

**ATHENS MEDICAL CENTER S.A.**

**S.A. Registry No 13782/06/B/86/06**

**GEMI No. 356301000**

**Invitation to the Shareholders of the Societe Anonyme**

**under the name**

**ATHENS MEDICAL CENTER S.A.**

**To an Extraordinary General Meeting**

Following the decision of the Company's Board of Directors on 27<sup>th</sup> May 2020, the Shareholders of the societe anonyme under the name "ATHENS

MEDICAL CENTER S.A." are invited according to the applicable L. 4548/2018 "On the Reformation of the Law Regarding Societe Anonyme" and the Articles of Association of the Company, to an Extraordinary General Meeting that will take place on Thursday, 18<sup>th</sup> June 2020 at 10:00 a.m. in the company's offices (Meeting Room, building E') in Maroussi, Attica, on 1, Distomou Street, in order to discuss and decide on the following issue of the agenda:

**Approval for the amendment of the Bond Loan Agreement dated 12/7/2012 and provision of collaterals. Authorization granting to the Board of Directors to agree and sign the aforementioned.**

Furthermore, according to the same decision of the Board of Directors mentioned above, in case the required by the Law and the Articles of Association quorum will not be achieved on 18<sup>th</sup> June 2020, the General Meeting will meet again as a Repeat Meeting on Friday, 26<sup>th</sup> June 2020, at 10:00, in the Company's offices (Meeting Room, Building E') in Maroussi, Attica, on 1, Distomou Street. Please note that a new invitation for the possible repeat meeting will not be published, according to article 130 paragraph 2 of the L. 4548/2018, as currently in force.

According to article 121 paragraph 4 of the L. 4548/2018, the Board of Directors informs the Company's shareholders of the following:

**A. THE RIGHT TO ATTEND THE GENERAL MEETING AND THE RIGHT TO VOTE.**

Whoever appears to be a shareholder of the Company in the registry of Dematerialised Securities System (D.S.S.), which is managed by "Hellenic Exchanges S.A." ("HELEX"), where the company's securities (shares) are kept, has the right to attend the Extraordinary General Meeting on 18<sup>th</sup> June 2020 and exercise his right to vote.

The capacity of the shareholder is proved by a relevant written certificate by the aforementioned authority or, alternatively, by a direct electronic linkup of the Company with the records of the aforementioned authority.

The shareholder's capacity must exist on 13<sup>th</sup> June 2020 ("Record Date"), i.e. on the beginning of the fifth (5<sup>th</sup>) day prior to the Extraordinary General Meeting of 18<sup>th</sup> June 2020 and the relevant written or electronic certificate about the shareholder's capacity must be received by the company at least three (3) days prior to the General Meeting, as provided for by article 124 paragraph 6 of the L. 4548/2018.

In relation to the possible Repeat General Meeting of 26<sup>th</sup> June 2020, the shareholder's capacity must also exist at the beginning of 13<sup>th</sup> June 2020 ("Record Date"), i.e. the fifth (5<sup>th</sup>) day prior to the date of the General Meeting (article 124 paragraph 6 of the L. 4548/2018), taking into consideration that the day of the repeat meeting is not further than thirty (30) days from the initial date. It is considered by the Company that the right to attend and vote for the General Meeting is acquired only by the person who has the shareholder's capacity on the relevant Record Date.

In case of no compliance with the provisions of article 124 paragraph 6 of the L. 4548/2018 as in effect, the shareholder in question attends the General Meeting only if the General Meeting allows it.

It is noted that the exercise of the aforementioned rights (right to attend and right to vote) does not require the block of the shareholder's shares nor the compliance with any other relevant procedure, which limits the ability to sell or

transfer shares for the time period between the Record Date and the date of the General Meeting.

## **B. PROCEDURE FOR THE ATTENDANCE AND VOTING THROUGH PROXIES.**

Every shareholder attends the General Meeting and votes either in person or through proxies. Each shareholder may appoint up to three (3) proxies. Legal entities participate in the General Meeting by appointing up to three (3) persons as their representatives. However, if the shareholder holds Company's shares that appear in more than one securities' accounts, this limitation does not prevent the shareholder in question from appointing different proxies for the shares that appear in each securities account in relation to the General Meeting. A proxy that acts for more shareholders may vote differently for every shareholder.

The Proxy shall vote in accordance with the instructions of the Shareholder, if any, and shall be required to file the voting instructions for at least one (1) year from the submission of the Minutes of General Meeting to the competent Authority or, if the Decision is made public, upon its registration to the Societe Anonyme Registry. Non-compliance of the Proxy with the received instructions does not affect the validity of the decisions of the General Meeting, even if the Proxy's vote was decisive in taking them. The provisions of Article 128 paragraphs 4 and 5 of Law 4548/2018 apply to the appointment and revocation or replacement of the proxy and the obligations of the shareholder's proxy. The Company's Articles of Association do not provide for the possibility of the shareholders' attendance of the General Meeting through electronic means, without their natural presence at the place of the General Meeting, nor does it provide for the possibility of distance voting either through electronic means or through mail, and it also does not provide for the possibility of appointing and recalling a proxy through electronic means as provided for by article 125 of the Law 4548/2018.

