

INFORMATION MATERIALS

ORDINARY GENERAL MEETING

Wednesday, 11th of June 2025

Contents

1. Items of the Agenda.....	3
2. Draft decisions on the items of the agenda.....	4
3. Documents submitted before the General Meeting	14
4. Ballot 15	
5. Form for notification of representative for legal entities.....	17
6. Form for appointment of proxy.....	18
7. Pre-determined text for digital submission of solemn for participation in the Ordinary General Meeting via teleconference.....	22
8. Total of shares and voting rights	25
9. Shareholders' minority rights.....	25
INFORMATION ON THE PROCESSING OF PERSONAL DATA OF THE SHAREHOLDERS AND THE REST OF THE PERSONS ATTENDING TO THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ ANONYME UNDER THE NAME "PRODEA REAL ESTATE INVESTMENT COMPANY"	28
TERMS AND CONDITIONS FOR REAL-TIME REMOTE PARTICIPATION VIA TELECONFERENCE IN THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ ANONYME UNDER THE NAME "PRODEA REAL ESTATE INVESTMENT COMPANY"	31

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 of the Company’s Remuneration Policy
2. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2024, along with the management report of the Board of Directors and the auditors’ report. Distribution of profits.
3. Submission for informative purposes of the annual report of the Audit Committee, in accordance with article 44 par. 1 point (i) of Law 4449/2017, and presentation of the report to the shareholders by the Chairman of the Audit Committee.
4. Submission for informative purposes of the report of the independent non-executive members of the Board of Directors, in accordance with article 9 par. 5 of Law 4706/2020 and presentation of the report to the shareholders by the independent non-executive members of the Board of Directors.
5. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2024. Release of the auditors from any liability for damages by their actions during financial year 2024.
6. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the Members of the Board of Directors for year 2024, pursuant to article 112 of Law 4548/2018.
7. Approval of remuneration of the members of the Board of Directors for the financial year 2024 and determination of their remuneration until the Ordinary General Meeting of 2026 pursuant to article 109 of Law 4548/2018.
8. Granting of permission to the members of the Board of Directors and other Directors of the Company pursuant to article 98 of Law 4548/2018.
9. Election of a Chartered Auditing-Accounting Firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2025 and ending on 31.12.2025.
10. Appointment of independent valuers for the financial year 2025, pursuant to art. 54 of Law 5193/2025 and determination of their fee.
11. Amendment of article 3 of the Company’s Articles of Association.
12. Various Announcements.

2. Draft decisions on the items of the agenda

1. Amendment of the Company's Remuneration Policy

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

According to the recommendation of the Remuneration and Nominations Committee of 19.05.2025 for the amendment of the Company's Remuneration Policy, which was approved by the Company's Board of Directors, at its meeting of 20.05.2025 the General Meeting approved, with a majority exceeding the limit set by law, the amendments to the Company's remuneration policy, in accordance with article 110 of Law 4548/2018, draft of which, as well as an informative note by the Board of Directors regarding the suggested amendments, was made available to shareholders as part of the Informational Material of the Ordinary General Meeting.

The approved amendments of the Company's Amended Remuneration Policy, as described above, which are related to the requirements of Law 4209/2013 governing the Company's operation as an Alternative Investment Fund Manager ('AIFM'), shall become effective upon completion of the procedure for the revocation of the Company's license to operate as an AIFM by the Hellenic Capital Market Commission, in accordance with article 63 par. 7 of Law 5193/2025 and article 11 of Law 4209/2013, as set out in further detail under Item 11 below.

2. Submission for approval by the General Meeting of the Annual Financial Statements for the financial year 2024 along with the management report of the Board of Directors and of the auditors' report. 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:

A. To approve the Annual Financial Statements and the Annual Consolidated Financial Statements of the Company for the financial year ending on 31.12.2024, 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 11.04.2025.

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

PRODEA REIC – PROFITS DISTRIBUTION TABLE	
Statutory reserves	€7,137,290.90
Dividend of financial year 2024	€180,123,646.67
Distribution to BoD members and its Committees and to members of the Investment Committee	€5,730,562.57
Distribution to the personnel	€1,919,400.00
Retained earnings	€356,255,690.01

Further to the above, the General Meeting decided to grant respective authorization to Mr. Aristotelis Karytinis Chief Executive Officer of the Company and Mrs. Thiresia Messari, Chief Financial Officer of the Company, in order for what is mentioned in the recommendation of the Remuneration and Nominations Committee dated 19.05.2025 to be implemented.

Based on the above distribution table, the proposed dividend for distribution for the financial year 2024 amounts to 0.705 Euros/share (net).

Taking into account that provisional dividend amounting to €0,470 Euros/share (net) has been distributed following the decision of the Board of Directors dated 06.12.2024 (total amount of provisional dividend €120,082,430.98), the rest of the distributable dividend amounts to 0.235 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.

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

The annual report of the Company's Audit Committee dated 11.04.2025 is submitted to the Annual General Meeting of the Shareholders, in accordance with article 44 par. 1 item (i) of Law 4449/2017. The President of the Audit Committee shall present this report to Messrs.

Shareholders concerning the actions taken by the Committee and their results, its positions and proposals within the framework of its competences, according to article 44 par. 3 of Law 4449/2017.

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

The independent non-executive members of the Board of Directors submit and present to the Annual General Meeting of the Company's Shareholders their report dated 20.05.2025 regarding their obligations under article 7 of Law 4706/2020, in accordance with the provisions of par. 5 of article 9 of Law 4706/2020 in order to inform the Company's shareholders and confirm the fulfillment of their obligations arising from the aforementioned regulatory framework.

5. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2024. Release of the auditors from any liability for damages by their actions during financial year 2024.

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 31.12.2024, pursuant to article 108 of L. 4548/2018 and the release of the audit firm «ERNST & YOUNG (HELLAS) AUDITORS S.A.», with distinctive title “ERNST & YOUNG” with registered seat at 8B, Chimarras str., 15125, Maroussi, with SOEL Registry Number: 107, from any liability for the financial year 2024 (management period 01.01.2024 to 31.12.2024).

6. 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 2024, 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 2024, which includes a complete overview of the total remuneration received by the members of the Board of Directors in the financial year 2024, according to what is more specifically provided for in article 112 of Law 4548/2018, and on which the Company's Remuneration and Nominations Committee has delivered its favorable opinion at its meeting of [●]. The text of the Remuneration Report for the year 2024 is uploaded as a separate document on the Company's website.

The shareholders voted by majority for the Remuneration Report for the year 2024. It is clarified that the shareholders' votes on the Remuneration Report are of advisory nature, in accordance with article 112 par. 3 of Law 4548/2018.

7. Approval of remuneration of the members of the Board of Directors for the financial year 2024 and determination of their remuneration until the Ordinary General Meeting of 2026, 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 1,803,062.57 Euros as gross remuneration of the members of the Board of Directors and the Investment Committee for the period 01.01.2024 - 31.12.2024,
- the pre-approval of the payment for the period from 01.01.2025 to 31.12.2025 of total gross remuneration, in the amount of 1,747,500.00 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 01.01.2025 until the Ordinary General Meeting of the year 2026 of the total monthly gross remuneration, in the amount of 145,625.01 Euros (the net remuneration will be based on the deductions and levies borne by each payee) to the members of the Board of Directors and of the Investment Committee, as remuneration.

It is noted that the aforementioned remuneration is in accordance with the Remuneration Policy of the Company, pursuant to the recommendation of the Remuneration and Nominations Committee of the Company dated 19.05.2025 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 2025 up to the Ordinary General Meeting of 2026 is in accordance with the Remuneration Policy of the Company, as amended and set out in further detail under Item 1 above.

8. Granting of permission to the members of the Board of Directors and other Directors of the Company pursuant to article 98 of Law 4548/2018.

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

Following relevant recommendation of the Chairman, the General Meeting provided, by majority exceeding the limit of the law, permission pursuant to article 98 of Law 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. 46 of Law 5193/2025.

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. 46 of Law 5193/2025).

9. Election of a Chartered Auditing-Accounting Firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2025 and ending on 31.12.2025.

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

Following relevant recommendation of the Chairman, pursuant to the relevant recommendation of the Audit Committee, the General Meeting decided, by majority greater exceeding the limit of the law, the appointment of the company «ERNST & YOUNG (HELLAS) Certified Auditors. Accountants S.A.», having its registered seat at 8B Chimarras street, 15125 Maroussi with Reg. Number 107 as statutory auditor of the annual financial statements of the Company and the Group for the financial year 01.01.2025 to 31.12.2025, 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 later determines the exact remuneration amount of the auditors.

10. Appointment of independent valuers for the financial year 2025, pursuant to art. 54 of Law 5193/2025, as in force, and determination of their fee.

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

According to the legislative and regulatory framework (art. 53 and 54 of Law 5193/2025), Real Estate Investment Companies (REICs) are obliged to publish at the end of each calendar half-year an investment statement of their available assets, with reference to investment categories, which statement includes, inter alia: *"... the description of each property, the purpose for which it is intended to be used, its market value as well as any other information deemed useful to enable the evaluation of the company's investments ..."*. In accordance with the provisions of par. 1 of article 54 of the same law *"The valuation of the investments of the REIC (Real Estate Investment Company), in accordance with the provisions of article 46 par. 1, is conducted at the end of each semester by an independent valuer, who is appointed by the Ordinary General Meeting of the REIC together with the statutory auditor of the company"*. Furthermore, according to article 53 par. 5 of the same law, *"the semi-annual*

investment statement is audited by a statutory auditor or audit firm of L. 4449/2017 (A' 7), is submitted to the Hellenic Capital Market Commission and is posted on the company's website... ". In light of the above and following relevant recommendation of the Chairman, the General Meeting decided, by majority greater exceeding the limit of the law, the appointment of the following independent valuers, in accordance with the legislative and regulatory framework:

For real estate properties/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 Mr. Georgios Gkolas, son of Dimitrios, Mr. Filippos-Iosif Santozas, son of Konstantinos, Mr. Georgios-Theodoros Chatzimichalaros, son of Georgios, Nikol Papastefanou, daughter of Sotirios, 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, 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 Axes 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, or/and
- 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 Konstantinou 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, Mattiaa Salacoto, Michele De Marco, Roberto Follet, 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 in respect of properties, which the Company may consider acquiring,

- 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 Laura Mauri 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, 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 in respect of properties/investments, which the Company may consider acquiring,

- 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 and Michail Koumousis, son of Evangelos, Christina Kalantzi, daughter of Panagiotis, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.
- The company Advance Address Valuations Ltd, which has appointed Mrs. Tzenka Bojilova or in case she is unable to perform her duties, another valuer who meets the necessary requirements to carry out the valuations, or
- The company Proprius S.P. LLC- Real Estate Agents and Consultants (representative in Greece of Cushman & Wakefield), which has appointed Mrs. Niki Sympoura, daughter of Dimitrios, Mr. Georgios Gkolas, son of Dimitrios, Mr. Filippou-losif Santozas, 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/investment 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.

The Board of Directors also unanimously resolved to propose to the forthcoming General Meeting that the Board of Directors be authorized to:

- 1) determine the exact amount of the independent valuers' remuneration; and,
- 2) to 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.

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

11. Amendment of article 3 of the Company's Articles of Association.

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

In accordance with the applicable legislative and regulatory framework, and specifically the recent amendment of article 53 of Law 4209/2013 by Law 5193/2025, a REIC is no longer characterized by law as a self-managed Alternative Investment Fund (AIF), and

consequently, it is no longer required to obtain authorization under the terms and conditions of Law 4209/2013, as in force from time to time.

Furthermore, pursuant to article 63 par. 7 of Law 5193/2025, REICs existing at the time of the enactment of Law 5193/2025 are granted the right to request the revocation of their license to operate as an AIFM for the reasons set out in article 11 of Law 4209/2013, one of which being the company's voluntary waiver of said license.

Within this framework, by resolution dated 12.05.2025, the Company's Board of Directors resolved to waive the Company's license to operate as an AIFM and subsequently submitted a relevant request for the revocation of the said license to the Hellenic Capital Market Commission ('HCMC'), under Protocol No. 5049/13.05.2025.

In light of the above, the Members of the Board of Directors suggest the amendment of article 3 of the Company's Articles of Association regarding the corporate statutory purpose, as follows:

"Article 3

Purpose

"The purpose of the Company is exclusively to make investments in accordance with the provisions of article 46 of Law 5193/2025, as in force from time to time."

Following the relevant recommendation of the Chairman, the General Meeting by majority exceeding the limit of the law, decided to amend article 3 of its Articles of Association. The aforementioned amendment of the Company's Articles of Association will be completed following the completion of the revocation procedure of the operating license of the Company as AIFM by the HCMC in accordance with article 63 par. 7 of Law 5193/2025 and article 11 of Law 4209/2013.

3. Documents submitted before the General Meeting

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

- the Revised Remuneration Policy of the Company and the informative note by the Board of Directors dated 20.05.2025 on the revision of the remuneration policy;
- the Annual Financial Statements (non-consolidated and consolidated) for the period from 01.01.2024 to 31.12.2024;
- the Board of Directors Management Report to the shareholders for the financial year that ended on 31.12.2024;
- the Audit Report of the independent Chartered Auditor of the Company;
- the Remuneration Report for the year 2024;
- the Annual Report of the Audit Committee for the year 2024;
- the Report of the Independent Non-Executive Members of the Board of Directors.

4. Ballot

PRODEA REIC

ORDINARY GENERAL MEETING OF JUNE 11th, 2025

Full Name/Corporate Name	
Number of Shares	

	FOR	AGAINST	ABSTENTION
FOR ALL THE ITEMS OF THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR:

AGENDA ITEMS	FOR	AGAINST	ABSTENTION
1. Amendment of the Company's Remuneration Policy			
2. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2024, along with the management report of the Board of Directors and the auditors' report. Distribution of profits.			
3. Submission for informational purposes of the annual report of the Audit Committee, in accordance with article 44 par. 1 point (i) of Law 4449/2017 and presentation of the report to the Shareholders by the Chairman of the Audit Committee.	NO VOTING		
4. Submission for informational purposes of the report of the independent non-executive members of the Board of Directors, in	NO VOTING		

accordance with article 9 par. 5 of Law 4706/2020 and presentation of the report to the Shareholders by the independent non-executive members of the Board of Directors.			
5. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2024. Release of the auditors from any liability for damages by their actions during financial year 2024.			
6. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2024, pursuant to article 112 of Law 4548/2018.			
7. Approval of remuneration of the members of the Board of Directors for the financial year 2024 and determination of their remuneration until the Ordinary General Meeting of 2026, pursuant to article 109 of Law 4548/2018.			
8. Granting of permission to the members of the Board of Directors and other Directors of the Company pursuant to article 98 of Law 4548/2018.			
9. Election of a Statutory Auditing Firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2025 and ending on 31.12.2025.			
10. Appointment of independent valuers for the financial year 2025, pursuant to article 54 of Law 5193/2025 and determination of their fee.			
11. Amendment of article 3 of the Company's Articles of Association.			
12. 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 11.06.2025

Shareholder details

COMPANY NAME: _____ **REGISTERED SEAT:** _____ **(the Shareholder)**

GENERAL COMMERCIAL REGISTRY (GCR) No.:

DSS SHARE No.:

SECURITIES ACCOUNT No.:

FULL NAME OF REPRESENTATIVE:

EMAIL:

MOBILE PHONE:

LEGAL DOCUMENTS, CERTIFYING THE CAPACITY OF REPRESENTATIVE:

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

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

[Place], _____ / _____ /2025

On behalf of [legal entity name]

[Signature & Full Name]

Please, submit or send this (a) to the headquarters of the Company (9, Chryssospilotissis str. 105 60 Athens) or (b) at the Shareholder Registry kept by Piraeus Financial Holdings, 9 Mitropoleos str., 105 57, Athens, 1st floor (tel. 210 32 88737 and 210 3335039)

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 11.06.2025

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,

Mr/Ms 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 entity¹ at the next Ordinary General Meeting of the Shareholders of the Company, which shall convene on Wednesday, 11.06.2025, at 2:00 p.m., which will take place remotely, in real time via teleconference, as well as at any

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

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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or:

Agenda Items	FOR	AGAINST	ABSTENTION
1. Amendment of the Company's Remuneration Policy			
2. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2024, along with the management report of the Board of Directors and the auditors' report. Distribution of profits.			
3. Submission for informational purposes of the annual report of the Audit Committee, in accordance with article 44 par. 1 point (i) of Law 4449/2017 and presentation of the report to the Shareholders by the Chairman of the Audit Committee.	NO VOTING		
4. Submission for informational purposes of the report of the independent non-executive members of the Board of Directors, in accordance with article 9 par. 5 of Law 4706/2020 and presentation of the report to the Shareholders by the independent non-executive members of the Board of Directors.	NO VOTING		
5. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2024. Release of the auditors from any liability for damages by their actions during financial year 2024.			

6. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2024, pursuant to article 112 of Law 4548/2018.			
7. Approval of remuneration of the members of the Board of Directors for the financial year 2024 and determination of their remuneration until the Ordinary General Meeting of 2026, pursuant to article 109 of Law 4548/2018.			
8. Granting of permission to the members of the Board of Directors and other Directors of the Company pursuant to article 98 of Law 4548/2018.			
9. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2025 and ending on 31.12.2025.			
10. Appointment of independent valuers for the financial year 2025, pursuant to article 54 Law 5193/2025 and determination of their fee.			
11. Amendment of article 3 of the Company's Articles of Association.			
12. 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) Law 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], / /2025

The Delegator [signature & full name]

Please, have this form signed and certified for the authenticity of the signatory and submitted

or sent by the Shareholder or the Proxy (a) to the Company (9 Chryssospiliotissis str. 10560 Athens) or (b) at the Shareholder Registry kept by Piraeus Financial Holding, 9 Mitropoleos str., 105 57, Athens, 1st floor (tel. 210 32 88737, 210 3335039, and Fax 210 33 35009.

Notes

1. *Given 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 said account on the website <https://axia.athexgroup.gr>, in order for the proxy 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, if they choose so to participate remotely.*

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, if they choose so to participate remotely.*

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 “Wednesday”) 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 11th, 2025, Wednesday and at 2:00 p.m., or at any other follow-up or adjourned meeting, as follows:[*please delete below under (1), in case your vote is not identical for all items of the daily agenda, or under (2), in case your vote is identical for all items of the daily agenda. If you do not provide your proxy with specific instructions, he/she will vote in his/her discretion*]

(1) FOR ALL ITEMS OF THE AGENDA [FOR/AGAINST/ABSTENTION]

[please delete according to your vote]

- (2) As follows for the items of the agenda:
1. Amendment of the Company's Remuneration Policy [FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

 2. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2024, along with the management report of the Board of Directors and the auditors' report. Distribution of profits.
[FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

 3. Submission for informational purposes of the annual report of the Audit Committee, pursuant to article 44 para. 1 item (i) of Law 4449/2017 and presentation of the report to the Shareholders by the Chairman of the Audit Committee
[NOT SUBJECT TO VOTING]

 4. Submission for informational purposes of the report of the independent non-executive members of the Board of Directors, pursuant to article 9 para. 5 of Law 4706/2020 and presentation of the report to the Shareholders by the independent non-executive members of the Board of Directors
[NOT SUBJECT TO VOTING] *[please delete according to your vote]*

 5. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2024. Release of the auditors from any liability for damages by their actions during financial year 2024.
[FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

 6. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2024, pursuant to article 112 of Law 4548/2018.
[FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

 7. Approval of remuneration of the members of the Board of Directors for the financial year 2024 and definition of their remuneration until the Ordinary General Meeting of the year 2026 pursuant to article 109 of Law 4548/2018.
[FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

 8. Granting of permission to the members of the Board of Directors and other Directors of the Company pursuant to article 98 of Law 4548/2018. [FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

 9. Election of a chartered auditing-accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2025 and ending on 31.12.2025.
[FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

 10. Appointment of independent valuers for the financial year 2025, pursuant to article

54 of Law 5193/2025, as in force, and determination of their fee.
[FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

11. Amendment of article 3 of the Articles of Association of the Company.
[FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

12. 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 or info@prodea.gr, with subject “Proxy appointment general meeting 11.06.2025” 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, 20.05.2025

Pursuant to article 123 paragraph 3 subparagraph b of L. 4548/2018, PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME (the "Company") announces that on 20.05.2025, namely on the date of the Invitation to the Ordinary General Meeting scheduled for 11.06.2025, the total number of shares of the Company amounts to 255.494.534 common registered shares of a nominal value of 2.71 Euros each, each one of these incorporating one vote, namely in aggregate 255.494.534 votes.

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

9. Shareholders' minority rights.

Pursuant to Article 141, par. 2, 3, 6 and 7 Law 4858/2018, shareholders have the following rights:

(a) Paragraph 2:

At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall include additional items on the agenda of a General Meeting, already convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, in this case by 27.05.2025. 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 29.05.2025 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 04.06.2025 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 05.06.2025.

(c) Paragraph 6:

At the request of any shareholder, submitted to the Company at least five (5) full days prior to the Ordinary General Meeting, in this case by 05.06.2025 at 2:00 p.m., the Board of Directors shall provide the General Meeting with information on the course of specific corporate affairs of the Company, to the extent it is relevant to the agenda items. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. 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 05.06.2025 at 2:00 p.m., the Board of Directors shall provide the General Meeting with information on the course of corporate affairs and the financial position of the Company. The Board of Directors may decline to provide the information for sufficient due cause to be recorded in the Minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the aforementioned cases, the Board of Directors may give a single response to several requests of shareholders with the same content.

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

on condition that it provides registry services to the Company or from intermediaries participating and registered with the Central Securities Depository in any other case.

More detailed information pertaining to the aforementioned minority rights and the conditions

for their exercise are available on the Company's website (www.prodea.gr).

Available documents and Information

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

- a) this Invitation;
- b) the announcement with respect to the total number of voting rights incorporated in shares at the date of the present Invitation;
- c) the templates required for exercising voting rights through a representative or proxy;
- d) predetermined text for an e-authorization for the appointment of a representative or a proxy for the participation remotely, in real time through teleconference;
- e) the full text of all documents to be submitted to the General Meeting, draft decisions for every item of the agenda, as well as any draft resolutions proposed by shareholders in exercise of their minority rights;
- f) the draft Revised Remuneration Policy of the Company and the informative note on the amendment of the remuneration policy;
- g) the annual financial report of the Company for financial year 2024, the remuneration report and the audit report of the remuneration committee;
- h) the report of the independent non-executive members of the Board of Directors, in accordance with article 9 par. 5 of Law 4706/2020;
- i) the annual activity report of the Audit Committee, in accordance with article 44 par. 1 point i of Law 4449/2017;
- j) the document for the exercise of minority rights;
- k) terms and conditions for the remote participation of shareholders in the general meeting
- l) 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 Chryssospiliotissis Street, Athens, or by contacting the Investors and Public Relations Department of the Company at +30 213 33 34 397.

INFORMATION ON THE PROCESSING OF PERSONAL DATA OF THE SHAREHOLDERS AND THE REST OF THE PERSONS ATTENDING TO THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ ANONYME UNDER THE NAME "PRODEA REAL ESTATE INVESTMENT COMPANY" and distinctive title "Prodea Investments" With General Commercial Registry No. 3546201000 And Hellenic Capital Market Commission's Decision No. 6/458/13.12.2007 (hereinafter the "Company") on Wednesday, June 11th, 2025 at 2:00 p.m.

"PRODEA REAL ESTATE INVESTMENT COMPANY" (hereinafter the "**Company**") informs the shareholders of the Company (hereinafter the "**Shareholders**") that in the context of their participation in the Ordinary General Meeting of Shareholders, which will be held on **Wednesday, 11.06.2025 at 2:00 p.m.** or any Repeat Meeting, which will take place on Wednesday 18.06.2025 at 2:00 a.m. and will be held in a hybrid manner, i.e. with physical presence at the Company's headquarters at 9 Chrysospiliotissis Street, PC 10560, Athens, and with the possibility of participation of the Shareholders remotely in real time via teleconference (hereinafter referred to as the "**Meeting**"), "Hellenic Central Securities Depository S.A.", which has been entrusted by the Company with the organization of the Meeting remotely, will collect and process the passwords of the Shareholders to <https://axia.athexgroup.gr> internet platform, through which they will be given the opportunity to participate and vote remotely in the Meeting (hereinafter referred to as the "**Internet Platform**"), if they have chosen to participate in that way.

The Company also informs the Shareholders that, in accordance with article 131 par. 2 of Law 4548/2018, remote voting is open and the exercise of voting rights by the Shareholder and the content of his vote, if requested, may be communicated to the other participants in the Shareholders' Meeting.

In addition, the Company informs, as controller, in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council (GDPR), Law 4624/2019 and other provisions on the protection of personal data, natural persons other than Shareholders, who will participate in the video conference of the Meeting, such as the Company's executives, BoD members, as well as other third parties, that it processes the following data, which are collected directly by the subjects for the purposes of legitimate interests pursued by the Company for such processing:

- a) Identification data, such as full name, father's name, ID card or other equivalent document.
- b) Data relating to the capacity under which these persons are entitled to participate in the Meeting.
- c) E-mail address for the purpose of the individual's participation in the videoconference
- d) Image - audio (video) data from the participation of the natural person in the Assembly.

The recipients of these data are the Company executives responsible for the management of

the Meeting, the company "Hellenic Central Securities Depository S.A." which has been assigned by the Company, as the processor, the organization of the Meeting, as well as any sub-processors of the company "Hellenic Central Securities Depository S.A." (such as Zoom Video Communications Inc. which provides the Zoom meetings service that enables video conferencing).

In the context and for the purposes for which they are collected, personal data are kept by the Company for the time necessary in accordance with the applicable legal and regulatory framework as well as for the exercise of claims or the defense of legitimate interests of the Company.

According to the GDPR, subjects have the following rights, which may be exercised on a case-by-case basis:

- a) Know which personal data concerning them are kept and processed by the Company, as well as their origin (right of access).
- b) Request their correction and/or completion so that they are complete and accurate, by providing any necessary document from which the need for completion or correction arises (right to rectification).
- c) Request the restriction of the processing of their data (right to restriction).
- d) Refuse and / or object to any further processing of their personal data kept by the Company (right to object).
- e) Request the deletion of their data from the Company's records (right to be forgotten).
- f) Ask the Company to transfer the data they have provided to any other controller (right to data portability)

For the exercise of the above rights, the natural person may apply to the Company:

- in writing to the address Chrysospiliotissis 9, 10560, to the attention of the Data Protection Officer.
- by email to the Data Protection Officer (DPO) at gdpr@prodea.gr email address.

The Company will make every effort to respond to the individual within a period of thirty (30) days from the submission of his request, which, however, may be extended for sixty (60) additional days, if required at the Company's discretion, taking into account the complexity of the request and the number of requests. The Company will inform the natural person in any case of extension of the thirty (30) day deadline within thirty (30) days from receipt of the request and will also inform him of the reasons for the extension.

The Company implements an information security management system to ensure confidentiality, security of data processing of natural persons and their protection from accidental or unlawful destruction, loss, alteration, unauthorized disclosure or access, as well as from any other form of unlawful processing.

The individual has the right to lodge a complaint with the Personal Data Protection Authority (www.dpa.gr), which is the competent supervisory authority for the protection of the fundamental rights and freedoms of natural persons, with regard to the processing of data concerning him/her, if he/she considers that his/her rights are infringed in any way, as well as the right to a judicial remedy.

**TERMS AND CONDITIONS FOR REAL-TIME REMOTE PARTICIPATION VIA TELECONFERENCE
IN THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ ANONYME
UNDER THE NAME “PRODEA REAL ESTATE INVESTMENT COMPANY” and distinctive title
“Prodea Investments” With General Commercial Registry No. 3546201000 And Hellenic
Capital Market Commission’s Decision No. 6/458/13.12.2007 (hereinafter the “Company”)
on Wednesday, June 11th, 2025 at 2:00 p.m.**

The Board of Directors of the company “Prodea Investments” (the **Company**) convened the Ordinary General Meeting of Shareholders which will be held on **Wednesday, 11.06.2025 at 2:00 p.m.**, or a potentially a Repeat Meeting on **Wednesday, 18.06.2025 at 2:00 p.m.**, in a hybrid manner, at the Company's offices, 9 Chrysospiliotissis Street, PC 10560, Athens, with the possibility, for those Shareholders who wish so, to participate remotely, by electronic means and without physical presence.

Participation by Shareholders at the General Meeting is subject to the present terms and conditions for the remote General Meeting (the “**Terms for the remote General Meeting**”).

Capitalized terms used have the meaning as defined in the Appendix to the present.

1. Introductory remarks

1.1 In order for Shareholders to participate and vote at the General Meeting or at any Repetitive Meeting, it is necessary that they, or their proxies, create and use an electronic account in the Internet Platform that has been developed by the Hellenic Exchanges-Athens Stock Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr>.

1.2 The Internet Platform is provided by “Hellenic Central Securities Depository S.A.”, while Zoom meetings, provided by Zoom Video Communications Inc., is used for the teleconference.

1.3 In order to access the Internet Platform a personal computer, a smartphone type mobile telephone or a tablet is required, with a browser application installed, and internet access.

1.4 In order for a Shareholder or his/her proxy to create an account in the Internet Platform, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

1.5 If, on accessing the Internet Platform the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Company by the Hellenic Central Securities Depository as part of its services to facilitate shareholder identification for remote general meetings which are provided to issuers in accordance with Part 3 of Decision No 8 of the BoD of Hellenic Central Securities Depository S.A., “Technical terms and procedures for the provision of the Registry, Corporate & Other

Related Acts Services”, **the Shareholder must provide or/and update the information above through their Operators, in order to create the account.**

1.6 Shareholders that have successfully connected to the Internet Platform will be able to participate at the General Meeting by teleconference in real time via link that will be sent to them by email. By activating the teleconference application (Zoom meetings) via the link at the start of the General Meeting, Shareholders will be able to:

- 1.6.1. follow the proceedings of the General Meeting with electronic or audiovisual means,
- 1.6.2. take the floor and address the General Meeting orally during the General Meeting, while at the same time, through the Internet Platform they will be able to:
- 1.6.3. vote in real time during the GM on the items of the daily agenda,
- 1.6.4. receive information on the recording of their vote.

1.7 The deadlines, during which the rights of Shareholders can be exercised are included in detail in the Invitation to the General Meeting and in the present Terms for the remote General Meeting.

