

INFORMATION MATERIALS

ORDINARY GENERAL MEETING

Tuesday, 8th of June 2021

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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. Amendment to article 7 of the Company's Articles of Association.
2. Amendment to article 11 of the Company's Articles of Association.
3. Election of new Board of Directors of the Company.
4. Renewal, pursuant to article 24 par. 1c of Law 4548/2018, of the authorization granted to the Board of Directors by virtue of decisions of the General Meeting of Shareholders of the Company dated 11.9.2019 και 13.04.2020, for the increase of the share capital of the Company through the issuance of new, dematerialized, common, registered, voting shares with payment in cash and abolition of existing shareholders' preemption rights.
5. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2020, along with the reports of the Board of Directors and the auditors. Distribution of profits.
6. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2020 and release of the auditors from any liability for their actions during financial year 2020.
7. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2020, pursuant to article 112 of Law 4548/2018.
8. Approval of remuneration of the members of the Board of Directors for the financial year 2020 and definition of their remuneration until the Ordinary General Meeting of 2022, pursuant to article 109 of Law 4548/2018.
9. 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.
10. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2021 and ending on 31.12.2021.
11. Appointment of independent valuers for the financial year 2021, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.
12. Determination of the type, the tenure and the number and features of the members of the Audit Committee.

13. Approval of the Suitability Policy of the members of the Board of Directors, pursuant to article 3 par. 3 of Law 4706/2020.

14. Various Announcements.

2. Draft decisions on the items of the Agenda

1. Amendment to article 7 of the Company's Articles of Association.

Required quorum:	Shareholders representing 1/5 of the paid-up share capital of the Company
Required majority:	50% of the total of (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 amendment of the first paragraph of article 7 of the Company's Articles of Association regarding the minimum and the maximum number of members of the Board of Directors that the General Meeting of the Company's shareholders may elect, as follows:

"1. The Company is managed by the Board of Directors, consisting of seven (7) up to eleven (11) members, which are elected by the General Meeting, determining the time of their tenure, in accordance with applicable provisions. A legal person may be elected as member of the Board of Directors."

2. Amendment to article 11 of the Company's Articles of Association

Required quorum:	Shareholders representing 1/5 of the paid-up share capital
Required majority:	50% of the (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 amendment of paragraph 5 of article 11 of the Company's Articles of Association, in order for the Company's Board of Directors to be able to decide on the General Meeting of the Company's shareholders being held entirely remotely through electronic means, in accordance with article 120 par. 3 of L. 4548/2018, as amended by virtue of article 23 par. 4 of L. 4712/2020, as follows:

«5. All shareholders or any of them may participate in the general meeting remotely through audiovisual means or other electronic means, provided that the board of directors that convenes the general meeting decides so. The board of directors may at its discretion decide that the general meeting will not be held at a certain place, rather will meet entirely with the participation of the shareholders and the rest of the entitled by law to attend it remotely through electronic means provided for in article 125 of L. 4548/2018. The board of directors determines the technicalities for the implementation of the abovementioned, in compliance with applicable legislation and by taking all necessary measures so as to ensure conformity with the provisions of article 125 par. 1 of L. 4548/2018 or any other successive legal provision for the same issue.»

Moreover, the General Meeting decides to provide the Board of Directors with authorization to proceed with any action necessary for the codification of the Company's Articles of Association following the aforementioned amendments of articles 7 and 11 of the Company's Articles of Association.

3. Election of new Board of Directors of the Company.

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

Following the General Meeting's decision on the first item of the agenda regarding the amendment of article 7 of the Company's Articles of Association and within the framework of the Company's compliance process with the provisions of L. 4706/2020 to enter into force as of 17.07.2021, the General Meeting decides by majority exceeding the limit of the law the election of a new Board of Directors, consisting of 10 members. In particular, the General

Meeting decides, upon relevant recommendation of the Chairman of the Board of Directors, the re-election of all the existing members of the Board of Directors, which were elected by virtue of the decision of the Ordinary General Meeting of shareholders dated June 18th, 2019, as well as of Ms. Garyfallia Spyriouni, as a new member of the Company's Board of Directors.

As per the above, it is proposed that the new Board of Directors of the Company to be voted comprises of the following members:

1. **Christophoros Papachristophorou, son of Nikolaos**, Businessman, resident of Cyprus (Villa 63, Island Villas, Limassol Marina Street, 3014, Limassol), with T.I.N. 131328411, Foreign Residents Tax Office and with passport number K00018625, Cypriot Citizen,
2. **Aristotelis Karytinis, son of Dimitrios**, Chief Executive Officer of the Company, resident of Athens (9, Chrysospiliotissis str.) with T.I.N. 017314576, Glyfada Tax Office and with ID no. AK801025, Chalandri Security Department, Greek Citizen,
3. **Thiresia Messari, daughter of Gerasimos**, Chief Financial Officer of the Company, resident of Athens (9, Chrysospiliotissis str.) with T.I.N. 072059404, B' Kallithea Tax Office and with ID no. AA 003175, Kallithea Security Department, Greek Citizen,
4. **Athanasios Karagiannis, son of Dimitrios**, Chief of Investments of the Company, resident of Athens (9, Chrysospiliotissis str.) with T.I.N. 048301608, Kallithea Tax Office and with ID no. AI 427359, Rodou Dodekanisou Security Police Sub-directorate, Greek Citizen,
5. **Ioannis Kyriakopoulos, son of Polyzois**, General Director of the National Bank of Greece and of the Group, resident of Athens (82-84, Aiolou str.), with T.I.N. 016327771, Kifissia Tax Office and ID no. A0533554, Dionissos Security Department, Greek Citizen,
6. **Nikolaos Iatrou, son of Michail**, Economist, resident of Kefalari of Kifissia (3A, Gounari str.), with T.I.N. 033704738, Kifissia Tax Office and I.D. no. AK 203969, Kifissia Security Department, Greek Citizen,
7. **Georgios Kountouris, son of Evaggelos**, Economist, resident of London of United Kingdom (57, Cadogan Square, London, SW1X 0HY), with T.I.N. 136946379, Foreign Residents Tax Office and with passport number AN4066892, Greek Citizen,
8. **Spiridonas Makridakis, son of Georgios**, Professor at the University of Nicosia, and Peer Professor of INSEAD, resident of Cyprus (2, Danais ave. Pafos), with T.I.N. 078703344, Glyfada Tax Office, and ID no. AE 056061, Piraeus Security Department, Greek Citizen,
9. **Prodromos Vlamis, son of Grigorios**, Assistant Professor of Financial Analysis, Department of Economic Science, University of Piraeus, resident of Athens (9, Chrysospiliotissis str.), with T.I.N. 061486967, D' Athinon Tax Office and I.D. no. F122362, Chalandri Police Department, Greek Citizen,

