



INFORMATION MATERIALS

ORDINARY GENERAL MEETING
Wednesday, 10th of June 2026

Contents

1. Items of the Agenda	3
2. Draft decisions on the items of the Agenda	5
3. Documents submitted before the General Meeting.....	24
4. Ballot	25
5. Form for notification of representative for legal entities	27
6. Form for appointment of proxy	28
7. Pre-determined text for digital submission of solemn for participation in the Ordinary General Meeting via teleconference	32
8. Total of shares and voting rights	35
9. Shareholders' minority rights.....	36

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. Approval of the Draft Demerger Deed dated 27.04.2026 as well as of the Demerger by way of spin-off of the commercial warehouses (logistics) sector of the company with the name “Prodea Real Estate Investment Company Societe Anonyme” and its contribution to 100% wholly owned subsidiary with the corporate name “Thriaseus Single Member Societe Anonyme”, in accordance with the provisions of Law 4601/2019, and the granting of relevant authorizations.- Appointment of a special representative of the Company for the signing of the notarial demerger deed - Approval of actions taken to date.
2. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2025, 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 2025. Release of the auditors from any liability for damages by their actions during financial year 2025.
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 2025, pursuant to article 112 of Law 4548/2018.
7. Approval of remuneration of the members of the Board of Directors for the financial year 2025 and determination of their remuneration until the Ordinary General Meeting of 2027 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 01.01.2026 and ending on 31.12.2026.
10. Appointment of independent valuers for the financial year 2026, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.
11. Election of new Board of Directors of the Company and determination of its term of office.
12. Determination of the type, the term of office and the number and features of the members of the new Audit Committee and election of a third independent to the Company person, who is not a member of the Board of Directors, as a member of the Audit Committee.
13. Amendment of Article 3 of the Company's Articles of Association.
14. Various Announcements.

2. Draft decisions on the items of the Agenda

1. **Approval of the Draft Demerger Deed dated 27.04.2026 as well as of the Demerger by way of spin-off of the commercial warehouses (logistics) sector of the company with the name "Prodea Real Estate Investment Company Societe Anonyme" and its contribution to 100% wholly owned subsidiary with the corporate name "Thriaseus Single Member Societe Anonyme", in accordance with the provisions of Law 4601/2019, and the granting of relevant authorizations.- Appointment of a special representative of the Company for the signing of the notarial demerger deed - Approval of actions taken to date.**

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

On 31.03.2026, the board of directors of the Company decided to initiate the demerger process by way of spin-off of the Company's commercial warehouses (logistics) sector (hereinafter the "**Sector**"), which includes all assets and liabilities related to the acquisition, development, utilisation and management of logistics properties (such as warehouses, distribution centers, logistics hubs, transit centers and related infrastructure intended to support the supply chain), and the contribution of such Sector to its wholly owned (100%) subsidiary under the corporate name "Thriaseus Single Member Societe Anonyme" (hereinafter the "**Beneficiary**" and together with the Company, the "**Companies**") in accordance with articles 54 par. 3, 57 par. 2, 58-73 and 83-87 of Law 4601/2019 and the relevant provisions of Law 4548/2018 (hereinafter the "**Demerger**"). The date for the preparation of the accounting statement, reflecting the contributed Sector, was set as 31.03.2026 (hereinafter the "**Accounting Statement of the Sector**"). A similar decision for the initiation of the Demerger process was adopted by the board of directors of the Beneficiary on 31.03.2026.

Subsequently, the board of directors of the Companies participating in the Demerger prepared the relevant draft demerger deed, in accordance with the provisions of article 59 of Law 4601/2019 (hereinafter the "**Draft Demerger Deed**"). The Draft Demerger Deed was approved by the Companies' boards of directors on 27.04.2026 and was executed on the same day by their duly authorized representatives. Following this, the Draft Demerger Deed was submitted by the Company to the publicity formalities stipulated in article 60 par. 1 of Law 4601/2019, and was filed with the General Commercial Registry (G.E.MI.) on 30.04.2026 (with registration number 6037728) and on the Company's website on 30.04.2026, and a similar publication was also made by the Beneficiary.

In parallel, the Board of Directors of the Company, by virtue of its decision dated 27.04.2026, prepared on the same date a detailed report, explaining and justifying from a legal and financial

point of view the Draft Demerger Deed, pursuant to article 61 of Law 4601/2019 (hereinafter the "**Explanatory Report**"). According to the Explanatory Report, the Demerger forms part of the Company's strategic restructuring, aiming at business growth through distinct business pillars, such as the hospitality sector and the logistics sector. More specifically, the contribution of the Sector to the Beneficiary is expected to provide increased development flexibility and to facilitate the attraction of investment capital. Furthermore, the above separation is expected to support the entry of strategic or institutional investors in each sector separately with the ultimate objective of doubling the value of the Sector's portfolio, which is currently valued at approximately EUR 150 million.

The Explanatory Report was submitted by the Company to the publicity formalities provided for under article 61 par. 2 of Law 4601/2019 and was published with G.E.MI. on 29.04.2026 (with registration number 6036606), as well as on the Company's website on 30.04.2026.

