GENERAL MEETING

11. Pursuant to article 127B of Companies Law Cap 113, shareholders of the Company have the right to put an item on the agenda of the Annual 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 Annual General Meeting provided that:
 - a. the shareholder or group of shareholders hold at least 5% of the issued share capital of the Company, representing at least 5% of the voting rights of 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 Company's Secretary in hard copy or electronically at the addresses indicated below at least 42 days prior to the Annual General Meeting.

KEO plc
1 Franklin Roosevelt Ave.
3012 Limassol, Cyprus
or by fax at +357 25 020001
or by email at keo@keogroup.com

12. Pursuant to article 128C of the Companies Law Cap 113, shareholders have a right to ask related questions to items on the agenda and to have such questions answered by the Board of Directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders.

OTHER INFORMATION AND AVAILBLE DOCUMENTS

13. The issued share capital of the Company is €18.138.226,89 divided into 42.181.923 ordinary shares of nominal value €0.43 each.
14. The Annual Report and Financial Statements of the Company for the year 2020 and the Form of Proxy are available in electronic form on the website of the Company www.keogroup.com and in hard copy at the Company's Registered Offices, 1 Franklin Roosevelt Ave. 3012 Limassol

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