

## INVITATION

**TO THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ**

**ANONYME UNDER THE NAME “PRODEA REAL ESTATE INVESTMENT COMPANY” and  
distinctive title “Prodea Investments” with General Commercial Registry No.**

**3546201000 and HELLENIC CAPITAL MARKET COMMISSION’S Decision No.**

**6/458/13.12.2007 (hereinafter the “Company”)**

**on Tuesday, June 8th, 2021 at 10:00 a.m.**

Pursuant to Law 4548/2018 in relation to amendments to the legislation on sociétés anonymes and article 11 of the Company’s Articles of Association and following the resolution of the Company’s Board of Directors which was adopted during its meeting dated 18.05.2021, the Company’s Shareholders are invited to participate in the Ordinary General Meeting on Monday, 08.06.2021 at 10:00 a.m., which will be held remotely in real time through teleconference and without the physical presence of shareholders at the venue on serious grounds and in particular due to the pandemic (COVID-19) and in line with precautionary measures aiming at preventing the spread of VOCID-10, according to the details below, with the following items of the agenda:

### ITEMS OF THE AGENDA

1. Amendment to article 7 of the Company’s Articles of Association.
2. Amendment to article 11 of the Company’s Articles of Association.
3. Election of new Board of Directors of the Company.
4. Renewal, pursuant to article 24 par. 1c of Law 4548/2018, of the authorization granted to the Board of Directors by virtue of decisions of the General Meeting of Shareholders of the Company dated 11.9.2019 και 13.04.2020, for the increase of the share capital of the Company through the issuance of new, dematerialized, common, registered, voting shares with payment in cash and abolition of existing shareholders’ preemption rights.

5. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2020. along with the reports of the Board of Directors and the auditors. Distribution of profits.
6. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2020 and release of the auditors from any liability for their actions during financial year 2020.
7. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report for year 2020, pursuant to article 112 of Law 4548/2018.
8. Approval of remuneration of the members of the Board of Directors for the financial year 2020 and pre-approval of their remuneration until the Ordinary General Meeting of 2022, pursuant to article 109 of Law 4548/2018.
9. Granting of permission to the members of the Board of Directors and other Executives of the Company pursuant to article 98 of Law 4548/2018.
10. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2021 and ending on 31.12.2021.
11. Appointment of independent valuers for the financial year 2021, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.
12. Determination of the type, the tenure and the composition (number and features of the members) of the Audit Committee.
13. Approval of the Suitability of the members of the Board of Directors, pursuant to article 3 par. 3 of Law 4706/2020.
14. Various Announcements.

Furthermore, within the context of the Company's Ordinary General Meeting, the annual report of the acts of the audit committee is submitted to the Ordinary General Meeting, according to article 44 par.1 (h) of Law 4449/2017. During the Ordinary General Meeting, the president of the audit committee will present to the shareholders the aforementioned report and the actions of the audit committee.

In case that the quorum required by the Law and the Articles of Association of the Company is not achieved and therefore no resolution can be adopted on the items of the agenda, the Shareholders will reconvene to an Iterative General Meeting on Wednesday, 16.06.2021, at 10:00 a.m., remotely in real time through teleconference,

as further described below, without a new invitation being published pursuant to article 130 of Law 4548/2018.

Pursuant to articles 120 par. 3 and 125 of Law 4548/2018, the Ordinary General Meeting of 08.06.2021, as well as any reiterative meeting thereof, will be held exclusively remotely, in real time through teleconference as further described below, on serious grounds and in particular due to the COVID19 pandemic and in line with measures implemented to avoid the spread of COVID-19.

Pursuant to Article 121, par. 3 & 4, Law 4548/2018, the Company notifies its shareholders of the following:

### **I. Right to attend the General Meeting**

Any person who has the capacity of shareholder at the beginning of the fifth (5th) day before the date of the original session of the General Meeting, i.e. at the beginning of 03.06.2021 (“Record Date”) has the right to attend the Ordinary General Meeting (original and repetitive session). This Record Date also applies in the case of an adjourned meeting according to the above. The capacity of shareholder may be evidenced by any lawful means. Towards the Company, as shareholder entitled to participate and exercise voting right at the General Meeting is considered any person registered, on the Record Date, in the records of the Dematerialized Securities System (“DSS”) of the Hellenic Central Securities Depository S.A. (“HCSD”) or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

Status of shareholder is verified by any means provided by law and in any case by means of information obtained by the Company until prior to the beginning of the General Meeting by the HCSD or through the above intermediaries in line with the above provisions. A shareholder may participate in the General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason which justifies this refusal in line with the applicable provisions (art.19 par. 1 L. 4569/2018, art. 124 par. 5 L. 4548/2018).