1.8 Besides these Terms for the remote General Meeting, the Terms of Use by Third Party Suppliers also apply.

1.9 The Company reserves the rights at any time to modify, suspend, cancel or limit the mechanisms for the electronic General Meeting and vote when necessary or appropriate for technical or security reasons.

2. Technical infrastructure

2.1 The Company ensures, insofar as possible, that the technical infrastructure to conduct the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices. The Company will cooperate and make use of the services of reliable Third-Party Suppliers to provide the technical infrastructure required to conduct the General Meeting.

2.2 Shareholders should know that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist. The Company, through Third Party Suppliers, takes all measures, technical and organization, and makes every possible effort to ensure as much as possible the continuous and uninterrupted service of the Internet Platform and the teleconference application, so that the services provided through it are available continuously and uninterruptedly with an acceptable response time without interruption to Shareholders with compatible devices. However, due to the nature of the Internet and web applications, the Company and the Third-Party Suppliers cannot guarantee the absolute completeness, correctness or continuity of their operation and they may not be available to part or all of the Internet, or may respond with interruptions, or, finally, respond in times longer than usual.

In cases such as the above, the Company and the Third-Party Suppliers will make every

possible effort to restore its operation, however beyond that, the Company and the Third-Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

2.3 It is recommended that Shareholders take all measures to protect the integrity and security of their information systems, hardware and software, in order to adequately protect the access data and the usage data of the Internet Platform that are stored on the local storage systems of the devices of Shareholders, portable and non-portable. Any failure in Shareholders' systems or connection or usage data leak due to an intrusion by malicious software in the operating systems of Shareholders, does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Company for any damages suffered by Shareholders. Furthermore, Shareholders are solely responsible for their personal equipment and the required technical means which will allow access to the Internet Platform.

2.4 Shareholders must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Internet Platform and have correctly installed and configured the teleconference application (Zoom meetings). The Company, through Third Party Suppliers, has ensured the timely implementation of the technical infrastructure for the Internet Platform in order to allow Shareholders to control their access and to verify that they can participate substantively in the General Meeting.

Furthermore, information and support will be provided to Shareholders during the General Meeting and for trial access to the Internet Platform at tel. 210 3366426 or via email at AXIAeShareholdersMeeting@athexgroup.gr address.

2.5 Shareholders can notify the Company of any failure in the technical infrastructure through the help desk referred to in clause 2.4. Any failure or deficiency in the equipment of Shareholders, software, network infrastructure, servers, connection to the Internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including data security instances (which includes any unauthorized use, piracy, denial-of-service attack, access denial, potential failure, or intrusion that arouses from the theft or illegal interception of a password or a network password or any other attack), which may prevent the remote participation of Shareholders at the General Meeting, will, in any case, be in the sole responsibility of those Shareholders.

Inability by one or more Shareholders to follow the proceedings and participate in the General Meeting or to vote electronically during (any part) of the General Meeting, does not affect the validity of the General Meeting, or any work carried out therein.

2.6 In the event that during the General Meeting the Chairperson of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting, and which materially impacts the proceedings of the General Meeting, the Chairperson of the General Meeting informs Shareholders that are participating at the General Meeting.

The Chairperson of the General Meeting may decide, at her absolute discretion, taking into

consideration the possible impact in the decision making process at the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure, or to proceed with the proceedings even though some Shareholders may not have the ability to participate and/ or vote and/or follow the General Meeting.

In the event that, at the discretion of the Chairperson, the Internet Platform or the teleconference application no longer allows all (or some) Shareholders to follow the proceedings of the General Meeting, to vote electronically during (any part) of the General Meeting and to submit questions, then the Chairperson may, at her absolute discretion, continue, adjourn, postpone the General Meeting, change the order of discussion and / or decision on the items of the General Meeting or to proceed with the General Meeting without the ability for some or all of the Shareholders that participate remotely at the General Meeting through the Internet Platform and the teleconference application to follow the proceedings of the Meeting and/ or to vote electronically during (any part) of the General Meeting. The Chairperson of the Meeting notifies this decision, to the extent possible, to Shareholders present at the General Meeting.

2.7 If the Chairperson of the General Meeting decides to suspend or postpone the General Meeting, as mentioned in clause 2.6, then the whole process that has taken place up to the point of suspension or postponement and any decisions taken on the items of the daily agenda will be valid.

3. Right to participate and vote at the General Meeting

3.1 The General Meeting is considered to have begun its proceedings with the announcement of the start of the General Meeting by the Chairperson of the Meeting to Shareholders.

3.2 Each Shareholder may participate, follow substantively the proceedings of the General Meeting and vote in real-time electronically, provided that he has taken the necessary steps mentioned in the Invitation to the General Meeting to create and use an electronic account in the Internet Platform and clauses 1.1 to 1.6 of the present and in accordance with the instructions provided in the Invitation.

3.3 In order to participate in the General Meeting, Shareholders must connect through the Internet Platform, before the start of the General Meeting and to declare that they intend to participate in the General Meeting. Following the declaration of the intention to participate, Shareholders will receive a personalized information message by electronic mail with the link that must be followed to connect to the video conference of the General Meeting.

3.4 On the date of the General Meeting, in order to participate in the proceedings Shareholders must connect in a timely fashion through the Internet Platform, fifteen minutes (15') before the start time of the General Meeting that has been announced in the Invitation, and to declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

3.5 Shareholders that do not connect to the Internet Platform on time before the start of

the General Meeting in accordance with clause 3.4 above and up until the announcement of the start of the proceedings by the Chairperson of the General Meeting, will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise the right to vote or to take the floor and submit questions to the General Meeting, and will only be able to follow the live feed of the General Meeting by video conference.

3.6 Shareholders who have not appointed a proxy or representative by the deadline (i.e. at least 48 hours before the date of the General Meeting), but who, however, have connected on time through the Internet Platform before the start of the General Meeting will, in accordance with clause 3.4, participate at the General Meeting, unless the General Meeting refuses for good reason and justifies its refusal. In that case, they will not be counted among the Shareholders that are present at the General Meeting and will only be able to follow the live feed of the General Meeting by teleconference (video conference).

3.7 Shareholders who have complied with the formalities above and have connected on time through the Internet Platform before the start of the General Meeting: (i) are considered to be present in person at the General Meeting; (ii) are included in the calculation of the quorum of shareholders present or represented at the General Meeting and the calculation of the percentage of the issued share capital of the Company present or represented at the General Meeting based on the number of voting rights they stated they would exercise in accordance with clause 3.3 above; (iii) will be able to follow with electronic or audiovisual means the proceedings of the General Meeting; (iv) will have the right to vote in real-time during the General Meeting on the items of the daily agenda at the point in time announced by the Chairperson; (v) will be able to take the floor and address the General Meeting orally during the General Meeting; (vi) will receive information on the registration of their vote.

3.8 The names of Shareholders that have been registered as participants in the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy (if there is one).

3.9 Any early disconnection by Shareholders before the end of the General Meeting does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time they are connected. Shareholders can connect again to the Internet Platform and continue to follow the remainder of the General Meeting and exercise all of their rights to participate and vote electronically. In all other cases, Shareholders will only be able to follow the live stream of the General Meeting by teleconference.

3.10 Shareholders will be able to vote electronically from the time when the Chairperson of the General Meeting announces the start of voting on the items of the daily agenda, following the completion of the proposals and discussion on the items of the daily agenda, and up until the point when the Chairperson of the General Meeting announces the end of voting. The Chairperson of the General Meeting may, at her absolute discretion, decide that voting can take place from the start of the General Meeting up until the time when she announces the end of voting.

4. Vote confirmation and voting results

4.1 Submission of the vote by the Shareholder through the Internet Platform is final and cannot be withdrawn, subject to the conditions in par. a) and b) of clause 3.12.

4.2 Each Shareholder who voted at the General Meeting (including by mail vote) will receive from “Hellenic Central Securities Depository S.A.” confirmation of registration of her vote on the items of the daily agenda through the Internet Platform after the end of the General Meeting.

4.3 If during voting the voting rights which were declared for participation at the General Meeting, are not fully exercised by the Shareholder, then, following the end of the General Meeting, he will receive, in accordance with clause 4.2, confirmation by the “Hellenic Central Securities Depository S.A.” that the remaining rights were noted as “ABSTAIN”.

4.4 After the end of voting on the items of the daily agenda and the vote count, the Chairperson informs Shareholders about the results of the vote.

The results of the vote on the items of the General Meeting will be published on the website of the Company in accordance with the law.

5. Communication

For any questions concerning these Terms for the remote General Meeting, you may contact the Investors and Public Relations Department of the Company by telephone at +30 213 3334397 (daily between 09.00 – 17.00). For any information regarding technical support to Shareholders and their representatives, you may contact the Help Desk by email at AXIAeShareholdersMeeting@athexgroup.gr or by telephone at +30 210 3366426.

6. Appendix - Definitions

6.1 **Company** refers to the company “PRODEA REAL ESTATE INVESTMENT COMPANY”

6.2 **Internet Platform** refers to the internet platform <https://axia.athexgroup.gr> that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group and is available by the “Hellenic Central Securities Depository” for the provision of General Meeting services to issuing companies that take place remotely, in real-time by teleconference without the physical presence by Shareholders.

6.3 **Teleconference application / teleconference** refers to the “Zoom meetings” service that are

6.4 **Shareholder** refers to the physical or legal person that appears as shareholder of the Company in the records of the Dematerialized Securities System (DSS) that is administered by “Hellenic Central Securities Depository S.A.” (which is the Central Securities Depository which provides registry services under the meaning of par. 5 of article 124 of Law 4548/2018) on the start of the fifth (5th) day before the date of the Ordinary General Meeting (“Record date”), i.e. on 06.06.2025, in relation to the General Meeting and its Repeat Meeting and has the right to vote, as well as the proxies of Shareholders or otherwise persons exercising the right to vote representing legal persons.

6.5 **Terms for the remote General Meeting** refers to the present terms and conditions.

6.6 **Chairperson of the General Meeting** refers to the Chairperson of the General Meeting.

6.7 **General Meeting** refers to the General Meeting of Shareholders of “PRODEA REAL ESTATE INVESTMENT COMPANY” which will take place in a hybrid manner, at the Company's offices, 9 Chrysospilotissis Street, PC 10560, Athens, with the possibility, for Shareholders to participate remotely by teleconference.

6.8 **Third Party Suppliers** refers to the companies “Hellenic Central Securities Depository S.A.”, headquartered in Athens, and “Zoom Video Communications Inc.”, headquartered in San Jose, California USA.



Remuneration Policy

TABLE OF AMENDMENTS

Version Number/ Effective Date	Drafting Responsibility	Resolution of General Meeting of Shareholders
1.0 / 13.04.2020	Board of Directors supported by the Remuneration and Nominations Committee	First Version of the Remuneration Policy of the Company
2.0/07.06.2022	Board of Directors supported by the Remuneration and Nominations Committee	Revised Version
3.0/ 11.06.2024	Board of Directors supported by the Remuneration and Nominations Committee	Revised Version
4.0 / [•]	Board of Directors supported by the Remuneration and Nominations Committee	Revised Version

Contents

<u>1.</u>	<u>Preamble.....</u>	<u>4</u>
<u>2.</u>	<u>Definitions.....</u>	<u>6</u>
<u>3.</u>	<u>Purpose & Objectives</u>	<u>7</u>
<u>4.</u>	<u>Principles.....</u>	<u>8</u>
<u>5.</u>	<u>Remuneration subject to the Policy.....</u>	<u>10</u>
<u>6.</u>	<u>Remuneration Structure.....</u>	<u>10</u>
<u>6.1</u>	<u>Fixed Remuneration.....</u>	<u>10</u>
<u>6.2</u>	<u>Variable Remuneration</u>	<u>11</u>
<u>6.2.1</u>	<u>Criteria for payment of variable remuneration.....</u>	<u>11</u>
<u>7.</u>	<u>Remuneration of the members of the Board of Directors.....</u>	<u>13</u>
<u>8.</u>	<u>Remuneration of the heads of IAS Independent Operations.....</u>	<u>14</u>
<u>9.</u>	<u>Approval & Revision Procedures – Permitted derogations.....</u>	<u>14</u>
<u>10.</u>	<u>Publicity.....</u>	<u>15</u>
<u>11.</u>	<u>Duration</u>	<u>15</u>
<u>12.</u>	<u>Annual Remuneration Report</u>	<u>15</u>

1. Preamble

1.1 This Remuneration Policy (hereinafter the “Policy”) is established in compliance with the provisions governing sociétés anonymes with shares listed on a regulated market and real estate investment companies (REICs), as well as the general regulatory framework which applies to the Company.

1.2 The Policy, which constitutes an integral part of the Company’s Corporate Governance System, established the framework for the provision of remuneration at Company level and determines the principles, according to which the Group of the Company shall operate in relation to matters of remuneration paid.

Remuneration is an important factor in attracting and retaining high-level human resources, whose role in the results of the Company and its Group is crucial. When determining the remuneration of the Covered Persons, their knowledge and performance, their experience, their responsibility, sustainability as well as the promotion of the long-term business objectives of the Company and its Group and the principle of equal pay for men, women and different executives for equal work or work of equal value are taken into account.

1.3 Aligning the Policy with the Company’s strategy is an ongoing process. The Company reviews and updates the Policy, in order to comply with its overall operating framework, business strategy and respective objectives, values, long-term interests of the Company and its Group, the Company’s sustainability and the applicable, from time to time, institutional framework. The risk assessment, intertwined with the Policy, is monitored on an ongoing basis and the implementation of the Policy is monitored by the Remuneration and Nominations Committee of the Company.

1.4 The Policy refers to and covers the total remuneration paid by the Company to Covered Persons through any manner or form. The concept of Covered Persons includes the members of the Board of Directors, the General Director and the Deputy General Director if any, the members of the Investment Committee as well as the service providers and employees of the Company whose professional activities have a material impact on the risk profile of the Company and the Group, including senior managers, risk-taking executives, executives exercising audit functions and any service providers and employees whose total remuneration falls into the same remuneration category as senior management and risk-taking executives.

For the definition of the meaning of the significant impact on the risk profile of the Company and each company of the Group, as well as the definition of the employees whose professional duties have a significant impact on the risk profile of the Company, the following criteria are used indicatively, taking into account the employee’s responsibilities and managerial authority:

- Amount of total remuneration beyond a certain limit,
- Activities that may have a significant impact on the financial results and / or the balance sheet of the Company.

The catalogue of persons falling into the category of persons whose professional activities have a significant impact on the risk profile of the Group will be reviewed in accordance with the current institutional framework and the needs of the Company.

In any case, the Company complies with the applicable from time to time institutional and regulatory framework that may provide for specific criteria for identifying persons whose professional activities have a significant impact on the risk profile.