10. **Garyfallia Spyriouni, daughter of Vasileios**, private sector employee resident of Chalandri Attica (80, Aristotelous str.), with T.I.N. 033761573, Cholargos Tax Office and I.D. no. P764909/13.07.1992, Athens Z' Security Department, Greek Citizen.

The curriculums vitae of the candidate members were made available to the shareholders on the Company's website www.prodea.gr before the Ordinary General Meeting.

Further to the above, pursuant to article 18 paras 1 and 9 of Law 4706/2020 and the guidance issued by the Hellenic Capital Market Commission on 17.05.2021 with protocol number 1149 addressed to companies with securities listed on Athens Exchange providing clarifications and recommendations with respect to the actions of listed companies in view of the convocation of their annual shareholder meetings, the recommendation of the Board of Directors to the General Meeting of the Company with respect to each individual member proposed to be elected has been made available to shareholders of the Company on the Company's website.

As independent members of the Board of Directors the General Meeting appoints Mr. Spyridonas Makridakis, Mr. Prodromos Vlamis and Mrs. Garyfallia Spyriouni, all of who meet the requirements of article 4 of L. 3016/2002, as well as of article 9 of L. 4706/2020, and, thus, do not have a dependence relationship with the Company or persons related to it.

The tenure 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 expiration of the deadline, within which the subsequent Ordinary General Meeting must be convened and until the relevant decision.

1. Renewal, pursuant to article 24 par. 1c of Law 4548/2018, of the authorization granted to the Board of Directors by virtue of decisions of the General Meeting of Shareholders of the Company dated 11.9.2019 and 13.04.2020, for the increase of the share capital of the Company through the issuance of new, dematerialized, common, registered, voting shares with payment in cash and abolition of existing shareholders' preemption rights.

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

Following relevant recommendation of the Chairman, within the framework of the current events and in light of the special conditions formed in the money markets due to the progress of the coronavirus COVID-19 pandemic, the General Meeting by majority exceeding the limit of the law decides the renewal of the authorization granted to the Board of Directors pursuant to the decision of the Extraordinary General Meeting of September 11th, 2019, as amended by the Ordinary General Meeting of April 13th, 2020, by virtue of which authorization was granted to the Company's Board of Directors, in accordance with article 24 par. 1b of L. 4548/2018 for the increase of the share capital of the Company through the issuance of new, dematerialized, common, registered, voting shares with payment in cash and abolition of existing shareholders' preemption right (the Decision).

In particular, the General Meeting decides the renewal of the Decision's duration, within the framework provided for by article 24 par. 1c of L. 4548/2018, until the subsequent Ordinary General Meeting of the Company's Shareholders, which will take place within 2022.

It is clarified that otherwise, all the terms of the authorization provided by the Decision to the Board of Directors for the share capital increase of the Company remain in force, according to what is more specifically provided for in the Decision, including the abolition of preemption rights within the framework of the increase, for the reasons mentioned in the Report of the Company's Board of Directors dated 08.08.2019, in accordance with article 27 paragraph 1 of Law 4548/2018 and of ATHEX Regulation.

4. Submission for approval by the General Assembly of the Annual Financial Statements for the financial year 2020 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 31.12.2020, 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 29.04.2021.

2. To approve the recommendation of the Board of Directors for the distribution of profits as follows:

PRODEA REIC – PROFITS DISTRIBUTION TABLE	
Statutory reserves	€ 4,664,389.32
Dividend of financial year 2020	€ 89,934,075.97
Distribution to BoD members and its Committees	€ 3.260.000,05
Distribution to the personnel	€ 778.750,00
Retained earnings	€ 98.815.415,09

Part of the aforementioned amounts to be distributed to members of the Board of Directors and Company personnel, a further described in the recommendation of the Human Resources and Remuneration Committee dated 18.05.2021, will be allocated to the relevant beneficiaries, in the sole discretion of the Board of Directors and in the context of the existing Remuneration Policy of the Company, by means of a subsequent decision of the Board of Directors to be made at the latest by 31.12.2021

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 Human Resources and Remuneration Committee dated 18.05.2021 to be implemented, regarding the more specific allocation of the amounts to be distributed to the personnel of the Company based on the performance of each beneficiary.

In compliance with L. 4209/2013, the payment of part of the distributable profits (amount €€772.000,00) 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 2021 and will be made after the Ordinary General Meeting of 2024 in cash or/and shares, to the Remuneration Policy of the Company in force. Persons that fall within the categories of article 13 of the aforementioned law will be excluded from the above, to the extent that the aggregate amount to be distributed through the profit distribution

is less than 50% of their annualized fixed remuneration (i.e. $< 50\% * (\text{gross monthly remuneration for December 2020} * 14)$)).

Based on the above distribution table, the proposed dividend for distribution for the financial year 2020 amounts to 0.352 Euros/share (net).

Taking into account that provisional dividend amounting to €0.140 Euros/share (net) has been distributed following the decision of the Board of Directors dated 30.11.2020 (total amount of provisional dividend €35,769,234.76), the rest of the distributable dividend amounts to 0.212 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.

4. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2020 and release of the auditors from any liability for their actions during financial year 2020.

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 31.12.2020, pursuant to article 108 of L. 4548/2018 and the release of the audit firm «PRICEWATERHOUSECOOPERS A.E.», with registered seat at 268, Kifissias Ave., with SOEL Registry Number 113, from any liability for the financial year 2020 (management period 01.01.2020 to 31.12.2020).