In addition, the audit firm under the name " ASSOCIATED CERTIFIED PUBLIC ACCOUNTANTS S.A." and the distinctive title "Crowe" (L.K. 43335) and particularly, the certified auditors Mr. Anastasios Dallas and Ms. Vagia Economou carried out:

- (i) the valuation of the assets and liabilities of the contributed Sector as of the date of the Accounting Statement of the Sector and the preparation of the relevant report dated 27.04.2026 in accordance with article 17 of Law 4548/2018 (hereinafter the "**Valuation Report**"), and
- (ii) the review of the Draft Demerger Deed and the preparation of the respective written report dated 27.04.2026 pursuant to article 62 of Law 4601/2019 (hereinafter the "**Independent Expert Report** ").

The Valuation Report was published with G.E.MI. on 27.04.2026 (with registration number 6034177) and the Expert Report was published with G.E.MI. on 30.04.2026 (with registration number 4081154). Both documents were published on the Company's website on 30.04.2026. A similar publication of the Valuation Report with G.E.MI. was also carried out by the Beneficiary (with registration number 6034179).

The Demerger shall be deemed completed, in accordance with article 70 of Law 4601/2019, as of the date of registration with G.E.MI of the final Demerger deed in respect of the Beneficiary, which shall take the form of a notarial deed, as well as of the relevant approval decisions of the general meetings of the shareholders of the Companies and the other documents provided for by law, together with the relevant approval decision of the competent authority (hereinafter, the "**Demerger Completion Date**"). Upon completion of the Demerger, the following consequences shall occur for the Company and the Beneficiary:

- (i) The Beneficiary shall automatically and without any further formality be substituted as universal successor in all the assets, rights and obligations of the Sector, as reflected in the Accounting Statement of the Sector and as formed until the Demerger Completion Date. By virtue of universal succession, every right, asset, immovable or movable, intangible property, claim or other asset of the Sector, including the administrative

- licenses or any other licenses shall be transferred to the Beneficiary, which shall become the exclusive owner, possessor, holder and beneficiary of every asset of the Sector and shall succeed to all rights and all obligations and, in general, in all legal relationships and agreements relating thereto (including indicatively financing, construction, insurance, maintenance, management agreements etc.).
- (ii) Any assets, licenses, rights, obligations or legal relationships of the Company relating to the Sector, which are either not expressly referred to in the Accounting Statement of the Sector and the Draft Demerger Deed, or omitted in whole or in part, or are described incompletely or inaccurately, or arise during the period between the date of the Accounting Statement of the Sector and the Demerger Completion Date, shall be deemed to belong to and shall be transferred to the Beneficiary.
 - (iii) The Company is already the sole shareholder of the Beneficiary, holding 100% of its share capital, and following the Demerger shall receive all new shares issued by the Beneficiary, in consideration of the contribution of the Sector.
 - (iv) Any pending legal proceedings of the Company, insofar as they relate to the Sector, shall be continued automatically by or against the Beneficiary, without any further formality on its part for such continuation and without any violent interruption of the proceedings occurring due to the Demerger.

It is noted that as of 30.04.2026, the Draft Demerger Deed, the Valuation Report, the Explanatory Report, the Expert Report, as well as the annual financial statements and the management reports of the Board of Directors of the last three financial years have been made available to the shareholders both at the Company's registered seat (9 Chrysospilotissis St, Municipality of Athens, P.C. 10560) and on the Company's website (<https://prodea.gr/ependytes/oikonomika-apotelesmata-omilou> and <https://prodea.gr/anakoinwseis/deltia-typou>). Furthermore, on 30.04.2026 a corporate announcement was published on the Company's website (<https://prodea.gr/anakoinwseis/deltia-typou>) as well as, on the website of Euronext Athens (https://athens.euronext.com/sites/default/files/hermes_3/2026-04/el/c6fdfd47-f4bc-4848-bdfd-47f4bce84877/1196_2809_2026_Greek_1.pdf), informing the shareholders of the availability of all documents relating to the Demerger.

Furthermore, it is noted that no objections by creditors against the Demerger were submitted during the thirty (30)-day period, in accordance with article 65 para. 1 of Law 4601/2019.

For completeness, it is noted that during the period between the approval of the Draft Demerger Agreement by the Board of Directors and its submission for approval to the General Meeting, the following changes have occurred in relation to the matters set out in the Draft Demerger Agreement:

- (a) the conversion of the company under the name "PLEIADES REAL ESTATE SINGLE-MEMBER PRIVATE COMPANY (I.K.E.)" into a Société Anonyme was completed, pursuant to notarial deed

no. 12.285/12.05.2026, which was published in the General Commercial Registry (G.E.MI.) on 14.05.2026 (registration no. 6049536), and

(b) the Beneficiary proceeded with an increase of its share capital by the amount of six million euros (EUR 6,000,000.00), pursuant to the resolution of its Ordinary General Meeting dated 13.05.2026, which was registered following the relevant announcement of G.E.MI. dated 19.05.2026 regarding the amendment of its Articles of Association (registration no. 6053128).

Following the above and the relevant proposal of the Company's Board of Directors, the General Meeting of the Company's shareholders approved the Spin-Off in question, including the Draft Demerger Deed, in accordance with article 66 of Law 4601/2019.