The exercise of participation and voting rights does not presuppose that the shareholders’ shares are blocked or any other similar procedure which limits the

possibility to sell and transfer these during the period between the Date of Registration and the General Meeting.

Shareholders who are legal entities participate in the General Meeting through their representatives, pursuant to point III herein below. Legal entities must also submit their legalization documents within the period referred to under point III herein below according to applicable law, unless these have already been submitted to the Company and consequently it suffices to be mentioned in the representation document where they have been submitted.

## **II. Participation and voting in the General Meeting remotely, in real time, through teleconference**

In order for shareholders to participate and vote at the Ordinary General Meeting on 08.06.2021 or at its reiterative meeting which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the= electronic platform that has been developed by “Hellenic Exchanges - Athens Exchange” Group to provide remote General Meeting services, in real-time, by teleconference to listed companies – issuers on the website <https://axia.athexgroup.gr/>.

In order to access the electronic platform the following are required: a personal computer, smart phone or tablet, an installed browser, and internet access. In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

In case where, on accessing the Internet Platform, the above information entered by the shareholder does not match the data registered in the Dematerialized Securities System, or the identification data, provided to the Company by the Hellenic Central Securities Depository S.A. or through intermediaries, in the context of services to facilitate shareholder identification for remote General Meetings, which are provided to listed companies in accordance with part 3 of Resolution No 8 of the Board of Directors of the Hellenic Central Securities Depository S.A. “Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service”, the shareholder shall proceed to notification, or/and update of their above information in order to create the account.

To that end, Προς το σκοπό αυτό, shareholders are requested to contact without delay the Operator of their Account or any other intermediary acting as their custodian,

providing them with custody services for the shares of the Company, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions for participation in the general meeting by teleconference are posted on the Company's website. Shareholders can contact the Company's Shareholder and Public Relations Department through email at [info@prodea.gr](mailto:info@prodea.gr) or by phone at 213 3334397, daily during business days and hours. Also, from the publication of the present until the end of the meeting of the general meeting, there will be a help desk to provide information and support to shareholders and their representatives at tel. No 210 3366120 or by e-mail at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders that will participate at the General Meeting (GM) by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting. Therefore, shareholders will be able to:

- (a) follow the proceedings of the General Meeting,
- (b) take the floor and address the General Meeting verbally during the General Meeting, while at the same time through the internet platform they will be able to:
- (c) vote in real time during the GM on the matters of the daily agenda,
- (d) receive information on the recording of their vote.

### **III. Exercising voting rights through representatives**

Persons, entitled to participate in the General Meeting, may participate therein also by proxies. Every person entitled to participate, may appoint up to three (3) proxies. The limitation applies to each securities account, i.e. if a shareholder holds shares of the Company that appear on more than one securities account, this limitation does not prevent the shareholder from appointing up to three (3) proxies for the shares appearing in each securities account relating to the Ordinary General Meeting. A proxy acting for more persons, entitled to participate, may cast a different vote for each of them.

Specifically for shareholder participation by proxy at the Ordinary General Meeting on 08.06.2021, remotely in real-time by teleconference, the shareholder or the Operator of their Account or any other intermediary acting as their custodian, providing them

with custody services, can appoint up to one (1) proxy, following the process described under IV. below.

Representation authorization can be freely revoked.

A person, entitled to participate, may appoint a proxy for either a single general meeting or as many meetings as may take place within a certain time. The proxy shall vote in accordance with the instructions of the principal, if any, and shall archive the voting instructions for at least one (1) year from the date of the general meeting or, in the event of its adjournment, from the date of the last repetitive meeting where the proxy made use of the representation authorization. The proxy's failure to comply with the instructions he/she has received does not affect the validity of the decisions of the general meeting, even if the proxy's vote was decisive in taking them.