7. 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 2020, 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 2020, which includes a complete overview of the total remuneration received by the members of the Board of Directors in the financial year 2020, according to what is more specifically provided for in article 112 of L. 4548/2018. The text of the Remuneration Report for the year 2020 will be uploaded as separate document on the Company's website.

The shareholders voted by majority for the Remuneration Report for the year 2020. 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.

8. Approval of remuneration of the members of the Board of Directors for the financial year 2020 and definition of their remuneration until the Ordinary General Meeting of 2022, 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 1,348,750.00 Euros as gross remuneration of the members of the Board of Directors and the Investment Committee for the period 01.01.2020 - 31.12.2020,
- the pre-approval of the payment for the period from 01.01.2021 to 31.12.2021 of total gross remuneration, in the amount of 1,378,250.00 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 01.01.2022 until the Ordinary General Meeting of the year 2022 of the total monthly gross remuneration, in the amount of 117,291.65 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 Human Resources & Remuneration Committee of the Company dated 17.05.2021 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. Payment of the aforementioned amount in whole or in part may be made through distribution of profits of the financial year 2021, following a respective approval by the Ordinary General Meeting of the Company that will take place within 2022.

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 2021 up to the Ordinary General Meeting of 2022 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 13.04.2020.

8. 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 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).

10. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2021 and ending on 31.12.2021.

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 recommendation of the Audit Committee dated 14.05.2021, 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 01.01.2021 to 31.12.2021, 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.

11. Appointment of independent valuers for the financial year 2021, 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
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Required majority:	50% of the total (present or represented) votes plus one vote
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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 (arts. 22 and 25 of L. 2778/1999, as in force).

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, Mrs. Evangelia Tsitsogiannopoulou, daughter of Nikolaos, Mrs. Konstantina Degaiti, daughter of Vasileios, Mr. Panagiotis Tsaousis, son of Spyridon, Mrs. Aggeliki Kotsi, daughter of Fotis, Mr. Filippos-Iosif Santoza, son of Konstantinos, Mr. Theodoros Chatzimichalaros, son of Georgios, Mr. Dimitris Georgikopoulos, son of Leonidas, Mr. Eleftherios Mouzourakis, son of Emmanouil, Mr. Thomas Dimopoulos, son of Michail, Mr. Alexios Kantlis, son of Georgios 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 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 Koumousis, son of Evangelos 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.

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

- The company Axies Certified Experts and Valuers Societe Anonyme (member of CBRE network in Greece and Cyprus), which has appointed Mrs. Peppa Aggeliki, daughter of Georgios, Mrs. Zolota Kalliopi, daughter of Antonios, Mrs. Tsigka Maria, daughter of Konstantinos, Mr. Dimitris Kardaras, son of Panagiotis 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.

For properties in Italy:

- The company “Jones Lang LaSalle S.p.A.”, which has appointed Messrs. Federico Trevaini, Hugo Carlota, Laura Lebbolo and Alessandra Zugni, 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 companies:

- 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 Koumousi, son of Evangelos 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 any of the above is unable to perform their duties,

- 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, or
- 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, Mrs. Evangelia Tsitsogiannopoulou, daughter of Nikolaos, Mrs. Konstantina Degaiti, daughter of Vasileios, Mr. Panagiotis Tsaousis, son of Spyridon, Mrs. Aggeliki Kotsi, daughter of Fotis, Mr. Filippos-Iosif Santoza, son of Konstantinos, Mr. Theodoros Chatzimichalaros, son of Georgios, Mr. Dimitris Georgikopoulos, son of Leonidaw, Mr. Eleftherios Mouzourakis, son of Emmanouil, Mr. Thomas Dimopoulos, son of Michail, Mr. Alexios Kantlis, son of Georgios or in case any of them is unable to perform their duties, another 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.

12. Determination of the type, the tenure and the number and features of the members of the Audit Committee.

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

Pursuant to article 44 of L. 4449/2017 and the Audit Committee Operation Regulation, as updated pursuant to the Audit Committee decision of 29.04.2021, the Audit Committee may be:

- a) a committee of the Company's Board of Directors, consisting of its non-executive members, or

- b) an independent committee, consisting of non-executive members of the Board of Directors and third persons, or
- c) an independent committee, consisting only of third persons.

The Audit Committee consists in its majority of independent from the Company members, as they are defined by applicable legislation, who have the qualifications set by article 44 of L. 4449/2017, as amended and in force. The type, tenure, number, and features of the members of the Audit Committee are determined by the General Meeting of the Company.

In light of the above and in accordance with relevant recommendation of the Board of Directors, the General Meeting decided, by majority exceeding the limit of the law, the appointment of a new Audit Committee which will be a committee of the Company's Board of Directors, consisting of four (4) members of the Board of Directors. It is further decided that three (3) of the members of the Audit Committee will be independent non-executive members of the Board of Directors and one of them will have the capacity of the Chairman of the Company's Audit Committee, and the fourth will be from the non-executive members of the Board of Directors.

The tenure of the Audit Committee is set at three years, commencing on the date of appointment of the members of the Audit Committee from the Company's Board of Directors.

The members of the Audit Committee will be appointed by the Company's Board of Directors, in accordance with the above, and all of them must have adequate knowledge of the Company's field of activity, while at least one of them, being independent from the Company, must have adequate knowledge and experience in auditing or accounting.

13. Approval of the Suitability Policy of the members of the Board of Directors, pursuant to article 3 par. 3 of Law 4706/2020.

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 General Meeting of Shareholders, by majority exceeding the limit required by law, approves the Suitability Policy of the members of the Board of Directors which was approved by the Board of Directors at its meeting on 17.05.2021 and is available to the shareholders on the

Company's website. The Suitability Policy was prepared in accordance with the provisions of article 3 of L. 4706/2020 and the Hellenic Capital Markets Commission guidelines (Circular no. 60/18.9.2020) with the assistance of external counsel.