- 1.5 The Remuneration and Nominations Committee of the Company, according to the explicit provision of article 11 of Law 4706/2020 formulates proposals to the Board of Directors regarding the remuneration of persons falling within the scope of the Remuneration Policy, as these are defined in article 110 of Law 4548/2018, (i.e. for the members of the Board of Directors, the General Director, the Deputy General Director, if any), the members of the Investment Committee, the top executives of the Company, as well as the heads of the Internal Audit Units, Compliance and Risk Management.
- 1.6 Taking into consideration that the Remuneration Policy covers other persons, in addition to those provided in article 110 of Law 4548/2018, the Remuneration Report published by the Company will include exclusively persons who are at minimum required to be covered by the remuneration policy of article 110 of Law 4548/2018 and not all Covered Persons who are covered by this Policy, taking into account the general legal framework for personal data protection.
- 1.7 This remuneration includes indicatively salaries, optional retirement benefits and any similar benefits, including variable remuneration, guaranteed variable remuneration and payments associated with early termination of a contract. In any case, regarding remuneration of any kind paid to Covered Persons of the Company, the Management of the Company ensures that it will comply with the provisions of Law 4548 / 2018 as well as Law 4706/2020.
- 1.8 In particular, the Policy covers the total remuneration that:
 - is provided through a dependent or independent relationship
 - is paid directly or indirectly (i.e., the remuneration paid by the Company or its Group subsidiaries on behalf of the Company or vice versa) and are expressed in: monetary value, e.g. cash, shares, options, termination of loans to a Covered Person upon termination of its tenure with the Company, pension contributions, remuneration from third parties.
- 1.9 The Policy:
 - contributes to the prevention or minimisation of situations of conflict of interests or influences that are to the detriment of the correct, prudent and sound management of the risks undertaken by the Company;
 - seeks the correct and effective management and coverage of the risks undertaken by the Company;
 - discourages excessive risk-taking and unethical practices;
 - contributes to ensuring the capital adequacy of the Company,
 - contributes to the maintenance of a reliable, effective and comprehensive framework for the evaluation and maintenance on an ongoing basis of the

amount, composition and distribution of the Company's own funds that are considered appropriate to cover the nature and level of risks it has undertaken or may undertake;

- takes into account the principle of proportionality, where permitted by applicable law;
- enables the Company to attract to the Group, to motivate and retain experienced, capable and efficient employees.

1.10 The Policy, within the framework of the principle of proportionality, is harmonised with:

- i. the size and organisation, as well as
- ii. the nature, scale and complexity of the Company's business activities of the Company and the risks that it undertakes.

1.11 The Remuneration Policy complies with the provisions of applicable Labor Law, as well as the applicable Guidelines of the Supervisory Authorities. In any case, the Management of the Company ensures the integration in the Policy of the requirements deriving from applicable from time to time institutional and regulatory framework and relating to the remuneration and ensures adherence to the Policy.

1.12 The Group's subsidiaries are required to comply with the principles of this Policy, adapted appropriately and in proportion to their size and internal organisation, as well as the nature, object and complexity of their business activities and the regulatory framework of the country (or countries) in which they operate.

2. Definitions

For the purposes of the Policy, the terms defined below shall have the meaning attached to them:

Senior Executives

- i. Executive and non-executive (including independent) members of the Board of Directors
- ii. General Director (if any)
- iii. Deputy General Director (if any)
- iv. Members of the Investment Committee
- v. Senior executives, as defined in International Accounting Standard 24

Remuneration: All forms of payments, fixed and variable, attributed by the Company directly or indirectly to the Covered Persons, in exchange for the services provided by them.

Excluded from the scope of the Policy are any payments that serve the business purposes of the Company, which are attributed without discrimination to the Covered Persons as:

- are part of the general policy of the Company for the promotion of its operations and the conduct of its business activities, and
- are not associated with risk assumption incentives.

Fixed remuneration: Payments which are not related to the performance of Covered Persons.

Variable remuneration: Additional payments that depend on the performance of the Covered Persons or on contractual terms. Variable remuneration may also depend on the achievement of specific objectives, which are determined each time by the Senior Management of the Company. For any payment of such fee, the financial situation of the Company is taken into account.

Optional retirement benefits: The increased retirement benefits granted on an optional basis by the Company to an employee as part of their variable remuneration, which do not include remuneration paid to an employee under the terms of the retirement plan of the company to which they provide a service.

Significant Remuneration or Benefit according to art. 9 par. 2 (a) of Law 4706/2020: The one that is probable, due to its amount and/or its nature, taking into account the financial situation of the particular (independent) member of the Board of Directors that receives it, to influence their independent crisis. Remuneration or benefit received for the participation in the Board of Directors or in its Committees does not constitute such remuneration or benefit. It is presumed that it constitutes a significant remuneration or benefit the one constituting participation in a stock options plan or any other remuneration or benefit system related to the Company's performance.

3. Purpose & Objectives

3.1 The purpose of this Policy is to define the principles governing the payment of every kind of remuneration to the Covered Persons in the light of the Company's strategy, long-term interests and sustainability. Moreover, the Policy aim to the harmonisation and compliance of the Company with the current legislative and regulatory framework in relation to the provision of remuneration, as well as full and transparent information of shareholders, investors and any interested party regarding the definition of any kind of remuneration granted to the Covered Persons, if and to the extent required by applicable legislation. At the same time, it aims to attract competent executives to the Board of Directors, the senior management positions, that will contribute to the achievement of the business and strategic goals and in general to its long-term and sustainable development, through a reasonable and fair level of remuneration.

3.2 The objectives of the Policy are:

3.2.1 Maximizing performance for the benefit of the Company's long-term interests and sustainability.

3.2.2 Attracting and retaining talented executives, capable of creating value for the Company and its shareholders.

3.2.3 The creation of a spirit of performance that aligns the Company's objectives with the objectives of the interested parties (shareholders, management,

employees and society).

- 3.2.4 The adjustment of the remuneration of the Covered Persons according to financial figures of the Company, the proper and effective risk management pursuant to the Company's strategy, competition conditions and practices of the markets in which the Company operates.
- 3.2.5 The establishment of basic guidelines for the management and payment of remuneration to the Covered Persons of the Company, in accordance with the applicable legislative and regulatory framework.
- 3.2.6 The allocation of responsibilities for performance of the procedures relating to remuneration and ensuring proper implementation thereof.
- 3.2.7 Ensuring reliability, proportionality, flexibility and transparency in terms of principles and procedures relating to remuneration of the Covered Persons of the Company.
- 3.2.8 The minimization of the potential risks arising from the applicable principles regarding remuneration of the Covered Persons falling within the scope of this Policy.

4. Principles

The Company must comply with the basic principles governing remuneration management in general. Within this framework, the Policy is based on the following principles:

- 4.1 The Policy and remuneration practices are established, implemented and maintained in accordance with the Company's business strategy, risk profile, objectives, long-term interests and performance of the Company as a whole, take into account market and competition practice and include measures aimed at avoiding conflicts of interest.
- 4.2 Remuneration of the Covered Persons are formed by fixed components which represent a sufficient share of the total remuneration in relation to the variable ones.
- 4.3 The policy applicable to variable remuneration in relation to fixed one is required to be fully flexible, adapted to market conditions and the nature of paid work, including potential non-payment. Covered Persons who exercise audit functions are compensated depending on the achievement or not of the objectives related to their functions, regardless of the performance of the business sectors they audit.
- 4.4 Variable remuneration is paid only if it is acceptable based on the overall financial position of the Company and is justified on the basis of its performance, the performance of the business unit involved and the Covered Person concerned.
- 4.5 Remuneration is not determined by an automatic procedure but is subject to evaluation based on quantitative and/or qualitative measurable criteria.
- 4.6 Deficiencies or failures concerning matters of non-compliance of the Covered

- Person with the procedures and Policies of the Company, are not compensated by the achievement of the objectives.
- 4.7 The Board of Directors, on the basis of Article 111 para. 1 f) of Law 4548/2018, may require, within the time provided for in article 102 paragraph 6 of Law 4548/2018, the return of all or part of variable remuneration paid to a Covered Person, if after its payment it is proven that the paid performance resulted from a breach of material terms of his/her employment contract or on the basis of incorrect, intentionally or with gross negligence, financial figures used to calculate them.
- 4.8 The total variable remuneration is determined taking into account the Company's ability to enhance its capital adequacy.
- 4.9 Payments that may be related to early termination of a contract (in addition to any compensation provided for by applicable law and the employment contracts of the Covered Persons) will reflect the long-term performance achieved and are appropriately designed so that failure is not rewarded.
- 4.10 The remuneration package related to compensation or redemption from previous employment contracts must be in accordance with the long-term interest of the Company, in compliance with labor law. The Company may recognize, in the employment contracts of the Covered Persons, their proven prior service with previous employers/clients for the purposes of calculating their lawful remuneration, compensation payable in the event of termination of the employment contract, and their entitled vacation days.
- 4.11 In addition to the contributions that the Company is obliged to pay for the insurance and medical care of the Group's employees and retirement, in accordance with applicable law, the Company may approve the payment of an amount related to the creation and maintenance of a medical coverage and retirement benefits plan for the Company's employees. In any case, the proposed retirement policy of the Company should be in accordance with the business strategy, goals, values and long-term interests of the Company and should follow any restrictions set by applicable law.
- 4.12 The Company, in its sole discretion and taking into account applicable regulatory framework and the Policy, may also provide to the Covered Persons any other type of benefit that in its discretion assists them in the execution of the agreed service in accordance with the relevant practices and guidelines to be decided by the Board of Directors or the Remuneration and Nominations Committee and to be notified to them.
- 4.13 The Board of Directors and the Remuneration and Nominations Committee take into account the structure and level of remuneration of the Company's employees when establishing and revising this Policy, always taking into consideration that required knowledge, academic background, experience, duties and the responsibilities of the Covered Persons are necessarily different and more demanding than those of the other staff of the Company, a fact which

is reflected in their remuneration.

- 4.14 The fixed and variable components of total remuneration are determined in an appropriate ratio, to enable the implementation of a fully flexible variable remuneration policy.

5. Remuneration subject to the Policy

- 5.1 The Policy applies to the aggregate remuneration paid in exchange for the provision of services offered to the Company by the Covered Persons. Its arrangements apply to fixed and variable remuneration, compensation paid by the Company in case of termination of the as above persons' tenure with the Company, as well as optional pension benefits. The Policy includes all types of remuneration such as cash, shares, options, etc. financial instruments or non-direct monetary benefits (e.g. cancellations of loans on termination of employment with the Company) as well as remuneration consisting in participating in the Company's profits, subject to the specific provisions of Law 4548/2018.
- 5.2 The Policy also includes any optional pension benefits to the Covered Persons.
- 5.3 Any payments related to the coverage of professional expenses (such as, indicatively, petrol, parking, tolls, rent/stay away, use of corporate card, mobile phone, tickets, office and business development expenses, use of company car etc.) are not included. Finally, any kind of insurance policies and other benefits/payments provided to all personnel are not included.

6. Remuneration Structure

6.1 Fixed Remuneration

- 6.1.1 Fixed Remuneration shall be permanent, based on predetermined criteria, transparent, non-voluntary and irrevocable. Fixed remuneration reflects the educational level, experience, capability of the executive to perform their duties, the liability and position requirements, as well as medium-term strategic business priorities and represent a sufficient share of the total remuneration in relation to variable remuneration.
- 6.1.2 Fixed remuneration shall be competitive, in order to attract and retain people, who have the appropriate capabilities, skills, experience and behaviors that the Company needs. The maintenance of competitiveness is ensured by monitoring pay levels in (Greek and/or international/European) market through relevant research and any other reasonable means. The objective is to retain the level of remuneration at least close to the market average of a comparable reference sample. Higher remuneration shall be paid for skilled roles that are of paramount importance for the operation and development of the Company or are cases of significant experience and performance.
- 6.1.3 The Company ensures a comparable return on fixed remuneration to holders of positions of similar significance. In addition to the assessment of the significance of the position, the academic background, previous experience and skills of the

Covered Person are considered, in order to determine in principle, the level of fixed remuneration.

- 6.1.4 Fixed remuneration shall be paid in cash and shall represent at least 25% of the total annual remuneration of each Covered Person. Benefits/payments connected with the level of the position (excluding those referred to in paragraph 5.3) are considered fixed remuneration.

6.2 Variable Remuneration

6.2.1 Criteria for payment of variable remuneration

- 6.2.1.1 Variable remuneration is related to the performance of the Covered Person and the Company in order to ensure consistency and transparency in the implementation of the remuneration policy.

- 6.2.1.2. The amount of variable remuneration depends on the performance in a range of quantitative and qualitative criteria. Such criteria incorporate the medium and long-term strategy of the Company, achieve the alignment between the interests of the Covered Persons and the interests of the Company and its shareholders and ensure the avoidance of excessive risk assumption or the orientation to a short-term benefit.

- 6.2.1.3 Such criteria may be inter alia:

At Company level:

- Achievement of specific financial and operational objectives of the Company, such as the achievement of specific profitability, adjusted earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA), achievement of specific capitalization, net asset value of the Company (NAV), investor attraction, making of sales,
- Long-term interests of the Company
- Investment portfolio of the Company
- General promotion/expansion of the Company's activities
- Promotion of the Company's reputation
- Integration of ESG principles and practices into the Company's operation

At the level of the person covered by this Policy: quantitative and qualitative criteria are taken into account such as indicatively:

- know-how and skills;
- problem solving skills;
- responsibility;
- progress and development in general;
- effectiveness and orientation to objectives;
- protection and promotion of the Company's reputation;
- compliance with legal and regulatory framework governing the Company's operation, as well as with the Rules of Operation, Policies and Ethics Codes of

- the Company;
- team work
 - initiative, judgement, flexibility, degree of compliance with the Company's policies, individuals' management and development, etc.;
 - compliance with current legal and regulatory framework governing the Company's operation
- 6.2.1.4 Variable remuneration is expressed either in absolute number or as a percentage of fixed remuneration and may consist of a stock option plan and a share offering plan of the Company, in accordance with the applicable institutional framework.
- 6.2.1.5 During this evaluation, the performance related to financial figures does not compensate for any identified deficiencies or failures related to issues of non-compliance of the Covered Person with current legal and regulatory framework governing the operation of the Company, its approved procedures and policies.
- 6.2.1.6 Performance evaluation for the calculation of variable remuneration components or pools of variable remuneration components is performed on the basis of adaptive parameters, associated with any existing and future risks. This provision is required to ensure that the Company's long-term business objectives and sustainability are taken into account in providing incentives.
- 6.2.1.7 By decision of the Board of Directors, the Company may enter into standalone short-term or long-term incentive agreements, including promote agreements, with the purpose of further aligning the interests of the Covered Persons with the long-term business objectives and sustainability of the Group. Such agreements shall be established on a case-by-case basis and shall clearly set out the performance criteria, vesting and payment conditions of the related benefits, as well as any applicable claw-back clauses in the event of non-achievement of targets or breach of the regulatory framework. Prior to their adoption, the Remuneration and Nomination Committee shall submit a relevant report to the Board of Directors, which shall decide on their approval, taking into consideration, among other factors, the Company's financials, compliance with the applicable legal framework, and the principle of proportionality.
- 6.2.1.8 By decision of the Board of Directors, following the concurring opinion of the Remuneration and Nomination Committee, the Company may, if it distributes an interim dividend in accordance with Article 162 of Law 4548/2018, prepay part of the variable remuneration of the Covered Persons relating to the fiscal year for which the interim dividend is paid, taking into account the timing of such payment within the current fiscal year. This prepayment shall be subject to the condition that the total amount of variable remuneration of the Covered Persons is approved by the Ordinary General Meeting that will approve the annual financial statements and the profit distribution for the relevant fiscal year. The aforementioned decision of the Board of Directors shall determine the percentage of the variable remuneration to be paid, the timing of the payment, and any other necessary terms governing such payment and its potential return in the event that the total

amount of variable remuneration of the Covered Persons is not approved by the General Meeting that will resolve on the appropriation of the results for the fiscal year to which it relates.