Prior to the commencement of the Ordinary General Meeting, the shareholder's proxy shall notify the Company of any specific event that may be useful to shareholders to assess the risk that the proxy is serving interests other than the interests of the specific shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular where the proxy is:

- a) shareholder, exercising control over the Company or is another legal entity or entity controlled by that shareholder;
- b) member of the Board of Directors or, in general, of the Company's management or shareholder, exercising control over the Company or any other legal entity, controlled by a shareholder, exercising control over the Company;
- c) employee or auditor of the Company or shareholder, exercising control over the Company or any other legal entity, controlled by a shareholder exercising control over the Company;
- d) spouse or first degree relative of any of the individuals mentioned in cases a. to c.

#### **IV. Notification of representative – Appointment and revocation of proxy or representative**

Notification of representative, appointment and revocation of a proxy or representative are performed only in writing and shall be communicated to the Company at least forty-eight (48) hours prior to the scheduled date of the Ordinary General Meeting either (a) by submitting the power-of-attorney at the Company's offices (9 Chryssopiliotissis Street, 10560 Athens) or (b) to the Corporate Governance

Division-Shareholders' Registry of Piraeus Bank, 9 Mitropoleos Street, 10557, Athens, 1st floor (tel.: +30 210 32 88737, +30 210 3335039, +30 210 6160434, +30 210 6160435 and Fax +30 210 3335009, +30 210 3288211) or (c) in case of shareholders that are identified through intermediaries, via confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary.

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy will be informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to the above.

In case that the shareholder entitled to participate in the General Meeting has not duly notified the Company of the appointment of a proxy or representative as per above and has not submitted the legalization documents referred to herein above, such shareholder may only participate in the General Meeting upon the General Meeting's consent.

Έντυπο εξουσιοδότησης για το διορισμό αντιπροσώπου και έντυπο γνωστοποίησης εκπροσώπου που μπορούν να χρησιμοποιηθούν από τους μετόχους, ανά περίπτωση, θα καταστούν διαθέσιμα στην ιστοσελίδα της Εταιρείας, <https://www.prodea.gr>.

Alternatively, instead of submitting the form for the appointment of a representative or deputy, the shareholders may complete and publish an electronic authorization through the electronic authorization application of gov.gr (<https://www.gov.gr/ipiesies/polites-kaikathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-exousiodotese> ) as provided therein. For this purpose, the Company will post on the website <https://www.prodea.gr>: (a) a standardized authorization text that can be used by the shareholders for the appointment of a representative or deputy in order to vote remotely in real-time through teleconference, and (b) a standardized power of attorney that can be used by shareholders in order to appoint a representative or deputy to vote on the topics of the general meeting to be held before the general meeting (by a voting letter). The electronic authorization must be sent to the Company, together with the legalization documents, if the shareholder is a legal entity or a corporation, as well as a two sided photocopy of the identity card or passport of the representative and the deputy, or by e-mail to [info@prodea.gr](mailto:info@prodea.gr), with the subject "Appointment of a representative general meeting 08.06.2021", or by fax No 2262071932 for the attention of the shareholder service responsible, or by mail to the Company at the Company's registered seat (9

Chryssospiliotissis Street, 10560 Athens) to be received in any case at least 48 hours before the date of the general meeting.

The eligible participant is invited to take care of the confirmation of the successful postage of the representative appointment form (or the electronic authorization) and its receipt by the Company by calling the shareholder service and investor relations department at tel. No 213 3334397.

#### **V. Shareholders' minority rights.**

Pursuant to Article 141, par. 2, 3, 6 and 7 Law 4858/2018, shareholders have the following rights:

##### (a) Paragraph 2:

At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall include additional items on the agenda of a General Meeting, already convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, in this case by 24.05.2021. The additional items shall be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 Law 4548/2018 at least seven (7) days prior to the General Meeting. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision, subject to adoption by the General Meeting and the revised agenda is published in the same way as the previous agenda thirteen (13) days prior to the date of the General Meeting, in this case by 26.05.2021 and shall also be made available to shareholders on the Company's website, along with the justification or draft decision, submitted by shareholders. The aforementioned documents shall also be available as described herein below under "Available documents and Information". If these items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting, pursuant to article 141 par. 2 and 5 of Law 4548/2018, setting the date for the continuation of the meeting, which cannot be later than twenty (20) days from the date of the adjournment, and to proceed with the publication themselves, as specified in the second subparagraph of this paragraph, at the expense of the Company.

