

INFORMATION MATERIAL

EXTRAORDINARY GENERAL MEETING

Tuesday, 6th of July 2021

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1. Sole item of the Agenda

The Board of Directors of the Company "PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME" invites the shareholders in order to decide on the following sole item of the agenda:

Decrease of the share capital of the Company by €74,093,414.86 by means of the decrease of the nominal value of each of the 255.494.534 ordinary, registered, voting shares of the Company from €3.00 to €2.71 nominal value per share, in order to return capital to shareholders by payment in cash. Corresponding amendment to article 5 of the Company's Articles of Association. Granting of authorizations to complete the process for the above-mentioned share capital decrease.

2. Draft resolution on the sole item of the Agenda

Decrease of the share capital of the Company by €74,093,414.86 by means of the decrease of the nominal value of each of the 255.494.534 ordinary, registered, voting shares of the Company from €3.00 to €2.71 nominal value per share, in order to return capital to shareholders by payment in cash. Corresponding amendment to article 5 of the Company's Articles of Association. Granting of authorizations to complete the process for the above-mentioned share capital decrease.

Required quorum:	Shareholders representing 1/2 of the paid-up share capital of the Company
Required majority:	2/3 of the total of (present or represented) votes

The Board of Directors of the Company informed the General Meeting in relation to the request dated 14.06.2021 by the companies Invel Real Estate (Netherlands) II B.V., Invel Real Estate B.V. and Anthos Properties A.K.E., in their capacity as shareholders of the Company representing in aggregate 95.30% in the Company's share capital (the Requesting Shareholders), by virtue of which they requested the Board of Directors, pursuant to article 141 par. 1 of Law 4548/2018, to convene the present Extraordinary Shareholders' Meeting with sole item of the agenda the decrease of the share capital of the Company by €74,093,414.86 by means of the decrease of the nominal value of each of the 255.494.534 ordinary, registered, voting shares of the Company from €3.00 to €2.71 nominal value per share, in order to return capital to shareholders by payment in cash, as well as the corresponding amendment to article 5 of the Company's Articles of Association and the granting of authorizations to complete the process (the **Letter**). It is further noted that in the Letter the Requesting Shareholders explicitly and unconditionally declared their decision to approve the aforementioned item of the agenda, within the context of the Extraordinary General Meeting of Shareholders to be convened.

The Board of Directors of the Company, after confirming that the Letter meets the requirements of article 141 par. 1 of Law 4548/2018, taking into consideration the shareholders' certificates annexed thereto proving the shareholder capacity of the Requesting Shareholders on the date of exercise of

their respective right, convened this Extraordinary Shareholders' Meeting and invites the shareholders to resolve on the decrease of the share capital of the Company by €74,093,414.86 by means of the decrease of the nominal value of each of the 255.494.534 ordinary, registered, voting shares of the Company from €3.00 to €2.71 nominal value per share, in order to return capital to shareholders by payment in cash, as proposed by the Requesting Shareholders.

The General Meeting is further invited to resolve on the amendment of paragraph 5.1 of article 5 of the Company's Articles of Association as follows, as proposed by the Requesting Shareholders:

"5.1. The share capital of the Company amounts to six hundred and ninety-two million three hundred and ninety thousand one hundred and eighty-seven euros and fourteen cents (€692,390,187.14), divided in total into two hundred and fifty-five million four hundred and ninety-four thousand five hundred and thirty-four (255,494,534) common registered voting shares, of nominal value two euros and seventy-one cents (2.71) each and is fully paid."

as well as the addition of a new paragraph 5.2.8 to Article 5 of the Company's Articles of Association as follows:

"5.2.8 The General Meeting of Shareholders of the Company, at its meeting held on 06.07.2021, resolved on the decrease of the share capital of the Company by [seventy-four million ninety-three thousand four hundred and fourteen euros and eighty-six cents (€74,093,414.86) by means of the decrease of the nominal value of each of the two hundred and fifty-five million four hundred and ninety-four thousand five hundred and thirty-four (255,494,534) ordinary, registered, voting shares of the Company, from three euros (€3.00) to two euros and seventy-one cents (€2.71) nominal value per share, in order to return capital to shareholders by payment in cash."