- 6.2.1.9 Without prejudice to general labor law principles and the terms of the employment contracts, for the determination of the total variable remuneration the financial figures of the Company are taken into account.

7. Remuneration of the members of the Board of Directors

7.1 Independent non-executive members of the Board of Directors of the Company receive only fixed remuneration to avoid conflict of interests. In any case, any remuneration paid to them shall not affect their independence criteria. Independent non-executive members are not entitled to remuneration linked to their performance. They do not participate in any bonus or incentive scheme and are not granted additional remuneration, stock options or compensation depending on their performance or duration of stay on the Board of Directors.

7.2 Non-executive members of the Board of Directors are paid a basic fee, which refers to their participation in the meetings of the Board of Directors and the meetings of its committees. Such fee is fixed and reflects the time of their engagement with the Company and the scope of their duties and responsibilities. The Company may pay variable remuneration to non-executive members of the Board of Directors. The Company may reimburse business expenses of reasonable amount borne by non-executive members of the Board of Directors during the performance of their duties. These expenses include, indicatively and not restrictively, travel and accommodation expenses for the participation in meetings of the Board of Directors and other business activities of the Company, which are reimbursed in accordance with the respective cost policy of the Company.

7.3 Remuneration of the executive members of the Board of Directors and other executives may include other than fixed remuneration, non-monetary remuneration and variable remuneration, paid on top of the provisions of their respective employment contracts, which are linked to their performance and/or the achievement of specific objectives. Such variable remuneration may be linked to the performance and development of people involved, as well as the financial figures of the Company, its intrinsic value, the value of its portfolio and in general the overall financial status of the Company. The other benefits may be granted in cases where it is deemed necessary and are offered at the discretion of the Company, which may reserve the right to modify or revoke them whenever deemed necessary.

Especially for the remuneration of members of the Board of Directors or other executives who provide services to the Company on the basis of a special relationship, such as an employment, works or mandate contract, and fall under the persons of article 99 of Law 4548/2018, this is paid pursuant to the terms and in accordance with the provisions of articles 99 to 101 of Law 4548/2018 and applicable legislation from time to time, as in force throughout the duration of this Policy.

Regarding the content of the employment contracts of the executive members of the Board of Directors, these include indicatively, terms for their duration, the duties, powers and responsibilities of each member, his remuneration, including fixed, variable and additional remuneration and generally benefits of any kind, terms related to the place and time of work, the confidentiality and management of privileged information, the processing of personal data, the modification of the employment relationship, its termination and any kind of amounts paid upon its termination and the applicable law governing it.

7.4 Remuneration of the members of the Board of Directors in general

Remuneration of all members of the Board of Directors, including the CEO (other than those of par. 3 of article 9 of Law 4548/2018), is approved by the General Meeting of Shareholders of the Company, in accordance with law and where required, upon recommendation of the Remuneration and Nominations Committee submitted by the Company's Board of Directors.

7.5 Remuneration from subsidiaries

When the Members of the Board of Directors are elected to the Boards of Directors of the Company's subsidiaries, they may receive separate remuneration from them. In this case, the total annual remuneration from subsidiaries may not exceed the amount of annual remuneration received by the Company.

8. Remuneration of the heads of IAS Independent Operations

8.1 Remuneration of the heads of Internal Audit, Compliance and Risk Management Units is mainly fixed and designed to reflect the nature of their duties and responsibilities. The Company, in the context of its general policy for motivating and providing incentives to its personnel, includes the above executives in variable remuneration schemes.

8.2 The Company ensures that the way of determining variable remuneration of the above executives of IAS Independent Operations does not jeopardize their objectivity and independence. The above executives are paid variable remuneration, the determination of which is not linked to the performance of the Directorates and Departments they audit, including the performance resulting from business decisions. Although the overall performance of the Company is taken into account, the payment of their variable remuneration is linked to the achievement of the objectives of these IAS Independent Operations.

9. Approval & Revision Procedures – Permitted derogations

9.1 The Policy is drawn up by the Board of Directors, following a recommendation of the Remuneration and Nominations Committee.

9.2 The Policy is submitted for approval to the General Meeting of the Company's Shareholders. In order to ensure the avoidance of a conflict of interests, any Covered Persons who are at the same time shareholders shall not vote or be counted for the calculation of the quorum and majority.

9.3 The duration of the Policy is set at four (4) years from the date of its approval by the General Meeting. The Remuneration and Nominations Committee reviews the Policy

prior to its submission for approval by the General Meeting at the end of the four-year period and recommends to the Board of Directors any need to take corrective measures, as may arise from its implementation.

- 9.4 The Board of Directors of the Company, in exercise of its supervisory powers, adopts and periodically evaluates the general principles of the Policy and is responsible for its implementation. The implementation of the Policy is subject, at least once a year, to central and independent internal re-evaluation of its compliance with the remuneration policies and procedures adopted by the Board of Directors within its supervisory powers.
- 9.5 Whenever there is substantial change in the circumstances, on the basis of which the Policy was drafted, which affects the remuneration process provided for by the Policy, upon relevant recommendation of the Remuneration and Nominations Committee, it will be revised and, in any case, every four (4) years from the approval of the Policy, it will be submitted for approval to the subsequent General Meeting of the Company.
- 9.6 In exceptional circumstances, the derogation from the Policy is permitted temporarily and following relevant decision of the Board of Directors, taken following relevant justified recommendation of the Remuneration and Nominations Committee, provided that such derogation serves the long-term interests of the Company or is necessary to ensure its sustainability. The derogation may relate to the provisions for vesting, payment deferral, variable remuneration reimbursement, fixed/variable remuneration relationship, provision of extraordinary remuneration based on exceptionally exceeding targets related to profitability and/or other business or operating results. In any case of derogation, the principles of the Remuneration Policy are adhered to the extent possible.

10. Publicity

- 10.1 The Policy shall be communicated to the Covered Persons.
- 10.2 The Policy shall be subject to publicity formalities in accordance with each time applicable provisions and shall remain available on the Company's website, free of charge, at least for as long as it is in force.
- 10.3 Any publicity regarding the Policy is without prejudice to the provisions on the protection of personal data and market abuse, as well as the safeguarding of the Company's trade secrets and interests.

11. Duration

Without prejudice to the revision procedure provided for in Article 9 hereof, the duration of this Policy shall be set at four (4) years, starting from its approval by the Ordinary General Meeting of 2024.

12. Annual Remuneration Report

- 12.1 According to the provisions of article 112 of Law 4548/2018, the Board of Directors of the Company is obliged to prepare a clear and comprehensible

Remuneration Report, which includes a complete overview of all remuneration regulated in the Policy for the last financial year and the data which the above article at least requires, as it is in force from time to time.

12.2 The Remuneration Report of each year is submitted for discussion at the Ordinary General Meeting, as an item on the agenda. The shareholders' vote regarding the Remuneration Report is advisory.

12.3 The Remuneration Report is subject to publicity formalities and remains available on the Company's website for a period of ten (10) years by the General Meeting. The retention of the Remuneration Report on the website for more than ten years is allowed provided it no longer contains personal data for the members of the Board of Directors in accordance with the provisions of the General Data Protection Regulation (EU) 2016/679.

Recommendation on the amendment of the

Company's Remuneration Policy

The Remuneration and Nominations Committee of Prodea Investments proposes the following amendments to the Company's current Remuneration Policy, which are made with a view to aligning this Policy with the Company's business strategy and European best practices for listed companies.

At the same time, the Policy continues to reflect the applicable agreements regarding the remuneration of the Executive BoD members and to take into account the provisions of the Company's Articles of Association, the Hellenic Corporate Governance Code adopted by the Company, as well as its Internal Rules of Operation and the applicable legal and regulatory framework governing the Company's operation as a listed (Real Estate Investment Company) REIC.

A significant part of the proposed amendments is related to the Company's decision to make use of the recent legislative amendment governing REICs (Real Estate Investment Companies), pursuant to which a REIC may renounce its license to operate as a self-managed Alternative Investment Fund Manager (AIFM), by submitting a license revocation request under Protocol Number 5049/13.05.2025 to the Hellenic Capital Market Commission. Upon approval of the request and revocation of the Company's license to operate as a self-managed AIFM, the Company will no longer be considered an obliged entity under the provisions of Law 4209/2013 and will thus be exempt from the regulatory requirements of said legislation, including the specific provisions relating to the Remuneration Policy (Article 13 of Law 4209/2013).

The proposed amendments aim to achieve specific business objectives that enhance the Company's competitiveness in the labor market. The revised Remuneration Policy enables a more effective alignment of executives' interests with the long-term interests of the Company and its shareholders, through the establishment of flexible incentive schemes that directly link remuneration to the achievement of defined business objectives. At the same time, the elimination of restrictive provisions stemming from Law 4209/2013 contributes to expediting decision-making processes regarding remuneration, reducing administrative burdens and allowing for swift adaptation to changing market conditions. In this context, the enhancement of the Remuneration Policy constitutes an integral part of the Company's strategy to improve operational efficiency, strengthen productivity, and optimize its organizational structure in support of long-term value creation for all stakeholders.

Immediately below, all substantial changes made to the Remuneration Policy are explained, without mentioning verbal or spelling corrections, as follows:

- ❖ Rewording of paragraph 1.1 *"This Remuneration Policy (hereinafter the "Policy") is established in compliance with the provisions governing sociétés anonymes with*

shares listed on a regulated market and real estate investment companies (REICs), as well as the general regulatory framework which applies to the Company.”

- ❖ Deletion and addition of wording to paragraph **1.4**, which now reads as follows: *“The Policy refers to and covers the total remuneration paid by the Company to Covered Persons through any manner or form. The concept of Covered Persons includes the members of the Board of Directors, the General Director and the Deputy General Director if any, the members of the Investment Committee as well as the service providers and employees of the Company whose professional activities have a material impact on the risk profile of the Company and the Group, including senior managers, risk-taking executives, executives exercising audit functions and any service providers and employees whose total remuneration falls into the same remuneration category as senior management and risk-taking executives.*

For the definition of the meaning of the significant impact on the risk profile of the Company and each company of the Group, as well as the definition of the employees whose professional duties have a significant impact on the risk profile of the Company, the following criteria are used indicatively, taking into account the employee's responsibilities and managerial authority:

- *Amount of total remuneration beyond a certain limit,*
- *Activities that may have a significant impact on the financial results and / or the balance sheet of the Company.*

The catalogue of persons falling into the category of persons whose professional activities have a significant impact on the risk profile of the Group will be reviewed in accordance with the current institutional framework and the needs of the Company.

In any case, the Company complies with the applicable from time to time institutional and regulatory framework that may provide for specific criteria for identifying persons whose professional activities have a significant impact on the risk profile.”

- ❖ Deletion of wording in paragraph **1.5**, which now reads as follows: *“The Remuneration and Nominations Committee of the Company, according to the explicit provision of article 11 of Law 4706/2020 formulates proposals to the Board of Directors regarding the remuneration of persons falling within the scope of the Remuneration Policy, as these are defined in article 110 of Law 4548/2018, (i.e. for the members of the Board of Directors, the General Director, the Deputy General Director, if any), the members of the Investment Committee, the top executives of the Company, as well as the heads of the Internal Audit Units, Compliance and Risk Management.”*
- ❖ Deletion of wording in paragraph **1.7**, which now reads as follows: *“This remuneration includes indicatively salaries, optional retirement benefits and any similar benefits, including variable remuneration, guaranteed variable remuneration and payments associated with early termination of a contract. In any case, regarding remuneration of any kind paid to Covered Persons of the Company, the Management of the Company ensures that it will comply with the provisions of Law 4548 / 2018 as well as Law 4706/2020.”*
- ❖ Addition of wording in paragraph **1.10**, which now reads as follows: *“The Policy, within the framework of the principle of proportionality, is harmonised with:*

- i. *the size and organisation, as well as*
 - ii. *the nature, scale and complexity of the Company's business activities of the Company and the risks that it undertakes."*
- ❖ Addition of wording in the definition of "Remuneration" in chapter 2, which now reads as follows: *"Remuneration: All forms of payments, fixed and variable, attributed by the Company directly or indirectly to the Covered Persons, in exchange for the services provided by them.*
Excluded from the scope of the Policy are any payments that serve the business purposes of the Company, which are attributed without discrimination to the Covered Persons as:
 - *are part of the general policy of the Company or the promotion of its operations and the conduct of its business activities, and*
 - *are not associated with risk assumption incentives."*
 - ❖ Rewording of the definition of "Variable Remuneration" in chapter 2, which now reads as follows: *"Variable remuneration: Additional payments that depend on the performance of the Covered Persons or on contractual terms. Variable remuneration may also depend on the achievement of specific objectives, which are determined each time by the Senior Management of the Company. For any payment of such fee, the financial situation of the Company is taken into account."*
 - ❖ Deletion of wording in paragraph 4.2, which now reads as follows: *"Remuneration of the Covered Persons are formed by fixed components which represent a sufficient share of the total remuneration in relation to the variable ones."*
 - ❖ Complete deletion of paragraphs 4.4 and 4.5.
 - ❖ Addition of wording in paragraph 4.10, which now reads as follows: *"The remuneration package related to compensation or redemption from previous employment contracts must be in accordance with the long-term interest of the Company, in compliance with labor law. The Company may recognize, in the employment contracts of the Covered Persons, their proven prior service with previous employers/clients for the purposes of calculating their lawful remuneration, compensation payable in the event of termination of the employment contract, and their entitled vacation days."*
 - ❖ Change of percentage in paragraph 6.1.4 *"Fixed remuneration shall be paid in cash and shall represent at least 25% of the total annual remuneration of each Covered Person. Benefits/payments connected with the level of the position (excluding those referred to in paragraph 5.3) are considered fixed remuneration.»*
 - ❖ Addition of wording in subparagraph 6.2.1.1., which now reads as follows: *"Variable remuneration is related to the performance of the Covered Person and the Company in order to ensure consistency and transparency in the implementation of the remuneration policy."*
 - ❖ Addition of a new subparagraph under 6.2.1.7, which reads as follows: *"By decision of the Board of Directors, the Company may enter into standalone short-term or long-term incentive agreements, including promote agreements, with the purpose of further aligning the interests of the Covered Persons with the long-term business objectives and sustainability of the Group. Such agreements shall be established on a case-by-case basis and shall clearly set out the performance criteria, vesting and*

payment conditions of the related benefits, as well as any applicable claw-back clauses in the event of non-achievement of targets or breach of the regulatory framework. Prior to their adoption, the Remuneration and Nomination Committee shall submit a relevant report to the Board of Directors, which shall decide on their approval, taking into consideration, among other factors, the Company's financials, compliance with the applicable legal framework, and the principle of proportionality."

- ❖ *Addition of a new subparagraph under **6.2.1.8**, which reads as follows: "By decision of the Board of Directors, following the concurring opinion of the Remuneration and Nomination Committee, the Company may, if it distributes an interim dividend in accordance with Article 162 of Law 4548/2018, prepay part of the variable remuneration of the Covered Persons relating to the fiscal year for which the interim dividend is paid, taking into account the timing of such payment within the current fiscal year. This prepayment shall be subject to the condition that the total amount of variable remuneration of the Covered Persons is approved by the Ordinary General Meeting that will approve the annual financial statements and the profit distribution for the relevant fiscal year. The aforementioned decision of the Board of Directors shall determine the percentage of the variable remuneration to be paid, the timing of the payment, and any other necessary terms governing such payment and its potential return in the event that the total amount of variable remuneration of the Covered Persons is not approved by the General Meeting that will resolve on the appropriation of the results for the fiscal year to which it relates."*
- ❖ **Complete deletion of paragraph 6.3**
- ❖ **Complete deletion of paragraph 6.4**

Following the above, the Committee recommends to the Board of Directors that the above amendments be accepted and approved.