In particular, the General Meeting of the Company's shareholders approved the following:

- a) the Draft Demerger Deed dated 27.04.2026 including the abovementioned adjustments, together with the Accounting Statement of the Sector
- b) the Demerger,
- c) the final demerger deed by way of spin-off of the Sector and its contribution to the Beneficiary, its execution before a notary public in accordance with article 67 par. 2 of Law 4601/2019, as well as its submission, together with any required documents, to the competent authority for approval.
- d) The authorization of Mr. A. Karytinios , Ms. Th. Messari and Mr. A. Karagiannis, acting jointly or separately, to execute in the name and on behalf of the Company the notarial demerger deed incorporating the abovementioned adjustments, as well as any application, supporting document or other document required for the completion of the Demerger, and to take any related, necessary or appropriate action for the implementation of the above decisions and the observance of all the above-mentioned publicity formalities, with the power to further delegate such authority to third parties at their discretion.
- e) all acts, actions, statements and announcements carried out to date by the Board of Directors and the representatives and proxies of the Company for the purposes of the Demerger.

2. Submission for approval by the General Meeting of the Annual Financial Statements for the financial year 2025 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 31.12.2025, 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 08.04.2026.

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

PRODEA REIC – PROFITS DISTRIBUTION TABLE	
Statutory reserves	€1,629,268.36
Dividend of financial year 2025	€455,186,819.34 ¹
Distribution to BoD members and its Committees and to members of the Investment Committee	€6,272,500.00
Distribution to the personnel	€2,125,000.00
Retained earnings	€96,884,795.16

Further to the above, the General Meeting decided to grant a respective authorization to Mr. Aristotelis Karytinis Chief Executive Officer of the Company and Mrs. Thiresia Messari, Chief Financial Officer of the Company, in order for what is mentioned in the recommendation of the Remuneration and Nominations Committee dated 20.05.2026 to be implemented.

Based on the above Profit Distribution Table, the proposed dividend distribution for 2025 amounts to € 455,186,819.34 (net).

Given the distribution of an interim dividend of € 0.216 per share (net), pursuant to the resolution of the Board of Directors dated 10.12.2025 (total interim dividend amounting to EUR 55,186,819.34), the remaining dividend amount to be distributed stands at EUR 400,000,000.00 (net).

The net dividend amount per share will be determined following the completion of the Company's share capital increase, which was resolved by the Board of Directors on 14.04.2026, pursuant to the authorization granted thereto by the Extraordinary General Meeting of Shareholders held on 02.04.2026. Said share capital increase, up to the amount of twenty-seven million one hundred thousand euro (EUR 27,100,000), will be covered through a contribution in kind, namely through the contribution of up to 50,000 bonds to be acquired by

¹ The proposed dividend for the financial year 2025 satisfies the obligation to distribute a dividend corresponding to at least 90% of the Company's annual net profits, in accordance with its Articles of Association.

the Company in the context of the voluntary Tender Offer addressed to all holders of the bonds issued under the common bond loan dated 09.07.2021, issued by the Company in a total amount of three hundred million euro (EUR 300,000,000), which have been admitted to trading on the Fixed Income Securities Segment of the Regulated Market of Euronext Athens. The commencement of the Acceptance Period of the aforementioned Tender Offer was announced on 07.05.2026. For the determination of the net dividend amount per share, account shall be taken of the final number of the Company's shares entitled to participate in the distribution, following the issuance of the new shares in the context of the aforementioned share capital increase of the Company.

It is noted that the amount of the remaining dividend to be distributed per share will be rounded to the third decimal place for rounding purposes and, therefore, a positive difference may arise in relation to the total amount of funds to be distributed as Dividend, as reflected 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 20.05.2026 is submitted to the Annual General Meeting of the Shareholders, in accordance with article 44 par. 1 item i of Law 4449/2017. The Chairman 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 L. 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 20.05.2026 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 2025. Release of the auditors from any liability for damages by their actions during financial year 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, 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 31.12.2025, 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 2025 (management period 01.01.2025 to 31.12.2025).

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 2025, 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 2025, which includes a complete overview of the total remuneration received by the members of the Board of Directors in the financial year 2025, according to what is more specifically provided for in article 112 of L. 4548/2018. The text of the Remuneration Report for the year 2025 is uploaded as separate document on the Company’s website.

The shareholders voted by majority for the Remuneration Report for the year 2025. It is clarified that the shareholders’ votes on the Remuneration Report are of advisory nature, in accordance with article 112 par. 3 of L. 4548/2018.

7. **Approval of remuneration of the members of the Board of Directors for the financial year 2025 and determination of their remuneration until the Ordinary General Meeting of 2027, 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 €1,747,500.00 as gross remuneration of the members of the Board of Directors, the Investment Committee and the Committees of the Company for the period 01.01.2025 - 31.12.2025,
- the pre-approval of the payment for the period from 01.01.2026 to 31.12.2026 of total gross remuneration, in the amount of €1,687,375.00 (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 01.01.2027 until the Ordinary General Meeting of the year 2027 of the total monthly gross remuneration, in the amount of €135,604.17 (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, also pursuant to the recommendation of the Remuneration and Nominations Committee of the Company dated 20.05.2026 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 2026 up to the Ordinary General Meeting of 2027 is in accordance with the Remuneration Policy of the Company.

