

Important notice: Please note that this document has been drafted in Greek and English. In the event of any discrepancy between the English text and the Greek text, the Greek text shall prevail.

BRITISH HELLENIC
Chamber of
COMMERCE



Athens, 12 October 2023

**CONVOCATION
OF THE MEMBERS OF THE
BRITISH HELLENIC CHAMBER OF COMMERCE
TO ATTEND THE EXTRAORDINARY GENERAL ASSEMBLY**

- I.** According to the decision of the Board of Directors of the 19th of September 2023 and the 10th of October 2023 and the provisions of Articles 4, 6, 8, 9 and 10 of the current Articles of Association, the members of the British Hellenic Chamber of Commerce (BHCC) are invited to the **Extraordinary General Assembly to be held on**

**Wednesday, 15 November 2023
starting time at 16.00**

which will be held fully virtually via teleconference for its participating members, in accordance with Articles 8, 9 and 10 of the current Articles of Association, **in order to discuss and decide on the following items on the agenda:**

AGENDA

Item 1: Election of a Chairman, a Vice-Chairman and a Secretary General of the General Assembly, after a quorum has been ascertained by the Greek President of the Chamber's Board of Directors

Item 2: Election of a three-member Committee of Supervisors and appointment of its alternate members

Item 3: Amendment to the Articles of Association (main amendments: Articles 5, 7, 8, 9, 10, deletion of Article 13, 14)

Item 4: Election of Members of a new Board of Directors

Note: The documents that will be submitted to the Extraordinary General Assembly related to the Agenda, as well as the draft of the amended Articles of Association, will be available in electronic form and will be uploaded on BHCC's website.

In the event that a quorum is not established on the aforementioned date, and in line with Article 9, par.1 of the Articles of Association, the General Assembly shall be held again, without any additional invitation, on Thursday, 16th of November 2023, at 16:00. In that case, all Members will be notified by email.

The Members of the British Hellenic Chamber of Commerce who intend to participate in the virtual Extraordinary General Assembly, are kindly requested to consider participating in the first indicated date, namely Wednesday, 15th of November 2023, so as the required quorum is established for all items on the Agenda (ordinary quorum of 1/3 of paid-up members, with the exception of item 3 of the Agenda "Amendment to the Articles of Association" that requires a quorum of 1/2 of paid-up members).

We would like to draw your attention to the procedures of the virtual Extraordinary General Assembly, given that specific proceedings have been provided according to the Greek Legislation and in order to prepare and properly organize the virtual Extraordinary General Assembly.

Should you have any technical queries before or during the General Assembly as per your participation in the teleconference and your access to the voting platform, kindly contact us as soon as possible. The BHCC technicians will be happy to assist you in any way.

II. Procedure and Requirements for Participation in the Extraordinary General Assembly

Only paid-up members that have fulfilled their financial obligations to BHCC (**annual subscription fees up to current year 2023 included**) are eligible to participate and vote at the Extraordinary General Assembly. Please note that in order to participate in the Extraordinary General Assembly, any outstanding subscription fees should be settled by **Monday, 13th of November 2023 at 17.00.**

Legal entities may be represented by a duly authorized representative, in writing, who may fully exercise all the rights of the Member, using the **Proxy (A)** template (provided).

Any paid-up member of the Chamber shall be entitled to be represented at the General Assembly by another paid-up member of the BHCC, as long as the authorization document is submitted in writing using the **Proxy (B)** template (provided).

Both Proxy (A) and Proxy (B) offer the right to vote on all the items on the Agenda:

Proxy (A)

Proxy (B)

As far as legal representation is concerned, we would like to draw your attention that each member - physical or legal entity - may **represent up to three (3) - at the maximum- paid-up absent members.**

Regarding the legal entity authorization procedure, please note that the legal representative of the entity must duly sign and stamp the proxy document before submitting it to the Chamber.

Proxies shall be sent by email (scanned) to the attention of Mrs Lina Dede L.Dede@bhcc.gr and / or Mrs Louiza Stefa, L.Stefa@bhcc.gr, or delivered by courier or handed in, in person (after contacting BHCC personnel and notifying them of your arrival at BHCC's premises), at the British Hellenic Chamber of Commerce, 25, Vasilissis Sophias Avenue, Athens, 10674, tel.: 210 72 10 361, **as soon as possible, prior to the scheduled Extraordinary General Assembly date and no later than Monday, 13th of November 2023, at 17.00** (closure date and time for proxy submission). No Proxies shall be accepted after expiry of the deadline on the 13th of November 2023.

Kindly confirm safe receipt of the required Proxy with Mrs Lina Dede and/or Mrs Louiza Stefa. Please remember that if a Proxy concerns a legal entity, it should be duly stamped and signed by the legal representative of the legal entity.