**Remuneration Report for year 2024
of the Company “Prodea Real Estate Investment Company Societe Anonyme”
pursuant to article 112 of Law 4548/2018**

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

The present report refers to financial year 2024 and is submitted to be discussed by the Ordinary General Meeting of the shareholders of the Company which has been convened for June 11th, 2025.

The General Meeting of the Company approved on 11.06.2024 its remuneration policy (the "Remuneration Policy"), in compliance with the provisions governing sociétés anonymes with shares listed on a regulated market, Real Estate Investment Companies S.A. (AEAAP), Alternative Investment Fund Management Companies S.A. based in Greece and licensed by the Hellenic Capital Market Commission in accordance with the provisions of Law 4209/2013, as well as the general regulatory framework to which the Company is subject. The Remuneration Policy covers the remuneration of the members of the Board of Directors including the CEO.

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

The objectives of the Remuneration Policy are:

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

8. Minimizing potential risks arising from the applicable principles regarding the remuneration of the Company's personnel falling within the scope of this Policy.

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

Table 1 below presents the remuneration analysis, presenting the individual components thereof, which have been granted or paid in financial year 2024 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 quantitative and qualitative criteria 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. The qualifications, general development, effectiveness and goal orientation, initiative, judgment, flexibility as well as the degree of compliance with the existing regulatory framework governing the operation of the Company and with its regulations and policies
3. 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)
4. The application of the minimum percentage (30%) 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 2020 up to 2024, 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 2020 up to 2024, 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 2024, the company "CYREIT AIF Variable Capital investment Company PLC" ("CYREIT"), a subsidiary of the Company, paid a total gross amount of €30,000.00 to Mr. Spyridonas Makridakis, an independent member of the Board of the Company, for his participation in the Board of Directors of CYREIT.

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

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

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

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

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

There is no such precedent.

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

The Company is fully compliant with the Remuneration Policy.

H. Explanations regarding the way in which the result of the vote of the previous Ordinary General Meeting on the remuneration report for year 2023 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 2023 so that they could be taken into account when compiling this report.

Athens, 20 May 2025
The Board of Directors

Table 1 – Aggregate remuneration of the Board of Directors for year 2024

(amounts in €, except for %)

Member / Capacity	Fixed Remuneration (excl. benefits)		Benefits ¹		Total Fixed Remuneration		Variable Remuneration		Total Annual Remuneration
	€	%	€	%	€	%	€	%	€
Christophoros Papachristophorou, Executive Chairman of the BoD, Chairman of the Investment Committee	600.000,00	40%	-	0%	600.000,00	40%	900.000,00*	60%	1.500.000,00
Aristotelis Karytinis, Vice-President B' of the BoD, Chief Executive Officer, Executive BoD Member, Member of the Investment Committee	601.785,46	39,3%	29.697,42	1,9%	631.482,88	41,2%	900.000,00*	58,8%	1.531.482,88
Thiresia Messari, Executive member of the BoD	375.892,66	34,3%	19.318,15	1,8%	395.210,81	36,1%	700.000,00*	63,9%	1.095.210,81
Athanasios Karagiannis, executive member of the BoD, Member of the Investment Committee	350.848,11	40,2%	12.192,63	1,4%	363.040,74	41,6%	510.000,00*	58,4%	873.040,74
Nikolaos Iatrou, Non-executive member of the BoD	28.750,00	16%	-	0%	28.750,00	16%	150.000	84%	178.750,00
Georgios Kountouris, Non-executive member of the BoD, Member of the Investment Committee	86.250,00	39%	-	0%	86.250,00	39%	135.000,00*	61,0%	221.250,04
Stamatis Sapkas, Non-executive member of the BoD	91.770,81	100%	-	0%	91.770,81	100%	-	0%	91.770,81
Prodromos Vlamis, Independent Non-executive member of the BoD (until 10.06.2024)	58.750,00	100%	-	0%	58.750,00	100%	-	0%	58.750,00
Spyridon Makridakis, Vice-Chairman A' of the BoD, Independent Non-executive member of the BoD. (until 10.06.2024)	82.750,00	100%	-	0%	82.750,00	100%	-	0%	82.750,00
Garyfallia Spyriouni, Senior Independent non-executive member of the BoD	75.083,33	100%	-	0%	75.083,33	100%	-	0%	75.083,33
Eleni Koritsa (from 11.06.2024)	36.604,17	100%	-	0%	36.604,17	100%	-	0%	36.604,17
Georgia Mourla (from 11.06.2024)	36.604,17	100%	-	0%	36.604,17	100%	-	0%	36.604,17
Γενικό Σύνολο	2.425.088,71	41,9%	61.208,20	1,1%	2.486.296,91	43,0%	3.295.000,00	57,0%	5.781.296,95

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

- Out of the variable remuneration of Mr. C Papachristophorou amounting to €900,000.00, an amount of €360,000.00 (40%) is deferred (after the Ordinary General Meeting of 2027).
- Out of the variable remuneration of Mr. A. Karytinis amounting to €900,000.00, an amount of €360,000.00 (40%) is deferred (after the Ordinary General Meeting of 2027).
- Out of the variable remuneration of Mrs. T. Messari amounting to €700,000.00, an amount of €280,000.00 (40%) is deferred (after the Ordinary General Meeting of 2027).
- Out of the variable remuneration of Mr. A. Karagiannis amounting to €510,000.00, an amount of €204,000.00 (40%) is deferred (after the Ordinary General Meeting of 2027).
- Out of the variable remuneration of Mr. G. Kountouris amounting to €135,000.00, an amount of €54,000.00 (40%) is deferred (after the Ordinary General Meeting of 2027).

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

It is noted that an amount of €662,500 has been charged to the results of 2024. This amount refers to a provision for distribution of profits for the year 2024 to the members of the BoD, Messrs. Karytinis, Messari, 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 and 23.12.2024. In these contracts there is a provision for an additional category of variable remuneration according to quantitative and qualitative criteria for which no amount was paid that charged the results of the financial year 2024. The BoD, with its decision on 20.05.2024, will propose to the Ordinary General Meeting of the Company's Shareholders the distribution of profits to members of the BoD of €3,482,500.00.

BoD's fixed remuneration is analyzed below:

Table 2 (amounts €)

Member/Capacity	Fixed Remuneration (benefits not included)					
	Remuneration from employment contract	Remuneration as BoD member	Remuneration for the participation in the Audit Committee	Remuneration for the participation in the Human Resources and Remuneration	Remuneration from employment contract	Remuneration as BoD member
Christophoros Papachristophorou, Executive Chairman of the BoD, Chairman of the Investment Committee	-	300.000,00	-	-	300.000,00	600.000,00
Aristotelis Karytinis, Vice-Chairman B' of the BoD, Chief Executive Officer, Executive BoD Member, Member of the Investment Committee	401.785,46	120.000,00	-	-	80.000,00	601.785,46
Thiresia Messari, Executive member of the BoD	200.892,66	175.000,00	-	-	-	375.892,66
Athanasios Karagiannis, executive member of the BoD, Member of the Investment Committee	190.848,11	90.000,00	-	-	70.000,00	350.848,11
Nikolaos Iatrou, Non-executive member of the BoD	-	28.750,00	-	-	-	28.750,00
Georgios Kountouris, Non-executive member of the BoD, Member of the Investment Committee	-	28.750,00	-	-	57.500,00	86.250,00
Stamatis Sapkas, Non-executive member of the BoD	-	16.770,81	-	-	75.000,00	91.770,81
Prodromos Vlamis, Independent Non-executive member of the BoD (until 10.06.2024)	-	28.750,00	20.000,00	10.000,00	-	58.750,00
Spyridon Makridakis, Vice-Chairman A' of the BoD, Independent Non-executive member of the BoD (until 10.06.2024)	-	52.750,00	20.000,00	10.000,00	-	82.750,00
Garyfallia Spyriouni, Senior Independent non-executive member of the BoD	-	42.750,00	22.333,33	10.000,00	-	75.083,33
Eleni Koritsa (from 11.06.2024)	-	16.770,83	14.000,00	5.833,33	-	36.604,17
Georgia Mourla (from 11.06.2024)	-	16.770,83	14.000,00	5.833,33	-	36.604,17
Grand Total	793.526,23	917.062,48	90.333,36	41.666,67	582.500,00	2.425.088,71

Table 3 – Annual Change in Remuneration and Company Performance Indicators

Amounts in thousands € (except for %)

	Year 2024	Year 2023	Year 2022	Year 2021	Year 2020
Remuneration ² of the members of the BoD	5.781	4.079	4.124	3.871	3.495
Annual change in the remuneration of the BoD	41,8%	-1,1%	6,5%	10,8%	27,1%
Average remuneration ³ of full-time employees, excluding executives	99	82	77	81	73
Annual change in employees' average remuneration	20,2%	6,5%	-4,9%	11,0%	0,0%
Performance Indicators of Prodea Group					
Portfolio Value ⁴	3.036.620	2.459.723	2.566.670	2.326.915	2.123.968
Change in portfolio value (%)	23,5%	-4,2%	10,3%	9,6%	(4,5)%
Net Asset Value (NAV)	1.485.683	1.505.775	1.475.235	1.396.331	1.367.907
Change in NAV (%)	(1,3%)	2,1%	5,7%	2,1%	(3,6)%
Adjusted earnings before interest, tax, depreciation and amortization from continuing operations (Adjusted EBITDA) ⁵	161.982	222.533	116.322	101.676	100.651
Change in Adjusted EBITDA (%)	(27,2%)	91,3%	14,4%	1%	(7,7)%

¹The remuneration of the members of the Board of Directors includes all remuneration received by the members both in their capacity as members of the Board of Directors and in relation to their participation in Board committees or under a contractual relationship with the Company and relate to gross remuneration, both fixed and variable, and any benefits (including applicable VAT where applicable)

² Average remuneration of full-time employees has included gross pay, fixed and variable.

³ Portfolio value includes the fair value of investment property, property held for sale, owner-occupied property, and residential properties and land for residential development for subsequent sale (inventories) at 31 December each year

⁴ Adjusted EBITDA in fiscal years 2019-2021 did not include Realized Earnings on Sales, which is the difference between the selling price and the historical acquisition cost of an investment property being sold. For reference purposes, the figures are reported in the table as they appear in the respective annual financial statements.

Letter of the Chairman of the Audit Committee to the Shareholders

Dear Shareholders,

On behalf of the Audit Committee (hereinafter referred to as the "Committee") of the company "Prodea Real Estate Investment Company Limited" (hereinafter referred to as the "Company") and in my capacity as its Chairman, I submit to you the Committee's Annual Activity Report for the financial year 2024.

The purpose of this Report is to provide shareholders with a concise but comprehensive overview of the Committee's work and the way in which it has fulfilled its responsibilities and to demonstrate the Committee's substantial contribution and assistance to the Company's compliance with the applicable legal, regulatory and operational framework, during the financial year 2024 as well as in the subsequent period until the approval of the annual separate and consolidated financial statements for the year 2024 by the Board of Directors of the Company.

In the exercise of its duties, the Audit Committee acted in accordance with the applicable legal and regulatory framework and its Charter of Operation.

The main issues handled by the Audit Committee during the financial year 2024 and until the approval of the annual separate and consolidated financial statements for the year 2024 by the Board of Directors of the Company are summarized as follows:

- Monitoring of the preparation process of financial and non-financial information and the semi-annual and annual separate and consolidated financial statements.
- Monitoring of the conduct of statutory audit of the separate and consolidated financial statements for the year 2024 and the statutory auditors work.
- Monitoring and confirmation of the independence of the statutory auditors, in particular as regards the suitability of non-audit services.
- Submitting a proposal to the Board of Directors regarding the selection of an audit firm for the regular audit for fiscal year 2024.
- Approval and systematic monitoring of the activities of the Internal Audit Unit, in order to ensure its proper functioning and independence.
- Assignment of the qualitative evaluation of the Internal Audit Unit for the period 2019-2024, in the framework of the provisions set out in the Charter of the Unit and the application of the International Standards for the professional application of Internal Audit, to a certified independent external evaluator.
- Monitoring the work of the External Conformance Readiness Assessment of the Internal Audit Unit for the implementation of the new Global Internal Audit Standards, based on which the level and needs for the compliance of the Internal Audit Unit with the new Global Internal Audit Standards are assessed.
- Monitoring the work of the Risk Management Unit and assessing the impact of identified and emerging risks on the Company's operations.
- Review of ethics and regulatory compliance issues.
- Submission of a proposal to the Board of Directors for the assignment of an external independent evaluator to assess the implementation and effectiveness of the Company's Corporate Governance System (CGS) with reference date 31.12.2023 and reporting period of 17.07.2021 - 31.12.2023 and in accordance with the requirements/provisions of articles 4 (par. 1) and 13 of Law 4706/2020.
- Monitoring the progress of the external evaluation of the Corporate Governance System and evaluation of the relevant Evaluation Results Report.

- Monitoring the process of preparing the Group's 2024 Sustainability Report, ensuring that the Group's 2024 Sustainability Report, in order to ensure that the report complies with applicable regulatory requirements, standards and the Company's approved Sustainability Policy.
- Self-evaluation of the Commission for fiscal year 2024, which evaluated its adequacy and effectiveness both as a collective body and at the individual level for each member, while also assessing the performance of its Chairman.
- Informing the Board of Directors through written reports and submitting proposals on matters within its competence.

The above matters handled by the Committee during financial year 2024 as well as in the subsequent period until the approval of the annual separate and consolidated financial statements for the year 2024 by the Board of Directors of the Company are described in detail in the submitted Report.

Finally, I would like to thank, on behalf of the Members of the Audit Committee, all those who have contributed to the smooth functioning of the Committee.

Athens, April 11, 2025,

Yours sincerely,

Garyfallia Spyriouni
Chairman of the Audit Committee

Annual Activity Report of the Audit Committee of the Company "Prodea Real Estate Investment Company"

This Activity Report of the Audit Committee (hereinafter "Committee") of the Company "Prodea Investments" (hereinafter "Company") refers to financial year 2024 and has been drawn up in accordance with the provisions of article 44 of Law 4449/2017 as amended by article 74 of Laws 4449/2017 and 4706/2020. The purpose of this report is to present a brief but comprehensive overview of the Committee's work during financial year 2024 and as well as in the subsequent period until the approval of the annual separate and consolidated financial statements for financial year 2024 by the Board of Directors of the Company.

1. Purpose and Responsibilities

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

The responsibilities and the operation of the Committee for the fulfilment of its purpose are described in detail in its Charter approved by the Board of Directors, which has been posted on the Company's website [in accordance with the current legislation and are available at the following address: "Audit Committee Charter"](#)

2. Composition

The Audit Committee of the Company was formed based on the applicable provisions (article 44 of Law 4449/2017, article 74 of Law 4706/2020 etc.) and the Internal Operating Regulations of the Company.

The composition of the Committee during financial year 2024 as well as in the subsequent period until the approval of the annual separate and consolidated financial statements for financial year 2024 by the Board of Directors of the Company is presented below in tables.