Finally, the General Meeting is invited to authorize the Board of Directors of the Company to: (a) proceed to all necessary, or deemed as appropriate, legal and any other action, including the determination of the record date of the beneficiaries of the capital return to be made following the share capital decrease and the payment date thereof, as well as the process vis-à-vis the Hellenic Exchanges S.A. and any other competent public authority and other body, to complete the share capital decrease process and (b) further sub-authorise executives of the Company to proceed to any of the above-mentioned acts.

The General Meeting, with a majority exceeding the limit of the law, approved all of the above.

3. Documents submitted before the General Meeting

The following documents are available to the shareholders on the Company's website (www.prodea.gr):

- a) the invitation,
- b) the announcement with respect to the total number of voting rights incorporated in shares at the date of the invitation;
- c) the templates required for exercising voting rights through a representative or proxy;
- d) draft decision on the sole item of the agenda,
- e) document for the exercise of minority rights

4. Ballot

PRODEA REIC

EXTRAORDINARY GENERAL MEETING OF JULY 6th, 2021

Full Name/Corporate Name	
Number of Shares	

SOLE ITEM OF THE AGENDA	FOR	AGAINST	ABSTENTION
Decrease of the share capital of the Company by €74,093,414.86 by means of the decrease of the nominal value of each of the 255.494.534 ordinary, registered, voting shares of the Company from €3.00 to €2.71 nominal value per share, in order to return capital to shareholders by payment in cash. Corresponding amendment to article 5 of the Company's Articles of Association. Granting of authorizations to complete the process for the above-mentioned share capital decrease.			

6. Form for appointment of proxy

**FORM OF APPOINTMENT OF PROXY
FOR PARTICIPATING IN THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE TRADE NAME
“PRODEA REAL ESTATE INVESTMENT SOCIETE ANONYME” and the distinctive title “Prodea
Investments”
of 06.07.2021**

The undersigned Shareholder of PRODEA REAL ESTATE INVESTMENT SOCIETE ANONYME (the Company):

Full Name/Company Name:	
Address/Registered Seat:	
ID No. / G.C.R. No.:	
Telephone No.:	
Number of Shares/Voting rights:	
DSS Share No (Investor Share)	
Securities Account Number	
Operator	
Full Name(s) of the duly authorized Representative(s) signing this proxy (to be filled only by legal entities):	

I hereby authorize

_____, son/daughter of....., resident of....., no.[...],
[...] str., with ID Card/Passport No....., issued by.....

with mobile phone number:.....

and email address _____

to represent me / the legal entity at the next Extraordinary General Meeting of the Shareholders of the Company, which shall convene on 06.07.2021, Tuesday, at 10:00 a.m. which will take place remotely, in real time via teleconference, as well as at any adjourned or follow-up general meeting and

to vote in my name and on my behalf / in the name of and on behalf of the legal entity, for the as above mentioned number of shares of the Company's issuance, of which I am the holder/the legal entity is holder/ for which I have / for which the legal entity has the right to vote by law or by contract [for example, under a pledge or custody agreement]¹ as follows, on the sole item of the agenda listed below:

SOLE ITEM OF THE AGENDA	FOR	AGAINST	ABSTENTION
<p>Decrease of the share capital of the Company by €74,093,414.86 by means of the decrease of the nominal value of each of the 255.494.534 ordinary, registered, voting shares of the Company from €3.00 to €2.71 nominal value per share, in order to return capital to shareholders by payment in cash. Corresponding amendment to article 5 of the Company's Articles of Association. Granting of authorizations to complete the process for the above-mentioned share capital decrease.</p>			

I would also like to inform the Company that I have already informed my Representative(s) about their notification obligation in case of application of article 128 (5) L. 4548/2018.

This does not apply if I have served a written withdrawal hereof to the Company, at least 48 hours prior to the relevant date of the General Meeting.