The Suitability Policy enters into force from the commencement of force of the relevant provisions of L. 4706/2020, namely from 17.07.2021.

14. 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 01.01.2020 to 31.12.2020;
- the Board of Directors Management Report to the shareholders for the financial year that ended on 31.12.2020;
- the Audit Report of the independent Chartered Auditor of the Company;
- the Remuneration Report for the year 2020;
- the recommendation of the Board of Directors for each of the recommended for voting members of the Board of Directors of the Company, as well as their curriculum vitae, according to item 3 of the Agenda;
- the Suitability Policy;
- the Annual Report of the Audit Committee for the year 2020.

4. Ballot

PRODEA REIC

ORDINARY GENERAL MEETING OF JUNE 8th, 2021

Full Name/Corporate Name	
Number of Shares	

FOR AGAI ABSTE
 NST NTION

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. Amendment to article 7 of the Company's Articles of Association.			
2. Amendment to article 11 of the Company's Articles of Association.			
3. Election of new Board of Directors of the Company.			
4. Renewal, pursuant to article 24 par. 1c of Law 4548/2018, of the authorization granted to the Board of Directors by virtue of decisions of the General Meeting of Shareholders of the Company dated 11.9.2019 και 13.04.2020, for the increase of the share capital of the Company through the issuance of new, dematerialized, common, registered, voting shares with payment in cash and abolition of existing shareholders' preemption rights.			
5. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2020, along with the reports of the Board of Directors and the auditors. Distribution of profits.			
6. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2020 and release of the auditors from any liability for their actions during financial year 2020.			
7. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2020, pursuant to article 112 of Law 4548/2018.			
8. Approval of remuneration of the members of the Board of Directors for the financial year 2020 and definition of their remuneration until the Ordinary General Meeting of 2022, pursuant to article 109 of Law 4548/2018.			

9. 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.			
10. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2021 and ending on 31.12.2021.			
11. Appointment of independent valuers for the financial year 2021, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.			
12. Determination of the type, the tenure and the number and features of the members of the Audit Committee.			
13. Approval of the Suitability Policy of the members of the Board of Directors, pursuant to article 3 par. 3 of Law 4706/2020.			
14. Various Announcements			

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 08.06.2020

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 08.06.2020

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 08.06.2021, Tuesday, at 10:00 am, 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. Amendment to article 7 of the Company's Articles of Association.			
2. Amendment to article 11 of the Company's Articles of Association.			
3. Election of new Board of Directors of the Company.			
4. Renewal, pursuant to article 24 par. 1c of Law 4548/2018, of the authorization granted to the Board of Directors by virtue of decisions of the General Meeting of Shareholders of the Company dated 11.9.2019 και 13.04.2020, for the increase of the share capital of the Company through the issuance of new, dematerialized, common, registered, voting shares with payment in cash and abolition of existing shareholders' preemption rights.			

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

5. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2020, along with the reports of the Board of Directors and the auditors. Distribution of profits.			
6. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2020 and release of the auditors from any liability for their actions during financial year 2020.			
7. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2020, pursuant to article 112 of Law 4548/2018.			
8. Approval of remuneration of the members of the Board of Directors for the financial year 2020 and definition of their remuneration until the Ordinary General Meeting of 2022, pursuant to article 109 of Law 4548/2018.			
9. 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.			
10. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2021 and ending on 31.12.2021.			
11. Appointment of independent valuers for the financial year 2021, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.			
12. Determination of the type, the tenure and the number and features of the members of the Audit Committee.			
13. Approval of the Suitability Policy of the members of the Board of Directors, pursuant to article 3 par. 3 of Law 4706/2020.			
14. 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], ___/___/2021

The Delegator

[signature & full name]

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

Notes:

1. 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 8th, 2021, Tuesday and at 10:00 a.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. Amendment to article 7 of the Company's Articles of Association.

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

2. Amendment to article 11 of the Company's Articles of Association.

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

3. Election of new Board of Directors of the Company.

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

4. Renewal, pursuant to article 24 par. 1c of Law 4548/2018, of the authorization granted to the Board of Directors by virtue of decisions of the General Meeting of Shareholders of the Company dated 11.9.2019 και 13.04.2020, for the increase of the share capital of the Company through the issuance of new, dematerialized, common, registered, voting shares with payment in cash and abolition of existing shareholders' preemption rights.

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

5. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2020, along with the reports of the Board of Directors and the auditors. Distribution of profits.

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

6. Approval of the management exercised by the members of the Board of Directors of the Company for the financial year 2020 and release of the auditors from any liability for their actions during financial year 2020.

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

7. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2020, pursuant to article 112 of Law 4548/2018.

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

8. Approval of remuneration of the members of the Board of Directors for the financial year 2020 and definition of their remuneration until the Ordinary General Meeting of 2022, pursuant to article 109 of Law 4548/2018.

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

9. 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]**

10. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2021 and ending on 31.12.2021.

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

11. Appointment of independent valuers for the financial year 2021, 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]**

12. Determination of the type, the tenure and the number and features of the members of the Audit Committee.

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

13. Approval of the Suitability Policy of the members of the Board of Directors, pursuant to article 3 par. 3 of Law 4706/2020.

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

14. 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 08.06.2021” 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, 18.05.2021

Pursuant to article 123 paragraph 3 subparagraph b of L. 4548/2018, PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME (the “Company”) announces that on 18.05.2021, namely on the date of the Invitation to the Ordinary General Meeting scheduled for 08.06.2021, the total number of shares of the Company amounts to 255.494.534 common registered shares of a nominal value of 3 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 24.05.2021. The additional items shall be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 Law 4548/2018 at least seven (7) days prior to the General Meeting. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision, subject to adoption by the General Meeting and the revised agenda is published in the same way as the previous agenda thirteen (13) days prior to the date of the General Meeting, in this case by 26.05.2021 and shall also be made available to shareholders on the Company's website, along with the justification or draft decision, submitted by shareholders. The aforementioned documents shall also be available as described herein below under "Available documents and Information". If these items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting, pursuant to article 141 par. 2 and 5 of Law 4548/2018, setting the date for the continuation of the meeting, which cannot be later than twenty (20) days from the date of the adjournment, and to proceed with the publication themselves, as specified in the second subparagraph of this paragraph, at the expense of the Company.