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 L. 4548/2018 to the members of the Board of Directors of the Company or its senior executives (including members of the Investment Committee) to participate, if they so wish, in the Board of Directors of or to provide their services to other companies of the group of the majority shareholder of the Company (indicatively of Invel Real Estate (Netherlands) II B.V. and the group to which it belongs) or to companies with a corporate statutory purpose similar to that of the Company.

The permission of the General Meeting is also provided in case the participation refers to legal persons or entities, in which the Company participates in accordance with the provisions of art. 46 of L. 5193/2025.

In any case, permission is provided to the Members of the Board of Directors of the Company or its 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 L. 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 01.01.2026 and ending on 31.12.2026.

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 Marousi with Reg. Number 107 as statutory auditor of the annual financial statements of the Company and the Group for the financial year 01.01.2026 to 31.12.2026, 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 2026, pursuant to art. 54 L. 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

In accordance with the legislative and regulatory framework (Articles 53 and 54 of Law 5193/2025), Real Estate Investment Companies (REICs) are required to publish, at the end of each half-year calendar, a statement of the investment of their available funds, with reference to the categories of investments. Such statement shall include, 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 element deemed useful to enable the assessment of the company's investments...". Pursuant to paragraph 1 of Article 54 of the same law, "The valuation of the investment portfolio of the REIC, in accordance with paragraph 1 of Article 46, is carried out at the end of each half-year by an independent valuer, appointed by the Ordinary General Meeting of the REIC together with the company's statutory auditor." In addition, under paragraph 5 of Article 53 of the same law, "The semi-annual investment statement is audited by a certified public accountant or an audit firm of Law 4449/2017 (A' 7), is submitted to the Hellenic Capital Market Commission, and is posted on the company's website...". In view of the above and following the relevant proposal of the Chairman, the General Meeting resolved by a majority exceeding the statutory threshold to appoint the following independent valuers, in accordance with the legislative and regulatory framework:

In accordance with the above, the Board of Directors unanimously resolves to propose to the forthcoming Ordinary General Meeting of the Company's shareholders the appointment of the following independent valuers:

For real estate properties/investments outside Italy and Bulgaria:

- The company Proprius S.P. LLC- Real Estate Agents and Consultants (representative in Greece of Cushman & Wakefield), which has appointed Mrs. Niki Sympoura, daughter of

Dimitrios, Mr. Georgios Gkolas, son of Dimitrios, Mr. Filippou-Iosif Santoza, son of Konstantinos, Mr. Theodoros Chatzimichalaros, son of Georgios, Mr. Thomas Dimopoulos, son of Michail, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

- Jointly the companies P. Danos & Associates S.A. (representative in Greece of BNP Paribas Real Estate), and Athens Economics Ltd (representative in Greece of Jones Lang LaSalle), which have appointed Mr. Theodoros Livis, son of Georgios, Efrosyni Paschalidou, daughter of Nikolaos, Vasileios Pirovetsis, son of Nikolaos, Michail Koumousis, son of Evangelos, 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 (HVS), which has appointed Mr. Papadimitriou Pavlos, son of Evaggelos, or in case he is unable to perform his duties, another valuer who meets the necessary requirements to carry out the valuations.
- The company Axies Certified Experts and Valuers Societe Anonyme (member of CBRE network in Greece and Cyprus), which has appointed Mrs. Kalliopi Zolota, daughter of Antonios, Mrs. Peppa Aggeliki, daughter of Georgios, Mr. Dimitris Kyriazopoulos, son of Konstantinos and Mr. Nikolaos Chatzitsolis son of Charisios, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

For real estate properties/investments in Italy:

- The company “Jones Lang LaSalle S.p.A.”, which has appointed Messrs. Hugo Carlota, Laura Lebbolo, Federica Maiello, Mattia 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 Catarin and Mrs. Laura Mari or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations or
- The company, “CBRE Italy Hotels S.r.L” which has appointed Mrs. Raffaella Peloso, Mrs. Giulia Covizzi, Mrs. Federica Sacani, Mrs. Francesca Minola, Mrs. Alessandra Giroto and Mr. Francesco Calia or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

For real estate properties/investments in Bulgaria:

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

In case any of the above is unable to perform their duties or in respect of properties, 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, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.
- The company Advance Address Valuations Ltd, which has appointed Mrs. Tzenka Bojilova or in case she is unable to perform her duties, another valuer who meets the necessary requirements to carry out the valuations, or
- The company Proprius S.P. LLC- Real Estate Agents and Consultants (representative in Greece of Cushman & Wakefield), which has appointed Mrs. Niki Sympoura, daughter of Dimitrios, Mr. Georgios Gkolas, son of Dimitrios, Mr. Filippos-Iosif 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/investments is located:

- The company ARBITRAGE REAL ESTATE S.A., with trading name “Arbitrage” or “Colliers Greece” (exclusive representative of Colliers in Greece), which has appointed for the conduct of the valuations to Messrs. Nikos Kountouriotis, son of Christos, Konstantinos Markogiannakis, son of Ioannis, Christos Mantzouratos, son of Dimitrios, Ioannis Kyriakopoulos, son of Demosthenes, and Anthi Konstantinou, son/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.
- The company Ernst & Young Business Advisory Solutions S.A. (EY), which has appointed Mr. Panagiotis Tsiolis or in case that he is unable to perform his duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company PricewaterhouseCoopers Business Solutions S.A. (PWC) which has appointed Mr. Ioannis Vovos or in case that he is unable to perform his duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company Grant Thornton S.A. (Grant Thornton), which has appointed Ms. Elina Litsa or in case that she is unable to perform her duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company KPMG Consultants S.A. (KPMG) which has appointed Ms. Marina Kapetanaki or in case that she is unable to perform her duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company Deloitte Business Solutions S.A. (Deloitte), which has appointed Mr. Alexis Chatzipavlou or in case that he is unable to perform his duties, any other valuer who meets the

necessary requirements to carry out the valuations.