Authorization granting forms for the appointment of a proxy will be available for the shareholders:

a) in written form at the company's offices (1, Sarantaporou Street, Maroussi,

1st Floor, tel. 2106862454) and

b) in electronic form on the Company's website ([www.iatriko.gr](http://www.iatriko.gr)).

The aforementioned form, completed and signed, must be submitted to the Company, at the address mentioned under (a) or must be sent by fax to the number 210-6108762, at least two (2) days prior to the General Meeting. The proxy is obliged to disclose to the Company before the commencement of the General Meeting every specific fact, which could be useful to shareholders in order to evaluate the risk of the proxy serving interests other than the shareholder's interests.

Conflict of interest may arise mainly in cases when the proxy is: a) a shareholder that exercises the control of the Company or another legal entity or an entity controlled by that shareholder, b) a member of the Board of Directors or of the general management team of the Company or of a shareholder controlling the Company, or of another legal entity or of an entity controlled by a shareholder controlling the Company, c) an employee or certified auditor of the Company or of a shareholder controlling the Company, or of another legal entity or of an entity controlled by a shareholder controlling the Company d) the spouse or a relative of first degree of one of the persons mentioned in cases (a) to (c).

### **C. SHAREHOLDERS' MINORITY RIGHTS PROVIDED FOR IN PARAGRAPHS 2,3,6 AND 7 OF ARTICLE 141 OF THE L. 4548/2018**

In view of the Extraordinary General Meeting of the Shareholders of the Company on 18th June 2020, detailed information on the rights of the Shareholders under paragraphs 2, 3, 6 and 7 of article 141 of Law 4548/2018 is given below.

a) Upon request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors of the Company is obliged to register additional issues in the agenda of the General Meeting, if the relevant request is submitted to the Board of Directors until the 3rd of June 2020, i.e. at least fifteen (15) days prior to the General Meeting. The request for the inclusion of additional issues in the agenda is accompanied by a reasoning or by a draft of the decision under approval by the General Meeting; the revised agenda is published in the same

way as the previous agenda, on the 5<sup>th</sup> June 2020, i.e. at least thirteen (13) days prior to the date of the General Meeting and at the same time it becomes available for the shareholders on the Company's website, along with the reasoning or the draft of the decision already submitted by the shareholders according to the provision of article 141 par. 4 of L. 4548/2018.

b) Upon request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors, according to the provisions of article 123 par. 3 of L. 4548/2018, makes available to the shareholders the latest by the 12<sup>th</sup> of June 2020, i.e. at least six (6) days prior to the General Meeting, drafts of the decisions on issues that have been included in the initial or the revised agenda, if the relevant request is submitted to the Board of Directors by the 11<sup>th</sup> of June 2020, i.e. at least seven (7) days prior to the date of the General Meeting.

c) Upon request of any shareholder submitted to the Company until the 12<sup>th</sup> of June 2020, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Company's affairs, to the extent that this information is relevant to the issues of the agenda. The Board of Directors can deny the provision of information due to substantial reasons that are reported in the minutes. The Board of Directors can give a single unified answer to applications of shareholders with the same content. There is no obligation to provide information, when the relevant information is already available on the Company's website, especially in the form of questions and answers.

d) Upon request of shareholders representing one tenth (1/10) of the paid-up share capital submitted to the Company until the 12<sup>th</sup> June 2020, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with information on the course of corporate affairs and on the Company's property. The Board of Directors can deny providing the requested information due to substantial reasons that are reported in the minutes.

Equivalent time limits for any exercise of the shareholders' minority rights also apply in case of a Repeat General Meeting.

More detailed information in relation to the aforementioned minority rights and the terms for their exercise will be available on the Company's website ([www.iatriko.gr](http://www.iatriko.gr))

#### **D. AVAILABLE DOCUMENTS AND INFORMATION.**

The information provided for in paragraphs 3 and 4 of article 123 of the L. 4548/2018, as currently in force, i.e. the full text of the present invitation, the authorisation granting form for the appointment of proxies, the decision drafts for every issue of the agenda, the submitted documents to the General Meeting, as well as detailed information in relation to the exercise of minority rights according to paragraphs 2,3,6 and 7 of article 141 of the L. 4548/2018, are available in electronic form on the Company's website ([www.iatriko.gr](http://www.iatriko.gr)). In addition, the aforementioned documents are available in written form from the Shareholders' Service Department of the Company, at the address 1, Sarantaporou Street, 1st floor, tel. 2106862454, where the Shareholders can collect copies.

Maroussi, 27<sup>th</sup> May 2020

THE BOARD OF DIRECTORS