

Announcement

Pursuant to article 4.1.1(3) of the ATHEX Rulebook, the company named “**PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME**” (hereafter the “**Company**”) announces the following:

The Ordinary General Meeting of the Company's shareholders, which convened on 11th June 2024, with shareholders representing 228.584.950 common registered shares, namely with a quorum of 89,47% of the Company's paid up share capital, pursuant to the pertinent ballot (valid votes 228.584.950) with respect to the issues on the agenda, as set out in the invitation dated 22.05.2024,

resolved upon the following:

1st Item

The approval of the revision of the Remuneration Policy, which had been approved by the Ordinary General Meeting of 7 June 2022, based on the content of the Board of Directors' recommendation, dated 20.05.2024.

Shareholders Christophoros Papachristophorou, Aristotelis Karytinis, Thiresia Messari and Athanasios Karagiannis (holding 258.053 shares in total) did not participate in voting, and were not counted towards quorum or majority for decisions on the specific issue, due to their status as members of the Board of Directors of the Company.

FOR 228.316.177 shares (99,995 %)

AGAINST 0 shares (0 %)

ABSTAIN 10.720 shares (0,005 %)

2nd Item

The approval of the Annual Financial Statements for the year 2023 (consolidated and nonconsolidated), along with the relevant Management Report of the Board of Directors to the shareholders and the Auditor's Report and the distribution of profits as follows:

a) the payment of dividend for the financial year 2023 of € 63,107,149.90 or €0.247 per share (net). Given the distribution of interim dividend of €0.110 (amounting to €28,104,398.74), pursuant to the BoD decision dated 5 December 2023, the remaining divided to be distributed amounts to € 0.137 per share (net);

b) the distribution to the Members of the Board of Directors, its committees and of the Investment Committee out of the profits of financial year 2023 of an aggregate amount of € 5,337,541.67.

c) the payment to members of the personnel of an aggregate amount of €1,712.800.00 and granting of an authorization to Mr. A.Karytinou, Chief Executive Officer and Mrs. T.Messari, Chief Financial Officer & Chief Operations Officer, to jointly implement the recommendations of the Remuneration and Nominations Committee dated 20.05.2024.

In compliance with L. 4209/2013, the payment of part of the distributable profits (amount up to € 1,592,800) 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 2024 and will be made after the Ordinary General Meeting of 2027 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 70% of their annualized fixed remuneration (i.e. $< 70\% * (\text{gross monthly remuneration for December 2023} * 14)$).

FOR 228.584.950 shares (100 %)

AGAINST 0 shares (0 %)

ABSTAIN 0 shares (0 %)

5th Item

The approval of the management exercised by each one Member of the Board of Directors individually, in its respective capacity, and by all Members of the Board of Directors jointly and the release of the auditors from any liability for the financial year 2023.

FOR 228.584.950 shares (100 %)

AGAINST 0 shares (0 %)

ABSTAIN 0 shares (0 %)

6th Item

The advisory voting upon the Remuneration Report for the members of the Board of Directors for financial year 2023, pursuant to the provisions of article 112 par. 3 of Law 4548/2018.

FOR 228.574.230 shares (99,995%)

AGAINST 0 shares (0 %)

ABSTAIN 10.720 shares (0,005%)

7th Item

The approval of remuneration of the Members of the Board of Directors and of the members of the Investment Committee for financial year 2023 and pre-approval of the remuneration of the aforementioned members for the financial year 2024 and for the time period from 01.01.2025 until the Ordinary General Meeting of 2025, pursuant to article 109 par. 1 and 4 of Greek Law 4548/2018.

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 20.05.2024 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 2024 up to the Ordinary General Meeting of 2025 is in accordance with the Remuneration Policy of the Company.

FOR 228.316.177 shares (99,882%)

AGAINST 0 shares (0%)

ABSTAIN 268.773 shares (0,118%)

8th Item

The provision of permission, in accordance with article 98 of Law 4548/2018 to the to the Members of the Board of Directors of the Company and other senior executives (including members of the Investment Committee) to participate, if they so wish, in the

Board of Directors 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 where it belongs) or to companies with a corporate statutory purpose similar to that of the Company or companies or legal entities in which the Company participates pursuant to article 22 of Law 2778/1999. Further to the above, the General Meeting decided to provide its permission to the Members of the Board of Directors of the Company and other 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.

FOR 228.584.950 shares (100 %)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

9th Item

The appointment of the of the audit 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 01.01.2024 to 31.12.2024, as well as to review the interim financial information of the Company and the Group. The Board of Directors was, further, authorized to determine the exact remuneration amount for the audit company.

