



a Grimaldi Group company

SHAREHOLDERS OF THE SOCIETE ANONYME

**“MINOAN LINES Shipping S.A.”**

to the Annual General Assembly

**Registry Number: 11314/06/B/86/13**

By virtue of the resolution of the Board of Directors of the company **“MINOAN LINES Shipping S.A.”** (thereof “the Company”) dated 29<sup>th</sup> May 2013 with registered seat at Heraklion Crete (17, 25<sup>th</sup> August Street) and pursuant to C.L. 2190/1920 as currently in force and the Articles of Association of the Company, the shareholders are invited to attend the Annual General Assembly which will be held on **Friday, 21<sup>st</sup> June 2013 at 15:00 hours**, at the offices of the Company at Heraklion Crete (17, 25<sup>th</sup> August Street), in order to discuss and resolve on the following items of the agenda:

1. Submission and approval of the Annual Financial Report of the financial year commencing on 1<sup>st</sup> January 2012 and ending on 31<sup>st</sup> December 2012, including the Annual Corporate and Consolidated Financial Statements of the financial year commencing on 1<sup>st</sup> January 2012 and ending on 31<sup>st</sup> December 2012 with the relevant Annual Report of the Board of Directors and the Certified Auditors’ Report.
2. Discharge of the members of the Board of Directors and of the Auditors from any liability for damages with regard to the Financial Statements and the Consolidated Financial Statements for the aforementioned financial year of 1<sup>st</sup> January 2012 until 31<sup>st</sup> December 2012.
3. Approval of every kind of fees and remuneration paid to the members of the Board of Directors during the year 2012.
4. Election of a new Board of Directors consisting of seven (7) up to nine (9) members with a four year term, and appointment of its independent members in accordance with Law 3016/2002.
5. Election of the members of the Audit Committee in accordance with article 37 of Law 3693/2008.
6. Election of regular and alternate Certified Auditors for the audit of the financial year 2013 and determination of their fees.

**Για Πληροφορίες / Information:**

**ΜΙΝΩΙΚΕΣ ΓΡΑΜΜΕΣ Α.Ν.Ε.** ΑΡ.Μ.Α.Ε.: 11314/06/B/86/13, ΕΔΡΑ: 25ης Αυγούστου 17, 712 02 Ηράκλειο - Κρήτη, Τηλ.: 2810 399800, Fax: 2810 330308

**MINOAN LINES S.A.** REG. No: 11314/06/B/86/13, DOMICILE: 17, 25th August str., GR-712 02 Heraklion - Crete, Tel.: +30 2810 399800, Fax: +30 2810 330308

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## RIGHT TO PARTICIPATE IN THE GENERAL ASSEMBLY

Natural entities or legal entities have the right to participate and vote at the General Assembly as long as they appear as shareholders at the commencement of the fifth (5<sup>th</sup>) day prior to the date of the General Assembly of the 21<sup>st</sup> June 2013, that is at the commencement of the 16<sup>th</sup> June 2013 (record date), in the shareholders' records of the Company that are kept electronically in the Hellenic Exchanges S.A. (HELEX), without the requirement of their shares to be tied up or to comply with any other respective procedure that restricts the possibility of sale and transfer thereof during the period that lapses between the aforementioned record date and the date of the General Assembly. For the proof of the shareholder's capacity at the record date (16<sup>th</sup> June 2013), a relevant written certification of HELEX is submitted or alternatively such capacity is certified by the Company's direct electronic connection with the records of HELEX in case this is requested by the shareholders. The written or electronic certification as regards the shareholder's capacity must have been received by the Company on the 3<sup>rd</sup> day prior to the date of the General Assembly at the latest, that is on the 18<sup>th</sup> June 2013.

Shareholders, who do not comply with the provisions of the article 28a of the C.L. 2190/1920, may participate in the General Assembly only upon the latter's permission.

Towards the Company, only a person that has the shareholder's capacity on the respective record date (16<sup>th</sup> June 2013) is entitled to participate and vote in the General Assembly.

## PROCEDURE FOR THE EXERCISE OF THE PARTICIPATION AND VOTING RIGHT THROUGH REPRESENTATIVE

Each shareholder participates in the General Assembly and votes, either in person or via representatives. Every shareholder may appoint up to three (3) representatives. Legal entities may participate in the General Assembly by the appointment of up to three (3) natural entities as their

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## MINORITY SHAREHOLDERS' RIGHTS

- (A) Shareholders representing at least one-twentieth (1/20) of the paid up share capital of the Company, by way of an application which must be received by the Board of Directors at least fifteen (15) days prior to the General Assembly, may request the Board of Directors to include additional issues to the agenda of the General Assembly. The application must be accompanied by a justification or by a draft resolution for approval by the General Assembly. The revised agenda is published in the same way as the previous one thirteen (13) days prior to the date of the General Assembly and at the same time it is made available to the shareholders on the website of the Company [www.minoan.gr](http://www.minoan.gr), together with the justification or the draft resolution that has been submitted by the shareholders, according to article 27 paragraph 3 of the C.L. 2190/1920 as amended and in force
- (B) Shareholders representing at least one-twentieth (1/20) of the paid up share capital of the Company, by way of an application which must be submitted to the Board of Directors at least seven (7) days prior to the General Assembly, may request the Board of Directors to place to the shareholders' disposal through a relevant upload on the website of the Company [www.minoan.gr](http://www.minoan.gr), at least six (6) days prior to the General Assembly, a draft resolution of the issues included in the original or the revised agenda of the General Assembly.
- (C) Following an application of any shareholder which is submitted to the Company at least five (5) days prior to the General Assembly, any shareholder may request from the Board of Directors to provide to the General Assembly the requested specific information about the Company's cases, to the extent that this specific information is useful for the actual assessment of the issues of the agenda. The Board of Directors can provide a single reply to requests of shareholders with the same content. There is no obligation to provide information when the relevant information is already provided through the Company's website. Moreover, following an application of the shareholders representing the one-twentieth (1/20) of the paid up share

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