

**ERMES DEPARTMENT STORES PLC**  
**(the "Company")**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** for the Extraordinary General Meeting of the Company's Shareholders, to be held on the **2<sup>nd</sup> of June 2023, at 10.00 a.m.**, at the Company's registered office, 200 Limassol Ave., Shacolas House, 2025 Strovolos, Nicosia, with the following agenda:

**AGENDA**

To examine and, if deemed appropriate, adopt, with amendments if any, the following resolutions which will be proposed by the Board of Directors, as ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. "The approval, and it is hereby approved, the provision of security by the Company, in the form of pledge of 30% of the shares held in Superhome Center (DIY) Limited, in order to secure a credit facility to be granted by a credit institution to Argosy Trading Company Ltd, a fully-owned subsidiary of Cyprus Trading Corporation Plc, amounting to €9,500,000."
2. "The approval, and it is hereby approved, the obtaining of a loan by the Company amounting to €6,000,000 from Argosy Trading Company Ltd, of which €3,000,000 will be used to settle an existing bank loan obtained by the Company's subsidiary and the remainder will be used to facilitate its commercial activities, as may be decided by the Company's Board of Directors."
3. "The authorisation, and it is hereby authorised, the Company's Board of Directors to proceed and execute on behalf of the Company the necessary actions for the completion of the transaction in accordance with the resolution 1 Above, including without limitation, the authorisation by the Board of Directors of one or more Directors or other person or persons, to issue and deliver all necessary agreement or any other document and, generally, to carry out all relevant acts at the discretion of the Board of Directors."

**The Notice of the General Meeting will not be sent or posted to the shareholders, pursuant to the provisions of Article 128 of the Companies Law, Cap. 113.**

**By order of the Board of Directors**

**George Mitsides**  
**Secretary**

**Nicosia, 11 May 2023**

## NOTES

### DOCUMENTS AND INFORMATION AVAILABLE:

1. The full and complete text of the Transaction Evaluation Report and the proxy appointment form will not be sent to shareholders and will be available on the Company's website, [www.ctcgroup.com](http://www.ctcgroup.com). Copies can be obtained free of charge upon request to [shares@ctcgroup.com](mailto:shares@ctcgroup.com) email. In addition, the information referred to in subsection (4) of section 127A of the Companies Law, Cap.113 (the "Law"), will also be available on the Company's website.
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 GENERAL MEETING

3. The record date for participation in the Extraordinary General Meeting of June 2, 2023 is June 1, 2023 (Record Date). Based on this date, transactions entered in the Register of Shareholders from 29 May 2023 onwards will not be taken into account for voting purposes.
4. Only members registered on the Record Date in the Central Depository / Registry of the Cyprus Stock Exchange are entitled to attend, participate, speak, ask questions and vote at the General Meeting.
5. A shareholder entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote in his place. This proxy need not be a shareholder of the company.
6. The Proxy Appointment Form must be submitted no later than 48 hours before the General Meeting in one of the following ways:
  - at the registered office of the Company or
  - via email to [shares@ctcgroup.com](mailto:shares@ctcgroup.com)

Shareholders can confirm that the relevant proxy appointment document has been successfully received by the Company by calling +357 22 740300.

7. Where the shareholder is a legal person, it is necessary for the proxy appointment document to bear the full name of the legal person (shareholder) and bear its seal, or be signed by a person duly authorised by the shareholder to sign the proxy appointment document on behalf and on behalf of the shareholder.
8. Shareholders who appoint a proxy to vote on their behalf, but wish to specify how their votes will be cast, must refer to this in the Proxy Appointment Form.
9. Shareholders and/or their representatives attending the Extraordinary General Meeting are kindly requested to provide their identity card or other proof of identity.

### SHAREHOLDER RIGHTS

#### Right to propose a resolution

10. According to article 127B of the Law, shareholders of the Company have the right to place a proposal for resolution on the agenda of the General Meeting, provided that:
  - (a) such holder or members hold at least five percent (5%) of the issued share capital of the Company or representing at least five percent (5%) of the total voting rights of all members who have the right to vote at the meeting to which the request for inclusion of a resolution relates; and

(b) the request from a member or members for the addition of a resolution (as described above) is received by the Secretary of the Company in printed form or in electronic form at the following addresses

Address for Document Delivery in print form:  
Attention Mr. George Mitsides, Secretary  
Shacolas House, Limassol 200, 2025, Strovolos, Nicosia  
E-mail Address: shares@ctcgroup.com.

### **Right to ask questions**

**11.** Pursuant to section 128C of the Law, shareholders have the right to ask questions on items on the agenda and receive answers to such questions from the Company's board of directors, subject to any reasonable steps the Company may take to ensure the identity of shareholders. Such an answer shall not be imposed where (a) the answer would inappropriately interfere with the preparation for the General Meeting or the confidentiality or business interests of the Company, or (b) the answer has already been given on the Company's website in a specially designed question and answer box, or (c) at the discretion of the President of the General Meeting it is undesirable for the maintenance of order at the meeting to answer the question.

### **Voting Right**

- 12.** An ordinary resolution is a resolution adopted at a general meeting by a simple majority (50% + 1) of shareholders (with voting rights) who voted either in person or through a proxy.
- 13.** In case a shareholder does not vote on a particular resolution, it is considered as abstention (not counted) when the votes for that resolution are counted.

**TRANSACTION REPORT OF THE ASSOCIATED PUBLIC COMPANIES CYPRUS TRADING CORPORATION  
PLC AND ERMES DEPARTMENT STORES PLC**

The Public Company Ermes Department Stores Plc (Ermes), which is a subsidiary of the Public Company Cyprus Trading Corporation Plc (CTC) which holds 66.99% of the shares of Ermes, will provide collateral in the form of a pledge of 30% of the shares it holds in its subsidiary Company Superhome Center (DIY) Ltd, in order to secure a credit facility from a banking institution to be granted to the wholly-owned subsidiary Company of CTC, Argosy Trading Company Ltd (Argosy), amounting to €9.5m.

Ermes, in return for this collateral, will receive a €6m loan from Argosy. The loan will bear interest equal to the bank rate charged to Argosy and will be repaid over 8 years.

With the above loan secured, Ermes will repay an existing bank loan received by a subsidiary of Ermes, amounting to approximately €3m. The remaining amount will be used by the Company itself for working capital purposes and to further develop its commercial activities.

Of the €9.5m facility, the remaining €3.5m will remain with Argosy for its own working capital purposes and to further develop its commercial activities.

The transaction is considered fair and beneficial for both related parties, Ermes, Argosy and CTC and their shareholders since with this arrangement benefits both parties with significant liquidity. Ermes with an amount of €6m, and Argosy with an amount of €3.5m, liquidity that is important for the further development and strengthening of the activities of both affiliated Companies, which contributes to the enhancement of the possibilities for beneficial continuation and development of the activities of the entire CTC Group.

This transaction will be completed immediately after the approval of the relevant transactions by the Extraordinary General Meetings of the Companies of the shareholders of Ermes and CTC.

10/05/2023