



**ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.**

**(DISTINCTIVE TITLE “ELVALHALCOR S.A.”)**

**GENERAL COMMERCIAL REGISTER (G.E.MI.) NR. 303401000**

**TERMS AND CONDITIONS FOR THE REMOTE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF 5.11.2021**

**TERMS AND CONDITIONS FOR THE REMOTE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF THE COMPANY UNDER THE TRADENAME  
“ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.”**

The société anonyme under the trade name “ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A.” and the distinctive title “ELVALHALCOR S.A.”, with General Commercial Register (G.E.MI.) Nr. 303401000 (hereinafter, the “**Company**”) will hold the Extraordinary General Meeting of Shareholders on **Friday November 5<sup>th</sup>, 2021**, at **10:00 a.m.** and a potential Iterative Meeting on **Friday November 12<sup>th</sup>, 2021**, at **10:00 a.m.**, remotely in real-time by teleconference without the physical presence of Shareholders (hereinafter, the “**General Meeting**”). Shareholders of the Company will participate in the General Meeting exclusively by electronic means.

Participation of Shareholders in the General Meeting is subject to the present terms and conditions for the remote General Meeting (the “**Terms for the remote General Meeting**”).

Capitalized terms used have the meaning as defined in Section 6 of the present.

**1. INTRODUCTORY REMARKS**

**1.1.** In order for Shareholders to participate and vote in the General Meeting or the Iterative Meeting, it is necessary that an electronic account of the Shareholder or its proxies, if any, is created and used in the internet platform that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr> (the “**Internet Platform**”).

**1.2.** The Internet Platform is provided by “Hellenic Central Securities Depository S.A.”, while the WEBEX set of tools / services, provided by Cisco Hellas S.A., is used for the teleconference.

**1.3.** In order to access the Internet Platform a personal computer, a smartphone type mobile telephone or a tablet is required, with a browser application installed, and internet access.

**1.4.** In order for a Shareholder or his/her proxy to create an account in the Internet Platform, a valid electronic mail (email) account and a mobile telephone number are required by the Shareholder or his/her proxy.

**1.5.** If, on accessing the Internet Platform the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Company by the Hellenic Central Securities Depository as part of its

services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision Nr. 8 of the BoD of Hellenic Central Securities Depository S.A., *“Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service”*, shareholders must provide or/and update the information above through their Participants, in order to create the account.

**1.6.** Shareholders that have successfully connected to the Internet Platform will be able to participate at the General Meeting by teleconference in real time via link that will be sent to them by email.

By activating the teleconference application (Cisco WEBEX) via the link at the start of the General Meeting, Shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally during the General Meeting, while at the same time, through the Internet Platform they will be able to:
- c) vote in real time on the item of the daily agenda,
- d) receive information on the recording of their vote.

**1.7.** The deadlines, during which the rights of Shareholders can be exercised, are included in detail in the Notice of the General Meeting and in the present Terms for the remote General Meeting.

**1.8.** Besides these Terms for the remote General Meeting, the Terms of Use by Third Party Suppliers also apply.

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

## **2. TECHNICAL INFRASTRUCTURE**

**2.1.** The Company ensures, insofar as possible, that the technical infrastructure to conduct the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices. The Company will cooperate and make use of the services of reliable Third Party Suppliers to provide the technical infrastructure required to conduct the General Meeting.

**2.2.** Shareholders should be aware that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist.

The Company, through Third Party Suppliers, takes all measures, technical and organizational, and makes every possible effort to ensure as much as possible the continuous and uninterrupted operation of the Internet Platform and the teleconference application, so that the services provided through it are available continuously and uninterruptedly with an acceptable response time without interruption to Shareholders with compatible devices.

However, due to the nature of the Internet and web applications, the Company and the Third Party Suppliers cannot guarantee the absolute completeness, correctness or continuity of their operation and they may not be available to part or all of the Internet, or may respond with interruptions, or, finally, respond in times longer than usual.

In cases such as the above, the Company and the Third Party Suppliers will make every possible effort to restore its operation, however beyond that, the Company and the Third Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

**2.3.** It is recommended that 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 Internet Platform that are stored on the local storage systems of the devices of Shareholders, portable and nonportable. Any failure in Shareholders' systems or connection or usage data leak due to an intrusion by malicious software in the operating systems of Shareholders, does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Company or the Hellenic Central Securities Depository S.A. as provider of the platform for any damages suffered by Shareholders. Furthermore, Shareholders are solely responsible for their personal equipment and the required technical means which will allow access to the Internet Platform.

**2.4.** Shareholders must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Internet Platform and have correctly installed and configured the teleconference application (Cisco WEBEX). The Company, through Third Party Suppliers, has ensured the timely implementation of the technical infrastructure for the Internet Platform in order to allow Shareholders to control their access and to verify that they can participate substantively in the General Meeting.

Furthermore, a help desk will be available to Shareholders (or their proxies) during the General Meeting providing as well access testing for the Internet Platform at + 30 210 3366 120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

**2.5.** Shareholders can notify any failure in the technical infrastructure through the abovementioned (under 2.4) help desk.