(b) Paragraph 3:

Shareholders representing one twentieth (1/20) of the paid-up share capital, are entitled to submit draft decisions on items included either on the original or any revised agenda of the General Meeting. The relevant request has to be received by the Board of Directors at least seven (7) days prior to the date of general meeting, in this case by 01.06.2021, and the draft decisions will become available to shareholders as described below under "Available documents and Information", at least six (6) days prior to the date of General Meeting, in this case by 02.06.2021.

(c) Paragraph 6:

At the request of any shareholder, submitted to the Company at least five (5) full days prior to the Regular General Meeting, in this case by 02.06.2021 at 10:00 a.m., the Board of Directors shall provide the General Meeting with information on the course of specific corporate affairs of the Company, to the extent it is relevant to the agenda items. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Further to the above, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall disclose to the 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 02.06.2021 at 10:00 a.m., the Board of Directors shall provide the General Meeting with information on the course of corporate affairs and the financial position of the Company. The Board of Directors may decline to provide the information for sufficient due cause to be recorded in the Minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the aforementioned cases, the Board of Directors may give a single response to several requests of shareholders with the same content.

In all the above cases, the requesting shareholders have to prove their shareholder capacity and, except for the first subparagraph of article 141 paragraph 6 of Law 4548/2018, the number of shares they hold at the time of exercise of the relevant right. The capacity of shareholder may be evidenced by any lawful means, and in any event based on information the Company receives from the "Hellenic Central Securities Depository S.A." (ATHEXCSD), which manages the Dematerialized Securities System (Central Securities Depository - CSD), on condition that it provides registry services to the Company or from intermediaries participating and registered with the Central Securities Depository in any other case.

More detailed information pertaining to the aforementioned minority rights and the conditions for their exercise are available on the Company's website (www.prodea.gr).

Available documents and Information

The information listed in article 123 par. 3 and 4 of Law 4548/2018, namely:

- a) this Invitation;
- b) the announcement with respect to the total number of voting rights incorporated in shares at the date of the present Invitation;
- c) the templates required for exercising voting rights through a representative or proxy;

- d) predetermined text for an e-authorization for the appointment of a representative or a proxy for the participation remotely, in real time through teleconference;
- e) the full text of all documents to be submitted to the General Meeting, draft decisions for every item of the agenda, as well as any draft resolutions proposed by shareholders in exercise of their minority rights;
- f) the annual financial report of the Company for financial year 2020, the remuneration report and the report of the audit committee;
- g) the draft suitability policy for the members of the board of directors;
- h) the recommendation of the Board of Directors for each of the recommended for voting members of the Board of Directors of the Company, as well as their curriculum vitae
- 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.

**JUSTIFICATION OF RECOMMENDATION OF CANDIDATE MEMBERS
OF THE BOARD OF DIRECTORS**

Pursuant to the provisions of article 18 par. 1 and 9 of Law 4706/2020, it is proposed that the General Meeting elects a new Board of Directors with a three-year tenure, commencing on its election by the General Meeting of Shareholders of the Company and extending until the deadline for convocation of the following Ordinary General Meeting and until a relevant decision is reached.

The recommended new Board of Directors comprises of the following individuals:

- 1. Christophoros Papachristophorou**, son of Nikolaos, Businessman, resident of Cyprus (Villa 63, Island Villas, Limassol Marina Street, 3014, Limassol), with T.I.N. 131328411, Foreign Residents Tax Office and with passport number K00018625, Cypriot Citizen,
- 2. Aristotelis Karytinis, son of Dimitrios**, Chief Executive Officer of the Company, resident of Athens (9, Chrysospilotissis str.) with T.I.N. 017314576, Glyfada Tax Office and with ID no. AK801025, Chalandri Security Department, Greek Citizen,
- 3. Thiresia Messari, daughter of Gerasimos**, Chief Financial Officer of the Company, resident of Athens (9, Chrysospilotissis str.) with T.I.N. 072059404, B' Kallithea Tax Office and with ID no. AA 003175, Kallithea Security Department, Greek Citizen,
- 4. Athanasios Karagiannis**, son of Dimitrios, Chief of Investments of the Company, resident of Athens (9, Chrysospilotissis str.) with T.I.N. 048301608, Kallithea Tax Office and with ID no. AI 427359, Rodou Dodekanisou Security Police Sub-directorate, Greek Citizen,
- 5. Ioannis Kyriakopoulos**, son of Polyzois, General Director of the National Bank of Greece and of the Group, resident of Athens (82-84, Aiolou str.), with T.I.N. 016327771, Kifissia Tax Office and ID no. AO533554, Dionissos Security Department, Greek Citizen,
- 6. Nikolaos Iatrou**, son of Michail, Economist, resident of Kefalari of Kifissia (3A, Gounari str.), with T.I.N. 033704738, Kifissia Tax Office and I.D. no. AK 203969, Kifissia Security Department, Greek Citizen,

7. **Georgios Kountouris**, son of Evaggelos, Economist, resident of London of United Kingdom (57, Cadogan Square, London, SW1X 0HY), with T.I.N. 136946379, Foreign Residents Tax Office and with passport number AN4066892, Greek Citizen,
8. **Spiridonas Makridakis**, son of Georgios, Professor at the University of Nicosia, and Peer Professor of INSEAD, resident of Cyprus (2, Danais ave. Pafos), with T.I.N. 078703344, Glyfada Tax Office, and ID no. AE 056061, Piraeus Security Department, Greek Citizen,
9. **Prodromos Vlamis**, son of Grigorios, Assistant Professor of Financial Analysis, Department of Economic Science, University of Piraeus, resident of Athens (9, Chrysospiliotissis str.), with T.I.N. 061486967, D' Athinon Tax Office and I.D. no. F122362, Chalandri Police Department, Greek Citizen,
10. **Garyfallia Spyriouni**, daughter of Vasileios, Group Tax Director of Coca Cola Hellenic Bottling Company (CCH) Group, resident of Chalandri Attica (80, Aristotelous str.), with T.I.N. 033761573, Cholargos Tax Office and I.D. no. P764909/13.07.1992, Athens Z' Security Department, Greek Citizen.