-

Further to the above, and pursuant to the relevant recommendation of the Board of Directors, the General Meeting decided to authorize the Board of Directors, in order for the latter to determine the exact amount of the independent valuers' remuneration, as well as 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.

11. **Election of new Board of Directors of the Company and determination of its term of office.**

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

The Board of Directors, taking into account the size, organisational structure and operational needs of the Company, recommends to the General Meeting the reduction of its members from ten (10) to seven (7), consisting exclusively of existing members of the outgoing Board of Directors, without the appointment of any new individuals. Furthermore, in accordance with Article 18(1) and (9) of Law 4706/2020 and the Hellenic Capital Market Commission's letter No. 1149/17.05.2021 addressed to companies with securities listed on the Athens Stock Exchange, providing clarifications and recommendations regarding the actions of listed companies ahead of their General Meetings, the Board of Directors' recommendation to the General Meeting of the Company regarding the justification of the proposed selection of Board candidates has been made available to the shareholders and is published on the Company's website.

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

The General Meeting resolves, following a relevant proposal by the Chairman of the Board of Directors and taking into particular consideration the above recommendation of the Board of Directors, to reduce the current number of members of the Board of Directors from ten (10) to seven (7), with the re-election of all members from among the existing members of the Board of Directors, who were elected pursuant to the resolution of the Ordinary General Meeting of the Company's shareholders dated 11 June 2024, and in respect of whom there is no impediment to eligibility.

Accordingly, the new Board of Directors to be submitted for approval shall consist of the following members:

1. Christophoros Papachristophorou, son of Nikolaos, Businessman, resident of Cyprus (Villa 63, Island Villas, Limassol Marina Street, 3014, Limassol), with Tax Identification Number 131328411, Foreign Residents Tax Office and with passport number K00018625, Cypriot citizen;
2. Aristotelis Karytinou, son of Dimitrios, Chief Executive Officer of the Company, resident of Athens (9 Chrysospiliotissis str.), with Tax Identification Number 017314576, Attica Tax Office (KEFODE) and with identity number AK801025, Chalandri P.D., Greek citizen;
3. Thiresia Messari, daughter of Gerasimos, Chief Financial Officer of the Company, resident of Athens (9 Chrysospiliotissis str.), with Tax Identification Number 072059404, Attica Tax Office (KEFODE) and with identity number AA 003175, Kallithea P.D., Greek citizen;
4. Athanasios Karagiannis, son of Dimitrios, Chief Investment Officer of the Company, resident of Athens (9 Chrysospiliotissis str.), with Tax Identification Number 048301608, Attica Tax Office (KEFODE) and with identity number A00100742, Glyfada P.D., Greek citizen;
5. Stamatis Sapkas, son of Georgios, Economist, resident of Lemesos Cyprus (3 Georgiou Drosini str., 3085), with Tax Identification Number 106401682, Attica Tax Office (KEFODE) and with identity number AB 669929, Kifissia Tax Office, Greek citizen;
6. Garyfallia Spyriouni, daughter of Vasileios, private employee, resident of Chalandri, Attica (80 Aristotelous str.), with Tax Identification Number 033761573, Attica Tax Office (KEFODE) and with identity number AO600520, Chalandri P.D., Greek citizen;
7. Georgia Mourla, daughter of Andreas, Business executive, resident of Glyfada (6 Anaxagora str.), with Tax Identification Number 104378943, Attica Tax Office (KEFODE) and with identity number AE 554955, Glyfada P.D., Greek citizen;

As independent members of the Board of Directors the General Meeting appoints Ms. Garyfallia Spyriouni and Georgia Mourla, who as a whole meet the requirements of article 9 of Law 4706/2020 and as such do not have any dependence relationship with the Company or related parties to it.

The term of office of the Board of Directors is set at four years, starting from their election by the General Meeting of the Company's Shareholders and extending until the expiry of the deadline, within which the next Ordinary General Meeting must be convened and until the relevant decision is taken.

The above composition of the new Board of Directors of the Company is compliant with the provisions of the Articles of Association of the Company, the Rules of Operation of the Board of Directors and its Committees, the provisions of Law 4706/2020, applicable

regulatory framework and the Suitability Policy of the Company, combines a wide range of knowledge and experience of the members of its Board of Directors in the areas in which the Company operates, has the required diversity and guarantees of ethics and integrity, in order to contribute to the effective management of the Company and balanced decision-making.

In summary, all candidates for the membership in the Board of Directors meet the criteria of individual and collective suitability, provided for in the Company's Suitability Policy and the applicable regulatory framework and especially with regard to the proposed independent non-executive members of the Board of Directors the independence criteria of article 9 of Law 4706/2020 are met.

