

**INVITATION TO THE SHAREHOLDERS OF THE COMPANY**  
**"R.E.D.S. REAL ESTATE DEVELOPMENT & SERVICES SOCIETE ANONYME "**  
**TO AN ANNUAL GENERAL MEETING**

Pursuant to the Law and the Articles of Association of the Company and following the decision of its Board of Directors dated July 1 2022, the Shareholders of the Company are invited to the **Annual General Meeting**, to be held on **Tuesday, July 26<sup>th</sup> 2022, at 11:00 am**, which, taking into account the precautionary measures to confront the risk of dissemination of COVID – 19 and aiming, on one hand, to protect its shareholders, its personnel and generally the public, and on the other hand to ensure business continuity at its headquarters, decided, in accordance to the art. 120 par. 3 of the Law 4548/2018, as in force, the Annual General Meeting of the Company and any Resumed Meeting, to be held exclusively via teleconference and without the physical presence of the Shareholders, who will be able to participate and exercise their voting rights remotely, via a real time teleconference, in person or by proxy, and according to the art. 16 par. 3 of the Company's Articles of Association and article 125 of Law 4548/2018, in order to decide on the following items on the agenda:

- 1. Submission for approval of the Annual Financial Report and Consolidated Financial Statements for the financial year expiring on 31.12.2021, combined with the Annual Management Report of the Board of Directors and the Audit Report of the Certified Auditor.**
- 2. Approval of the overall management that took place by the members of the BoD for the financial year 2021, pursuant to the art. 108 of Law 4548/2018.**
- 3. Release of the Certified Auditors from liability for the financial year 2021.**
- 4. Election of Certified Auditors to audit the financial statements of the financial year 2022 and determination of their fee.**
- 5. Grant of permission to the members of the BoD and to Company Directors, pursuant to art. 98 of Law 4548/2018, to participate in the Board of Directors or in the Management of subsidiary and affiliated companies of the Group, as well as in legal entities, in which the Company or companies of the Group, participates, directly or indirectly, and which pursue, identical or similar objectives, to those of the Company.**
- 6. Debriefing of the Shareholders by the Audit Committee, regarding the actions taken by the Audit Committee during the financial year of 2021 and submission of the Annual Activity Report of the Audit Committee, pursuant to the art. 44 par. 1.i of Law 4449/2017.**
- 7. Debriefing of the Shareholders, regarding Independent – non executive Members'**

**of the BoD actions during the financial year of 2021 pursuant to the art. 9 par. 5 of Law 4706/2020.**

- 8. Update and approval of the Remuneration Policy for the members of the Board of Directors, pursuant to the articles 110 and 111 of Law 4548/2018.**
- 9. Submission for discussion and voting on the Revenue Report of the Board of Directors, as per art. 112 of Law 4548/2018 for the financial year 2021.**

In case the quorum required by the Law and the Articles of Association for taking decisions on the item of the agenda is not reached on the above-mentioned date of its meeting, the General Meeting may convene again without a new invitation to a possible repeated meeting on August 2, 2022 on Tuesday at 11.00 a.m. and this one will also be carried out from a distance in real time via video conference and without the physical presence of the Shareholders due to the emergency situation and in the context of the measures taken by the State to limit the spread of coronavirus COVID-19. Instructions on the process of participation of the Shareholders in the Extraordinary General Meeting via teleconference are provided below.

Pursuant to articles 121 par. 3 and 128a of Law 4548/2018, as in force, the Company informs the Shareholders of the following:

**I. Right to participate and vote in the General Assembly**

In the Meeting of the General Assembly is entitled to participate anyone who appears as a Shareholder of common registered shares of the Company in the archives of the Dematerialized Securities System ("DSS"), managed by "Greek Central Securities Depository SA" ("ATHEXCSD" thereon), or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B' 1007/16.03.2021), at the date of registration (Record Date) i.e July 21, 2022, being the beginning of the fifth (5th) day before the date of the Ordinary General Meeting. The above registration date also applies to any Resumed General Meeting.

Each common share entitles itself to one vote. The shareholder status must exist at the beginning of the fifth (5th) day before the day of the General Meeting (Record Date) and the shareholder status is certified electronically by ATHEXCSD with the files of DSS. Therefore, in order for the shareholder to participate and vote in the General Meeting, it is not required to present a relevant written certificate of ATHEXCSD.

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the General Meeting by ATHEXCSD or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU)

2018/1212 provided by the intermediary unless the Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

It is pointed out that the exercise of the above rights does not presuppose the commitment of the beneficiary's shares, nor the observance of another similar procedure, which limits the possibility of selling and transferring them during the period between the respective Record Date and the relevant General Meeting.