In particular:

1. Mr Christophoros Papachristophorou is the Founder and Managing Partner of Invel Real Estate, an investment company established in March 2013 in order to seize investment opportunities in European real estate market by offering investors the ability to co-invest in selected investment opportunities. Invel manages today real estate properties of a value of approximately 3.5 bn Euro in Europe, with robust presence mostly in Italy, Greece and Cyprus. The landmark transaction for Invel was the acquisition of 66% in Prodea Investments from the National Bank of Greece (NBG) in December 2013, which was followed by the acquisition of a share of 32.7% from NBG in June 2019, resulting in the aggregate acquisition of 98,7% of the largest Greek REIC. Mr Papachristophorou, as Chairman of the Board of Directors and the Investment Committee of the Company oversees all strategic decisions. Since 2013, he has played a decisive role in creating a new vision and strategy for the company, while implementing a successful acquisition and financing program which led to significant expansion of the real estate portfolio, diversification of tenants and increase of returns. Notably, reference is made to the recent establishment of

MHV Mediterranean Hospitality Venture Ltd, a company aiming at investing in the hospitality sector, with the most recent acquisition of Parklane, a Luxury Collection Resort & Spa Limassol, the only luxury collection resort in Cyprus. Mr Papachristophorou holds a Bachelor's Degree (B.Sc.) in Economics from the London School of Economics and a Master's Degree in International Economics and Management from University Bocconi, Italy.

2. Dr Aristotelis Karytinis is the Chief Executive Officer of Prodea Investments. He possesses long standing experience in investment and banking through key positions both in the public and private sectors. Prior to his current position, Dr Karytinis was the General Manager - Real Estate of the National Bank of Greece Group for 6 years. Before joining the NBG Group, he held senior positions within Eurobank Group, including Head of Group Real Estate, Head of Mortgage Lending and CEO of Eurobank Properties REIC (later known as Grivalia REIC), a company which he led into a successful IPO in 2006 and a subsequent rights issue in 2007, raising in total approximately €450 m. In 2010 he led the team that established NBG PANGAEA REIC which was later absorbed by PRODEA. Aristotelis Karytinis holds a Doctorate (PhD) in Finance from the University of Warwick, UK and is a Fellow of RICS.

3. Mrs Thiresia Messari is the Chief Financial Officer and Chief Operations Officer of the Company and an executive member of its Board of Directors. She has more than 20 years of experience in real estate, having previously held senior positions in the real estate market in the National Bank of Greece and Eurobank groups, playing an active role in the establishment and listing on Athens Exchange of Grivalia Properties REIC, where she served as Head of Finance, Control and Operations. In 2010, she participated in the team that established NBG Pangaea REIC, which was later merged by way of absorption by the Company. She is a graduate of Athens School of Economics (Bsc in Informatics, specializing in analytics, design and management of information systems) with supplementary studies in International Financial Reporting Standards.

4. Mr Athanasios Karagiannis, is the Chief Investment Officer of the Company since June 2020 as well as executive member of the Board of Directors and member of the Investment Committee and possesses significant experience in investment activities and real estate market. Before joining the Company, Mr. Karagiannis was part of Invel where he joined in March 2014, after more than 6 years of experience with Deutsche Bank Asset Management, while he started his

career in the hospitality and insurance sectors. Mr. Karagiannis holds a Bachelor's Degree (B.Sc.) in Economic Sciences from the University of Athens, an MBA Degree from the Athens University of Economics and Business and a Master's Degree (M.Sc.) in Corporate Real Estate Strategy from Cass Business School.

5. Mr Ioannis Kyriakopoulos, is a non-executive member of the Board of Directors of the Company with significant experience in the financial and banking sector. He is General Manager of Group Real Estate of National Bank of Greece and has served as Chief Financial Officer, Deputy General Manager of International Activities of National Bank of Greece and Director of the Financial and Management Accounting Division of the Hellenic Financial Stability Fund. Mr Kyriakopoulos holds a Bachelor's Degree (B.Sc.) in Mathematics and a Bachelor's Degree (B.Sc.) in Economics from the University of Athens and a Master's Degree (M.Sc.) in Statistics and Operational Research from Loughborough University in the United Kingdom.

6. Mr Nikolaos Iatrou, is a non-executive of the Board of Directors of the Company and has long experience (25 years) in capital markets. Mr. Iatrou co-founded Hellenic Securities S.A., where Mr. Iatrou was Executive Vice-President for 11 years (Corporate Finance, Asset Management και Research). Mr. Iatrou held the position of the Chairman of the Board of Marfin Hellenic Securities, member of the board and the executive committee at Marfin Bank, as well as other top tier positions in the group, such as Chairman of Marfin Cyprus Ltd. From 2006 onwards, he has been focusing on corporate debt restructuring, corporate advisory and wealth management. He is Chairman and Chief Executive Officer of Silk Capital Partners investment firm, which is active in the above sectors. He is also a non-executive member of the listed in ASE company OPAP S.A., member of the Board of Hellenic Olympic Committee and Vice President of its Marketing Committee. He holds a Bachelor's Degree (B.Sc.) in Business Administration from the Hellenic American College.

7. Mr George Kountouris, is a non-executive member of the Board of Directors and member of the Investment Committee of the Company. He has long standing experience in business administration and real estate, having served as member of boards of directors and investment committees of various companies. He has served as Managing Director and European Partner of DLJ Real Estate Capital Partners of Credit Suisse and a Managing Director and European Co-Head

of the Real Estate Private Equity Group of Deutsche Bank. He was an Assistant Director and co-founder of the Real Estate Finance Group at Lazard Brothers & Co Ltd. and Vice President at Salomon Brothers. Mr. Kountouris holds an Engineering Degree from the Athens Polytechnion, an MBA Degree from Harvard Business School and a Doctorate (Ph.D.) in Civil Engineering from MIT.