12. **Determination of the type, the tenure as well as the number and features of the members of the new Audit Committee and election of a third independent to the Company person, who is not a member of the Board of Directors, as a member of the Audit Committee.**

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

In the context of the evaluation of the Board of Directors and its Committees, the Board of Directors found that the Audit Committee exercised its duties and responsibilities in a proper and effective manner, in accordance with the provisions of the applicable legislative and regulatory framework of the Company's operation, its Articles of Association and its Rules of Operation. Its members managed corporate affairs with ethics, professionalism and integrity, with a view to defending the corporate interest and the successful course of the Company, to which they contributed decisively with their knowledge, experience, skills and generally with their personality.

The Board of Directors, based on the recommendation of the Remuneration and Nominations Committee of the Company dated 20.05.2026, recommends as follows regarding the determination of the type, term of office, number and characteristics of the members of the new Audit Committee, as well as the election of a third party independent of the Company, who is not a member of the Board of Directors, as a member of the Audit Committee. The above recommendation is posted on the Company's website.

In the above context, it is noted that in accordance with article 44 of L. 4449/2017, as in force, and its applicable Rules of Operation, the Audit Committee may be:

- a) a committee of the Board of Directors, consisting of non-executive members thereof; or
- b) an independent committee, consisting of non-executive members of the Board of Directors

and third persons; or
c) an independent committee, consisting solely of third persons.

It is mandatory that the majority of Audit Committee members are independent of the Company, as defined by applicable legislation, that possess skills set by article 44 of L. 4449/2017, as force.

Following the above, and given that the term of office of the current Audit Committee, which was set for three years, starting from the General Meeting of the Company's Shareholders dated 11.06.2024, the Board of Directors of the Company proposes regarding the election of the Audit Committee and the determination of the type, term of office, number and capacities of its members, the following:

A. Composition and term of office of the Audit Committee:

It is proposed that the Audit Committee is an independent committee of case b) above, comprised of three (3) members, out of which two (2) members are members of the Board of Directors and one (1) is not a member of the Board of Directors of the Company – Third party Not related to the Company.

As regards members by the Board of Directors, it is proposed that they are the two independent non-executive members of the Board of Directors, who will be elected by this Ordinary General Meeting of the Company.

As for the third member of the Audit Committee, that is not a member of the Board of Directors, it is proposed that he or she maintains no professional, organizational, business, shareholding or other relationship with the Company and is fully independent from the later, meaning said person constitutes third party not related to the Company and meeting the independence criteria of article 9 of L.4706/2020.

In particular, the proposed is Mr. Nikolaos Papadopoulos, who holds a Bachelor of Accounting (B.Acc) degree as well as a Certificate in The Theory of Accounting (C.T.A.) from the University of Natal, South Africa, where he was honored with awards for academic performance. He is a former partner of the audit firm PwC with significant experience in providing professional services (over 40 years, including the last 25 years as a partner) in financial reporting, auditing and other areas related to the real estate, insurance and hospitality industries. He is an independent non-executive vice president of Money Market (Insurancemarket.gr), an insurtech start-up that is a subsidiary of Interamerican Insurance Group, and is the founder and Chief Executive Officer of Stellar Consulting Services.

As such, all members of the Audit Committee will be independent of the Company, within the meaning of article 9 of L.4706/2020.

It is further proposed that the term of office of the Audit Committee is for four years, commencing from their election by the General Meeting of Shareholders of the Company and ending on the date of the Ordinary General Meeting of year 2030 at the latest.

B. Persons Proposed for Election:

Based on the above, and taking into account the previous decision of the General Meeting as regards its composition, the Board of Directors proposes that the General Meeting elects Mr. Nikolaos Papadopoulos, as third party - member of the Audit Committee, not related to the Company, not a member of the Board of Directors.

The independent non-executive members of the Board of Directors of the Company and in particular Ms. Garyfallia Spyriouni and Ms. Georgia Mourla, as elected by the General Meeting of shareholders according to the relevant item of the agenda preceding this item, will be the other members of the Audit Committee.

More specifically, the following persons are proposed:

1. Ms. Garyfallia Spyriouni who is a member of the current Board of Directors of the Company and member of the current Audit Committee. Ms Spyriouni is a business executive with long and diverse experience in the fields of finance, taxation and auditing, in large organizations and internationally. She currently holds the position of Group Tax Director of Coca Cola HBC. In the past, she has served as Assistant General Manager of Finance and Operational Support - Group Tax Director of the National Bank of Greece Group, auditor and tax advisor (senior tax partner) at KPMG, financial analyst at Citibank and auditor at the audit firm Peat Marwick Mitchell. She is a graduate of the Athens University of Economics and Business (ASOEE) and a Certified Public Accountant (CPA(GR), SOEL) with professional training in business administration.

2. Ms. Georgia Mourla, is an Independent Non-Executive Member of the existing Board of Directors of the Company, a member of the existing Audit Committee and of the Remuneration and Nomination Committee of the Company. She is an Executive (C-level) with many years of professional experience in senior management positions, in the Greek capital market and in multinational companies in the fields of consulting, financial and audit services in Greece and abroad. She currently holds the position of Senior Director, Head of Internal Audit Euronext Athens, having led in the areas of Issuer Relations, Listed Company Services, Strategy, Communication and Investor Relations. She had many years of experience at PricewaterhouseCoopers in London and Athens, in the fields of Audit and Management Consulting, where she served as a Partner and member of the Board of Directors of Price Waterhouse Business Advisors. She has significant experience having served as a member or chairman of the Boards of Directors of companies and organizations in various industries and significant experience and expertise in Audit, Strategy, Corporate Governance and Risk Management, Capital Market and Finance. She is a Statutory Accountant licensed in the UK and Greece (Member of the Institute of Statutory Accountants of England and Wales-ICAEW and the Institute of Statutory Accountants of Greece) and a graduate of King's College, University of

London, with a Bachelor of Science in Chemistry.