The required checking of the proxies and the members' good financial standing will be completed prior to the Extraordinary General Assembly date, in order to ensure appropriate preparation and the timely dispatch of the member's unique participation code and the required technical instructions for participation in the virtual Assembly.

Data Protection Consent

Members who wish to participate in the Annual General Assembly of BHCC either in person or through a representative, provide their consent to the use and retention of specific data (name, surname, email address, phone number, potential position of the legal representative), as well as the potential video recording, if they activate optionally their camera during the virtual Extraordinary General Assembly and during the use of the specific voting platform. GDPR

provisions of members are described in the appendix of their application documents to the BHCC.

III. Submission of Candidacies for the new Board of Directors

The new Board of Directors will be comprised of 15 Members, appointed for a three (3)-year term of office; ten (10) Greek Nationals and five (5) British Nationals.

Should you wish to be a candidate for the new Board of Directors, please inform the Chamber in writing and submit a scanned letter of interest to the Chamber, as indicated in the following template:

Letter of Candidacy – template

According to the Articles of Association of the BHCC, the following requirements should be fulfilled by a member in order to submit a candidacy for election to the new Board of Directors.

Specifically, the following members of the BHCC are entitled to submit a candidacy for election to the Board of Directors:

- Members who have fulfilled their financial obligations towards the Chamber up to the current year 2023 included, and by the date of submission of their candidacy. In case the member is a legal entity, a physical person can submit his/her candidacy if they have been duly authorized by the legal entity's representative. It should be clarified that, if the natural person appointed is not the legal representative of a relevant legal entity, a proxy officially stamped and duly signed by the legal representative of the legal entity should be submitted to the Chamber's Board of Directors in time (**template**).

- Members who have joined the Chamber at least three (3) months prior to the 2023 Extraordinary General Assembly.

Candidacies (scanned letter) can be sent to the Chamber by email to Mrs Lina Dede L.Dede@bhcc.gr, or Mrs Louiza Stefa L.Stefa@bhcc.gr, with copy to the two Presidents of the BoD, Ms Anna Kalliani: akaliani@otenet.gr, and Mr Kyriakos (Kenny) Evangelou: k.evangelou@yahoo.co.uk, or by courier (British Hellenic Chamber of Commerce, 25, Vasilissis Sophias Ave., 1st floor, Athens 106 74, to the attention of Mrs Lina Dede and/or Mrs Louiza Stefa), **no later than Friday, 3rd of November 2023 at 17.00 (closure date and time).**

IV. Amendment to the Articles of Association

The Board of Directors has unanimously decided at its meeting of 10th of October 2023 to submit specific amendments to the current Articles of Association for approval by the Extraordinary General Assembly.

The main proposed amendments to the Articles of Association are as follows:

Article 5: The Chamber's Board of Directors (discontinuation of the limitation on the number of terms of office of the members of the Executive Committee)

Article 7: Financials of the Chamber:

1st: Annual Audit of the Financial Statements by the Board of Directors within six (6) months, rather than within four (4) months

2nd: Establishment of an increased majority for General Assembly's decisions related to the disposal and transfer of property ownership, as well as for the establishment of the property's rights in rem

3rd: Establishment of increased majority for taking Board of Directors decisions regarding the partial or total rental of a property, properly justified

Article 8: General Assembly (holding of the Annual Ordinary General Assembly within the first six (6) months of the calendar year instead of the four (4) months that apply today)

Article 9: Provision of increased majority decision in General Assembly regarding the disposal and transfer of property ownership, as well

as for the establishment of property's rights in rem (see the amendment of Article 7)

Article 10: Election of members of Board of Directors:

1st: Clarification on the holding of Elections for new members of the Board of Directors in an Ordinary or Extraordinary General Meeting

2nd: Clarification of holding a secret ballot for the election of members of the Board of Directors

Article 13: Deletion of Transitory Provision

The final proposed amended Articles of Association to be approved will be dispatched to all members of the Chamber by email, prior to the Extraordinary General Assembly date and will be uploaded on the official Chamber website.

V. Technical instructions for persons Participating at the Annual General Assembly

This Extraordinary General Assembly will be held fully virtually, via teleconference.

All members of the Chamber may participate digitally, without their physical presence, through live streaming, once their eligibility has been checked, based on the necessary certification process. You will receive the analytical technical instructions on the teleconference and the specific platform that will be used in advance of the General Assembly.

The voting procedure on all items of the Agenda will be carried out digitally, using the ZEUS Electronic Voting Platform of **GRNET – National Infrastructures for Research and Technology – EAYTE A.E.** (<https://grnet.gr/services/digital-services/zeus/>).

Fully paid- up members of the BHCC who have applied to join the Extraordinary General Assembly, will receive a personal code, **right after the commencement of the Assembly**, sent to their declared email address; this code will also be used to identify members entering the ZEUS platform. Members

representing other members of the Chamber who have been given written proxies, will receive an extra digital code.