Any failure or deficiency in the equipment of Shareholders, software, network infrastructure, servers, connection to the Internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including data security instances (which includes any unauthorized use, piracy, denial-of-service attack, access denial, potential failure, or intrusion that arises from the theft or illegal interception of a password or a network password or any other attack), which may prevent the remote participation of Shareholders at the General Meeting, will, in any case, be in the sole responsibility of those Shareholders.

Inability by one or more Shareholders to follow the proceedings and participate at 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 work carried out therein.

**2.6.** In the event that during the General Meeting the Chairperson of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting and which materially impacts the proceedings of the General Meeting, the Chairperson of the General Meeting informs Shareholders that are participating at the General Meeting.

The Chairperson of the General Meeting may decide, at their absolute discretion, taking into consideration the possible impact in the decision-making process at the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure, or to proceed with the proceedings even though some Shareholders may not have the ability to participate and/ or vote and/or follow the General Meeting.

In the event that, at the discretion of the Chairperson, the Internet Platform or the teleconference application no longer allows all (or some) Shareholders to follow the proceedings of the General Meeting, to vote electronically during (any part) of the General Meeting and to submit questions, then the Chairperson may, at their absolute discretion, continue, adjourn, postpone the General Meeting, change the order of discussion and / or decision on the items of the General Meeting or to proceed with the General Meeting without the ability for some or all of the Shareholders that participate remotely at the General Meeting through the Internet Platform and the teleconference application to follow the proceedings of the Meeting and/ or to vote electronically during (any part) of the General Meeting. The Chairperson of the Meeting notifies this decision, to the extent possible, to Shareholders present at the General Meeting.

**2.7.** If the Chairperson of the General Meeting decides to suspend or postpone the General Meeting, as referred to in clause 2.6, then the whole process that has taken place up to the point of suspension or postponement will be valid.

### **3. RIGHTS TO PARTICIPATE AND VOTE IN THE GENERAL MEETING**

**3.1.** The General Meeting is considered to have commenced its proceedings with the announcement of the start of the General Meeting by the Chairperson of the Meeting to Shareholders.

**3.2.** Each Shareholder may participate, follow substantively the proceedings of the General Meeting and vote in real time electronically, provided that he/she has taken the necessary actions mentioned in the Notice of the General Meeting to create and use an electronic account in the Internet Platform and clauses 1.1 to 1.6 of the present document and according to the instructions provided in the Notice.

**3.3.** In order to participate in the General Meeting, Shareholders must connect through the Internet Platform, before the start of the General Meeting and declare that they intend to participate in the General Meeting. Following the declaration of the intention to participate, Shareholders will receive a personalized information message by electronic mail with the link they must follow to connect to the teleconference (video conference) of the General Meeting.

**3.4.** On the date of the General Meeting, in order to participate in the proceedings, Shareholders must connect in a timely fashion through the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting that has been announced in the Notice, and declare the number of voting rights with which they will participate and vote in the General Meeting, and, whether they wish to modify them (to a lower number).

**3.5.** Shareholders that do not connect to the Internet Platform in time before the start of the General Meeting according to clause 3.4 and up until the announcement of the start of the proceedings by the Chairperson of the General Meeting, will not be counted among the Shareholders present at the General Meeting, will not be able to exercise the right to vote or to take the floor and submit questions to the General Meeting, and will only be able to follow the live feed of the General Meeting by teleconference (video conference).

**3.6.** Shareholders who have not appointed a proxy or representative by the deadline (i.e. at least 48 hours before the date of the General Meeting), but who, however, have connected in time through the Internet Platform before the start of the General Meeting according to clause 3.4, will participate in the General Meeting, unless the General

Meeting refuses for good reason and justifies such refusal. In such case they will not be counted among the Shareholders that are present at the General Meeting nor will they be able to attend the live feed of the General Meeting by teleconference (video conference).

**3.7.** Shareholders who have complied with the formalities above and have connected on time through the Internet Platform before the start of the General Meeting: (i) are considered to be present in person at the General Meeting; (ii) are included in the calculation of the quorum of Shareholders present or represented at the General Meeting and in the calculation of the percentage of the issued share capital of the Company being present or represented at the General Meeting based on the number of voting rights they stated they would exercise according to clause 3.3 above, (iii) will be able to follow with electronic or audiovisual means the proceedings of the General Meeting, (iv) will have the right to vote in real-time during the General Meeting on the items of the daily agenda at the point in time announced by the Chairperson of the General Meeting, (v) will be able to take the floor and address the General Meeting orally during the General Meeting, (vi) will receive information on the registration of their vote.

**3.8.** The names of Shareholders that have been registered as participants in the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy (if there is one).

**3.9.** Any early disconnection from the Internet Platform by Shareholders who had timely connected according to clause 3.4 before the end of the General Meeting, does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time during which they are connected. Such Shareholders may connect again to the Internet Platform, continue to follow the remainder of the General Meeting and exercise all of their rights to participate and vote electronically. In all other cases, Shareholders will only be able to follow the live stream of the General Meeting through teleconference (video conference).