8. Dr Spyridon Makridakis , is an independent non-executive member of the Board of Directors of the Company. Dr. Makridakis is currently a Professor at the University of Nicosia and the director of its Institute For the Future (IFF) and the founder and director of Makridakis Open Forecasting Center (MOFC). In addition he is an Emeritus Professor at INSEAD, as well as the University of Piraeus. He has served as Chairman of the board of directors of Lamda Development S.A. from 2000 to 2004 and as member of the board of directors of Grivalia Properties REIC from 2005 to 2009. He was the founder and editor in chief of the Journal of Forecasting and the International Journal of Forecasting. He has authored, or co-authored, twenty-seven books and special issues and more than 360 articles. Dr. Makridakis holds a Bachelor's Degree (BBA) in Business/Managerial Economics from the University of Piraeus and an MBA and Doctorate (Ph.D.), both from the New York University.

9. Dr Prodromos Vlamis, is an independent non-executive member of the Board of Directors of the Company. Dr. Vlamis is currently an Assistant Professor of Financial Analysis, Department of Economics at the University of Piraeus and Associate to the Department of Land Economy, University of Cambridge. In the past, Dr. Vlamis had worked as a Post-doctoral Research Fellow at Harvard University (2004-2006), Senior Research Fellow (2010-2011) and Visiting Fellow (2011-2012) at the Hellenic Observatory, London School of Economics and Political Science. Dr. Vlamis holds a Bachelor's Degree (BA) in International and European Economic Studies from the Athens University of Economics and Business, a Master's Degree (M.Sc.) in Economics from the University of York, a Master's Degree (MPhil) in Land Economy and a Doctorate (Ph.D.) in Financial Analysis of the Real Estate Market, both from the University of Cambridge.

10. Mrs Garyfallia Spyriouni is an executive with long standing and profound experience in the financial, tax and auditing sectors in large organisations and on an international level. Today, she is Group Tax Director of the Coca Cola Hellenic Bottling Company (CCH). In the past, she has

served as the Group Tax Director of the National Bank of Greece, Senior Tax Partner at the audit firm JPMG, analyst for Citibank and auditor with Peat Marwick Mitchell. Ms Spyriouni is a graduate of the Economic University of Athens (ΑΣΟΕΕ) and a Certified Public Accountant (CPA(GR), ΣΟΕΑ) and has received extensive education in business administration.

Mr Spyridon Makridakis, Mr Prodromos Vlamis and Mrs Garyfallia Spyriouni are proposed to be appointed as independent members of the Board of Directors. They all meet the requirements of article 4 of L. 3016/2002, as well as of article 9 of L. 4706/2020, and, thus, do not have a dependence relationship with the Company or persons related to it.

All the aforementioned recommended persons possess the requisite professional skills, knowledge, qualities, independent judgement, reputation and experience and demonstrate adequate safeguards of morality and integrity, all of which render them suitable for election as members of the Board of Directors of the Company. Furthermore, the first nine members of the Board of Directors of the Company recommended to be re-elected possess profound knowledge of the Company's operation and business and have actually contributed to the successful, until today, upward and profitability of the Company. The new proposed member of the Board of Directors to be elected as independent member, Mrs. Spyriouni, is familiar with the regulatory framework of REICs, as well as the Company in particular, since she was a member of the team that established Ethniki Pangaea REIC in 2010 (which was merged by way of absorption by the Company) and a founding member of the Board of Directors of Pangaea and is expected to significantly contribute to the operation of the Audit Committee and other committees of the Board of Directors where she will participate.

The aforementioned recommended composition of the Board of Directors as a whole reflects a wide spectrum of knowledge and experience per area of the members of the board of directors and will contribute to the effective management of the Company, the balanced decision making process and the promotion of corporate interests.

The curricula vitae of the recommended members of the board of directors have been uploaded on the Company's site www.prodea.gr, to the benefit of the shareholders, prior to the Ordinary General Meeting.

**Remuneration Report for year 2020
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.

The present report refers to financial year 2020 and is submitted to be discussed by the Ordinary General Meeting of the shareholders of the Company which has been convened for June 7th, 2021.

The Company has adopted a remuneration policy in accordance with the provisions of article 110 of Law 4548/2018 (the “Remuneration Policy”). The Remuneration Policy applies as of 01.01.2019 to the remuneration of the members of the Board of Directors, including the Chief Executive Officer. Any reference in the present report to “executives” relates to the aforementioned persons.

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 relevant 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. Minimizing potential risks arising from the applicable principles regarding the remuneration of the Company's personnel falling within the scope of this Policy.
8. Reliability, proportionality, flexibility and transparency in terms of remuneration payments.

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 2020 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 2016 up to 2020, 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 2016 up to 2020, 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 2020, the company "CYREIT AIF Variable Capital investment Company PLC" ("CYREIT"), a subsidiary of the Company, paid a total amount of €25,000.00 to Mr. Spyridonas Makridakis, an independent member of the Board of the Company, for his participation in the Board of Directors of CYREIT. From the amount of €25,000.00, the amount of €10,000.00 concerns the fiscal year 2019. The gross remuneration of Mr. Makridakis for the fiscal year 2020 for his participation in the Board of Directors of CYREIT amounts €20,000.00 out of which the amount of €15,000.00 was paid within the fiscal year 2020, while the remaining balance was paid within 2021.

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 2019 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 2019 so that they could be taken into account when compiling this report.

