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General Meeting

Interlife General Insurance S.A

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Invitation to General Meeting (en)
Invitation to General Meeting of Shareholders
of INTERLIFE General Insurance Company S.A.

(en)

Attachment:

1. **Announcement Invitation**

Non Regulated

Publication Date: 16/11/2018

INVITATION
to an extraordinary General Meeting
of the Shareholders
of the Societe Anonyme under the name
“INTERLIFE GENERAL INSURANCE COMPANY S.A.”

Pursuant to Codified Law (C.L.) 2190/1920 as amended and in force, the Company's Articles of Association and following the Resolution of the Board of Directors that met on 16/11/2018 so as to discuss and make decision about the invitation to an extraordinary General Meeting of the Shareholders, the Shareholders of the Company under the name “INTERLIFE GENERAL INSURANCE COMPANY S.A.” are hereby invited to an Extraordinary General Meeting to be held in Thessaloniki, Themi, 14th klm National Road of Thessaloniki – Poligyros, P.C. 57001, on December 17th, 2018, day of the week Monday, at 17:30 p.m. (arrival time: 17:00 p.m.) , to discuss and make decisions on the following item on the agenda:

- (1) Decision about the listing of the company's shares for trading on the Athens Stock Exchange and granting authorization to the Company's Board of Directors for the settlement of all matters concerning the said listing.

According to the articles 26 par. 2b, 27 and 28^a of C.L. 2190/1920, the Company informs the Shareholders for the following:

Participation and the Voting Rights

Only the individuals and legal entities recorded as shareholders of the Company at the Company's Dematerialized Securities file, which is electronically kept at the Cyprus Stock Exchange (CSE), are entitled to participate and vote for the General Meeting at the beginning of the fifth (5th) day before the date of the General Meeting, i.e. on 12th December 2018.

The proof of shareholder's status will be evidenced directly through the electronic connection of the Company with the Records of C.S.E.

The Company recognizes as shareholders eligible to participate and vote for the General Meeting only those who are shareholders of record on the respective Record Date. Shareholders that not comply with the requirements of article 28^a of c.l. 2190/1920, are able to participate in the meeting if the General Assembly grants its permission.

There is no requirement for the shareholders who are entitled to participate at the General Meeting to block their shares or limit, by other means, their right to sell or transfer their shares in the period between the Record Date and the General Meeting.

Each share entitles one vote.

Proxy Voting Procedure

Shareholders may participate in the General Meeting and vote either in person or through proxy holders. Each shareholder may appoint up to three (3) representatives and the legal entities/ shareholders up to three (3) persons.

A proxy acting for several shareholders may vote differently for each shareholder.

The appointment and the revocation of the proxy holder shall be made only in writing and shall be notified to the Company at least three (3) days before the date of the General Meeting. According to the law, the shareholders of the company that are legal entities have to deposit their legal documents within the same deadline.

The proxy form is available for the shareholders in printed form at the Company's head office (14th km Thessaloniki Poligiros, Themi) and in the electronic form on the website www.interlife.gr. This form is sent, fully completed and signed, either by post to the head office of the Company or the number fax 2310499099 or by e-mail at info@interlife.gr or deposited at the head offices of the Company at least three (3) days before the date of the General Meeting. If the proxy form is mailed to the company or sent by fax or via e-mail, and therefore is not signed by the presence of the responsible employee of the Company, it should be stamped for the authenticity of the signature of the signatory shareholder, otherwise it will not be accepted by the Company.

The proxy holder of the Shareholder is obliged to notify the Company, prior to the General Meeting, of any fact that may be useful to the Shareholders to identify the potential risks related to the assumption that the proxy holder may serve other interests than those of the represented Shareholder. Within the context of this paragraph, a conflict of interest may arise especially when the proxy holder: a) is a controlling Shareholder of the Company or other legal entity or body controlled by the controlling Shareholder b) is member of the Board of Directors or the management team of the Company in general or the controlling Shareholder of the Company or other legal entity or body controlled by the controlling Shareholder c) is an employee or certified auditor of the Company or the controlling Shareholder or other legal entity or body controlled by the controlling Shareholder of the Company d) is a spouse or first degree relative with the individuals referred to under (a) to (c) above.

Shareholders are not allowed to participate in the General Meeting by electronic means, without the physical presence of them at the venue of the General Assembly, nor the voting by distance (through electronic means or by e-mail order.)

Minority Rights

The Company informs the Shareholders that, according to the article 39 of the C.L. 2190/1920:

- Shareholders that represent one twentieth (1/20) of the paid up share capital, are entitled to request to include additional items on the agenda of the General Meeting, if the relevant application is submitted to the Board of Directors at least fifteen (15) days before the date set for the General Meeting. The application to additional items on agenda must be accompanied by a justification or a draft resolution to be submitted for approval to the General Meeting and the revised agenda is published in the same manner as the original agenda, thirteen (13) days before the General Meeting.
- Following an application of Shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors makes available to the Shareholder, at least six (6) days prior to the date of the General Meeting the draft resolutions on the items that have been included in the original or the revised agenda, provided that the relevant application is submitted to the Board of Directors at least seven (7) days before the date of the General Meeting.
- Following an application of Shareholders representing one twentieth (1/20) of the paid up share capital, the President of the Assembly is obliged to postpone only once the decision making of the General Meeting, ordinary or extraordinary, for all or certain topics, setting continuation day of the Meeting, as defined in the shareholder's request, which may not be more than thirty (30) days from the date of postponement.

- Following an application of Shareholders representing one twentieth (1/20) of the paid up share capital, the decision on issue of the daily General Assembly provision is carried by roll call.
- Following an application of any Shareholder submitted to the Company at least five (5) days prior to the General Meeting, the Board of Directors is obliged to disclose to the General Meeting all requested specific information concerning the Company's corporate affairs, to the extent that such information is useful for the actual assessment of the items on the agenda. Also, following an application of Shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors is obliged to announce to the General Meeting, since this is ordinary, the amounts paid to each member of the Board of Directors or to the Company's Executives during the last two years, as well as any amounts paid to these individuals for whatever reason or agreement.
- Following an application of Shareholders representing one twentieth (1/20) of the paid up share capital, submitted to the Company at least five (5) days prior to the General Meeting, the Board of Directors is obliged to provide information pertaining to the course of the Company's affairs and its financial position.

In all the above mentioned cases, the requesting shareholders have to prove their shareholding status and the number of shares held in the exercise of the relevant right.

Available Documents & Other Information

The Invitation, the proxy form, the draft resolutions on the items of the Agenda and the information of Article 27 par. 3 of C.L. 2190/1920, are available in printed form at the premises of the Company, 14th km Thessaloniki-Poligiros, Thermi (tel. 2310499069 & 2310499070) as well as in electronic form on the website of the Company at www.interlife.gr

Thessaloniki, 16/11/2018

The Board of Directors