## **II. Procedure for Participation and Voting in the General Assembly from Distance to Real Time via Teleconference.**

The participation of the Shareholders in the General Meeting will be done by audiovisual or other electronic means (video conference), according to article 33 par. 2 of the Legislative Content Act of 20.03.2020, which was ratified by article 1 of Law 4683/2020, as extended by article 27 of Law 4573/2020, 16 par. 3 of the Company's Articles of Association and article 125 of Law 4548/2018. For the participation of the Shareholders in the General Meeting, in person or through a proxy, as explained below, from a real time distance by audiovisual or other electronic means, without their physical presence, it is required to create and use an electronic account of the Shareholder or any representative on the electronic platform developed by the HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE (ATHEX) which provide services for conducting General Meetings from a distance in real time through video conferencing to publishing companies on the website <https://axia.athexgroup.gr>. To access the electronic platform a computer or mobile phone type smartphone or tablet is required, with an installed web browser application and internet access. To create the Shareholder's account or his proxy's on the above electronic platform, a valid e-mail address (e-mail) and the mobile phone number of the Shareholder or any of his proxy are required. In case that upon entering the electronic platform the above data entered by the Shareholder are not identical with the data registered in the Dematerialized Securities System and have been forwarded to the Company by the company "ATHEXCSD" or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, in the context of the services of facilitating the control of the identification of the Shareholders in General Meetings from a distance that provides to the issuing societies anonymes according to the decision no. 8 of the Board of Directors of the company ATHEXCSD "Technical terms procedure for the provision of the Registry, Corporate and Other Related Actions Service" during the access of investors to electronic services of ATHEXCSD, the Shareholder must update or update his above details in order to create the account.

For this purpose, the Shareholders **are requested to immediately contact the Operator of the Securities Account to whom they hold the Company's shares or any other intermediary, who provides custody services for the Company's shares, as the case may be, in order to notify and / or update their valid e-mail address (e-mail) and their mobile phone number for identification.** Further instructions for participation in the General Meeting via video conference

will be posted on the Company's website. Shareholders can contact the Company's Shareholder Registry Department for any questions and information by phone at (+30) 2108184828, daily during working days and hours. Also, from the publication of this until the end of the General Meeting, there will be a help desk to provide information and support to the Shareholders and their representatives at 210-33366120, or by e-mail at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

The Shareholders who will participate in the General Meeting, in person or through a representative, via a real-time teleconference, are taken into account for the formation of the quorum and the majority and they will be able to effectively exercise their rights during the general meeting, according to the legislation in force.

In particular, the Shareholders who will be connected to the online platform, will be able to participate in the General Meeting via real-time video conference through a link that will be sent to them via e-mail. By activating the teleconferencing application (CiscoWebex), through this link, the Shareholders will have the opportunity: a) to monitor by electronic or audiovisual means the conduct of the general meeting, b) to speak and address the general meeting assembly orally, while at the same time through the internet platform they will be able to: c) vote in real time during the general assembly on the issues of the agenda, d) receive information about the recording of their vote.

### **III. Procedure for exercising the right to vote through a representative**

The Shareholder participates in the General Meeting and votes either in person or through legally authorized proxies. Each Shareholder can appoint up to three (3) proxies, and the legal entities / shareholders up to three (3) natural persons as their proxies. A shareholder holding shares of the Company, which appear in more than one securities account, may appoint different representatives for the shares appearing in each securities account. A proxy acting for more than one Shareholder may vote differently for each Shareholder.

The Shareholder may appoint a proxy for a single general meeting or for all meetings that take place within a certain time.

The Proxy votes according to the shareholder's instructions, if any.

The proxy is obliged to notify the Company, before the commencement of the General Meeting, of any specific event that may be useful to the Shareholders for the assessment of the risk being that the proxy will serve interests other than the interests of the represented shareholder.

Conflict of interest may arise in particular when the proxy is:

- a) A shareholder who exercises control of the Company or another legal entity or entity controlled by that Shareholder,
- b) Member of the Board of Directors or the General Management of the Company or Shareholder who exercises control of the Company or another legal entity or entity controlled by a Shareholder, who exercises control of the Company,

- c) An employee or certified auditor of the Company or a Shareholder who exercises control over it or another legal entity or entity controlled by a Shareholder, who exercises control over the Company,
- d) First degree spouse or relative with one of the natural persons referred to in cases a) to c).

**Specifically for the participation of the shareholder through a proxy in the Annual General Meeting of the 26<sup>th</sup> of July 2022 from a real-time distance by teleconference, the shareholder or its custodian may appoint up to one (1) proxy**, whose appointment has to be done at least forty eight (48) hours before the date of the meeting of the General Assembly (i.e. no later than 11:00 on July 24 2022).

