

## Announcement on the Decisions of the Annual Ordinary General Meeting of shareholders of the 17<sup>th</sup> of June 2025

The Société Anonyme under the name "**DIMAND Societe Anonyme – Development and Exploitation of Real Estate and Constructions, Services and Holding**" and the distinctive title "DIMAND S.A." with General Commercial Number Registry 004854501000 (the "**Company**") announces, according to article 4.1.1 para. 3 of the ATHEX Rulebook and article 3.2 of the Resolution no. 25/15.04.2024 of the Stock Markets Steering Committee of Athens Exchange S.A, the following:

On Tuesday, 17<sup>th</sup> of June 2025, at 10:00 a.m., the Annual Ordinary General Meeting of shareholders convened at Maroussi Plaza, Room Amphitheater, at Fragkokklisias 3A and Granikou street, Maroussi, while the shareholders were given the possibility to participate remotely in the General Meeting, via videoconference under the conditions of the applicable legislation and the special terms of the invitation. During the General Meeting decisions were made on the items on the agenda.

At the General Meeting were present (physically or remotely through teleconference) shareholders representing 14,350,521 common registered shares and voting rights from a total of 18,630,592 common registered shares with voting rights, namely with a quorum of 77.03%.<sup>1</sup>

In particular, the General Meeting of shareholders resolved the following:

**1st Item:** the shareholders approved the Annual Consolidated Financial and Company Statements for the year 2024 (01.01.2024 - 31.12.2024), along with the management report of the Board of Directors, the audit report of the certified auditors-accountants, and the Corporate Governance Statement.

**2**<sup>nd</sup> **Item:** the shareholders approved the distribution of profits for the fiscal year 2024 and non – distribution of dividend, and their carryover to the next fiscal year, to be allocated in accordance with the Company's and the Group's investment strategy.

<sup>&</sup>lt;sup>1</sup> It shall be noted that, pursuant to paragraph 1 of article 50 of Law 4548/2018, 49,708 own shares of the Company out of total 18,680,300 shares are not calculated both for the purposes of quorum and the voting process.



3rd Item: the Remuneration Report of the Members of the Board of Directors for 2024 was put on advisory voting by the shareholders in accordance with the provisions of article 112 par.3 of law 4548/2018. The Report includes a complete review of the total remuneration received by the persons subject to the provisions of the Remuneration Policy within the financial year 2024 on the basis of the approved Remuneration Policy of the Company, in accordance with the special provisions of Art. 112 of L. 4548/2018. The Board of Directors will take into account the outcome of the advisory vote and will ensure that shareholders' feedback is assessed in the next Remuneration Report, which will explain how the outcome of this advisory vote has been taken into account. The shareholders approved the submitted Remuneration Report of the Company for the year 2024, in accordance with article 112 of L. 4548/2018. It is expressly noted that the Company's Remuneration and Nominations Committee reviewed the final draft of the 2024 Annual Remuneration Report under article 112 of Law 4548/2018 and, during its meeting held on May 20, 2025, expressed its opinion and issued a positive recommendation to the Company's Board of Directors regarding its content, as submitted to the shareholders of the Annual Ordinary General Meeting for discussion and advisory vote.

**4<sup>th</sup> Item:** the Annual Report of Activities of the Audit Committee for the financial year 2024 was submitted in order to update the shareholders, in accordance with the provisions of article 44 par. 1 (i) of L. 4449/2017. The relevant Annual Report was issued with the annual financial report of the Company, constituting a distinct part of its contents. The present item was not submitted for voting.

**5**<sup>th</sup> **Item:** the Report of the Independent Non-Executive Members of the Board of Directors for the period covering the financial year 2024 and for the period from the convocation of the General Meeting, i.e. from 01.01.2024 until 22.05.2025, was submitted in order to update the shareholders, in accordance with L. 4706/2020 article 9 par. 5. This item was not submitted for voting.

**6**<sup>th</sup> **Item:** the shareholders approved the overall management of the Company for the financial year 2024, in accordance with article 108 of Law 4548/2018 and the discharge of the certified auditors-accountants of the Company from any liability for compensation for the financial year 2024.

**7<sup>th</sup> Item:** the shareholders approved the remuneration of the members of the Board of Directors for the financial year 2024 and also pre-approved the remuneration of the members of the Board of Directors and also as members of the Committees of L. 4706/2020 for the financial year 2025 and until the Ordinary General Meeting of 2026. More specifically, they approved the payment of total annual gross fees, amounting to 150,000.12 euros to the non-



executive members of Board of Directors for the period from 01.01.2024 until 31.12.2024, they preapproved the payment of total annual gross fees, amounting to 175,000.00 euros to the non-executive members of the Board of Directors for 2025 and they preapproved the payment of total monthly gross fees, amounting to 14,583.34 euros to the non-executive members of the Board of Directors, for the period from 01.01.2026 until the Ordinary General Meeting of the year 2026. The above amounts as approved for the corporate year 2025 until the Ordinary General Meeting of the year 2026, are in accordance with the Company's Remuneration Policy according to article 110 of Law 4548/2018, and concern remuneration for services provided by these persons in their capacity as Members of the Board of Directors and its Committees.

**8**<sup>th</sup> **Item**: the shareholders approved the granting of permission as analyzed, pursuant to article 98 para. 1 of Law 4548/2018, as in force, to the members of the Board of Directors and the directors of the Company, in order to participate in the Board of Directors or in the administration of the Company's subsidiaries and companies affiliated or related to the Company or to provide their services to the above-mentioned companies, and therefore to carry out, on behalf of the above subsidiaries and affiliated or related companies, acts that fall under the purpose pursued by the Company.

