



**INSTRUCTIONS AND TERMS AND CONDITIONS OF PARTICIPATION BY  
TELECONFERENCE IN THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF KARELIA TOBACCO COMPANY INC.**

"KARELIA TOBACCO COMPANY INC." (hereinafter, the "COMPANY") will hold its Annual General Meeting of Shareholders on 30 June 2021 at 15:00 p.m. and its adjourned meeting, should that be necessary, on Wednesday, 14 July 2021, at 15:00 p.m., remotely and in real time via teleconferencing, without the physical presence of the shareholders. Shareholders of the Company will participate in the General Meeting exclusively by electronic means.

Shareholders' participation in the General Meeting is subject to these General Meeting terms and conditions of the remote General Meeting (hereinafter the "Remote General Meeting Terms and Conditions").

The Company reserves the right at any time to modify, suspend, cancel or limit the mechanisms for the remote General Meeting and remote voting at any time, if deemed necessary or advisable for technical or security reasons.

**1. General Information**

1.1. In order for shareholders to participate and vote in the first General Meeting or any subsequent General Meetings, shareholders or their representatives are required to create and make use of an account on the electronic platform developed by the Hellenic Stock Exchange Group-Athens Exchange S.A, which provides services for the holding of General Meetings remotely and in real time by teleconferencing. This platform is made available to issuers and is available at <https://axia.athexgroup.gr>. Access to the online platform is subject to the following conditions.

1.2. The online platform is provided by the company "Hellenic Central Securities Depository S.A." (Athexcsd), while the WEBEX toolkit/services used for the teleconferencing were developed by Cisco Hellas S.A.

1.3. Access to the online platform requires a computer or mobile phone, smartphone or tablet, with an installed browser and internet access.

1.4. The creation of an account on the online platform by shareholders or their representatives requires a

valid e-mail address, as well as the mobile phone number of the shareholder in question or his representative.

1.5. In the event that during the login to the online platform the above data entered by the shareholder is not identical with the data registered on the Dematerialised Securities System, and communicated to the Company by the Hellenic Central Securities Depository (Athexcsd), in the framework of providing services for facilitating the verification of shareholders' details in remote general meetings (shareholder identification services) to issuer public limited companies, in accordance with Part 3 of Resolution No 8 of the Board of Directors of Athexcsd, "Technical terms and procedures for the provision of the Registry, Corporate & Other Related Actions Service", the shareholder should inform or update the above data in order to create the account.

In particular for representatives of the shareholders and their proxies, their data (mobile and e-mail) should be communicated to the Company when submitting their proxy/representation forms, in order to access the online platform and the videoconference, so that they may exercise the rights of the represented shareholders, as specifically set out in the Notice of the General Meeting.

1.6. Shareholders who have successfully logged in to the online platform will be able to participate in the General Meeting via real-time teleconferencing through a link that will be sent to them by e-mail. By activating the teleconferencing application (Cisco Webex) through the link provided at the beginning of the General Meeting, the shareholders will be able to:

- a) attend the General Meeting by electronic or audio-visual means,
- b) speak and address the General Meeting throughout the duration of the meeting,

while at the same time through the online platform they will be able to:

- c) vote in real time during the General Meeting on the items on the agenda,
- d) receive updates regarding the recording of their votes.

1.7. The deadlines within which shareholders' rights can be exercised are detailed in the Notice of the General Meeting.

1.8. In addition to these Terms and Conditions for remote General Meetings, the Terms of Use of any Third-Party Providers are also applicable.

1.9. In order to participate the General Meeting or in any adjourned meeting through a proxy, remotely and in real time via videoconference, a shareholder may appoint up to one (1) proxy, who must be appointed at least forty-eight (48) hours prior to the date of the General Meeting, as more specifically detailed in the Notice of the General Meeting.

## 2. Technical Infrastructure

2.1. The Company shall ensure, as far as possible, that the technical infrastructure used for the remote General Meeting is appropriate, secure and accessible to shareholders with compatible devices. The Company will cooperate with and make use of the services of reliable Third-Party Providers to provide the technical infrastructure required to conduct the General Meeting.

2.2. Shareholders should be aware that there will always be certain residual risks related to the technical infrastructure used for remote General Meetings.

The Company, through Third-Party Providers, shall take all measures, both technical and operational, and make every effort to ensure to the maximum extent possible the continuity and uninterrupted operation of the web platform and the teleconferencing application, in order to safeguard the continuous and seamless operation of the services made available through these and guarantee a timely response, without technical delays on the part of the platform, to shareholders with compatible devices.