In accordance with Article 124, Paragraph 8 of Law 4548/2018, shareholders Christophoros Papachristophorou, Aristotelis Karytinis, Thiresia Messari and Athanasios Karagiannis (holding 258.053 shares in total) did not participate in voting, and were not counted towards quorum or majority for decisions on the specific issue, due to their status as members of the Board of Directors of the Company.

FOR 228.326.897 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0 %)

10th Item

The appointment of the following independent valuers for financial year 2024 in accordance with the legislative and regulatory framework (arts. 22 and 25 of L. 2778/1999, as in force):

For real estate properties/investments 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 real estate properties/investments 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 real estate properties/investments 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. 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.

Irrespective of the country in which real estate property/investments is located:

- 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 their exact remuneration.

FOR 228.584.950 shares (100 %)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0 %)

11th Item

The election of a new Board of Directors, consisting of ten (10) members, through the re-election of some of the existing members of the Board of Directors for whom there is no impediment to reelection, as well as the election of Mr. Stamatis Sapkas, Ms. Georgia Mourla and Ms. Eleni Koritsa, as new members of the Board of Directors of the Company. Following the above, the new Board of Directors of the Company consists as follows:

1. Christophoros Papachristophorou
2. Aristotelis Karytinis
3. Thiresia Messari,
4. Athanasios Karagiannis
5. Nikolaos Iatrou,
6. Georgios Kountouris
7. Stamatis Sapkas
8. Garyfallia Spyriouni
9. Georgia Mourla
10. Eleni Koritsa

The full details of the members of the Board of Directors are included in the draft decisions that comprise the Information Material for the Ordinary General Meeting.

The curricula vitae of the candidate members, as well as the recommendation of the Board of Directors for the justification of the proposal for the selection of candidates for the Board of Directors, in accordance to par.1 article 18 L.4706/2020, were made available to the shareholders on the Company's website before the Ordinary General Meeting.

As independent members of the Board of Directors the General Meeting appointed M^{mes} Garyfallia Spyriouni, Georgia Mourla and Eleni Koritsa, who as whole meet the requirements of article 9 of Law 4706/2020 and as such do not have any dependence relationship with the Company or related parties to it.

The term of office of the Board of Directors is set at three years, commencing on their election by the General Meeting of the Company's Shareholders and extending until the lapse of the deadline, within which the subsequent Ordinary General Meeting must be convened and until the relevant decision is taken.

FOR 228.584.950 shares (100 %)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0 %)

12th Item

The determination of the type and the composition (number and features of the members) of the Audit Committee as an independent committee according to point (ab) of para. 1 of article 44 of Law 4449/ 2017, consisting of four (4) members, of which three (3) members are the independent non-executive members of the Board of Directors elected by the present Ordinary General Meeting of the Company and one (1) member is a non-member of the Board of Directors of the Company – third party unrelated to the Company, who maintains no professional, organisational, business, shareholding or other relationship with the Company and is fully independent from the latter, i.e. said person constitutes a third party not related to the Company and meets the independence criteria of article 9 of L.4706/2020.

More specifically, the General Meeting, according to the relevant recommendation by the Company's Board of Directors, elected as members of the Audit Committee:

1. Ms Garyfallia Spyriouni daughter of Vasileios in her capacity as an independent and non-executive member of the new Board of Directors
2. Ms Georgia Mourla daughter of Andreas in her capacity as an independent and non-executive member of the new Board of Directors
3. Ms Eleni Koritsa, daughter of Christos, in her capacity as an independent and non-executive member of the new Board of Directors
4. Mr Nikolaos Papadopoulos son of Demetrios, in his capacity as a third independent from the Company person, not a member of the Board of Directors of the Company

The full details of the members of the Audit Committee are included in in the draft decisions, while the curricula vitae of the members of the Audit Committee have been uploaded on the Company's website.

- Determined the term of office of the members of the Audit Committee which is set to three years, commencing from their election by the General Meeting of Shareholders of the Company and ending on the date of the Ordinary General Meeting of year 2027 at the latest.
- The General Meeting confirmed the finding that Mr. Nikolaos Papadopoulos, Ms. Garyfallia Spyriouni and Ms. Georgia Mourla have sufficient knowledge in auditing or accounting and thus will be those members that, have the required by Law 4449/2017 sufficient knowledge in auditing or accounting and one of those will mandatorily attend the meetings of the Audit Committee concerning the approval of the financial statements.

FOR 228.584.950 shares (100 %)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0 %)

No other decisions were adopted on other items of the agenda.

Further to the above, the shareholders were provided information on the following items of the agenda, which were not subject to voting:

3rd Item

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 a Member of the Audit Committee.

4th Item

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.

There were no further announcements on other items.

Athens, 11 June 2024
The Board of Directors