



## NOTES IN RELATION TO THE ANNUAL GENERAL MEETING OF PRIMETEL PLC ON 28<sup>TH</sup> DECEMBER 2021 (the "AGM")

### Introduction

Due to the on-going circumstances as a result of the COVID-19 pandemic and according to the relative guiding lines of the Ministry of Health and the measures in force for facing the pandemic, **participation to the Annual General Meeting shall be possible ONLY FROM A DISTANCE** through the use of electronic means of two-way real-time communication.

The Company will offer the ability to the shareholders of the Company and their proxies (as applicable) to participate at the AGM through electronic means in accordance with Article 128D of the Cyprus Companies Law Cap. 113.

### Proxy Form

Every shareholder who has the right to be present and vote at the above Annual General Meeting may appoint a proxy to be present and vote on his behalf. It is not necessary that such a proxy be a shareholder of the Company.

A sample proxy form is given below as **Appendix A**.

### Application for participation from a distance through electronic means

A shareholder (or a representative duly appointed with the on-time submission of the Proxy Form as per Appendix A mentioned above), who wishes to participate at the AGM through electronic means, should submit a written application for participation from a distance through electronic means, to get the relative instructions, information and details for electronic connection. A sample of the form for application for participation at the AGM from a distance through electronic means is given below as **Appendix B**.

### Procedure for Participation

The **Application for participation at a distance through electronic means** once completed and signed by the shareholder should be sent to the email address [investorsrelations@prime-tel.com](mailto:investorsrelations@prime-tel.com) or to fax no. 22 355551 and subsequently the original should be deposited at least 48 hours before the time set for the AGM at the Company's Registered Office at OMONIAS 141, MARITIME CENTRE, 3045 LIMASSOL.

In case a shareholder appoints a proxy to participate and vote on his behalf, the Proxy Form (Appendix A) should be sent and subsequently deposited to the above address together with the above Application for participation at a distance through electronic means (Appendix B). In this case the said application is signed by the shareholder representative.



Once the original document is received a message shall be sent to the email address given on the document by the shareholder or the representative that will include all information for connection and participation at the AGM.

In the case of a legal person the proxy form should be signed by persons who are duly authorized for this purpose and bear the official stamp of the legal person and the said person should have the right to exercise the same powers on behalf of the legal person that he/she represents.

Naturally, the Application for participation at a distance through electronic means is signed by a physical person.

In case there are shares held jointly by two or more persons, a proxy form may be given only by the person appearing first in the Register of Shareholders.

In case a shareholder wishes to define his/her vote in relation to any resolution and he appoints the Chairman of the Meeting or any other person as his/her proxy should duly fill in the proxy form clearly indicating the way the Proxy should vote in relation to the said resolution.

### **Record Date**

The **23<sup>rd</sup> December 2021** is set to be the **Record Date** for the participation in the Annual General Meeting of the Company on 28<sup>th</sup> December 2021.

In case of a postponement of the General Meeting the Record Date shall be the one two business days before the new date.

### **Right for Participation**

Only members registered on Record Date at the Central Depository / Register of the Cyprus Stock Exchange may exercise the right to participate and vote at the General Meeting and any change of a registration in the relative register after the Record Date shall not be taken into consideration for defining the right of any person to participate and vote at the Meeting.

### **Procedure**

During the General Meeting proof of shareholding may be made with the presentation of identity card or other certificate for recognition based on which the Company may immediately confirm such identity with the Register of Shareholders on Record Date.

During the General Meeting the following shall apply:

1. The video conferencing facilities shall be available to provide to the shareholders and the representatives real time two-way communication

(provided that all abovementioned conditions are satisfied) to attend, listen, participate and talk at the General Meeting.

2. The shareholders and the representatives shall be able to participate at the General Meeting through video conferencing as follows:
  - a. Shall follow the connection instructions sent to them at their stated email address.
  - b. Access to the platform shall be available as from **10:45 on 28<sup>th</sup> December 2021.**
  - c. The participation to the General Meeting through video conference shall require active internet connection. It is the shareholders' and/or the proxies' responsibility to ensure connectivity for the duration of the General Meeting.
3. In relation to voting, and in order to ensure the equal participation of those shareholders attending via video conferencing on the one hand and the smooth operation of the Meeting on the other the Chairman of the Meeting shall ask which of the shareholders attending the General Meeting through the videoconferencing facility are against the proposed resolution and subsequently who are abstaining.
4. For the purpose of asking questions during the General Meeting, the Chairman shall from time to time call the participants to do so.

An Ordinary Resolution is the resolution approved with a simple majority of the votes of members which have the right to vote, in person or through a proxy, on the ordinary business of the Annual General Meeting, namely the examination and approval of the management report, of the auditors' report and of the audited financial statements, the re-election of directors and the re-appointment of the auditors and fixing of their fee.

