

ERMES DEPARTMENT STORES PLC
(the “Company”)
ANNOUNCEMENT FOR ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Shareholders of the Company, will be held on **28 March 2023, at 11:00 a.m.** at the Company’s registered office, 200, Limassol Avenue, Shacolas House, 2025 Strovolos, Nicosia, for the purpose of considering and if deemed fit, passing appropriate resolutions in respect of the following:

AGENDA

1. Chairman’s Statement.
2. Presentation of the Directors’ Report for the year 2020 (including the Corporate Governance Report, the Management Report, the Auditors’ Report and the Audited Financial Statements for the year ended 31.12.2020).
3. Election or re-election of Board Members.
4. Examination and approval of the remuneration policy for 2021-2023 and fixing of Board Members’ remuneration.
5. Appointment of the Company’s External Auditors for years 2021-2023 and authorization of the Board of Directors to fix their remuneration.

By order of the Board of Directors,

George Mitsides
Secretary

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING:

DOCUMENTS AND INFORMATION AVAILABLE:

1. The full and complete text of the Annual Report of the Company for the year 2020 (including the Corporate Governance Report, the Directors' Report, the Auditors' Report and Financial Statements for the year ended 31st of December 2020) and the instrument of appointing proxy are available on the Company's website, www.ctcgroup.com, and Cyprus Stock Exchange website, www.cse.com.cy. Copies of the documents referred to can also be obtained by sending a request by email at shares@ctcgroup.com, without any charge. The Invitation to the Annual General Meeting will not be sent to shareholders under the provisions of Article 128 of the Companies Law, Cap. 113.
2. The total issued share capital of the Company at the date of this Notice is EUR 59.500.000 divided into 175.000.000 fully paid shares of nominal value EUR 0,34 each.

ENTITLEMENT TO PARTICIPATE AND PARTICIPATION AT THE ANNUAL GENERAL MEETING

3. Any person appearing as a shareholder on the register of members of the Company on the "Record Date" is entitled to attend, to participate, to speak, ask questions and vote at the Annual General Meeting. The "Record Date" for the purposes of determining the right to vote at the Annual General Meeting is close of business on 27th of March 2023. Transactions that take place from the 23rd of March 2023 and thereafter shall not be taken into consideration for determination of the right to vote.
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. Such proxy need not be a member of the Company. To be effective, the Instrument of Proxy must reach the registered office of the Company or be sent to shares@ctcgroup.com, not later than the 23rd of March 2023.
5. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should indicate accordingly in the Instrument of Proxy.

VOTING PROCEDURES AT GENERAL MEETINGS

6. An ordinary resolution is a resolution passed at a general meeting by a simple majority (50% + 1) of shareholders (with a right to vote) who voted at the meeting either in person or by proxy. A special resolution passed by the Company shall be a resolution passed at a general meeting by a majority of not less than three-fourths of the shareholders of the Company who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty-one days has been given pursuant to section 135 of the Companies Law, Cap. 113, specifying the intention to propose the resolution as a special resolution.
7. In the event that a shareholder does not vote on a particular resolution, it is considered as an abstention (it is not calculated) in counting the votes for the specific resolution.
8. The procedure for the election of directors is set out in Regulations 98-100 of the Articles of Association.

MINORITY RIGHTS AT THE GENERAL MEETING

9. Pursuant to section 127B of the Companies Law, Cap. 113, shareholders of the Company shall have the right: (i) to put an item on the agenda of the annual general meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution for approval at the general meeting; and (ii) to table a draft resolution for inclusion in the agenda of a general meeting, provided that: (a) the said shareholder or group of shareholders hold at least five

per cent (5%) of the issued share capital of the Company, representing at least five per cent (5%) of the voting rights of all the shareholders entitled to vote at the meeting, for which an item has been added on the agenda; and (b) the shareholders' request to put an item on the agenda or resolution (as described above) is received by the Secretary of the Company, in hard copy or electronically at the addresses indicated below, at least 42 days prior to the relevant meeting. Delivery Address for Hard Copy: Shacolas House, Lemesou 200, 2025, Strovolos, Nicosia and Electronic address: shares@ctcgroup.com.

- 10.** Pursuant to section 128C of the Companies Law, Cap. 113, shareholders have a right to ask questions related to items on the agenda and receive answers to such questions from the board of directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders.