



INFORMATION MATERIALS

ORDINARY GENERAL MEETING

Tuesday, 13th of June 2023

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ORDINARY GENERAL MEETING

Tuesday, 13th June 2023

Contents

1. Items of the Agenda.....	3
2. Draft decisions on the items of the Agenda	4
3. Documents submitted before the General Meeting.....	13
4. Ballot	15
5. Form for notification of representative for legal entities	17
6. Form for appointment of proxy.....	19
7. Pre-determined text for digital submission of solemn for participation in the Ordinary General Meeting via teleconference	23
8. Total of shares and voting rights	26
9. Shareholders' minority rights.....	26

1. Items 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 items of the agenda:

1. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2022, along with the reports of the Board of Directors and the auditors. Distribution of profits.
2. Submission of the annual report of the Audit Committee, in accordance with article 44 par. 1 point (i) of Law 4449/2017, and presentation of the report to the shareholders by the Chairman of the Audit Committee.
3. Submission of the report of the independent non-executive members of the Board of Directors, in accordance with article 9 par. 5 of L. 4706/2020 and presentation of the report to the shareholders by the independent non-executive members.
4. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2022 and release of the auditors from any liability for their actions during financial year 2022.
5. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2022, pursuant to article 112 of Law 4548/2018.
6. Approval of remuneration of the members of the Board of Directors for the financial year 2022 and definition of their remuneration until the Ordinary General Meeting of 2023, pursuant to article 109 of Law 4548/2018.
7. 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.
8. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2023 and ending on 31.12.2023.
9. Appointment of independent valuers for the financial year 2023, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.
10. Notification to the shareholders of the resignation of a member of the Board of Directors and confirmation of the number of members of the Board of Directors of the Company.
11. Notification to the shareholders of the resignation of a member of the Audit Committee and confirmation of the number and capacities of the members of the Audit Committee of the Company.
12. Notification to the shareholders of the resignation of a member of the Remuneration and Nomination Committee of the Company.
13. Various Announcements.

2. Draft decisions on the items of the Agenda

1. Submission for approval by the General Meeting of the Annual Financial Statements for the financial year 2022 along with the reports of the Board of Directors and of the auditors. Distribution of profits.

Required quorum:	Shareholders representing 1/5 of the paid up share capital of the Company
Required majority:	50% of the total (present or represented) votes plus one vote

Following relevant recommendation of the Chairman, the General Meeting by majority exceeding the limit of the law, decided the following:

1. To approve the Annual Financial Statements and the Annual Consolidated Financial Statements of the Company for the financial year ending on 31.12.2022, along with the auditors' report and the relevant annual management report, as these documents have been approved by the Board of Directors at its meeting of 10.04.2023.
2. To approve the recommendation of the Board of Directors for the distribution of profits as follows:

PRODEA REIC – PROFITS DISTRIBUTION TABLE	
Statutory reserves	€ 3,137,833.59
Dividend of financial year 2021	€ 65,151,106.17
Distribution to BoD members and its Committees and to members of the Investment Committee	€ 3,431,500.00
Distribution to the personnel	€ 1,051,350.00
Retained earnings	€240,051,241.14

Further to the above, the General Meeting decided to grant a respective authorization to Mr. Aristotelis Karytinis Chief Executive Officer of the Company and Mrs. Thiresia Messari, Chief Financial Officer of the Company, in order for what is mentioned in the recommendation of the Remuneration and Nominations Committee dated 22.05.2023 to be implemented.

In compliance with L. 4209/2013, the payment of part of the distributable profits (amount up

to € 856,000) to the persons that fall within the categories of article 13 of the aforementioned law, indicatively to the senior executives, executives exercising risk management, executives exercising audit operations, etc., will be deferred for three years, commencing on the date of the Ordinary General Meeting of 2023 and will be made after the Ordinary General Meeting of 2025 in cash or/and shares, in accordance with the Remuneration Policy of the Company in force. Persons that fall under the categories of article 13 of the aforementioned law will be excluded from the above, but the aggregate amount to be distributed through the profit distribution is less than 50% of their annualized fixed remuneration (i.e. $< 50\% * (\text{gross monthly remuneration for December 2022} * 14)$). It is noted that although the General Counsel of the Company is not included in the persons of art. 13 of L. 4209/2013, the payment to her of a percentage of 40% of her variable remuneration will be deferred for three years as above.

Based on the above distribution table, the proposed dividend for distribution for the financial year 2022 amounts to 0,255 Euros/share (net).

Taking into account that provisional dividend amounting to €0,110 Euros/share (net) has been distributed following the decision of the Board of Directors dated 01.12.2022 (total amount of provisional dividend € 28,104,398.74), the rest of the distributable dividend amounts to 0,145 Euros / share (net). It is noted that the amount of the remaining distributable dividend per share is depicted up to the third decimal place for reasons of rounding, and, therefore, there may be an upward difference compared to the total amount of the capital which will be distributed as Dividend as stated in the above Profit Distribution Table.

2. Submission of the annual report of the Audit Committee, in accordance with article 44 par. 1 point (i) of Law 4449/2017, and presentation of the report to the shareholders by the Chairman of the Audit Committee.

The annual report of the Company's Audit Committee dated 30.03.2023 is submitted to the Annual General Meeting of the Shareholders, in accordance with article 44 par. 1 item í of Law 4449/2017. The President of the Audit Committee shall present this report to Messrs. Shareholders concerning the actions taken by the Committee and their results, its positions and proposals within the framework of its competences, according to article 44 par. 3 of Law 4449/2017.

3. Submission of the report of the independent non-executive members of the Board of Directors, in accordance with article 9 par. 5 of L. 4706/2020 and presentation of the report to the shareholders by the independent non-executive members.

The independent non-executive members of the Board of Directors submit and present to the Annual General Meeting of the Company's Shareholders their report dated 15.05.2023 regarding their obligations under article 7 of Law 4706/2020, in accordance with the provisions of par. 5 of article 9 of Law 4706/2020 in order to inform the Company's

shareholders and confirm the fulfillment of their obligations arising from the aforementioned regulatory framework.

4. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2022. Release of the auditors from any liability for their actions during financial year 2022.

Required quorum:	Shareholders representing 1/5 of the paid-up share capital of the Company
Required majority:	50% of the total (present or represented) votes plus one vote

Following relevant recommendation of the Chairman, the General Meeting by majority exceeding the limit of the law, decided the approval of the management of the Company exercised by each member of the Board of Directors individually, in his/her respective capacity, as well as all by the members of the Board of Directors jointly, for the financial year which ended on 31.12.2022, pursuant to article 108 of L. 4548/2018 and the release of the audit firm «ERNST & YOUNG (HELLAS) AUDITORS S.A.», with distinctive title “ERNST & YOUNG” with registered seat at 8B, Chimarras str., 15125, Maroussi, with SOEL Registry Number: 107, from any liability for the financial year 2021 (management period 01.01.2022 to 31.12.2022)

5. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the Members of the Board of Directors for the year 2022, pursuant to article 112 of Law 4548/2018.

The Chairman of the Board of Directors set before the shareholders the Remuneration Report of the members of the Board of Directors for the financial year 2022, which includes a complete overview of the total remuneration received by the members of the Board of Directors in the financial year 2022, according to what is more specifically provided for in article 112 of L. 4548/2018. The text of the Remuneration Report for the year 2022 will be uploaded as separate document on the Company’s website.

The shareholders voted by majority for the Remuneration Report for the year 2022. It is clarified that the shareholders’ votes on the Remuneration Report are of advisory nature, in accordance with article 112 par. 3 of L. 4548/2018.

6. Approval of remuneration of the members of the Board of Directors for the financial year 2022 and definition of their remuneration until the Ordinary General Meeting of 2024, pursuant to article 109 of Law 4548/2018.

Required quorum:	Shareholders representing 1/5 of the paid-up share capital of the Company
Required majority:	50% of the total (present or represented) votes plus one vote

Following a relevant recommendation by the Chairman, the General Meeting by majority exceeding the limit required by law, approved pursuant to article 109 par. 1 and 4 of Law 4548/2018 the following:

- the payment of aggregate amount of 1,431,500.00 Euros as gross remuneration of the members of the Board of Directors and the Investment Committee for the period 01.01.2022 - 31.12.2022,
- the pre-approval of the payment for the period from 01.01.2023 to 31.12.2023 of total gross remuneration, in the amount of 1,457,541.67 Euros (the net remuneration will be based on the deductions and levies borne by each payee) to the members of the Board of Directors and the Investment Committee, as remuneration,
- the pre-approval of payment for the period from 01.01.2024 until the Ordinary General Meeting of the year 2024 of the total monthly gross remuneration, in the amount of 122,729.15 Euros (the net remuneration will be based on the deductions and levies borne by each payee) to the members of the Board of Directors and of the Investment Committee, as remuneration.

It is noted that the aforementioned remuneration is in accordance with the Remuneration Policy of the Company, pursuant to the recommendation of the Remuneration and Nominations Committee of the Company dated 22.05.2023 and relate to compensation for services provided by these persons in their capacity as Members of the Board of Directors and the Investment Committee of the Company.

Further to the above, in particular regarding the members of the Board of Directors of the Company, the remuneration the pre-approval of which is recommended for the financial year 2023 up to the Ordinary General Meeting of 2024 is in accordance with the Remuneration Policy of the Company pursuant to article 110 of L. 4548/2018 which was approved by the Ordinary General Meeting of the Company on 07.06.2022.

7. 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.

Required quorum:	Shareholders representing 1/5 of the paid-up share capital of the Company
Required majority:	50% of the total (present or represented) votes plus one vote

Following relevant recommendation of the Chairman, the General Meeting provided, by majority exceeding the limit of the law, permission pursuant to article 98 of L. 4548/2018 to the members of the Board of Directors of the Company or its senior executives (including members of the Investment Committee) to participate, if they so wish, in the Board of Directors of or to provide their services to other companies of the group of the majority shareholder of the Company (indicatively of Invel Real Estate (Netherlands) II B.V. and the group to which it belongs) or to companies with a corporate statutory purpose similar to that of the Company.

The permission of the General Meeting is also provided in case the participation refers to legal persons or entities, in which the Company participates in accordance with the provisions of art. 22 of L. 2778/1999, as in force.

In any case, permission is provided to the Members of the Board of Directors of the Company or its senior executives (including members of the Investment Committee) to participate in or provide services to legal persons (or entities) that are not operating in, or making any kind of investment in real estate, that falls within the legitimate activities and in general within the means of commercial exploitation of real estate properties, which REICs may lawfully engage into (art. 22 of L. 2778/1999).

8. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2023 and ending on 31.12.2023.

Required quorum:	Shareholders representing 1/5 of the paid-up share capital of the Company
Required majority:	50% of the total (present or represented) votes plus one vote

Following relevant recommendation of the Chairman, pursuant to the relevant recommendation of the Audit Committee, the General Meeting decided, by majority greater

exceeding the limit of the law, the appointment of the company «ERNST & YOUNG (HELLAS) Certified Auditors. Accountants S.A.», having its registered seat at 8B Chimarras street, 15125 Maroussi with Reg. Number 107 as statutory auditor of the annual financial statements of the Company and the Group for the financial year 01.01.2023 to 31.12.2023, as well as to review the interim financial information of the Company and the Group.

The General Meeting further decided to authorize the Board of Directors so that the latter determines the exact remuneration amount of the auditors.

9. Appointment of independent valuers for the financial year 2023, pursuant to art. 22 par. 7 of L. 2778/1999, as in force, and determination of their fee.

Required quorum:	Shareholders representing 1/5 of the paid-up share capital of the Company
Required majority:	50% of the total (present or represented) votes plus one vote

According to the legislative and regulatory framework (art. 22 and 25 of Law 2778/1999 as in force), Real Estate Investment Companies (REICs) are obliged to publish at the end of each calendar half-year an investment statement of their available assets, with reference to investment categories, which statement includes, inter alia: "... *the description of each property, the purpose for which it is intended to be used, its market value in relation to the objective, if it has been determined, as well as any other information deemed useful to enable the evaluation of the company's investments ...*". In accordance with the provisions of par. 2 of article 25 of the same law, "*the semi-annual investment statement is based on a report by an independent valuer and is audited by a statutory auditor or audit office of law 3693/2008. It is submitted to the Hellenic Capital Market Commission and is posted on the company's website ...*" In light of the above and following relevant recommendation of the Chairman, the General Meeting decided, by majority greater exceeding the limit of the law, the appointment of the following independent valuers, in accordance with the legislative and regulatory framework:

For real estate properties outside Italy and Bulgaria:

- The company Proprius S.P. LLC- Real Estate Agents and Consultants (representative in Greece of Cushman & Wakefield), which has appointed Mrs. Niki Sympoura, daughter of Dimitrios, Mr. Georgios Gkolas, son of Dimitrios, Mr. Filippos-Iosif Santoza, son of Konstantinos, Mr. Theodoros Chatzimichalaros, son of Georgios, Mr. Thomas Dimopoulos, son of Michail, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.
- Jointly the companies P. Danos & Associates S.A. (representative in Greece of BNP

Paribas Real Estate), and Athens Economics Ltd (representative in Greece of Jones Lang LaSalle), which have appointed Mr. Theodoros Livis, son of Georgios, Efrosyni Paschalidou, daughter of Nikolaos, Vasileios Pirovetsis, son of Nikolaos, Michail Koumousis, son of Evangelos, Ms. Christina Kalantzi, daughter of Panagiotis, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

- The company Hospitality Consulting Services (HCS), which has appointed Mr. Papadimitriou Pavlos, son of Evaggelos, or in case he is unable to perform his duties, another valuer who meets the necessary requirements to carry out the valuations.
- The company Axies Certified Experts and Valuers Societe Anonyme (member of CBRE network in Greece and Cyprus), which has appointed Mrs. Kalliopi Zolota, daughter of Antonios, Mrs. Peppa Aggeliki, daughter of Georgios, Mr. Dimitris Kyriazopoulos, son of Konstantinos and Mr. Nikolaos Chatzitsolis son of Charisios, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.
- The company ARBITRAGE REAL ESTATE A.E and the distinctive name “Arbitrage” ή “Colliers Greece” (exclusive representative of Colliers in Greece), which has appointed Mr. Nikos Kountouriotis son of Christos, Konstantinos Markogiannakis son on Ioannis, Chris Mantzouratos son of Dimitrios, Ioannis Kyriakopoulos son of Dimosthenis, Anthee Constantinou daughter of Andreas, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

For properties in Italy:

- The company “Jones Lang LaSalle S.p.A.”, which has appointed Messrs. Federico Trevaini, Hugo Carlota, Laura Lebbolo, Federica Maiello, Mattia Salacoto, Michele De Marco, Roberto Follett, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

In case the above company is unable to perform its duties or for the acquisition of properties, that the Company may review,

- The company, Key to Real S.r.l. con socio unico which has appointed Mrs. Tania Garuti, Mr. Ugo Festini and Mr. Gianni Zecchini or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations or
- The company, “CBRE Valuation S.p.A” which has appointed Mrs. Davide Cattarin and Mrs. Laura Mari or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations or
- The company, “CBRE Italy Hotels S.r.L” which has appointed Mrs. Raffaella Peloso, Mrs. Giulia Covizzi, Mrs. Federica Sacani, Mrs. Francesca Minola, Mrs. Alessandra Giroto and Mr. Francesco Calia or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

For properties in Bulgaria:

- The company DRP Consult LTD, which has appointed Mr. Andrey Filev or in case he is unable to perform his duties, another valuer who meets the necessary requirements to carry out the valuations.

In case any of the above is unable to perform their duties or for the acquisition of properties, that the Company may review,

- Jointly the companies P. Danos & Associates S.A. (representative in Greece of BNP Paribas Real Estate), and Athnens Economics Ltd (representative in Greece of Jones Lang Lasalle), which have appointed Mr. Theodoros Livis, son of Georgios, Efrosyni Paschalidou, daughter of Nikolaos, Vasileios Pirovetsis, son of Nikolaos and Michail Koumoussi, son of Evangelos, Christina Kalantzi, daughter of Panagiotis, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.
- The company Advance Address Valuations Ltd, which has appointed Mrs. Tzenka Bojilova or in case she is unable to perform her duties, another valuer who meets the necessary requirements to carry out the valuations, or
- The company Proprius S.P. LLC- Real Estate Agents and Consultants (representative in Greece of Cushman & Wakefield), which has appointed Mrs. Niki Sympoura, daughter of Dimitrios, Mr. Georgios Gkolas, son of Dimitrios, Mr. Filippou-Isosif Santoza, son of Konstantinos, Mr. Theodoros Chatzimichalaros, son of Georgios, Mr. Thomas Dimopoulos, son of Michail, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

Irrespective of the country in which real estate property is:

- The company Ernst & Young Business Advisory Solutions S.A. (EY), which has appointed Mr. Panagiotis Tsiolis or in case that he is unable to perform his duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company PricewaterhouseCoopers Business Solutions S.A. (PWC) which has appointed Mr. Ioannis Vovos or in case that he is unable to perform his duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company Grant Thornton S.A. (Grant Thornton), which has appointed Ms. Elina Litsa or in case that she is unable to perform her duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company KPMG Consultants S.A. (KPMG) which has appointed Ms. Marina Kapetanaki or in case that she is unable to perform her duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company Deloitte Business Solutions S.A. (Deloitte), which has appointed Mr. Alexis Chatzipavlou or in case that he is unable to perform his duties, any other valuer who

meets the necessary requirements to carry out the valuations.

Further to the above, the General Meeting decided to authorize the Board of Directors, in order for the latter to determine the exact amount of the independent valuers' remuneration, as well as appoint a replacement for the as above independent valuers in case any of them is unable to perform its duties, as well as to the determination of their exact remuneration.

10. Notification to the shareholders of the resignation of a member of the Board of Directors and confirmation of the number of members of the Board of Directors of the Company.

Required quorum:	Shareholders representing 1/5 of the paid-up share capital of the Company
Required majority:	50% of the total (present or represented) votes plus one vote

The Board of Directors of the Company at its meeting of 21.02.2023 after being informed of the resignation of its non-executive member Mr. Ioannis Kyriakopoulos as a member of the Board of Directors of the Company and the Committees in which he participated, namely the Remuneration and Nominations Committee and the Audit Committee of the Company, decided in accordance with article 7 par. 4 of the Company's Articles of Association, which reflects the provision of article 82 par.2 of Law 4548/2018, the continuation of its operation with the remaining nine members of the Board of Directors elected by the Annual General Meeting of the Company's Shareholders of 08.06.2021 without replacing the resigned.

Following the above, the General Meeting confirmed that the Board of Directors elected by the Annual General Meeting of the Company on 08.06.2021 will continue its operation with the remaining nine (9) members until the end of its term of office, without electing a new member to replace the one who resigned as above.

11. Notification to the shareholders of the resignation of a member of the Audit Committee and confirmation of the number and capacities of the members of the Audit Committee of the Company.

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

Following the above resignation of the non-executive member of the Board of Directors of the Company, Mr. Ioannis Kyriakopoulos and as a member of the Audit Committee to which he was elected pursuant to the decision of the Board of Directors dated 08.06.2021 following the decision of the Annual General Meeting of the Company dated 08.06.2021 that determined the type, number and qualities of the members of the Company's Audit Committee, The Board of Directors at its meeting of 21.02.2023 decided to continue the operation of the Audit Committee with the remaining three (3) members, without replacing the resigned, pursuant to article 44 par. 1(f) of Law 4449/2017, which is incorporated as such in point 1.3 of Chapter III of the Rules of Procedure of the Audit Committee.

The General Meeting confirms that the Audit Committee of the Company will continue to be a committee of the Board of Directors consisting of three (3) independent members of the Board of Directors for the remainder of its term of office.

12. Notification to the shareholders of the resignation of a member of the Remuneration and Nomination Committee of the Company.

Following the resignation of the non-executive member Mr. Ioannis Kyriakopoulos as a member of the Board of Directors of the Company and the Committees in which he participated, including the Remuneration and Nominations Committee, the Board of Directors at its meeting of 21.02.2023 decided the continuation of the operation of the above Committee with the remaining three (3) members, who are independent – non-executive members of the Board of Directors, without replacing the resigned member, in accordance with article 2 par. 5 of the Internal Rules of Operation of the Remuneration and Nominations Committee of the Company, Subsequently, the Remuneration and Nominations Committee was reconstituted into a body by its decision dated 24.02.2023, an extract of which was posted for the information of shareholders and investors on the Company's website.

13. Various Announcements.

3. Documents submitted before the General Meeting

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

- the Annual Financial Statements (non-consolidated and consolidated) for the period from 01.01.2022 to 31.12. 2022;
- the Board of Directors Management Report to the shareholders for the financial year that ended on 31.12. 2022;
- the Audit Report of the independent Chartered Auditor of the Company;

- the Remuneration Report for the year 2022;
- the Annual Report of the Audit Committee for the year 2022.
- the report of the Independent Non-Executive Members of the Board of Directors

4. Ballot

PRODEA REIC

ORDINARY GENERAL MEETING OF JUNE 7th, 2022

Full Name/Corporate Name	
Number of Shares	

FOR AGAINST ABSTENTION

FOR ALL THE ITEMS OF THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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OR:

AGENDA ITEMS	FOR	AGAINST	ABSTENTION
1. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2022, along with the reports of the Board of Directors and the auditors. Distribution of profits.			
2. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2022 and release of the auditors from any liability for their actions during financial year 2021.			
3. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2022, pursuant to article 112 of Law 4548/2018.			

<p>4. Approval of remuneration of the members of the Board of Directors for the financial year 2022 and definition of their remuneration until the Ordinary General Meeting of 2024, pursuant to article 109 of Law 4548/2018.</p>			
<p>5. 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.</p>			
<p>6. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2023 and ending on 31.12.2023.</p>			
<p>7. Appointment of independent valuers for the financial year 2023, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.</p>			
<p>8. Notification to the shareholders of the resignation of a member of the Board of Directors and confirmation of the number of members of the Board of Directors of the Company</p>			
<p>9. Notification to the shareholders of the resignation of a member of the Audit Committee and confirmation of the number and capacities of the members of the Audit Committee of the Company.</p>			
<p>10. Various Announcements</p>			

5. Form for notification of representative for legal entities

**NOTIFICATION FORM OR REPRESENTATIVE APPOINTMENT FORM FOR PARTICIPATING IN
THE ORDINARY 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 13.06.2023**

Shareholder details

COMPANY NAME:
(the Shareholder)

No.:

DSS SHARE No.:

REGISTERED SEAT:
GENERAL COMMERCIAL REGISTRY (GCR)

SECURITIES ACCOUNT No.:

FULL NAME OF REPRESENTATIVE:

EMAIL:

MOBILE PHONE:

LEGAL DOCUMENTS, CERTIFYING THE CAPACITY OF REPRESENTATIVE:

[data from the detailed certificate of current representation from the GCR are filled in and, if necessary, data from the decision of a competent administrative body. These documents must be sent to the Company along with this, pursuant to the following instructions.]

I hereby certify that the legal documents I submit are valid and in force and that the representative mentioned has the power to represent our legal entity before your general meeting. [For more representatives, please certify whether they act separately or jointly.]

[Place], / /2023

On behalf of [legal entity name]

[Signature & Full Name]

Please, submit or send this (a) to the headquarters of the Company (9, Chryssospiliotissis str. 105 60 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).

6. Form for appointment of proxy

FORM OF APPOINTMENT OF PROXY

FOR PARTICIPATING IN THE ORDINARY 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 13.06.2023**

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 Ordinary General Meeting of the Shareholders of the Company, which shall convene on 13.06.2023, Tuesday, at 12:00 p.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 each of the agenda items listed below:

	FOR	AGAINST	ABSTENTION
ALL ITEMS ON THE AGENDA			

or:

AGENDA ITEMS	FOR	AGAINST	ABSTENTION
1. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2022, along with the reports of the Board of Directors and the auditors. Distribution of profits.			
2. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2022 and release of the auditors from any liability for their actions during financial year 2022.			

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

3. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2022, pursuant to article 112 of Law 4548/2018.			
4. Approval of remuneration of the members of the Board of Directors for the financial year 2022 and definition of their remuneration until the Ordinary General Meeting of 2024, pursuant to article 109 of Law 4548/2018.			
5. 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.			
6. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2023 and ending on 31.12.2023.			
7. Appointment of independent valuers for the financial year 2023, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.			
8. Notification to the shareholders of the resignation of a member of the Board of Directors and confirmation of the number of members of the Board of Directors of the Company			
9. Notification to the shareholders of the resignation of a member of the Audit Committee and confirmation of the number and capacities of the members of the Audit Committee of the Company.			
10. Various Announcements			

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], / /2023

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 3288211).

Notes:

1. *Provided that for the participation in the Ordinary 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 Ordinary 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 Ordinary 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 Ordinary General Meeting of the Company’s Shareholders, to meet on June 13th, 2023, Tuesday and at 12:00 p.m., or at any other follow-up or adjourned meeting, as follows:[*please delete below under (1), in case your vote is not identical for all items of the daily agenda, or under (2), in case your vote is identical for all items of the daily agenda. If you do not provide your proxy with specific instructions, he/she will vote in his/her discretion*]

(1) FOR ALL ITEMS OF THE AGENDA [FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

(2) As follows for the items of the agenda:

1. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2022, along with the reports of the Board of Directors and the auditors. Distribution of profits.

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

2. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2022 and release of the auditors from any liability for their actions during financial year 2022.

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

3. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2022, pursuant to article 112 of Law 4548/2018.

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

4. Approval of remuneration of the members of the Board of Directors for the financial year 2022 and definition of their remuneration until the Ordinary General Meeting of 2024, pursuant to article 109 of Law 4548/2018.

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

5. 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.

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

6. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2023 and ending on 31.12.2023.

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

7. Appointment of independent valuers for the financial year 2022, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.
[FOR/AGAINST/ABSTENTION] [please delete according to your vote]

8. Notification to the shareholders of the resignation of a member of the Board of Directors and confirmation of the number of members of the Board of Directors of the Company.
[FOR/AGAINST/ABSTENTION] [please delete according to your vote]

9. Notification to the shareholders of the resignation of a member of the Audit Committee and confirmation of the number and capacities of the members of the Audit Committee of the Company.
[FOR/AGAINST/ABSTENTION] [please delete according to your vote]

10. Various Announcements
[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 tmessari@prodea.gr ή info@prodea.gr, with subject “Proxy appointment general meeting 13.06.2023” at least forty-eight (48) hours prior to the relevant date of the General Meeting.

8. Total of shares and voting rights

ANNOUNCEMENT

On Shares and Voting Rights Athens, 22.05.2023

Pursuant to article 123 paragraph 3 subparagraph b of L. 4548/2018, PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME (the “Company”) announces that on 22.05.2023, namely on the date of the Invitation to the Ordinary General Meeting scheduled for 13.06.2023, the total number of shares of the Company amounts to 255.494.534 common registered shares of a nominal value of 2.71 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 29.05.2023. 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 31.05.2023 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 06.06.2023 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 07.06.2023.

(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 07.06.2023 at 12:00 p.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 07.06.2023 at 12:00 p.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) the annual financial report of the Company for financial year 2022, the remuneration report and the audit report of the remuneration committee;
- g) the report of the independent non-executive members of the Board of Directors, in accordance with article 9 par. 5 of Law 4706/2020;
- h) the annual activity report of the Audit Committee, in accordance with article 44 par. 1 point i of Law 4449/2017
- 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).

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.

**Remuneration Report for year 2022
of the Company “Prodea Real Estate Investment Company Societe Anonyme”
pursuant to article 112 of Law 4548/2018**

Pursuant to article 112 of Law 4548/2018, companies with shares listed on a regulated market undertake to produce a remuneration report, which includes a detailed overview of the aggregate remuneration regulated by the remuneration policy of article 110 of Law 4548/2018 for the preceding financial year. According to paragraph 1 of article 110 of Law 4548/2018, companies whose shares are listed on a regulated market are obliged to establish a remuneration policy for the members of the Board of Directors and, if any, for the general manager or his deputy.

The present report refers to financial year 2022 and is submitted to be discussed by the Ordinary General Meeting of the shareholders of the Company which has been convened for June 13th, 2023.

The General Meeting of the Company approved on 07.06.2022 its remuneration policy (the "Remuneration Policy"), in compliance with the provisions governing sociétés anonymes with shares listed on a regulated market, Real Estate Investment Companies S.A. (AEAAP), Alternative Investment Fund Management Companies S.A. based in Greece and licensed by the Hellenic Capital Market Commission in accordance with the provisions of Law 4209/2013, as well as the general regulatory framework to which the Company is subject. The Remuneration Policy covers the remuneration of the members of the Board of Directors including the CEO.

The objective of the Remuneration Policy is to determine the principles which govern the payment of any kind of remuneration to the relative persons, based on the strategy, the long-term interests and the sustainability of the Company.

The objectives of the Remuneration Policy are:

1. Maximizing performance for the benefit of the Company's long-term interests and sustainability.
2. Attracting and retaining talented executives, capable of creating value for the Company and its shareholders.
3. Establishing a spirit of performance that aligns the Company's objectives with the objectives of the interested parties (shareholders, management, employees and society).
4. Adjusting of the remuneration of the covered persons according to profitability, assumption of risk according to the Company's strategy, competition conditions and market practices.
5. Compliance with the institutional framework.
6. The allocation of responsibilities for compliance with the procedures relating to remuneration and ensuring proper implementation thereof.
7. Reliability, proportionality, flexibility and transparency in terms of remuneration payments of persons covered by the Remuneration Policy.
8. Minimizing potential risks arising from the applicable principles regarding the remuneration of the Company's personnel falling within the scope of this Policy.

- A. The aggregate remuneration granted or paid, with analysis as to the individual components thereof, the respective percentages of the fixed and variable remuneration, including the remuneration of article 109 par. 2 and explanation as to how the performance criteria have been applied and how the aggregate remuneration complies with the approved remuneration policy.**

Table 1 below presents the remuneration analysis, presenting the individual components thereof, which have been granted or paid in financial year 2022 to the members of the Board of Directors.

It is clarified that Table 1 presents the gross remuneration, while net remuneration is calculated on the basis of the deductions and contributions that are borne by each beneficiary.

The provisions of the Remuneration Policy have been taken into account for the determination of the remuneration, fixed and variable. Indicatively:

1. The best practices in companies with comparable business purpose and size.
2. Financial metrics which mirror the course of the Company, such as the increase in the value of the portfolio under management, the net asset value (NAV) and the adjusted earnings before interest, depreciation and amortization (Adjusted EBITDA)
3. The application of the minimum percentage (35%) for the fixed remuneration against the aggregate remuneration and the percentage (40%) for the deferred variable remuneration against the aggregate variable remuneration.

- B. Annual change in the remuneration of the Board of Directors, the Company's performance and the average remuneration of full-time employees of the Company, excluding executives, during the last five (5) financial years.**

Table 3 below presents the annual change in the remuneration of the Board of Directors, the Company's performance and the average remuneration of full-time employees of the Company, excluding executives, during the last five (5) years (namely 2018 up to 2022, inclusive).

Remuneration presented in Table 3 is gross remuneration, while net remuneration is calculated on the basis of the deductions and contributions that are borne by each beneficiary.

With respect to the average employees' remuneration, this has been calculated as the aggregate amount of gross remuneration of full-time employees divided by the average number of full-time employees each year.

It is further noted that financial data is based on the audited and published Annual Financial Statements of the group for financial years 2018 up to 2022, inclusive, which are available on the Company's website www.prodea.gr

C. Any type of remuneration received by any company of the Company's group, within the meaning of article 32 of Law 4308/2014

Within 2022, the company "CYREIT AIF Variable Capital investment Company PLC" ("CYREIT"), a subsidiary of the Company, paid a total gross amount of €20,000.00 to Mr. Spyridonas Makridakis, an independent member of the Board of the Company, for his participation in the Board of Directors of CYREIT.

D. Number of shares and stock options that have been granted or offered to the members of the Board of Directors and main conditions for the exercise of these rights, including the strike price and the strike date, as well as any amendment

The Company has not established share offering schemes, therefore the members of the Board of Directors have not been granted or offered shares and/or stock options for Company's shares.

E. Any share and/or stock options exercised by members of the Board of Directors in the context of the Company's shares offering schemes

The Company has not established share offering schemes, therefore the members of the Board of Directors have not been granted or offered shares and/or stock options for Company's shares.

F. Information on the exercise of the ability to retrieve variable remuneration

There is no such precedent.

G. Information on any deviation from the application of the remuneration policy, pursuant to article 110 par. 7 of Law 4548/2018

The Company is fully compliant with the Remuneration Policy.

H. Explanations regarding the way in which the result of the vote of the previous Ordinary General Meeting on the remuneration report for year 2021 was taken into account.

There were no comments by the previous Ordinary General Meeting of the Company's Shareholders on the remuneration report for year 2021 so that they could be taken into account when compiling this report.

Athens, 22 May 2023
The Board of Directors

Table 1 – Aggregate remuneration of the Board of Directors for year 2022
(amounts in €, except for %)

Member / Capacity	Fixed Remuneration (excl. benefits)		Benefits ¹		Member / Capacity		Fixed Remuneration (excl. benefits)		Benefits ²
	€	%	€	%	€	%	€	%	€
Christophoros Papachristophorou, Executive Chairman of the BoD, Chairman of the Investment Committee	600.000,00	50%	-	0%	600.000,00	50%	600.000,00*	50%	1.200.000,00
Aristotelis Karytinis, Vice-President B' of the BoD, Chief Executive Officer, Executive BoD Member, Member of the Investment Committee	601.785,46	48,9%	29.783,61	2,4%	631.569,07	51,3%	600.000,00*	48,7%	1.231.569,07
Thiresia Messari, Executive member of the BoD	300.892,66	48,9%	14.880,00	2,4%	315.772,66	51,3%	300.000,00*	48,7%	615.772,66
Athanasios Karagiannis, e xecutive member of the BoD, Member of the Investment Committee	290.848,11	48,2%	12.201,60	2,0%	303.049,71	50,3%	300.000,00*	49,7%	603.049,71
Nikolaos Iatrou, Non-executive member of the BoD	28.750,00	100%	-	0%	28.750,00	100%	-	0%	28.750,00
Georgios Kountouris, Non-executive member of the BoD, Member of the Investment Committee	86.250,00	46,3%	-	0%	86.250,00	46,3%	100.000,00*	53,7%	186.250,00
Ioannis Kyriakopoulos, Non-executive member of the BoD	58.750,00	100%	-	0%	58.750,00	100%	-	0%	58.750,00
Prodromos Vlamis, Independent Non- executive member of the BoD	58.750,00	100%	-	0%	58.750,00	100%	-	0%	58.750,00
Spyridon Makridakis, Vice-Chairman A' of the BoD, Independent Non-executive member of the BoD ² .	82.750,00	100%	-	0%	82.750,00	100%	-	0%	82.750,00
Garyfallia Spyriouni, Independent non- executive member of the BoD	58.750,00	100%	-	0%	58.750,00	100%	-	0%	58.750,00
Γενικό Σύνολο	2.167.526,23	52,6%	56.865,21	1,4%	2.224.391,44	53,9%	1.900.000,00	46,1%	4.124.391,44

* In compliance with Law 4209/2013 and the Remuneration Policy:

- Out of the variable remuneration of Mr. C Papachristophorou amounting to €600,000.00, an amount of €240,000.00 (40%) is deferred (after the Ordinary General Meeting of 2025).
- Out of the variable remuneration of Mr. A. Karytinis amounting to €600,000.00, an amount of €240,000.00 (40%) is deferred (after the Ordinary General Meeting of 2025).
- Out of the variable remuneration of Mrs. T. Messari amounting to €300,000.00, an amount of €120,000.00 (40%) is deferred (after the Ordinary General Meeting of 2025).
- Out of the variable remuneration of Mr. A. Karagiannis amounting to €300,000.00, an amount of €120,000.00 (40%) is deferred (after the Ordinary General Meeting of 2025).
- Out of the variable remuneration of Mr. G. Kountouris amounting to €100,000.00, an amount of €40,000.00 (40%) is deferred (after the Ordinary General Meeting of 2025).

¹ Benefits consist of an individual insurance programme (for the Chief Executive Officer) and corporate cars and including VAT, where applicable.

² According to the decision of the Annual Ordinary General Meeting of shareholders dated June 7, 2022, the remuneration of Mr. S. Makridakis worth € 58,750, as included in the Remuneration Report of the year 2021, was adjusted to € 72,750 and the adjustment amount of € 14,000 was paid within the year 2022

It is noted that an amount of €595,000 has been charged to the results of 2021. This amount refers to a provision for distribution of profits for the year 2022 to the members of the BoD, Messrs. Karytinis, Messari and Karagiannis, and is the minimum amount to be distributed according to the terms in their employment contracts as approved by the BoD at its meeting on 30.06.2020. In these contracts there is a provision for an additional category of variable remuneration according to quantitative and qualitative criteria. This variable remuneration category has not been implemented. The BoD, with its decision on 22.05.2023, will propose to the Ordinary General Meeting of the Company's Shareholders the distribution of profits to members of the BoD of €1,900,000.00.

BoD's fixed remuneration is analyzed below:

Table 2 (amounts €)

Member/Capacity	Fixed Remuneration (benefits not included)					
	Remuneration from employment contract	Remuneration as BoD member	Remuneration for the participation in the Audit Committee	Remuneration for the participation in the Human Resources and Remuneration	Remuneration from employment contract	Remuneration as BoD member
Christophoros Papachristophorou, Executive Chairman of the BoD, Chairman of the Investment Committee	-	300.000,00	-	-	300.000,00	600.000,00
Aristotelis Karytinis, Vice-Chairman B' of the BoD, Chief Executive Officer, Executive BoD Member, Member of the Investment Committee	401.785,46	120.000,00	-	-	80.000,00	601.785,46
Thiresia Messari, Executive member of the BoD	200.892,66	100.000,00	-	-	-	300.892,66
Athanasios Karagiannis, Executive member of the BoD, Member of the Investment Committee	190.848,11	40.000,00	-	-	60.000,00	290.848,11
Nikolaos Iatrou, Non-executive member of the BoD	-	28.750,00	-	-	-	28.750,00
Georgios Kountouris, Non-executive member of the BoD, Member of the Investment Committee	-	28.750,00	-	-	57.500,00	86.250,00
Ioannis Kyriakopoulos, Non-executive member of the BoD	-	28.750,00	20.000,00	10.000,00	-	58.750,00
Prodromos Vlamis, Independent Non-executive member of the BoD	-	28.750,00	20.000,00	10.000,00	-	58.750,00
Spyridon Makridakis, Vice-Chairman A' of the BoD, Independent Non-executive member of the BoD	-	52.750,00	20.000,00	10.000,00	-	82.750,00
Garyfallia Spyriouni, Independent non-executive member of the BoD	-	28.750,00	20.000,00	10.000,00	-	58.750,00
Grand Total	793.526,23	756.500,00	80.000,00	40.000,00	497.500,00	2.167.526,23

Table 3 - Annual Change in Remuneration and Company Performance Indicators

Amounts in thousands € (except for %)

	Year 2022	Year 2021	Year 2020	Year 2019	Year 2018
Remuneration ³ of the members of the BoD	4.124	3.871	3.495	2.751	1.164
Annual change in the remuneration of the BoD	6,5%	10,8%	27,1%	136,3%	6,4%
Average remuneration ⁴ of full-time employees, excluding executives	77	81	73	73	58
Annual change in employees' average remuneration	(4,9)%	11,0%	0,0%	27,1%	10,4%
Performance Indicators of Prodea Group					
Portfolio Value ⁵	2.566.670	2.326.915	2.123.968	2.224.821	1.781.562
Change in portfolio value (%)	10,3%	9,6%	(4,5)%	24,9%	12,6%
Net Asset Value (NAV)	1.475.235	1.396.331	1.367.907	1.419.292	1.286.620
Change in NAV (%)	5,7%	2,1%	(3,6)%	10,3%	4,8%
Adjusted earnings before interest, tax, depreciation and amortization from continuing operations (Adjusted EBITDA)	108.549	101.676	100.651	109.080	101.622
Change in Adjusted EBITDA (%)	6,8%	1%	(7,7)%	7,3%	1,1%

³ The remuneration of the BoD members includes all remuneration received by such members in their capacity as members of the BoD as well as in connection with their participation in BoD committees or in the context of their contractual relationship with the Company and relate to gross remuneration, fixed and variable, and to any benefits (including VAT where applicable).

⁴ Average remuneration of full-time employees include gross remuneration, fixed and variable.

⁵ Portfolio value includes the fair value of the investment property, properties held for sale, the owner occupied properties and the residences and land plots for the development of residences for their subsequent sale (inventories) as of 31 December of each year

Report of the Independent Non-Executive Members of the Board of Directors of Prodea Investments to the Annual General Meeting of Shareholders of 13 June 2023, pursuant to article 9 par. 5 of the Law. 4706/2020.



Athens, May 2023

Table of Contents

1. Import	Σφάλμα! Δεν έχει οριστεί σελιδοδείκτης.
2. Composition of the Board of Directors - Participation in the Board of Directors and	2
Board of Directors Committees	2
3. Obligations of Non-Executive Members of the Board of Directors	4
4. Findings	5
5. Annual Management Report of the Board of Directors and Corporate Statement	5
Governance	5

1. Introduction

This Report ("Report") is submitted jointly by the Independent Non-Executive Members of the Board of Directors of the Company under the name "Prodea Real Estate Investment Company Societe Anonyme" and the Distinctive Title "Prodea Investments" ("Company") to the Annual General Meeting of Shareholders of the Company on June 13, 2023, in accordance with the provisions of article 9 para. 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission.

The ultimate purpose of this Report, which covers the period from the date referred to in the last Report of the Independent Non-Executive Members of the Board of Directors until the date of the convening of the General Meeting (13.06. 2023) is to inform the Company's Shareholders regarding the fulfillment of the obligations of the Independent Non-Executive Members of the Company's Board of Directors, as they arise from the above regulatory framework.

2. Composition of the Board of Directors - Participation in the Board of Directors and Board of Directors Committees

The Company, according to its Articles of Association, is governed by a Board of Directors, consisting of seven to eleven members, who are elected by the General Assembly, which determines the term of office in accordance with the provisions in force from time to time. A legal entity may also be elected as a member of the Board of Directors. The Board of Directors shall elect from among its members the Chairman, up to two Vice-Presidents and one Managing Director.

The term of office of the present Board of Directors has been set at three years, calculated from its election on June 8th, 2021 and is extended until the expiry of the deadline within which the next ordinary general meeting must be convened and until the relevant decision is taken.

The General Meeting of 08.06.2021 elected the following 10 members of the Board of Directors who were constituted by the decision of the Board of Directors dated 08.06.2021 as follows:

Name	Membership of the Board of Directors
Christoforos Papachristoforou	President of the Board of Directors (Executive Member)
Spyridon Makridakis	Vice-Chairman A', Independent Non-Executive Member
Aristotelis Karytinios	Vice President B' & Chief Executive Officer (Executive Member)
Theresia Messari	Executive Member
Athanasios Karagiannis	Executive Member
Ioannis Kyriakopoulos	Non-Executive Member
Nikolaos Iatrou	Non-Executive Member
Georgios Kountouris	Non-Executive Member
Prodromos Vlamis	Independent Non-Executive Member
Garyfallia Spyriouni	Independent Non-Executive Member

Subsequently, the Board of Directors on 21.02.2023, having taken note of the resignation of the non-executive member Mr. Ioannis Kyriakopoulos of Polyzois, dated 20.02.2023 from a member of the Board of Directors of the Company and the committees of the Board of Directors in which he participated, namely the Remuneration and Nominations Committee and the Audit Committee of the Company, decided the continuation of the operation of the BoD, as well as its above Committees, with its remaining members, as elected by the Ordinary General Meeting of the Shareholders of the Company of 08.06.2021, without replacing the missing member, in accordance with article 7 par. 4 of the Company's Articles of Association and the respective Operating Regulations of the above Committees of the Board of Directors.

Following the above, the Board of Directors of the Company consists, at the time of writing this Report, of nine (9) members, of which four (4) are Executive Members, two (2) are Non-Executive Members and the remaining three (3) are Independent Non-Executive Members.

The Board of Directors meets regularly at least monthly and extraordinarily, whenever required. Regarding the closing fiscal year 2022, the Board of Directors held thirty (30) meetings. Two of the three Independent Non-Executive Members participated in person in all the above meetings and one member did not participate in person in one (1) of all the meetings, but was represented by written authorization.

In addition, the Independent Non-Executive Members participated in person in the nine (9) meetings of the Board of Directors held by 01.01.2023 until the drafting of this Report.

Regarding the Board of Directors Committees, i.e. the Audit Committee and the Remuneration and Nominations Committee, following the resignation of the non-executive member Mr. Ioannis Kyriakopoulos and their reconstitution, they now consist exclusively of Independent Non-Executive Members of the Board of Directors.

During the financial year 2022, the Audit Committee held sixteen (16) meetings. At different meetings two of the Independent Non-Executive Members did not attend in person one (1) of the total meetings, but were represented by written authorization. All three Independent Non-Executive Members participated in all seven (7) meetings during the period 01.01.2023 until the drafting of this Report.

The Remuneration and Nominations Committee held eight (8) meetings, five (5) within the fiscal year 2022 and three (3) during the period 01.01.2023 until the date of writing this Report. All three Independent Non-Executive Members participated in person in all these meetings.

Regarding the Meetings of both the Board of Directors and the Audit and Remuneration and Nomination Committees, the Independent Non-Executive Members participated in them

acting with independence and a sense of duty and with the aim of promoting the corporate interest.

The Board of Directors of the Company, at its meeting at 10.04.2023 reviewed and confirmed, in accordance with Article 9 para. 3.b of Law 4706/2020 and following a relevant proposal of the Remuneration and Nominations Committee, the fulfillment of the independence requirements of paragraphs 1 and 2 of article 9 of Law 4706/2020, in the person of the independent members of the Board of Directors.

3. Obligations of Non-Executive Members of the Board of Directors

The non-executive members of the Board of Directors, including the Independent Non-Executive Members of the Board of Directors, do not have executive responsibilities in the management of the Company in the context of the duties assigned to them, beyond the general duties reserved for them by their capacity as members.

In the context of their obligations, as defined in article 7 of Law 4706/2020, the Non-Executive Members of the Board of Directors :

- Monitor and examine the Company's strategy and its implementation, as well as the achievement of its goals,
- Ensure effective oversight of Executive Members, including monitoring and auditing their performance;
- They examine and express views on the proposals submitted by the Executive Members of the Board of Directors, based on existing information.

The main issues addressed by the independent members throughout the last financial year mainly concerned the achievement of the Company's business objectives, its financial statements, the financing of the Company and its Group, the approval of related party transactions in accordance with Law 4548/2018, the Company's regulatory compliance, ESG, corporate governance and overseeing the remuneration and compensation received by executive board members.

In this context, the independent non-executive members:

A) participated in the meetings of the Board of Directors of the Company and consulted with the executive Management of the Company regarding the above issues, receiving the necessary information and material, supervised the action of the executive members of the BoD. and dealt with all matters of discussion with due diligence, with independent objective judgment and with a sense of duty. In this way, they exercised effective supervision, provoking constructive discussion and openly expressing their views on the proposals submitted by the executive members, as well as their implementation, either through the meetings of the Board of Directors or through direct communication and exchange of views and clarifications with the executive members, whenever deemed necessary, in order to safeguard the interests of all stakeholders.

B) participated in the meetings of the Audit Committee, reviewed the respective financial statements and investment statements before their submission to the Company's Board of

Directors for approval, were informed by the independent valuers about the course of the market and the valuations of the Company's portfolio and were informed by the regular auditors, the Compliance Unit, but also the Internal Auditor of the Company whenever required.

C) participated in the meetings of the Remuneration and Nominations Committee and reviewed the Company's Remuneration Policy, the annual remuneration report and duly approved the remuneration for the recognition of the contribution of the executive members of the Board of Directors to the results and progress of the Company's operations for the financial year 2022.

4. Findings

Through this Report and considering the performance of the Executive Members of the Board of Directors, the Independent Non-Executive Members of the Board of Directors confirm that the Board of Directors of the Company operates effectively in order to achieve its business objectives, promote the corporate interest and sustainability of the Company.

Regarding the Executive Members of the Board of Directors, they act in accordance with the provisions of the regulatory framework governing the operation of the Company, its Articles of Association, the Greek Corporate Governance Code 2021 adopted and applied by the Company and its Rules of Procedure, demonstrating integrity and professionalism. They work well together and have the knowledge and experience to exercise supervision over the Company's activities, effective corporate management and the achievement of its business objectives for the benefit of its stakeholders.

5. Annual Management Report of the Board of Directors and Corporate Statement Governance

Through this Report, the Independent Non-Executive Members of the Board of Directors, having been duly informed, have confirmed their agreement with the content of the Annual Management Report of the Board of Directors and the Corporate Governance Statement for the year 2022, which is an integral part of the Annual Management Report of the Board of Directors and has been approved by the Board of Directors on 10.04.2023. This Annual Management Report has been included in the Company's Annual Financial Report for the year 2022, which is available on the Company's website (<https://prodea.gr/>).

Athens, 22 May 2023

The Independent Non-Executive Members of the Board of Directors of Prodea Investments

Spyridon Makridakis
Prodromos Vlamis
Garyfallia Spyriouni

Annual Activity Report of the Audit Committee of the Company “Prodea Real Estate Investment Company Societe Anonyme”

This Activity Report of the Audit Committee (hereinafter the “Committee”) of the Company “Prodea Real Estate Investment Company Societe Anonyme” with the distinctive title “Prodea Investments” (hereinafter the “Company”) refers to the financial year 2022 and has been drawn up in accordance with the provisions of Article 44 of Law 4449/2017 as amended by Article 74 of Law 4706/2020. The purpose of this report is to present a brief but comprehensive picture of the Committee’s work during the financial year 2022 and during the subsequent period until the approval of this Report by the Committee.

1. Purpose and Responsibilities

The main purpose of the Audit Committee is to assist the Board of Directors in fulfilling its supervisory obligation regarding: a) safeguarding the integrity of the financial reporting and notification process through the timely preparation of reliable financial statements; b) ensuring independent, objective, and efficient conduct of internal and external audits of the Company; c) ensuring and supervising compliance with the institutional, regulatory, and legal framework governing the operation of the Company and its Group; and d) ensuring and supervising the development and implementation of an appropriate and effective Internal Audit and Corporate Governance System for the Company and its Group.

The responsibilities and operation of the Committee for the fulfilment of its purpose are described in detail in the Rules of Operation approved by the Board of Directors, which have been posted on the Company’s website in accordance with current legislation and are available at the following address: <https://prodea.gr/etairiki-diakyvernsi/epitropi-elegchou>.

2. Composition

The Audit Committee is an independent committee under case ab) of paragraph 1a) of Article 44, Paragraph 1 of Law 4449/2017, as replaced by Paragraph 4 of Article 74 of Law 4706/2020. It consists of Non-Executive Members of the Board of Directors, who were elected by the decision of the General Meeting of Shareholders of the Company of 8 June 2021, in accordance with the provisions of Article 44 of Law 4449/2017, Paragraph 1, sub-paragraphs b and c.

The term of the above Committee was determined by the Ordinary General Meeting of Shareholders of 8 June 2021 to be three years, starting from the election of its Members by the General Meeting of Shareholders of the Company and extending until the subsequent Ordinary General Meeting of Shareholders of the Company following the end of its term.

Three of the members of the Committee are Independent Non-Executive members of the Board of Directors, in accordance with the independence criteria in Article 9 of law 4706/2020, one of them has the status of Chairman of the Committee, and the fourth member comes from the Non-Executive Members of the Board of Directors.

The members of the Committee were appointed by the Company's Board of Directors at its meeting on 8 June 2021, and the Committee was incorporated at its meeting on 8 June 2021 as follows:

Committee Members	Capacity	Position in the Board of Directors
Spyridon Makridakis	Chairman	Vice Chairman A', Independent Non-Executive Member
Ioannis Kyriakopoulos	Member	Non-executive member
Prodromos Vlamis	Member	Independent non-executive member
Garyfallia Spyriouni	Member	Independent non-executive member

On 21 February 2023, the Board of Directors, after becoming aware of the resignation as of 20 February 2023 of Non-Executive Member of the Board of Directors Ioannis Kyriakopoulos as a member of the Company's Board of Directors and its committees, including the Audit Committee, decided to continue the operation of the Company's Audit Committee with the remaining three (3) members without replacing the resigned member, in accordance with the provisions of Article 44, paragraph 1f of Law 4449/2017 and Paragraph 1.3 of the Audit Committee Rules of Operation.

Subsequently, during its meeting on 21 February 2023, the Audit Committee confirmed the appointment as Chairman of Mr. Spyridon Makridakis, Independent Non-Executive Member of the Board of Directors of the Company, in accordance with the provisions of Article 44, paragraph 1, sub-paragraph e of Law 4449/2017, in the Rules of Operation of the Audit Committee, and in the circular under protocol number 1508/17.07.2020 of the Department of Listed Companies of the Capital Market Commission, and was reincorporated as follows:

1. Mr. Spyridon Makridakis of Georgios, Independent Non-Executive Member of the Board of Directors, Chairman of the Audit Committee.
2. Mr. Prodromos Vlamis of Grigorios, Independent Non-Executive Member of the Board of Directors, Member of the Audit Committee.
3. Ms. Garyfallia Spyriouni of Vasileios, Independent Non-Executive Member of the Board of Directors, Member of the Audit Committee.

Each member of the Committee fulfils the requirements provided for by the current regulatory framework necessary for their appointment to the Committee.

Specifically, the remaining three (3) members of the Committee collectively possess sufficient knowledge of in the field in which the Company operates, and are independent of the Company, in the sense of the provisions of Paragraphs 1 and 2 of Article 9 of Law 4706/2020.

Finally, the Audit Committee, during its meeting on 2 March 2023, confirmed that among the members of the Committee, Ms. Garifallia Spyriouni has sufficient knowledge as legally required (under Article 44, Paragraph 1, sub-paragraph g, section b of Law 4449/2017) in auditing and/or accounting, and as independent from the Company, is the member who shall be obligatorily present in Committee meetings regarding approval of financial statements.

Curricula vitae of the members of the Committee have been posted on the Company's official website, and are available at the following address: <https://prodea.gr/cms/uploads/2023/02/Βιογραφικά-σημειώματα-των-Μελών-του-Διοικητικού-Συμβουλίου.pdf>.

3. Meetings

Within the framework of its responsibilities in accordance with current legislation and its Rules of Operation, the Audit Committee meets on a regular basis and holds extraordinary meetings when required. Specifically, during 2022, the Committee met sixteen (16) times and discussed issues that fall within its areas of competence. All decisions of the Committee were made unanimously.

The participation of the Chairman and the members of the Committee during the financial year 2022 in the meetings of the Committee are shown in the table below:

Name	Number of Meetings that took place in 2022	Participation in all meetings in 2022
Spyridon Makridakis	16	15/16
Ioannis Kyriakopoulos	16	16/16
Prodromos Vlamis	16	15/16
Garyfallia Spyriouni	16	16/16

During the period from 01.01.2023 until the approval of this Report, the Committee met four (4) times, and the participation of its members is shown in the table below:

Name	Number of Meetings that took place from 01.01.2023 to the date of approval of this Report	Participation in all meetings from 01.01.2023 to the date of approval of this Report
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Spyridon Makridakis	4	4/4
Prodromos Vlamis	4	4/4
Garyfallia Spyriouni	4	4/4

Note that beyond meetings, the members of the Committee are in regular contact with one another, and cooperate closely and in coordination with the senior management of the Company, the Heads of the Internal Audit Unit, the Regulatory Compliance Unit, and the Risk Management Unit, the Independent Valuers, and the Statutory Auditors of the Company, the company “ERNST & YOUNG (HELLAS) STATUTORY AUDITORS S.A.” (hereinafter “ERNST & YOUNG (HELLAS)”), which was appointed by the Ordinary General Meeting of Shareholders of the Company on 7 June 2022.