A Special Resolution is the resolution approved with a majority of not less than three quarters of the votes of members which have the right to vote, in person or through a proxy at a general meeting, for which a notification, at which it is set that the intention is for the resolution be passed as a Special Resolution, was duly given, in accordance with Article 135 of the Companies Law Cap. 113.

A resolution in accordance with Article 59A of the Companies Law Cap. 113 is the Resolution which at a duly convened general meeting was approved (a) with a majority of two thirds the shares represented at it or (b) with a simple majority in case where at least half of the issued share capital of the Company is represented at the general meeting.

## **Right to ask questions and set items on the Agenda**

Any Member has the right to ask questions relative to a matter in the Agenda of the General Meeting, during the discussion of the matter in question by the General Meeting and to receive answers on such questions. The Company may provide a general answer to questions having the same content.

Also, a Member may a) add an item on the agenda of the general meeting, provided that such an item is accompanied by explanatory reasons justifying its inclusion or by proposed resolution for approval by the general meeting and b) set a proposed resolution as an item of the agenda of the general meeting, provided that such a Member holds or such Members collectively hold at least five percent (5%) of the total voting rights of all the members which have the right to vote at the meeting.

An application by a member to add an item on the Agenda or set a proposed resolution should be received by the Company in printed form or electronic form at least 48 hours prior to the General Meeting.

## **Board of Directors**

In accordance with the Company's Articles of Association all members of the Board of Directors hold their seats until the next Annual General Meeting whereby they are subject to re-election and which are the following: Pericles Manglis, Hermes Stephanou, Philippos Vatiliotis, Ioannis Tirkides, Nikos Ellinas and Andreas Christodoulides.

## **Proposed Resolutions**

In accordance with the Meeting's Agenda the Company's shareholders shall be invited to examine and if thought fit approve the following ordinary resolutions:

1. THAT the examination of the Audited Financial Statements of the Company for the year ended 31st December 2020, be postponed due since they are not ready yet and these be examined at an Extraordinary General Meeting that will be specially organised for this purpose.
2. THAT all the Members of the Company's Board of Directors, be re-elected as members of Company's Board of Directors.
3. THAT the Auditors KPMG be re-appointed as auditors of the Company and the Board of Directors be authorised and with this resolution is authorised to fix their fee.

## **Capital**

On the date of the notification for the General Meeting, the issued share capital of the Company was €7.124.396,56 divided into 712.439.656 ordinary shares of €0,01 nominal value each and each share awards its holder the right to one vote.

The Authorized share capital of the Company was €42.500.000 divided into 4.250.000.000 ordinary shares of €0,01 nominal value each.

It is reminded that the shares of the Company have been delisted from the Cyprus Stock Exchange (CSE). However, all issued share of the Company are in the Special



Depository of the CSE which has the responsibility for the maintenance of the share register of the Company and through which transactions are made after they are first deposited with the Company Secretary by the interested parties.

**AAA REGENT CONSULTANTS LIMITED  
SECRETARY**

Encl.

Appendix A  
Appendix B



**PRIMETEL PLC**  
**(The "Company")**  
**OMONIAS 141, MARITIME CENTRE, 3045 LIMASSOL**

**APPOINTMENT OF PROXY TO THE ANNUAL GENERAL MEETING FOR 2021**

I/We\*,.....

of.....

being a member/members\* of the above-named company, hereby appoint

.....

of.....

or failing him/her

.....

of.....

as my/our\* proxy to vote for me/us\* and on my/our\* behalf at the Annual General Meeting of the Company, to be held on **28<sup>th</sup> December 2021** at **11:00** and at any adjournment thereof.

**INSTRUCTIONS TO VOTE**

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.....

.....

Signature (and stamp where applicable)

Signed this.....day of ..... 2021

Unless otherwise authorized the proxy will vote as he/she thinks fit.

**Note:**

In case of a legal person, the proxy document should be signed by duly authorised persons for this purpose and bear the official seal of the legal person.

## Application for participation from a distance through electronic means

In relation to the Annual General Meeting of **Primetel PLC** (the "Company") that will be held on **28<sup>th</sup> December 2021 at 11:00** (the "AGM")

I .....,

from .....

holder of ID .....

being a member of the Company(\*) / an appointed proxy of (\*)

.....

from.....

holder of ID Number / with registration number .....

(\* delete as appropriate)

hereby inform the Company that I intend to attend and participate at the AGM and at any adjournment thereof through electronic means and I hereby request that the Company provides me with/sends to me the relevant instructions, information and details for connecting and logging-in, or otherwise, to enable me to participate at the AGM at the following email address:

.....@..... Telephone: .....

Signature ..... Date .....

### **Note**

Once completed and signed by the shareholder or the appointed proxy (according to the case) should be sent to the email address [investorsrelations@prime-tel.com](mailto:investorsrelations@prime-tel.com) or to fax no. 22 355551 and subsequently the original should be deposited at least 48 hours before the time set for the AGM at the Company's Registered Office at OMONIAS 141, MARITIME CENTRE, 3045 LIMASSOL.