However, due to the nature of the internet and web applications, the Company and its Third-Party Providers cannot guarantee the correct, continuous and uninterrupted operation of these platforms or applications in their totality, which means that at times they may not be available on the web, in part or entirely, or they may suffer from interruptions in their operation, or, finally, they may have longer response times than usual.

In cases such as the above, the Company and the Third-Party Providers will make every possible effort to restore their operation. However, ultimately, it should be noted that the Company and the Third-Party Providers cannot be held responsible or legally accountable for the platform's availability or its response times.

2.3 Shareholders are advised to take every measure to protect the integrity and security of their information systems, hardware and software, in order to sufficiently protect the access data and usage data of the online platform, which are stored on the local drives of shareholders' devices, be they portable or not.

Failure of a shareholder's system or leakage of connection or usage data due to malware intrusion into a shareholder's operating system does not relieve the latter of its obligations under these terms, does not constitute a force majeure event or exceptional condition, nor does it imply any liability of the Company for any damage that the shareholder may suffer.

Moreover, shareholders are solely responsible for protecting their personal equipment by using the required technical means to access the online platform.

2.4. Prior to the commencement of the General Meeting, shareholders must check their connection and ensure that they have access to the online platform and that they have properly installed and configured the teleconferencing application (Cisco Webex).

The Company has ensured, through Third-Party Providers, the timely implementation of the technical infrastructure for the online platform, in order to allow shareholders to control their access and verify that they can effectively participate in the General Meeting.

The Company will also maintain a technical support line (helpdesk), available to shareholders during the General Meeting and for trial access to the online platform.

2.5. Shareholders may inform the Company of any failure of the technical infrastructure through the technical support line mentioned under item 2.4.

Any failure or shortage in shareholder equipment, software, network infrastructure, servers, internet

connection or telephone, video or phone equipment, power failure, any type of mechanical failure during General Meeting or similar events, including an information security incident (which includes any unauthorised use, hacking, denial-of-service attack, access denial, any failure or intrusion resulting from the theft or unlawful interception of a password or theft of a password), that could prevent a shareholder from participating remotely in the General Meeting, in any case shall be the sole responsibility of the shareholder.

The inability of one or more of the shareholders to attend and participate in the General Meeting or to vote electronically during (any part) of the General Meeting shall not affect the validity of the General Meeting or that of any actions taken during the meeting.

2.6. In the event that during the General Meeting a failure of the technological infrastructure comes to the attention of the Chairman of the General Meeting that materially affects the proceedings of the General Meetings, the Chairman of the General Meeting shall inform the shareholders attending the General Meeting.

The Chairman of the General Meeting may decide, at his sole discretion, taking into account the potential impact on the decision-making process of the General Meeting, whether the General Meeting should be postponed or suspended due to this failure or continue with its tasks as planned, without certain shareholders having the possibility to participate and/or vote and/or attend the General Meeting.

In the event that, in the Chairman's opinion, the web platform or the video conferencing application no longer allows all (or part of) the shareholders to attend the General Meeting, to vote electronically during (any part of) the General Meeting, and to ask questions during the General Meeting, then the Chairman may, at his sole discretion, continue, terminate, postpone the General Meeting, change the order of discussion and/or decision on the items of work of the General Meeting or proceed with the General Meeting with some or all shareholders who are attending the General Meeting remotely via the online platform and video conferencing application being unable to participate in the meeting and/or vote electronically during (any part of) the General Meeting. The Chairman of the Meeting shall notify this decision, to the extent reasonably possible, to the shareholders present at the General Meeting.

2.7. If the Chairman of the Meeting decides to terminate or postpone the General Meeting, as provided for under item 2.6, then all proceedings that have taken place up to the point of termination or postponement, as well as any decisions taken on items on the agenda, shall be valid.

### 3. Participation and voting rights in the General Meeting

3.1. The General Meeting shall be regarded as having commenced once the meeting has been called to order by the Chairman of the Meeting.

3.2. Every shareholder may participate, attend the proceedings of the General Meeting and vote electronically in real time, provided all necessary actions mentioned in the Invitation to the General Meeting have been taken, i.e. the creation of an electronic account on the Online Platform, in accordance with the terms hereof and with the instructions provided in the Invitation.