Each of the above proposed members and the proposed Audit Committee as a whole, meets the requirements set by the applicable legislation, the existing regulatory framework, the Company's suitability policy and the Audit Committee's Rules of Procedure.

In particular, based on:

- a) information available to the Company for the as above proposed members of the Audit Committee (CVs, copies of academic certificates, filled-out declarations for the fulfilment of the suitability criteria of Law 4706/2020 and the decision 4/452/01.11.2007 of the Board of Directors of the Hellenic Capital Market Commission, statement for the positions they hold and any participations in companies, as well as letters of recommendation on their ethics and their professional conduct in general) and
- b) relevant informative report of the Compliance Unit, regarding the determination of the fulfillment of the independence criteria by the proposed members in accordance with the provisions of article 9 of Law 4706/2020, and
- c) the recommendation of the Remuneration and Nominations Committee of the Company dated 20.05.2026,

the Board of Directors reviewed and confirmed the suitability of the proposed members and in particular the fulfilment, supplementary to the provisions of article 44 of Law 4449/2017, of the individual suitability criteria based on the applicable Suitability Policy of the Company, in particular regarding the proposed member to be elected that is a third party and not a member of the Board of Directors, as the proposed to be elected members of the Board of Directors were evaluated at the time of their election as members of the Board of Directors.

Likewise, the Board of Directors reviewed and found the collective suitability criteria of the members of the Audit Committee applied proportionally to the extent that they are consistent with the nature and operation of the Audit Committee are fulfilled, as noted in the abovementioned recommendation to the Board of Directors.

Therefore, in view of the above, the Board of Directors found, on the basis of the above-mentioned recommendation of the Company's Remuneration and Nomination Committee, that the proposed members of the Audit Committee as a whole have sufficient knowledge in the field in which the Company operates and meet the criteria of individual and collective suitability, to the extent that they are applied proportionally to the composition of the Audit Committee, provided for in the Company's Suitability Policy. Additionally, all proposed members are independent of the Company, within the meaning of article 9 of Law 4706/2020. All three members have sufficient knowledge in auditing or accounting and thus will be those members that as per law, have the required by Law 4449/2017 sufficient knowledge in auditing or accounting and one of those will mandatorily attend the meetings of the Audit Committee concerning the approval of the financial statements.

Following the above, the General Meeting, taking into account the recommendation of the Remuneration and Nomination Committee regarding the election of the Audit Committee and the determination of the type, term of office, number and capacities of the members of the new Audit Committee and the election of a third person independent of the Company, not a member of the Board of Directors and the election of a third party independent from the Company, non-member of the Board of Directors, as a member of the Audit Committee, which has been made available to the shareholders, adopts the proposal of the Board of Directors and decides the establishment of the Audit Committee of the Company as follows:

1. Garyfallia Spyriouni, daughter of Vasileios, private employee, resident of Chalandri, Attica (80 Aristotelous str.), with Tax Identification Number 033761573, Attica Tax Office (KEFODE) and with identity number AO600520, Chalandri P.D., Greek citizen, in her capacity as independent non-executive member of the new Board of Directors;
2. Georgia Mourla, daughter of Andreas, Business executive, resident of Glyfada (6 Anaxagora str.), with Tax Identification Number 104378943, Attica Tax Office (KEFODE) and with identity number AE 554955, Glyfada P.D., Greek citizen, in her capacity as independent non-executive member of the new Board of Directors;
3. Nikolaos Papadopoulos, son of Dimitrios, private employee, resident of Attica (4 Feidiou str.), with Tax Identification Number 032783870, Attica Tax Office (KEFODE) and with identity number AK 160683, Penteli P.D., Greek citizen, in his capacity as a third independent from the Company person, not a member of the Board of Directors of the Company.

13. **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

The General Meeting resolves to amend Article 3 of the Company's Articles of Association as follows, in order to ensure optimal alignment with the provisions of Law 5193/2025 governing the operation of Real Estate Investment Companies:

"Article 3

Purpose

The purpose of the Company is to carry out investments as provided for in Article 46 of Law 5193/2025, as amended and in force from time to time."

3. Documents submitted before the General Meeting

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

- the Company's annual financial report for the financial year 2025, the remuneration report and the assurance report on the remuneration report,
- the report of the independent non-executive members of the Board of Directors, pursuant to Article 9(5) of Law 4706/2020,
- the annual activity report of the Audit Committee, pursuant to Article 44(1)(i) of Law 4449/2017,
- the draft Demerger Deed dated 27.04.2026 for the demerger by way of spin-off of the commercial warehouses (logistics) business segment of the company under the name "Prodea Real Estate Investment Company" and its contribution to its 100% subsidiary company under the name "Thriaseus Single Member Societe Anonyme", in accordance with the provisions of Law 4601/2019,
- the Board of Directors' recommendation for each of the proposed members of the Board of Directors to be put to vote, as well as their CVs,
- the Board of Directors' recommendation for each of the proposed members of the new Audit Committee.