Athens, 18 May 2021

The Board of Directors

Table 1 – Aggregate remuneration of the Board of Directors for year 2020

(amounts in €, except for %)

Member / Capacity	Fixed Remuneration (excl. benefits)		Benefits ¹		Aggregate Fixed Remuneration		Variable Remuneration		Aggregate annual remuneration
	€	%	€	%	€	%	€	%	€
Christophoros Papachristophorou, Chairman of the BoD, Chairman of the Investment Committee ²	600,000.00	44.4%	-	0%	600,000.00	44.4%	750,000.00*	55.6%	1,350,000.00
Aristotelis Karytinios, Vice-President of the BoD, Chief Executive Officer, Member of the Investment Committee	574,154.84	57.2%	30,140.40	3.0%	604,295.24	60.2%	400,000.00*	39.8%	1,004,295.24
Thiresia Messari, Executive member of the BoD	279,340.82	56.5%	14,816.54	3.0%	294,157.36	59.5%	200,000.00*	40.5%	494,157.36
Athanasios Karagiannos, Non-executive member of the BoD, Member of the Investment Committee ³	198,470.23	55.8%	7,192.83	2.0%	205,663.06	57.8%	150,000.00*	42.2%	355,663.06
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	100%	-	0%	86,250.00	100%	-	0%	86,250.00
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, Independent Non-executive member of the BoD	58,750.00	100%	-	0%	58,750.00	100%	-	0%	58,750.00
Grand Total	1,943,215.89	55,6%	52,149.77	1,5%	1,995,365.66	55,1%	1,500,000.00	42,9%	3,495,365.66

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

- Out of the variable remuneration of Mr. C Papachristophorou amounting to €750,000.00, an amount of €305,000.00 (40%) is deferred (after the Ordinary General Meeting of 2023).
- Out of the variable remuneration of Mr. A. Karytinios amounting to €400,000.00, an amount of €160,000.00 (40%) is deferred (after the Ordinary General Meeting of 2023).
- Out of the variable remuneration of Mrs. T. Messari amounting to €200,000.00, an amount of €80,000.00 (40%) is deferred (after the Ordinary General Meeting of 2023).
- Out of the variable remuneration of Mr. A. Karagiannis amounting to €150,000.00, an amount of €60,000.00 (40%) is deferred (after the Ordinary General Meeting of 2023).

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

² Within 2020 an amount of €228,333.36 was paid to Mr Christophoros Papachristophorou which related to fixed remuneration for 2019 and was included in the remuneration report for year 2019.

³ Mr. Athanasios Karagiannis, following the decision of the Board of Directors dated 30.11.2020, received within 2020 the amount of € 300,000.00 (through the distribution of profits under article 162 of Law 4548/2018) according to the terms of the employment contract as approved by the Board of Directors at its meeting on 30.06.2020.

It is noted that an amount of €595,000 has been charged to the results of 2020. This amount refers to a provision for distribution of profits for the year 2020 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 18.05.2021, will propose to the Ordinary General Meeting of the Company's Shareholders the distribution of profits to members of the BoD of €1,700,000.00. Part of this amount, as further described in the recommendation of the Human Resources and Remuneration Committee dated 18.05.2021, will be paid to the respective beneficiaries, by means of a subsequent decision of the BoD to be made at the latest by 31.12.2021.

Also, according to the decision of the Ordinary General Meeting of the Company's Shareholders dated 13.04.2020, a remuneration of €2,990,500.00 was approved for the recognition of the contribution to the Company's course of business to the members of the Board of Directors, which is analyzed as follows:

Table 2 (amounts €)

Member	Remuneration for the recognition of the contribution to the company's course of business	Period to which this remuneration relates
	€	
Christophoros Papachristophorou	1,020,000.00	Years 2014 up to 2018, inclusive
Aristotelis Karytinis	1,167,000.00	Years 2014 up to 2016, inclusive
Thiresia Messari	553,500.00	Years 2014 up to 2016, inclusive
Athanasios Karagiannis	150,000.00	Years 2016 up to 2018, inclusive
Georgios Kountouris	100,000.00	Years 2014 up to 2016, inclusive
Grand Total	2,990,500.00	

In compliance with Law 4209/2013 and the Remuneration Policy, the payment of part of the distributable profits will be made upon completion of a three-year period from the financial year which such distributions relate (e.g. for amounts that refer to 2017, payment will be made in 2021, as if the decision on such payment had been made by the Ordinary General Meeting which took place within the year following the financial year to which such payment referred). In more detail,

- Out of the variable remuneration of Mr. C Papachristophorou amounting to €1,020,000.00, an amount of €215,000.00 is deferred.
- Out of the variable remuneration of Mr. A. Karagiannis amounting to €150,000.00, an amount of €103,200.00 is deferred.

Table 3 – Annual Change in Remuneration and Company Performance Indicators

Amounts in thousands € (except for %)

	Year 2020	Year 2019	Year 2018	Year 2017	Year 2016
Remuneration ⁴ of the members of the BoD	3,495	2,751	1,164	1,094	997
Annual change in the remuneration of the BoD	27.1%	136.3%	6.4%	9.7%	6.4%
Average remuneration ⁵ of full-time employees, excluding executives	73	73	58	52	50
Annual change in employees' average remuneration	0.0%	27.1%	10.4%	4.5%	(4.9)%
Performance Indicators of Prodea Group					
Portfolio value ⁶	2,123,968	2,224,821	1,781,562	1,582,648	1,492,007
Change in portfolio value (%)	(4.5)%	24.9%	12.6%	6.1%	1.3%
Net Asset Value (NAV)	1,367,907	1,419,292	1,286,620	1,227,639	1,194,766
Change in NAV (%)	(3.6)%	10.3%	4.8%	2.8%	0.1%
Adjusted earnings before interest, tax, depreciation and amortization from continuing operations (Adjusted EBITDA)	100,651	109,080	101,622	100,530	99,444
Change in Adjusted EBITDA (%)	(7.7)%	7.3%	1.1%	1.1%	5.0%

⁴ The remuneration of the BoD members include 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). It does not include the one off remuneration for the recognition of the contribution to the company's course of business as presented in Table 2 above, as this remuneration relates to prior years. In addition, the remuneration of the BoD does not include an amount of €300,000.00 which was paid to Mr. A. Karagiannis, as this amount is an one-off payment according to the terms of the employment contract as approved by the Board of Directors at its meeting on 30.06.2020.

⁵ Average remuneration of full-time employees include gross remuneration, fixed and variable.

⁶ Portfolio value includes the fair value of the investment property, the owneroccupied properties and the residences and land plots for the development of residences for their subsequent sale (inventories) as of 31.12. of each year.