Composition of the Audit Committee from 01.01.2024 until the Annual General Meeting of 11.06.2024		
Full name	Position in the Committee	Position on the Board of Directors
Spyridon Makridakis	Chairman	Vice Chairman Chairman A', Independent Non-Executive Director
Prodromos Vlamis	Member	Independent Non-Executive Director
Garyfallia Garyfallia Spyriouni	Member	Independent Non-Executive Director

The composition resulting from the General Meeting of 11.06.2024 is shown in the below table:

Full name	Position in the Committee	Position on the Board of Directors	Term of office
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Garyfallia Garyfallia Spyriouni	Chairman	Independent Non-Executive Member of the Board of Directors.	11.06.2024 - Until the 2027 AGM
Georgia Mourla	Member	Independent Non-Executive Member of the Board of Directors.	11.06.2024 - Until the 2027 AGM
Eleni Koritsa	Member	Independent Non-Executive Member of the Board of Directors.	11.06.2024 - Until the 2027 AGM
Nikolaos Papadopoulos	Member	Third independent person, Non BoD Member	11.06.2024 - Until the 2027 AGM

For more information regarding the composition of the Committee, please refer to Corporate Governance Statement 2024, section 6.A.V. “Composition and tenure of the Company's Audit Committee”.

3. Meetings

Within the framework of its responsibilities in accordance with the current legislation and its Charter, the Audit Committee meets on a regular basis and holds extraordinary meetings when required. During financial year 2024, the Committee met a total of seventeen (17) times and discussed matters within its areas of competence. All decisions of the Committee were made by unanimous vote.

The tables below reflect the attendance of the Chairman and the members of the Committee at its meetings from 01.01.2024 to 11.06.2024 (date of expiry of the term of the Committee) and from 11.06.2024 (commencement of the term of this Audit Committee) to 31.12.2024, including the legal representation in those cases where any member was unable to attend in person or by teleconference, as follows:

Full name	Number of meetings held 01.01.2024 - 11.06.2024	Attendance at all meetings 01.01.2024 - 11.06.2024
Spyridon Makridakis (Chairman)	9	9/9
Prodromos Vlamis (Member)	9	9/9
Garyfallia Spyriouni (Member)	9	9/9

Full name	Number of meetings held 11.06.2024 - 31.12.2024	Attendance at all meetings 11.06.2024 - 31.12.2024
Garyfallia Spyriouni (Chairman)	8	8/8
Georgia Mourla (Member)	8	8/8
Eleni Koritsa (Member)	8	8/8
Nikolaos Papadopoulos (Member)	8	8/8

During the period from 01.01.2025 until the approval of the annual separate and consolidated financial statements for financial year 2024 by the Board of Directors of the Company, the Committee met six (6) times and the attendance of its members is shown in the table below:

Full name	Number of meetings held from 01.01.2025 to the date of approval of the financial statements for financial year 2024	Attendance at all meetings from 01.01.2025 to the date of approval of the financial statements for financial year 2024
Garyfallia Spyriouni (Chairman)	6	6/6
Georgia Mourla (Member)	6	6/6
Eleni Koritsa (Member)	6	6/6
Nikolaos Papadopoulos (Member)	6	6/6

Note that beyond meetings, the members of the Committee are in regular contact with one another, and cooperate closely and in coordination with the senior management of the Company, the Heads of the Internal Audit Unit, the Regulatory Compliance Unit, and the Risk Management Unit, the Independent Valuers, and the Statutory Auditors of the Company, the company “ERNST & YOUNG (HELLAS) STATUTORY AUDITORS S.A.” (hereinafter “ERNST & YOUNG (HELLAS)”), which was appointed by the Ordinary General Meeting of Shareholders of the Company on 11.06.2024.

4. Activities of the Committee for financial year 2024 until the approval of the annual separate and consolidated financial statements for financial year 2024 by the Board of Directors of the Company

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

A. Financial Statements and the Financial Reporting Process.

- It monitored, reviewed, and evaluated the process of financial reporting preparation, and informed the Board of Directors accordingly.
- It cooperated with the competent executives of the Financial Services Directorate of the Company and with the Statutory Auditors, in order to be informed and to confirm the adequacy and effectiveness of the processes of preparing the financial statements, the investment reports, and any other financial disclosures that are published.
- It examined and evaluated the annual and semi-annual, separate and consolidated financial statements for the financial year 2024 and financial reports in accordance with applicable accounting standards, regarding their accuracy, completeness, and consistency, prior to their submission to the Board of Directors for approval, and recommended their approval to the Board of Directors. In accordance with the above, the Committee confirmed the Company’s compliance with relevant laws and regulations governing the issuance and disclosure of financial statements. Received, reviewed and evaluated the Company's semi-annual and annual investment schedules for financial year 2024 and recommended their approval to the Board of Directors.

Received the 2023 Annual Activity Report from the Financial Services Directorate in order to be informed about its operations, organization, adequacy of knowledge, experience and training of its executives, as well as adequacy of resources available for timely and accurate preparation of the Financial Statements.

B. External Audit

- Was briefed by the external auditors about the annual program/strategy of the statutory audit of the financial statements of the Company and the Group for the financial year 2024 prior to its

implementation, and evaluated it, certifying that this would cover the major audit fields and systems on financial and non-financial reporting, taking into consideration the main sectors of business and financial risk for the Group.

- Was informed, through meetings, by the competent bodies of the Management and the external auditors on the significant audit matters, significant judgments, assumptions and estimates in the preparation of the financial statements of the Company and the Group for financial year 2024.
- Within the framework of monitoring the process and conduct of the statutory audit of the separate and consolidated financial statements of the Company for the financial year 2024, it received from the statutory auditor of the Company, ERNST & YOUNG (HELLAS), and evaluated the Supplementary Report with the results of the statutory audit that took place, confirming that it met the specific requirements of Article 11 of Regulation (EU) no. 537/2014 of the European Parliament and of the Council of 16 April 2014. On these matters, the statutory auditors assured the Committee that in their audit, they did not identify any risks of material misstatement in the separate and consolidated financial statements, whether due to fraud or error, nor was there any finding that would have a material effect on the financial statements in the Company's Internal Audit System, and by extension, on the smooth operation of the Company.
- Received and reviewed reports from the Company's Finance Department with analysis and explanations on the annual and semi-annual, separate and consolidated financial statements for the year ended December 31, 2024. The above reports were presented at length to the Audit Committee by the Head of Finance and Operations, discussed, questions were raised by the Committee Members and clarifications were provided.
- Informed the Board of Directors in writing through a report on the results of the mandatory annual audit and the review by the statutory auditor of ERNST & YANG (GREECE) and on the relevant actions taken by the members of the Committee in the performance of its duties and recommended to the Board of Directors to approve the Semi-annual Financial Report for the period ended 30 June 2024 and the Annual Consolidated and Company Financial Report for the year ended 31 December 2024.
- It held meetings with the Company's auditors prior to the publication of the annual and semi-annual financial report and the semi-annual investment schedules of the Company and its subsidiaries, on which clarifications were provided in response to questions from Committee members.
- Held meetings with the Company's Independent Valuers prior to the publication of the investment schedules of the Company and its subsidiaries as at 30.06.2024 and 31.12.2024, in order to be briefed of the development of the property market and the important assumptions in the valuations of the Group's properties.
- Evaluated and confirmed throughout the term of office of the statutory auditors that they are objective and have remained independent of the Company and the Group, also receiving in this context a written declaration of independence from the statutory auditor for financial year 2024.
- Pre-approved the provision by the external auditor of non-audit services, that are not prohibited by law, to the Company and the companies of the Group, having assessed the nature and appropriateness of the proposed services and obtained clarifications, representations and assurances of independence from the statutory auditor. In this regard, it received from the Company's auditor a written disclosure of the nature, extent and total fees for non-audit permitted services offered to the Company and the Group for financial year 2024. Based on the above, the Committee ensured that the total of the permitted services provided by the statutory auditor did not pose a threat to the independence of the statutory auditors in accordance with the provisions of Article 44 of Law 4449/2017 and Article 5 of Regulation (EU) 537/2014.
- Evaluated the work of the ERNST & YANG (GREECE), the Company's statutory auditor considering, inter alia, the opinion of the Financial Services Department, and recommended to the Board of Directors, by submitting a proposal, the reappointment of the audit firm "ERNST & YANG (GREECE) Chartered Accountants SA" as statutory auditor for financial year 2024.

- Evaluated, in cooperation with the Financial Services Directorate, the proposed fee of the audit firm ERNST & YANG (GREECE) for the regular audit of financial year 2024 (reasonable for its scope and quality), pre-approved the amount of the audit and submitted relevant proposal to the Board of Directors of the Company.

C. Internal Control System (ICS), Risk Management and Compliance

In the same context, the Committee:

Internal Audit

- Monitored and reviewed the proper operation of the Internal Audit Unit in accordance with international standards on professional implementation of internal audit, as well as the applicable legal and regulatory framework, and evaluated its work, adequacy, and effectiveness, without violating its independence.
- Had constant updates from and cooperation with the Head of the Internal Audit Unit, who attended all its meetings.
- Was informed about the results of the risk assessment carried out by the Internal Audit Unit based on specific methodology as part of the preparation of the annual audit program.
- Was informed in writing about the annual audit (based on risks) for the year 2023 of the Internal Audit Unit. The Committee, prior to the implementation of the program, proceeded with its evaluation, taking into account the main sectors of business and financial risks as well as the results of previous internal audits.
- Received from the Internal Audit Unit, reviewed, and evaluated the Unit's quarterly activity reports, as well as reports on the audits conducted on the basis of the approved annual audit program. Examined the finding of these audits, the relevant views of the audited units, the proposals of the Internal Audit Unit, and the agreed corrective actions as well as the timetable for their implementation and informed the Board of Directors accordingly. Confirmed compliance with the provisions of the Greek Corporate Governance Code ("CSGC") adopted by the Company through an audit perform by the Internal Audit Unit.
- Was informed by the Internal Audit Unit on the status of implementation of corrective actions for all identified and unimplemented audit findings from previous audits.
- Was informed in writing by the Head of the Internal Audit Unit about the independence of the Internal Audit Unit.
- Was informed of the training plan for the Internal Audit Unit staff.
- Following the recommendation of the Head of the Internal Audit Unit and the evaluation of relevant offers and proposals, it entrusted the external qualitative assessment of the Internal Audit Unit for the period 2019-2024 to a certified independent external evaluator. This external quality assessment is carried out at least every five years in the framework of the provisions set out in the Internal Audit Unit's Charter and the application of the International Standards for the Professional Practice of Internal Auditing (1300 - Quality Assurance and Quality Improvement Program and 1312 - External Evaluations). The evaluation process, which started in the fourth (4th) quarter of 2024 and was completed in February 2025, was carried out in accordance with the relevant procedures of the Institute of Internal Auditors and in particular the specific QUALITY ASSESSMENT MANUAL (IIA /2017), while the relevant "Report on the Results of the External Evaluation of the Unit" is expected to be issued by the Evaluator within the second (2nd) quarter of 2025.
- Was informed by the Head of the Internal Audit Unit that the Unit, in cooperation with a specialized and independent assessor, will proceed with the necessary **Conformance Readiness Assessment**, based on which the level and needs of compliance of the Internal Audit Unit with the new Global Internal Audit Standards will be assessed.

Internal Control System (ICS) Assessment & Corporate Governance System (CGS)

- Prepared, with the assistance of the Head of Finance and Operations and recommended to the Board of Directors the assignment to an external independent evaluator of the evaluation of the implementation and effectiveness of the Company's CGS with a reference date of 31.12.2023 and a reference period of 17.07.2021 - 31.12.2023 and in accordance with the requirements/provisions of articles 4 (par. 1) and 13 of Law 4706/2020.
- Followed in detail the progress of the work on the evaluation of the CGS.
- Was informed by the Independent Evaluator of the outcome of the evaluation of the implementation and effectiveness of the CGS, which was free of material weaknesses, and received, reviewed and assessed the relevant Report.
- Monitored, through the quarterly reports of the Internal Audit Unit during the year 2024, the progress of the implementation of the actions to address the "Non Material Weaknesses" as they emerged during the first external periodic evaluation of the Company's Internal Control System (ICS) in accordance with article 14 par. 3 (j) of Law 4706/2020 and the decision 1/891/30.9.2020 of the Hellenic Capital Market Commission.

Risk Management

- Monitored the work of the Head of the Risk Management Unit and assessed the impact of identified and emerging risks on the Company's operations.
- Was informed by the Head of the Risk Management Unit on the results of the annual Risk Control Self-Assessment (RCSA) exercise, which was conducted by the heads of the Company's Units in co-operation with the Risk Management Unit, applying the "Risk and Control Assessment Methodology" approved by the Board of Directors.
- Received, reviewed and evaluated the quarterly reports of the Risk Management Unit, which present the progress of implementation of the Unit's operations according to the approved annual plan as well as its activity regarding the process of identifying, assessing and managing risks in order to prepare the overall risk profile of the Company.

Regulatory Compliance

- Was informed by the Compliance Unit about its work, its activities and approved its work planning for the next financial year.
- Monitored the implementation of the Policy for the prevention and management of potential conflict of interest situations and received assurance from the Head of the Compliance Unit, through an annual report, that no disclosure of any suspected, potential or actual conflict of interest situation has been made and that no suspected, potential or actual conflict of interest situation has been identified.

D. Non-financial Information - Sustainable Development

- Was informed by the Head of the ESG Department of the Company, through an extensive presentation, on the provisions of the Corporate Sustainability Reporting Directive (CSRD), the European Sustainability Reporting Standards (ESRD) and the EU Taxonomy.
- Approved, upon the recommendation of the Head of Finance and Operations, the assignment of the limited assurance work regarding the Consolidated Sustainability Report of the Company and its subsidiaries for the period 01.01.2024 - 31.12.2024, to the Company's regular auditor, "ERNST & YANG (GREECE) Certified Public Accountants S.A."
- Participated in an informational meeting with executives from the ESG department, the Finance Department and the Company's regular certified auditor, the company "ERNST & YOUNG (HELLAS) Certified Auditors Accountants S.A.", where the Double Materiality Assessment methodology, the results of the Double Materiality Assessment, which the Group prepared in 2024 in accordance with the European Sustainability Reporting Standards (ESRS), as well as the progress of the limited assurance work on the Company's Consolidated Sustainability Report for the year 2024, which is being conducted by the company "ERNST & YOUNG (HELLAS)", were presented and extensively discussed.

- Received, reviewed and evaluated the Group's Sustainability Report for the year 2024, in order to ensure that it complies with applicable regulatory requirements, standards and the Company's approved Sustainability Policy.

E. Matters relating to the functioning of the Committee

- Reviewed and approved the minutes of its meetings.
- Following the decision of the Annual General Meeting of the Company's shareholders of 11.06.2024, which determined the type, the term of office, the number and the qualities of the members of the Audit Committee, the Committee was constituted and appointed as its Chairman Ms Garyfallia Spyriouni.
- Submitted its Annual Activity Report for the financial year 2023 to the Ordinary General Meeting of shareholders on 11 June 2024.
- Compiled and approved its Annual Activity Report for financial year 2024 as well as during the subsequent period until the approval of the annual separate and consolidated financial statements for financial year 2024 by the Board of Directors of the Company.
- As part of the annual evaluation of the Board of Directors and its Committees for financial year 2024, it conducted a self-assessment in which the adequacy and effectiveness of the Board, both as a collective body and on an individual level for each member, was assessed, while the performance of the Chairman of the Committee was also evaluated. The Committee successfully completed its self-assessment and came to a very positive conclusion on the commitment and consistency demonstrated by its members in their supervisory role.