##### (b) Paragraph 3:

Shareholders representing one twentieth (1/20) of the paid-up share capital, are entitled to submit draft decisions on items included either on the original or any revised agenda of the General Meeting. The relevant request has to be received by the



Board of Directors at least seven (7) days prior to the date of general meeting, in this case by 01.06.2021, and the draft decisions will become available to shareholders as described below under “Available documents and Information”, at least six (6) days prior to the date of General Meeting, in this case by 02.06.2021.

(c) Paragraph 6:

At the request of any shareholder, submitted to the Company at least five (5) full days prior to the Regular General Meeting, in this case by 02.06.2021 at 10:00 a.m., the Board of Directors shall provide the General Meeting with information on the course of specific corporate affairs of the Company, to the extent it is relevant to the agenda items. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Further to the above, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall disclose to the Ordinary General Meeting the amounts that have been paid to each member of the Board of Directors or managers of the Company, and any benefit provided to such persons due to any cause or contract between the Company and them. In all the above cases, the Board of Directors may refuse to provide the information for sufficient due cause to be recorded in the Minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the aforementioned cases, the Board of Directors may give a single response to several requests of shareholders with the same content.

(d) Paragraph 7:

At the request of shareholders representing one tenth (1/10) of the paid-up share capital, submitted to the Company at least five (5) full days prior to the general meeting, in this case by 02.06.2021 at 10:00 a.m., the Board of Directors shall provide the General Meeting with information on the course of corporate affairs and the financial position of the Company. The Board of Directors may decline to provide the information for sufficient due cause to be recorded in the Minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the aforementioned cases, the Board of Directors may give a single response to several requests of shareholders with the same content.

In all the above cases, the requesting shareholders have to prove their shareholder capacity and, except for the first subparagraph of article 141 paragraph 6 of Law 4548/2018, the number of shares they hold at the time of exercise of the relevant right. The capacity of shareholder may be evidenced by any lawful means, and in any event based on information the Company receives from the "Hellenic Central Securities Depository S.A." (ATHEXCSD), which manages the Dematerialized Securities System (Central Securities Depository - CSD), on condition that it provides registry services to the Company or from intermediaries participating and registered with the Central Securities Depository in any other case.

More detailed information pertaining to the aforementioned minority rights and the conditions for their exercise are available on the Company's website ([www.prodea.gr](http://www.prodea.gr)).

#### **VI. Available documents and Information**

The information listed in article 123 par. 3 and 4 of Law 4548/2018, namely:

- a) this Invitation;
- b) the announcement with respect to the total number of voting rights incorporated in shares at the date of the present Invitation;
- c) the templates required for exercising voting rights through a representative or proxy;
- d) predetermined text for an e-authorization for the appointment of a representative or a proxy for the participation remotely, in real time through teleconference;
- e) the full text of all documents to be submitted to the General Meeting, draft decisions for every item of the agenda, as well as any draft resolutions proposed by shareholders in exercise of their minority rights;
- f) the annual financial report of the Company for financial year 2020, the remuneration report and the report of the audit committee;
- g) the draft suitability policy for the members of the board of directors;
- h) the recommendation of the Board of Directors for each of the recommended for voting members of the Board of Directors of the Company, as well as their curriculum vitae
- i) document for the exercise of minority rights;

j) terms and conditions for the remote participation of shareholders in the general meeting

k) information on the processing of personal data of the shareholders and other participants in the remote general meeting;

will be made available in electronic form on the Company's website, ([www.prodea.gr](http://www.prodea.gr)). The interested shareholders may receive hard copies of any documents and draft decisions at the Company's premises at 9 Chryssospiliotissis Street, Athens, or by contacting the Investors and Public Relations Department of the Company at +30 213 33 34 397.

Athens, 18.05.2021

Pursuant to Board of Directors' order

CEO and Executive Member of the Board of Directors

Aristotelis Karytinis