3.3 In order to participate in the General Meeting, shareholders must log in through the online platform prior to the General Meeting and declare that they intend to participate in the General Meeting. Following the declaration of intent to participate, the shareholder will receive a personalised informative message via e-mail, containing the link that must be followed in order to connect to the video conference of the

## General Meeting.

3.4. On the date of the General Meeting, shareholders, in order to participate in the proceedings, must log in via the internet platform, prior to the time of commencement of the General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the general Meeting and its voting, and state whether they wish to modify it (reduce their number of votes).

3.5. Shareholders that have not logged on to the online platform in time before the beginning of the General Meeting, in accordance with clause 3.4, and prior to the Chairman of the Meeting calling the General Meeting to order will not be counted among the shareholders attending the General Meeting, will not be able to exercise the right to vote or to speak and ask questions at the General Meeting and will only be able to watch the live stream of the General Meeting by video conference.

3.6. Shareholders that have not complied with the deadline for the appointment of a representative or proxy (i.e. at least 48 hours prior to the date on which the General Meeting is to be held), and will have nevertheless logged on in time via the online platform prior to the start of the General Meeting, in accordance with clause 3.4., will be able to participate in the General Meeting, unless the General Meeting refuses to allow them to do so for a serious reason and justifies this refusal.

In this case, they will not be counted among the shareholders attending the General Meeting and will only be able to watch the live stream of the General Meeting via video conference.

3.7. Shareholders who have complied with the above-mentioned formalities and have connected on time to the online platform, prior to the commencement of the General Meeting:

- (i) are considered present in person at the General Meeting,
- (ii) are counted in the calculation of the quorum of shareholders who are present or represented at the General Meeting and the calculation of the percentage of the issued shared capital of the Company present or represented at the General Meeting through the number of voting rights they have declared they will exercise in accordance with clause 3.4. above,
- (iii) will be able to attend the General Meeting by electronic or audio-visual means,
- (iv) will be entitled to vote in real time during the General Meeting on the items on the agenda at the time announced by the Chairman,
- (v) will be able to take the floor and address the General Meeting throughout its duration,
- (vi) will receive updates regarding the recording of their votes.
- (vii) pledge that they will not make a video or audio recording of the General Meeting.

The names of the shareholders who have been registered as participants in the General Meeting through the online platform will be included in the list of shareholders present at the General Meeting in person or through a representative (if any).

3.9. Any early disconnection (prior to the end of the General Meeting) of a shareholder who was connected to the platform on time, in accordance with clause 3.4, does not affect the calculation of the quorum of present or represented shareholders at the General Meeting during the time that the shareholder is connected.

This shareholder will be able to reconnect to the online platform, continue to watch the remainder of the General Meeting and exercise all his participation and voting rights electronically.

In any other case, shareholders will only be able to watch the live stream of the General Meeting via video conference.

3.10. Shareholders will be able to vote electronically from the moment that the Chairman of the General Meeting announces the start of voting on items on the agenda, after the conclusion of the presentations and discussions and until such time as Chairman of the General Meeting announces the end of voting.

The Chairman of the General Meeting may also, at his sole discretion, decide that voting will be possible from the commencement of the General Meeting until such time as the end of the voting will be announced.

#### 4. Voting confirmation and results

4.1 The submission of a shareholder's vote via the online platform is final and irrevocable.

4.2. Each shareholder who voted at the General Meeting shall receive from Athexcsd a confirmation that has vote has been recorded regarding the items on the agenda, together with the information and data required by the law, via the online platform after the end of the General Meeting.

4.3. In the event that, during the voting, the shareholder does not fully exercise all voting rights with which he declared he would participate in the General Meeting, after the end of the General Meeting, he will receive in accordance with clause 4.2. a confirmation from Athexcsd, where his remaining rights will be marked as "ABSTENTION".

4.4 Following the end of the voting on the items of the agenda and the counting of votes, the Chairman will announce the result to the shareholders.

#### Contact

For any questions regarding these Terms and Conditions for Remote General Meetings, contact the Company's Shareholder Service (Athinon street, Asprochoma, Kalamata) (E-mail: [info@karelia.gr](mailto:info@karelia.gr), Phone No: +30-27210-69213, Fax:+30-27210-69080). +30-27210-69213, Fax: +30-27210-69080).

For information on technical support issues, shareholders and their representatives may contact the Shareholder Technical Support (help desk) via e-mail at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr) or by phone at +30 210 33.66.120 (daily between 9:00 and 17:00).