All the necessary, detailed technical instructions will be dispatched on time, while extra support and clarifications will be provided by both the Extraordinary General Assembly Committee and the Committee of Supervisors.

For access to the Electronic Voting Platform you will need a computer, a smartphone or a tablet with internet connectivity and a browser, – Google Chrome or Mozilla Firefox -.

A helpdesk will also be available for further information and support throughout the Extraordinary General Assembly. For any questions, members may contact the Chamber at: +30 210 72 10 361, Mrs Lina Dede: L.Dede@bhcc.gr, or Mrs Louiza Stefa: L.Stefa@bhcc.gr.

VI. Extraordinary General Assembly Committee – Supervising Committee

To secure smooth conduct of the Extraordinary General Assembly, we kindly ask our members who would like to participate:

- i) either as Chairman or as Vice-Chairman or as Secretary General of the General Assembly,
- ii) or as a member of the three-member Supervisory Committee to conduct the ballot (comprised of a Chairman, a Vice-Chairman and a Secretary, according to the Chamber’s Articles of Association),

to express their interest in writing and notify the Chamber accordingly, by sending an email to Mrs Lina Dede: L.Dede@bhcc.gr, or Mrs Louiza Stefa: L.Stefa@bhcc.gr, by **Tuesday, 7th of November 2023, closure time 17.00** in order to follow a proper training session on the ZEUS software and related procedures. We would also like to inform you that as part of the preparation of the digital procedures to be adopted, a software training session for the persons participating in the Committees and familiarization with the digital ZEUS system, will be required.

The election of the Committee of Supervisors will commence at the beginning of the General Assembly, according to the Chamber's Articles of Association, and right after the election of the Chairman and the Secretary of the Assembly. In any event, the election of three additional alternate Supervisory Members is suggested.

It must be stated that both the candidates for the General Assembly Committee and the candidates for the Committee of Supervisors need to be physically present at the Chamber premises (25, Vasilissis Sophias Ave.) on 15.11.2023 at 14.30, in order to assume their duties subject to their election by the Extraordinary General Assembly of our members.

VII. Voting Procedure and Decision-making Process

All members who will participate in the Extraordinary General Assembly will vote remotely, on all items on the Agenda.

During the General Assembly, the vote on the items on the Agenda will be carried out digitally using the ZEUS Electronic Voting Platform. With the exception of the voting for the election of the new Board of Directors, the members of the Chamber will be invited to vote on the items of the Agenda by clicking on a box displayed on their screen, choosing one of the three answers below:

- (1) Yes / I approve
- (2) No / I do not approve
- (3) Abstain

In case more members are declared for their election (1) to the Extraordinary General Assembly Committee or (2) to the Committee of Supervisors, an open vote will follow at the beginning of the General Assembly, which will not be conducted through the platform of ZEYS provider, but will be done by name following an address of each one of the participants (via the online platform), by the members of the Chamber who will participate or be represented at the Extraordinary General Assembly.

Specifically, **the election of the New Board of Directors will be held by secret ballot** on the ZEUS Electronic Voting Platform. Members will vote for the candidates of their choice by clicking on the box next to the names of the candidates, once they have been granted access to the Electronic Voting Platform, using their personal code, which will have been sent to their declared personal email address. The digital ballot form with all candidacies presented in alphabetical order and categorized into Greek and British Members, will be displayed on your screen. **You will have the right to vote for up to 10 Greek Candidates and for up to 5 British Candidates (a total of up to 15 candidates).**

The exact starting and ending time of the voting procedure will be announced online by the Supervising Committee during the Extraordinary General Assembly, when the time of automatic activation and deactivation of the relevant online application will take place in order for our members to vote. For your convenience, a sufficient time of approximately three (3) hours will be given for conducting the remote voting for the election of the members of the Board of Directors through the ZEUS platform.

VIII. Queries Submission Process

Throughout the Extraordinary General Assembly, members will be able **to submit their queries only in writing, using the provided chat space**, where they will state their name and surname following the submission of the query, as well as the contact details of the legally represented person, in case they are participating in the Assembly as the official representative of a legal entity. Anonymous queries will not be accepted. All queries will be uploaded on the Electronic Digital Platform and will be visible to every participant throughout the General Assembly.

Dear Members,

We warmly thank you for your cooperation and we will be very happy to welcome you at the Extraordinary General Assembly of the British Hellenic Chamber of Commerce **on Wednesday, 15th of November 2023, starting time 16.00.**

Yours sincerely,

Anna Kalliani



President

Kyriacos (Kenny) Evangelou



President



BRITISH HELLENIC

Chamber of
COMMERCE

SINCE 1945