Representation form for the appointment of a proxy is available to the Shareholders in hard copy at the Company's offices, Ermou street no. 25 Kifissia, as well as in electronic form on the Company's website ([www.reds.gr](http://www.reds.gr)). In the Proxy appointment form, the Shareholder is obliged to fill in the name, home address, Police ID or Passport Number, e-mail address and mobile phone number of the proxy. Upon receipt of the above information from the Company and based on the e-mail address (email) and the mobile phone of the proxy as stated in the appointment form, the Company creates a proxy account on the electronic voting platform and then the proxy is notified via e-mail to activate his account on the website <https://axia.athexgroup.gr> in order to be able to exercise the rights of the Shareholder. The above form must be submitted completed and signed to the Company or in printed form, at the aforementioned address, Ermou street no. 25 Kifissia (Shareholders Registry Department, tel. 210-8184828), or electronically to the Shareholders Registry Department by fax at 210-8184801 or by e-mail at [reds@ellaktor.com](mailto:reds@ellaktor.com), at least forty eight (48) hours before date of the meeting of the General Meeting, ie until 11.00, on July 24 2022. Within the same timeframe, any replacement or revocation of an appointed representative must be submitted or received by the Company.

#### **IV. Minority Rights of Shareholders**

According to paragraph 4 of article 121 cod. 4548/2018, we inform the Shareholders that they, amongst others, have the following rights provided in paragraphs 2, 3, 6 and 7 of article 141 of codified law no. 4548/2018:

- i. Shareholders, who represent at least one twentieth (1/20) of the paid-up share capital, are entitled to request the addition of items to the agenda of the General Meeting, if the application reaches the Board of Directors of the Company at least fifteen (15) days before the General Meeting, ie until July 11, 2022. The Board of Directors is obliged to include the additional items on the Agenda, while the application must be accompanied by a justification or draft decision for approval

by the General Meeting. The revised agenda is published in the same way as the previous agenda, thirteen (13) days before the date of the General Meeting, ie until July 13, 2022, and at the same time is made available to shareholders on the company's website, along with the justification or the draft decision submitted by the shareholders. If these items of the agenda, are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, according to par. 5 of article 141 of Law 4548/2018 and to proceed with the publication themselves, according to the provisions of the second quote of the article. 141 par. 2, at the expense of the Company. The Board of Directors is not obliged to register items on the agenda, nor publish or disclose them along with justification and draft decisions submitted by the shareholders if their contents thereof, are apparently incompatible with the law or fair practices.

ii. Any Shareholder can request from the Board of Directors, by submitting an application to the Company at least five (5) full days before the General Meeting, ie until July 21, 2022, to provide the requested information on the Company's affairs if they are considered useful for the actual assessment of the items on the Agenda. The Board of Directors can respond uniformly to Shareholders' requests with the same content. 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. Furthermore, the Board of Directors may refuse to provide the information for a substantial reason, which is stated in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the Board of Directors in accordance with articles 79 or 80 of Law 4548/2018.

iii. A shareholder or shareholders representing 1/20 of the paid-up share capital may submit draft decisions on matters included in the original or any revised agenda at the request of seven (7) at least days before the General Meeting, ie until July 19, 2022. The draft decisions are made available to the shareholders according to the provisions of article 123 par. 3 of Law 4548/2018, at least six (6) days before the General Meeting, ie until July 20, 2022. The Board of Directors is not obliged to publish or disclose draft decisions submitted by the shareholders if their contents thereof, are apparently incompatible with the law or fair practices.

iv. Shareholders, who represent at least one tenth (1/10) of the paid-up share capital, have the right to request, by submitting an application to the Board of Directors of the Company, at least five (5) full days before the General Meeting, ie until July 21, 2022, as per the latter to provide to the General Meeting information on the course of corporate affairs and the assets of the Company. Furthermore, the Board of Directors may refuse to provide the information for a valid material, which is recorded in the Minutes. Such a reason may include, as the case may be, the representation of the requesting shareholders in the Board of Directors in accordance with articles 79 or 80 of Law 4548/2018, provided that the Members of the Board of Directors have received the relevant information sufficiently.

v. At the request of a shareholder or shareholders representing 1/20 of the paid-up capital, the chairman of the General Meeting is obliged to postpone only once the decision of the General Meeting

on all or certain issues, setting a day of continuation of the meeting the one that is specified in the shareholders' application, which, however, may not be more than 20 days away from the date of postponement.

Corresponding deadlines for any exercise of minority rights of shareholders apply in the case of the Resumed General Meeting.

In all the above cases of exercising their rights, the shareholder status will be certified electronically by ATHEXCSD, with the Company's direct electronic connection with the files of DSS.

**v. Available documents and information**

As of the date of publication of this invitation, this invitation, the documents to be submitted to the General Meeting, the comments - draft decisions proposed by the Board of Directors or the Shareholders, the representation forms as well as the total number of existing shareholders and voting rights, are uploaded on the Company's website, [www.reds.gr](http://www.reds.gr).

Also, Shareholders can receive the above documents in printed format copies approaching the Company's offices, Ermou street no. 25 Kifissia (Shareholders Registry Department tel. 210-818 4828).

**Kifisia, July1 2022**

**THE BOARD OF DIRECTORS**