**9**<sup>th</sup> **Item:** the shareholders approved the appointment of the audit firm "Deloitte Société Anonyme Certified Auditors Accountants S.A." having its registered seat at Fragkokklisias 3a & Granikou Street, 15125, Maroussi, with Reg. No. E 120, as statutory auditor of the annual financial statements of the Company and the Group for the year from 01.01.2025 to 31.12.2025, as well as for the review of the interim information of the Company and the Group and the issuance of the annual tax certificate. They also approved the grant of authorization to the Board of Directors of the Company so that the latter determines the exact remuneration amount of the abovementioned audit firm.

**10<sup>th</sup> Item:** the shareholders approved the establishment of a new Share Buyback Program in accordance with the provisions of article 49 of Law 4548/2018, as currently in force, and specifically approved the establishment of a new Share Buyback Program for any purpose and use permitted under applicable legislation (including, indicatively but not limited to, the purpose of reducing the Company's share capital and canceling the shares acquired by the Company, and/or their disposal to employees and/or members of the management of the Company and/or an affiliated company, always in accordance with the Company's applicable Remuneration Policy), up to a percentage of 1.07221% of the Company's paid-up share capital, namely up to a total of 200,292 shares (in addition to the treasury shares that the Company will already hold under the existing program, i.e., up to 250,000 shares in total at any given



time, which correspond to 1.33831% of the Company's share capital), within a price range between €5.00 (minimum price) and €20.00 (maximum price) per share, for a period of twelve (12) months from the expiration date of the currently effective Program, namely from June 22, 2025, meaning that the new Program shall expire on June 22, 2026. The shareholders also approved the granting of authorization to the Board of Directors to determine, at its absolute discretion, any other detail and to take all necessary actions for the implementation of the present resolution, including the possibility of further delegating part or all of said powers.

**11<sup>th</sup> Item:** the General Meeting approved the adoption of the Company's Renumeration Policy, in accordance with Articles 110 – 111 of Law No. 4548/2018, for a new four-year term and in all other respects, with the remaining content thereof remaining unchanged.

**12<sup>th</sup> Item:** the General Meeting approved the proposed amendment of Article 4 (Purpose) and paragraphs 2 and 4 of Article 21 (on the Constitution of the Board of Directors) of the Company's Articles of Association. With respect to Article 4, the General Meeting approved the proposed amendment (deletion of the point 12 of the first paragraph) aiming at updating and clarifying the scope of the Company's business activities. The revised text reflects the Company's evolving operations and strategic focus, including, among others, real estate investment and management, provision of consultancy and technical services, participation in public and private projects, and investment in related sectors and companies. With regard to Article 21, the General Meeting approved the proposed amendments to paragraphs 2 and 4 concerning the addition of the role of the Deputy Chief Executive Officer in the composition and internal organization of the Board of Directors.

**13<sup>th</sup> Item:** The shareholders, following a relevant proposal by the Company's Board of Directors, which was made upon the recommendation of the Company's Remuneration and Nominations Committee:

(a) elected a new Board of Directors of the Company and, specifically, decided to re-elect each of the current ten (10) members of the Board of Directors for a three-year term, namely the following members:

- 1. Constantine Gontikas, son of Spyridon
- 2. Dimitrios Andriopoulos, son of Andreas
- 3. Nikolaos Ioannis Dimtsas, son of Petros Dimitrios



- 4. Anna Chalkiadaki, daughter of Antonios
- 5. Olga Itsiou, daughter of Anastasios
- 6. Despina Dagtsi Giannakaki, daughter of Stavros
- 7. Michail Anastasopoulos, son of Dimitrios
- 8. Emmanouil (Manos) Pelidis, son of Achilleas
- 9. Nikolaos Haritos, son of Panagis
- 10. Polyxeni (Xenia) Kazoli, daughter of Nikolaos

The election was carried out in accordance with the Company's Suitability Policy, the Rules of Procedure of the Committee, the Company's Internal Rules of Operation, and the Corporate Governance Code (CGC), and

- (b) appointed as independent non-executive members of the Board of Directors the following individuals: Constantine Gontikas (son of Spyridon), Emmanouil (Manos) Pelidis (son of Achilleas), Nikolaos Haritos (son of Panagis), and Polyxeni (Xenia) Kazoli (daughter of Nikolaos).
- **14**<sup>th</sup> **Item:** The General Meeting approved the determination of the type, the tenure, number, and status of the members of the Company's Audit Committee, the shareholders specifically resolved:
- (a) to confirm the type of the Audit Committee, namely that it will continue to be a committee of the Company's Board of Directors, composed exclusively of non-executive members of the Board of Directors, the majority of whom are independent from the Company, in accordance with the provisions of Article 9 of Law 4706/2020,
- (b) to redefine the composition of the Audit Committee, specifically that it shall consist of three members, all of whom shall be non-executive members of the Board of Directors, the majority of whom are independent from the Company, in accordance with the provisions of Article 9 of Law 4706/2020,
- (c) to confirm the term of office of the Audit Committee, which shall coincide with that of the current Board of Directors, i.e., it shall be three years, and in this case will end on 17.06.2028, and



(d) to authorize the Board of Directors to appoint the members of the Audit Committee, in accordance with Article 44, paragraph 1(c) of Law 4449/2017, as currently in force.

**15**th Item: there were no further announcements.

The Company will announce and publish on its website <u>www.dimand.gr</u> a separate announcement with the detailed results of the voting per decision in accordance with article 133 par. 2 of the law 4548/2018 and article 4.1.1(3). of the Athens Exchange Rulebook and article 3.3 of the Resolution no. 25/15.04.2024 of the Stock Markets Steering Committee of Athens Exchange S.A.

Maroussi, 17 June 2025

The Board of Directors