[Place], ___/___/2021

The Delegator

[signature & full name]

Please, submit or send this (a) to the Company (9 Chryssospilotissis str. 10560 Athens) or (b) at the Shareholder Registry kept by Piraeus Bank, 9 Mitropoleos str., 105 57, Athens, 1st floor (tel. 210 32 88737, 210 3335039, 210 6160434, 210 6160435 and Fax 210 33 35009, 210 32 88211).

Notes:

¹ The delegator must choose according to his/her legal position.

1. *Provided that for the participation in the Extraordinary General Meeting via teleconference the Company creates the account of the proxy on the electronic voting platform and then the proxy is notified via email to activate his account on the website <https://axia.athexgroup.gr> in order to be able to exercise the rights of the shareholder, each shareholder may appoint only one proxy for their remote participation in the Extraordinary General Meeting.*

In case said representative has not been provided with specific instructions to vote, he or she may vote at will.

2. *Please fill in the mobile phone number and email address of the person you wish to appoint as proxy, in order for the Company to create the account of the proxy on the voting platform, in order to be able to participate remotely in real time via teleconference in the General Meeting of the Company's shareholders. Otherwise, his/her participation in the General Meeting will not be possible.*

7. Pre-determined text for digital submission of solemn for participation in the Extraordinary General Meeting via teleconference

Pre-determined text to be filled in Step 1 of 4 of the relevant digital form.

"I hereby declare that I am shareholder of the company under the company name "Prodea Real Estate Investment Société Anonyme (the "**Company**") with D.S.S. share number (Investor Share) *[please insert your share number]*

I hereby authorize

_____, son/daughter of....., resident of....., no.[...],
[...] str., with ID Card/Passport No....., issued by.....

with mobile phone number:.....

and email address _____

to represent me / the legal entity and to vote in my name and on my behalf / in the name of and on behalf of the legal entity remotely in real time via teleconference, for the total shares of the Company, for which I have the right/ the legal entity has the right to on the items of the Agenda at the Extraordinary General Meeting of the Company's Shareholders, to meet on July 6th, 2021, Tuesday, at 10:00 a.m. or at any other follow-up or adjourned meeting, as follows:

(1) On the sole item of the agenda:

Decrease of the share capital of the Company by €74,093,414.86 by means of the decrease of the nominal value of each of the 255.494.534 ordinary, registered, voting shares of the Company from €3.00 to €2.71 nominal value per share, in order to return capital to shareholders by payment in cash. Corresponding amendment to article 5 of the Company's Articles of Association. Granting of authorizations to complete the process for the above-mentioned share capital decrease.

[FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

Any revocation of this proxy will be valid provided it has been notified either in writing to the Company, or by e-mail at info@prodea.gr, with subject "Proxy appointment general meeting 06.07.2021" at least forty-eight (48) hours prior to the relevant date of the General Meeting.

8. Total of shares and voting rights

ANNOUNCEMENT

In relation to number of shares and voting rights

Athens, 15.06.2021

Pursuant to article 123 paragraph 3 subparagraph b of L. 4548/2018, PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME (the “Company”) announces that on 15.06.2021, namely on the date of the Invitation to the Extraordinary General Meeting scheduled for 06.07.2021, the total number of shares of the Company amounts to 255.494.534 common registered shares of a nominal value of 3,00 Euros each, each one of these incorporating one vote, namely in aggregate 255.494.534 votes.

The Company has not issued any other category of shares, other than the aforementioned common shares with voting rights and does not possess own shares.

9. 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 21.06.2021. 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 23.06.2021 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 29.06.2021, 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 30.06.2021.

(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 30.06.2021 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 Extraordinary 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 30.06.2021 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).

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) document for the exercise of minority rights;
- g) terms and conditions for the remote participation of shareholders in the general meeting
- h) 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). The interested shareholders may receive hard copies of any documents and draft decisions at the Company's premises at 9 Chryssospilotissis Street, Athens, or by contacting the Investors and Public Relations Department of the Company at +30 213 33 34 397.