**3.10.** Shareholders will be able to vote electronically from the time when the Chairperson of the General Meeting announces the start of voting on the item of the daily agenda, following the completion of the proposal and discussion on the items of the daily agenda, and up until the point when the Chairperson of the General Meeting announces the end of voting. The Chairperson of the General Meeting may, at their absolute discretion, decide that voting can take place from the start of the General Meeting up until the time when they announce the end of voting.

**3.11.** For Shareholders that participate in the voting on the items of the General Meeting that takes place before the General Meeting (mail vote), voting on the items of

the agenda will be possible exclusively and only for the time period indicated in the Notice of the General Meeting.

Following that time point, it will not be possible for Shareholders to participate in the voting on the items of the daily agenda that will take place before the General Meeting by mail vote. On entering the Internet Platform, Shareholders will declare the number of voting rights with which they wish to participate in the General Meeting and vote, and, if they wish, they can amend that number (to a lower one).

Shareholders that vote in time as above will be able to follow the live feed of the General Meeting by teleconference (video conference).

**3.12.** Shareholders that voted in time as above before the General Meeting by mail vote will be able to withdraw it, as follows:

a) If they voted before the General Meeting through the Internet Platform, they will be able to withdraw their vote through the Internet Platform, up until the start of the General Meeting.

b) If they voted before the General Meeting by sending to the Company the “Mail Vote Form”, they will be able to withdraw their vote in the same manner in which they submitted it, by no later than 10:00 a.m. on November 4<sup>th</sup>, 2021. Such Shareholders may, if they wish, participate in person in the General Meeting under the provisions of clauses 1.1 to 1.5 and 3.1 to 3.9 of the present.

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

**4.1.** The submission of the vote by the Shareholder through the Internet Platform is final and cannot be withdrawn.

**4.2.** Each Shareholder who voted in the General Meeting (including by mail vote) will receive from the “Hellenic Central Securities Depository S.A.” confirmation of registration of their vote on the items of the daily agenda through the Internet Platform after the end of the General Meeting.

**4.3.** If during voting the voting rights which were declared for participation at the General Meeting, are not fully exercised by the Shareholder, then, following the end of the General Meeting, he/she will receive according to clause 4.2 confirmation by the “Hellenic Central Securities Depository S.A.” that the remaining rights were noted as “ABSTAIN”.

**4.4.** After the end of voting on the items of the daily agenda and the counting of the votes, the Chairperson announces to the Shareholders the result of the voting. The results



of the vote on the items of the General Meeting will be published on the Company's website in accordance with the law.

## 5. COMMUNICATION

For any questions and instructions concerning these Terms for the remote General Meeting, Shareholders may contact Shareholders Service and Corporate Announcements Department of the Company, by e-mail to the electronic address [ir@elvalhalcor.com](mailto:ir@elvalhalcor.com), or by phone to the phone nr. (+30) 22620 48640 (responsible person: Mr. Alexandros Kompotis) during business days, from 9:00 to 17:00.

For any information regarding technical support to Shareholders and their representatives, Shareholders may contact the Help Desk by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr) or by telephone at +30 210 3366120.

## 6. DEFINITIONS

**Company** means the société anonyme under the trade name "ELVALHALCOR HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A." and the distinctive title "ELVALHALCOR S.A.", with registered offices in Athens (2-4 Mesogeion Ave., P.C. 11527) and General Commercial Register (G.E.MI.) Nr. 303401000.

**General Meeting** means the extraordinary general Meeting of the Company, which will take place on November 5<sup>th</sup>, 2021 at 10:00 a.m. (potential iterative meeting: November 12<sup>th</sup>, 2021, at 10:00 a.m.) remotely in real time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue, under the conditions of articles 125 and 126 of L. 4548/2018.

**Internet Platform** means the internet platform <https://axia.athexgroup.gr> that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group and is available by the "Hellenic Central Securities Depository" for the provision of General Meeting services to issuing companies that take place remotely, in real-time by teleconference without the physical presence by shareholders.

**Teleconference application / teleconference** refers to the WEBEX set of tools / services that are provided by Cisco Hellas S.A., through which the teleconference (video conference) is provided.

**Mail vote** means the remote participation of Shareholders in the vote on the items of the General Meeting that will take place before the General Meeting.

**Shareholder** means any person registered, on the start of the fifth (5<sup>th</sup>) day before the date of the extraordinary General Meeting ("*Record date*"), i.e. on October 31<sup>st</sup>, 2021, in the records of the Dematerialized Securities System ("*DSS*") of the Hellenic Central

Securities Depository S.A. (“HCSD”) or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B’ 1007/16.03.2021), having the right to vote, his / her proxies, as well as the proxies of Shareholders or otherwise exercising the right to vote representing legal persons.

**Terms for the remote General Meeting** means the present terms and conditions.

**Chairperson** of the General Meeting means the chairperson of the General Meeting that will take place remotely in real-time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue.

**Third Party Suppliers** means the companies “Hellenic Central Securities Depository S.A.”, headquartered in Athens, and “Cisco Hellas S.A.”, headquartered in Maroussi of Attica.