4. Activities of the Committee for the fiscal year 2022 until the approval of this Report by the Committee

In the above meetings, the Committee dealt with matters within its competence, specifically:

A. Financial Statements and Financial Reporting process

- It monitored, reviewed, and evaluated the process of financial reporting preparation, and informed the Board of Directors accordingly.
- It cooperated with the competent executives of the Financial Services Directorate of the Company and with the Statutory Auditors, in order to be informed and to confirm the adequacy and effectiveness of the processes of preparing the financial statements, the investment reports, and any other financial disclosures that are published.
- It reviewed and evaluated the annual and periodic, corporate and consolidated financial statements and financial reports in accordance with applicable accounting standards, regarding their accuracy, completeness, and consistency, prior to their submission to the Board of Directors for approval, and recommended their approval to the Board of Directors. In accordance with the above, the Committee confirmed the Company’s compliance with relevant laws and regulations governing the issuance and disclosure of financial statements.
- Received, reviewed, and evaluated the semi-annual and annual investment reports of the Company and recommended their approval to the Board of Directors.
- Received the 2021 Annual Activity Report from the Financial Services Directorate in order to be informed about its operations, organization, adequacy of knowledge, experience and

training of its executives, as well as adequacy of resources available for timely and accurate preparation of the Financial Statements.

B. External Audit

- It was briefed by the external auditors about the annual program of the statutory audit of the financial statements of the Company and the Group for the fiscal year 2022 prior to its implementation, and evaluated it, certifying that this would cover the major audit fields and systems on financial reporting, taking into consideration the main sectors of business and financial risk for the Group.
- It was informed through meetings by the competent bodies of the Administration and the external auditors about the important audit issues, the important judgments, assumptions, and estimates during the preparation of the financial statements of the Company and the Group.
- Within the framework of monitoring the process and conduct of the statutory audit of the corporate and consolidated financial statements of the Company, it received from the statutory auditor of the Company, ERNST & YOUNG (HELLAS), and evaluated the Supplementary Report with the results of the statutory audit that took place, confirming that it met the specific requirements of Article 11 of Regulation (EU) no. 537/2014 of the European Parliament and of the Council of 16 April 2014. On these matters, the statutory auditors assured the Committee that in their audit, they did not identify any risks of material misstatement in the corporate and consolidated financial statements, whether due to fraud or error, nor was there any finding that would have a material effect on the financial statements in the Company's Internal Audit System, and by extension, on the smooth operation of the Company. The Audit Committee informed the Board of Directors about the results of the statutory audit by the statutory auditors of the Company, ERNST & YOUNG (HELLAS).
- It met with the statutory auditors of the Company prior to the publication of the annual and semi-annual financial reports and the semi-annual investment reports, on which meetings clarifications were given in response to questions of the members of the Committee.
- It met with the ordinary Independent Valuers of the Company prior to the publication of the semi-annual financial reports of the Company and its subsidiaries in order to be informed about the progress of the real estate market and the most important assumptions of the appraisals.
- It evaluated and confirmed throughout the term of the statutory auditors that they are objective and have remained independent from the Company and the Group, also receiving in this context a relevant written declaration of independence from the statutory auditor.

- It examined the appropriateness and pre-approved the provision by the external auditor of non-audit services to the Company and the companies of the Group. In this context, it received from the Company's statutory auditor a written notification on the nature, extent, and remuneration of non-audit services offered to the Company and the Group for the financial year 2022.
- It evaluated the work of ERNST & YOUNG (HELLAS), statutory auditors of the Company, and taking into account, among other things, the opinion of the Financial Services Department, recommended to the Board of Directors, with submission of a relevant proposal, the re-appointment of the auditing company "ERNST & YOUNG (HELLAS)" as regular statutory auditor for the corporate financial year 2022. Furthermore, the Committee submitted a relevant proposal to the Company's Board of Directors to determine the total remuneration of the auditing company ERNST & YOUNG (HELLAS) for the financial year 2022.

C. Internal Audit System and Internal Audit

Within the same framework, the Committee:

- Monitored and reviewed the proper operation of the Internal Audit Unit in accordance with international standards on professional implementation of internal audit, as well as the applicable legal and regulatory framework, and evaluated its work, adequacy, and effectiveness, without violating its independence.
- Was informed about the results of the risk assessment carried out by the Internal Audit Unit as part of the preparation of the annual audit program.
- Was informed in writing about the annual audit for the year 2022 of the Internal Audit Unit. The Committee, prior to the implementation of the program, proceeded with its evaluation, taking into account the main sectors of business and financial risks as well as the results of previous internal audits.
- Received from the Internal Audit Unit, reviewed, and evaluated the Unit's quarterly activity reports, as well as reports on the audits conducted on the basis of the approved annual audit program. Examined the finding of these audits, the relevant views of the audited units, the proposals of the Internal Audit Unit, and the agreed corrective actions as well as the timetable for their implementation, and informed the Board of Directors accordingly.
- Was informed in writing by the Internal Audit Unit about the course of implementing the corrective actions for all the identified audit findings.
- Was informed by the Regulatory Compliance Unit and the Risk Management Unit on their projects and activities and approved their work planning for the following year.
- Prepared and recommended to the Board of Directors the assignment of carrying out the periodic evaluation of the Internal Audit System in accordance with Article 14, paragraph 3(j) of Law 4706/2020 and decision 1/891/30.9.2020 of the Capital Market Commission.

- Monitored the progress of the evaluation of the Company's Internal Audit System by the independent evaluator, ensuring the smooth and timely implementation of the project in cooperation with the Internal Audit Unit, the Regulatory Compliance Unit and the Risk Management Unit, as well as with the other organizational units of the Company.

D. Other matters

- Evaluated the proper formation of distributable profits and the adequacy of cash reserves for distribution of dividends and submitted a relevant recommendation to the Board of Directors.

The Committee recognizes the constant and timely updates that its members receive from the Internal Audit Unit at each of its meetings regarding the conduct of internal audits, their progress and results, ensuring the Company's compliance with the required processes.

In accordance with the above, the Committee ascertained the sufficient and continuous information from the Company's internal and external audits, and the Heads of the Regulatory Compliance Unit and the Risk Management Unit, through their comments and suggestions, for ensuring the smooth operation of the Company.

The cooperation of the Committee with the Company's Management, the Heads of the Internal Audit Unit, the Regulatory Compliance Unit, and the Risk Management Unit, as well as the Statutory Auditors, was completely satisfactory, and no problem arose in its operation.

5. SUSTAINABLE DEVELOPMENT POLICY

The Company has drawn up a Sustainable Development Policy, which was approved by the Board of Directors of the Company in its decision of 29 June 2022. This Policy has been posted on the Company's official website and is available at the following address: <https://prodea.gr/cms/uploads/2022/10/Πολιτική-Βιώσιμης-Ανάπτυξης.pdf>.

The Company's Sustainable Development Policy sets the framework for the establishment of principles and strategic priorities for all of its business activities. The adoption of this Policy is necessary to ensure the long-term value of the Company through the achievement of the following goals:

- Creating long-term value for stake-holders;
- Protection of the natural environment;

- Undertaking initiatives and actions in the areas of Corporate Governance, Corporate Responsibility, and Business Ethics, in addition to compliance with the current regulatory framework;
- Support and contribution to the wider society and the national economy.

The Company set sustainable development as a strategic orientation and commitment, has as its primary objective the creation of long-term value for its stakeholders, and fully recognizes its responsibilities regarding human rights, labor relations, environmental protection, and fighting corruption.

Athens, 30 March 2023

The Chairman
Spyridon Makridakis

The members
Prodomos Vlamis
Garyfallia Spyriouni

The resigned member¹
Ioannis Kyriakopoulos

¹ For the period of his term