F. Other matters

- Assessed the correctness of the formation of distributable profits and the adequacy of the reserves for the distribution of dividends for financial year 2023 and submitted a proposal to the Board of Directors.
- Evaluated the possibility of distributing a provision dividend based on the semi-annual Financial Statements of the Company as of 30.06.2024 and submitted a proposal to the Board of Directors.

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

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

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

5. SUSTAINABLE DEVELOPMENT POLICY

Corporate Responsibility and Sustainable Development are an integral part of the Company, as its corporate strategy and priorities are based on its commitment to operate in a responsible and sustainable manner in all its activities.

The Company has adopted a Sustainable Development Policy, which is available on its Official Website ([Sustainable-Development-Policy](#)), setting the framework for the identification of the axes and strategic priorities that concern all its business activities.

The adoption of this policy contributes to ensure the long-term value of the Company through the achievement of the following objectives:

- Creating long-term value for stakeholders,
- The protection of the natural environment,
- Undertaking initiatives and actions in the areas of Corporate Governance, Corporate Responsibility and Business Ethics, in addition to compliance with the applicable regulatory framework,
- Supporting and contributing to the wider society and the national economy.

In addition, the Company in 2024 published a Sustainability Report for fiscal year 2023, which is posted on the Company's Official Website and is available at the following address: [Sustainability Report 2023 | Prodea](#).

Furthermore, the Group has prepared a Consolidated Sustainability Report of the Company and its subsidiaries for the period 01.01.2024 - 31.12.2024, which has been prepared in accordance with the provisions of Laws 4449/2017, 4548/2018 and 4706/2020 and includes information as required by the Corporate Sustainability Reporting Directive (CSRD) through the new European Sustainability Reporting Standards (ESRS), as incorporated by Law 5164/2024. Note that the Consolidated Sustainability Report 2024, is an integral part of the Company's Board of Directors' Management Report the financial year 2024.

Athens, April, 11 2025

The Chairman

Garyfallia Spyriouni

The members

Georgia Mourla

Eleni Koritsa

Nikolaos Papadopoulos

The following Committee signs this Report for the period 01.01.2024 - 11.06.2024

The Chairman

Spyridon Makridakis

The members

Prodromos Vlamis

Garyfallia Spyriouni

Report of the Independent Non-Executive Members of the Board of Directors of Prodea Investments to the Annual General Meeting of Shareholders of 11 June 2025, pursuant to article 9 par. 5 of Law 4706/2020.



Athens, May 2025

1. Introduction

This Report ("Report") is submitted jointly by the Independent Non-Executive Members of the Board of Directors of the Company under the name "Prodea Real Estate Investment Company Societe Anonyme" and the Distinctive Title "Prodea Investments" ("Company") to the Annual General Meeting of Shareholders of the Company on June 11, 2025, in accordance with the provisions of article 9 para. 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission.

The ultimate purpose of this Report, which covers the period from the date of the last Report of the Independent Non-Executive Members of the Board of Directors (21.05.2024) until the date of the convening of the Ordinary General Meeting (11.06.2025) is to inform the Company's Shareholders regarding the fulfillment of the obligations of the Independent Non-Executive Members of the Company's Board of Directors, as provided for in the applicable regulatory framework.

2. Participation of the Independent Members in the Board of Directors and Board of Directors Committees

2.1. Composition of the Board of Directors

The Company, according to its Articles of Association, is governed by a Board of Directors (BoD), consisting of seven (7) to eleven (11) members, who are elected by the General Meeting of Shareholders, Their term of office is set by a decision of the General Meeting, in accordance with the provisions in force from time to time. A legal entity may also be elected as a member of the Board of Directors. The Board of Directors shall elect from among its members the Chairman, up to two (2) Vice-Presidents and one (1) Managing Director.

The Ordinary General Meeting of Shareholders of the Company, due to the expiration of the term of office of an outgoing member, elected a new Board of Directors with a three-year term, commencing on the same date and ending on 10.6.2027, which may be extended, as provided for in the Articles of Association and in the aforementioned decision of the General Meeting, until the first Ordinary General Meeting of Shareholders that will be convened after the expiration of its term and will make a relevant decision.

The Board of Directors of the Company consists, at the time of writing this report, of ten (10) members, of which: a) four (4), namely the Chairman, the Vice-Chairman and Chief Executive Officer, and two (2) other members (executives of the Company) are Executive Members, b) three (3) are Non-Executive Members, and c) the remaining three (3) are Independent Non-Executive Members, including the Senior Independent Non-Executive Member. The table with the composition of the Board of Directors and the biographical notes of its members are available on the website of the Company (<https://prodea.gr/etairiki-diakyvernsi/dioikitiko-symvoulia/>).

The composition of the Board of Directors is in line with the provisions of Law 4706/2020 regarding Independent Non-Executive Members. The members of the Board of Directors meet the criteria for suitability set out in the approved Suitability Policy for the Members of

the Board of Directors of the Company. There are no obstacles or incompatibilities relevant to the members of the Board, with regard to the provisions of Law 4706/2020 and the Greek Corporate Governance Code applied by the Company. The representation by gender on the Board of Directors is adequate, as the participation rate of the under-represented gender exceeds the minimum provided for under Law 4706/2020 (25%).

The Board of Directors meets regularly at least monthly, and on an extraordinary basis whenever required. Regarding the closing fiscal year 2024, the Board of Directors held twenty-six (26) meetings. The tables below show the participation of the Independent Non-Executive Members in the meetings of the Board of Directors from 01.01.2024 to 11.06.2024 (expiration date of the term of office of the outgoing Board of Directors) and from 11.06.2024 (commencement of the term of office of the new Board of Directors) until 31.12.2024, including lawful representation in those cases in which it was not possible for any member to be present in person, as follows:

Name	Number of meetings that took place from 01.01.2024 to 11.06.2024 (end of BOD term)	Number of meetings in which they participated	Number of meetings in which they were represented
Spyridon Makridakis	12	11	1
Prodromos Vlamis	12	11	1
Garyfallia Spyriouni	12	12	-

Name	Number of meetings that took place from 11.06.2024 (start of term of new BOD) until 31.12.2024	Number of meetings in which they participated	Number of meetings in which they were represented
Garyfallia Spyriouni	14	14	-
Georgia Mourla	14	14	-
Eleni Koritsa	14	14	-

2.2. Participation in the Audit Committee

The Audit Committee of the Company has been established on the basis of the applicable provisions (Article 44 of Law 4449/2017, Article 74 of Law 4706/2020, etc.) and the Internal Operating Regulations of the Company.

The outgoing Audit Committee, whose term of office expired on 11.06.2024, consisted exclusively of independent non-executive members of the Board of Directors, who had

sufficient knowledge of the Company's field of activity and were fully independent of it, in accordance with the provisions of Law 4706/2020.

From 01.01.2024 to 11.06.2024, it held a total of nine (9) meetings, in which all three independent non-executive members participated in person.

The decision of the Annual General Meeting of the Company's shareholders on 11.06.2024 determined the type, tenure, number, and qualities of the members of the new Audit Committee, which was appointed as an independent committee in accordance with the provisions of Law 4449/2017, consisting of three (3) independent non-executive members of the Board of Directors of the Company and one (1) non-member of the Board of Directors, a third party independent of the Company.

From 11.06.2024 to 31.12.2024, the new Audit Committee held eight (8) meetings, and from 01.01.2025 until the drafting of this Report, it held six (6) meetings, in which all its members participated in person.

2.3. Participation in the Remuneration and Nominations Committee

The Committee consists of at least three (3) Non-Executive Members of the Board of Directors who have relevant experience. At least two (2) Members are Independent Non-Executive Members.

The Committee, whose term of office expired on 11.06.2024, consisted exclusively of Independent Non-Executive Members of the Board of Directors, and from 01.01.2024 to 11.06.2024 (expiration date) held two (2) meetings in which all three (3) Independent Non-Executive Members participated in person.

On 11.06.2024, following the election of the new Board of Directors by the General Meeting of the Company, the new composition of the Remuneration and Nominations Committee was determined by unanimous decision. The Committee consists of three (3) members, all Independent Non-Executive, and possesses the necessary knowledge and experience, in accordance with the provisions of Article 3 of Law 4706/2020 and the provisions of the Company's current Internal Operating Regulations. Since 11.06.2024, the new Remuneration and Nominations Committee held two (2) meetings within the fiscal year 2024 and two (2) during the period from 01.01.2025 until the preparation of this Report, in which all of its members participated in person.

Regarding the Meetings of both the Board of Directors and the Audit and Remuneration and Nomination Committees, the Independent Non-Executive Members participated in them acting with independence, impartiality, and a sense of duty and with the aim of promoting the corporate interest.

The Board of Directors of the Company, at its meeting on 11.04.2025, reviewed and confirmed, in accordance with Article 9 para. 3.b of Law 4706/2020 and following a relevant proposal of the Remuneration and Nominations Committee, the fulfillment of the

independence requirements of paragraphs 1 and 2 of article 9 of Law 4706/2020, in the person of the independent members of the Board of Directors.

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

The non-executive members of the Board of Directors, including the Independent Non-Executive Members, do not have executive responsibilities in the management of the Company.

In the context of their responsibilities, as defined in article 7 of Law 4706/2020, the independent non-executive members of the Board of Directors, throughout the fiscal year 2024 and until the date of this Report, as non-Executive members:

- Participated in the meetings of the Board of Directors and its Committees, so that the Board of Directors would be able to carry out all its duties effectively;
- Monitored and examined the implementation of the Company's business strategy, as well as the achievement of its goals;
- Acting with independence, transparency, and a sense of duty, considered and openly expressed their views on the proposals submitted to the Board of Directors by the executive members of the Board of Directors, on the basis of existing information, effectively exercising their supervisory duties;
- Collaborated with the Executive Members of the Board of Directors on issues related to the adoption of sustainable development strategies and the strengthening of Corporate Governance, ensuring the effectiveness of the Company's internal audit system;
- Proceeded with adoption and approval of revised corporate policies and procedures, through their participation in the meetings of the Board of Directors.

The evaluation of the Board of Directors and its Committees is a structured and methodical process, which falls under the competence of the Remuneration and Nominations Committee. In this context, the members of the Committee took the necessary steps to implement the annual evaluation of the overall performance of the Board of Directors and its Committees, as well as the performance of each member, including the Chairman and the Secretary of the Board of Directors, on an individual basis. It is noted that the evaluation of the Executive Members and the determination of their variable remuneration are subject to the competence of the Remuneration and Nominations Committee of the Company.

Furthermore, the Independent Non-Executive Members, in the context of their duties in the Remuneration and Nominations Committee, have identified suitable candidates for membership in the Board of Directors, the Audit Committee, and the Investment Committee of the Company, by formulating a relevant proposal to the Board of Directors.

The main issues addressed by the independent members throughout the financial year 2024 mainly concerned the achievement of the Company's business objectives, its financial statements, the financing of the Company and its Group, the approval of related party transactions in accordance with Law 4548/2018, the Company's regulatory compliance, corporate social governance, corporate governance and overseeing the remuneration and compensation received by executive board members.

In this context, the independent non-executive members:

A) in meetings of the Board of Directors of the Company, actively participated in discussions with the executives of the Board regarding the above issues, ensuring the necessary information and relevant documentation. They monitored the actions of the executive members of the Board, approaching all issues with due attention and professionalism, maintaining independent and objective judgment and demonstrating a sense of responsibility. In this way, they strengthened the constructive dialogue by expressing their views on the proposals of the Executive Members and their implementation. The above communication took place either in the context of the meetings of the Board of Directors, or through direct discussions and exchanges of views with the executive members, whenever deemed necessary, in order to safeguard the interests of all interested parties.

B) participated in the meetings of the Audit Committee, where they reviewed the financial statements and investment statements of the Company and the Group for the financial year 2024, before their submission to the Company's Board of Directors for approval. They were informed by the independent appraisers about market trends and the valuations of the Company's portfolio, reviewed the work of the Chartered Auditors, and were informed by the Regulatory Compliance, Risk Management, and Internal Audit Units, regularly and extraordinarily, whenever required.

C) through their participation in the Audit Committee, they monitored the process of drafting of the Consolidated Sustainability Report of the Group, aiming at ensuring compliance thereof with the applicable regulatory framework, the applicable standards and the approved Sustainability Policy of the Company. In this context, they were informed of the requirements of the Corporate Sustainability Reporting Directive (CSRD), the European Sustainability Reporting Standards (ESRS) and the EU Taxonomy. Furthermore they received, reviewed and assessed the Consolidated Sustainability Report for 2024, confirming its compliance with the provisions of L. 4449/2017, 4548/2018, 4706/2020 and 5164/2024, as well as its incorporation in the Board of Directors' Management Report as an integral part thereof. It is noted that during 2024 the Company published the Sustainability Report for 2023 which is available on its official website.

D) participated in the meetings of the Remuneration and Nominations Committee and reviewed the Company's Remuneration Policy, preparing the requisite explanatory report for its amendment, which was submitted to the Board of Directors along with a proposal to submit it for approval by the upcoming Ordinary Meeting of Shareholders, they reviewed the annual remuneration report and duly approved the remuneration for the recognition of the contribution of the executive members of the Board of Directors and the executives of the Company to the results and progress of the Company's operations for the financial year 2024.

D) were able to communicate seamlessly with the company's senior directors, who are executive members of the Board of Directors. In this way, they were able to express their views on the recommendations of the executive members of the Board of Directors, thus contributing to correct and informed decision-making.

4. Findings

Through this Report and considering the performance of the Executive Members of the Board of Directors, the Independent Non-Executive Members of the Board of Directors confirm that the Board of Directors of the Company operates effectively in order to achieve its business objectives, promote the corporate interest and sustainability of the Company, while Its composition is characterized by a diversity of knowledge, qualifications and experience. The Board of Directors, which exercises its responsibilities in accordance with the law, the Articles of Association of the Company and its Rules of Procedure, while applying the Special Corporate Governance Practices of the Greek Corporate Governance Code (E.K.E.D.), was informed about the Company's business strategy based on updated data and information and provided guidance on proposals of the Company's Executive Management.

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

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

Through this Report, the Independent Non-Executive Members of the Board of Directors, having been duly informed, have confirmed their agreement with the content of the Annual Management Report of the Board of Directors and the Corporate Governance Statement for the year 2024, which is an integral part of the Annual Management Report of the Board of Directors and has been approved by the Board of Directors on 11.04.2025. This Annual Management Report has been included in the Company's Annual Financial Report for the year 2024, which is available on the Company's website (<https://prodea.gr/>).

Athens, 20 May 2025

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

Spyridon Makridakis	(Vice-Chairman A of the Board of Directors, Independent Non-Executive Member until 11.06.2024)
Prodromos Vlamis	(Independent Non-Executive Member until 11.06.2024)
Garyfallia Spyriouni	(Independent Non-Executive Member until 11.06.2024, Senior Independent Non-Executive Member as of 11.06.2024)
Georgia Mourla	(Independent Non-Executive Member as of 11.06.2024)
Eleni Koritsa	(Independent Non-Executive Member as of 11.06.2024)