4. Ballot

PRODEA REIC

ORDINARY GENERAL MEETING OF JUNE 10th, 2026

Full Name/Corporate Name	
Number of Shares	

FOR AGAINST ABSTENTION

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

AGENDA ITEMS	FOR	AGAINST	ABSTENTION
1. Approval of the Draft Demerger Deed dated 27.04.2026 as well as of the Demerger by way of spin-off of the commercial warehouses (logistics) sector of the company with the name “Prodea Real Estate Investment Company Societe Anonyme” and its contribution to 100% wholly owned subsidiary with the corporate name “Thriaseus Single Member Societe Anonyme”, in accordance with the provisions of Law 4601/2019, and the granting of relevant authorizations.- Appointment of a special representative of the Company for the signing of the notarial demerger deed - Approval of actions taken to date.			
2. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2025, along with the management report of the Board of Directors and the auditors’ report. Distribution of profits.			

<p>3. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2025. Release of the auditors from any liability for damages by their actions during financial year 2025.</p>			
<p>4. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2025, pursuant to article 112 of Law 4548/2018.</p>			
<p>5. Approval of remuneration of the members of the Board of Directors for the financial year 2025 and determination of their remuneration until the Ordinary General Meeting of 2027 pursuant to article 109 of Law 4548/2018.</p>			
<p>6. 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.</p>			
<p>7. Election of a chartered auditing - accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2026 and ending on 31.12.2026.</p>			
<p>8. Appointment of independent valuers for the financial year 2026, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.</p>			
<p>9. Election of new Board of Directors of the Company and determination of its term of office.</p>			
<p>10. Determination of the type, the term of office and the number and features of the members of the new Audit Committee and election of a third independent to the Company person, who is not a member of the Board of Directors, as a member of the Audit Committee.</p>			
<p>11. Various Announcements</p>			

5. Form for notification of representative for legal entities

NOTIFICATION FORM OR REPRESENTATIVE APPOINTMENT FORM FOR PARTICIPATING IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE TRADE NAME “PRODEA REAL ESTATE INVESTMENT SOCIETE ANONYME” and the distinctive title “Prodea Investments” of 10.06.2026

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], / /2026

On behalf of [legal entity name]

[Signature & Full Name]

Please, submit or send this (a) to the headquarters of the Company (9, Chryssospilio str. 105 60 Athens) or (b) at the Shareholder Registry kept by in the Shareholder Register of Piraeus Bank Société Anonyme, 31 Panepistimiou Street, 105 64 Athens (tel. 210 3288737, 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 10.06.2026

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

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

I hereby authorize..... ,
 son/daughter of....., resident of , no.[...], [...]
 str., with ID Card/Passport No....., issued by.....
 with mobile phone number:.....
 and email address.....

to represent me / the legal entity at the next Ordinary General Meeting of the Shareholders of the Company, which shall convene on 10.06.2026, Wednesday, at 4:00

p.m., which will take place at the Company's registered offices, 9 Chrysopiliotissis Street, 10560 Athens, Greece, with the simultaneous option of remote participation in real time via teleconference, as well as at any adjourned or follow-up general meeting and **to vote in my name and on my behalf / in the name of and on behalf of the legal entity**, for the as above mentioned number of shares of the Company's issuance, of which I am the holder/the legal entity is holder/ for which I have / for which the legal entity has the right to vote by law or by contract [for example, under a pledge or custody agreement]¹ as follows, on each of the agenda items listed below:

	FOR	AGAINST	ABSTENTION
ALL ITEMS ON THE AGENDA			

or:

AGENDA ITEMS	FOR	AGAINST	ABSTENTION
1. Approval of the Draft Demerger Deed dated 27.04.2026 as well as of the Demerger by way of spin-off of the commercial warehouses (logistics) sector of the company with the name "Prodea Real Estate Investment Company Societe Anonyme" and its contribution to 100% wholly owned subsidiary with the corporate name "Thriaseus Single Member Societe Anonyme", in accordance with the provisions of Law 4601/2019, and the granting of relevant authorizations.- Appointment of a special representative of the Company for the signing of the notarial demerger deed - Approval of actions taken to date.			
2. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2025, 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.	NO VOTING		

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

<p>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.</p>	<p>NO VOTING</p>		
<p>5. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2025. Release of the auditors from any liability for damages by their actions during financial year 2025.</p>			
<p>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 2025, pursuant to article 112 of Law 4548/2018.</p>			
<p>7. Approval of remuneration of the members of the Board of Directors for the financial year 2025 and determination of their remuneration until the Ordinary General Meeting of 2027 pursuant to article 109 of Law 4548/2018.</p>			
<p>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.</p>			
<p>9. Election of a chartered auditing - accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2026 and ending on 31.12.2026.</p>			
<p>10. Appointment of independent valuers for the financial year 2026, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee.</p>			
<p>11. Election of new Board of Directors of the Company and determination of its term of office.</p>			
<p>12. Determination of the type, the term of office and the number and features of the members of the new Audit Committee and election of a third independent to the Company person, who is not a member of the Board of Directors, as a member of the Audit Committee.</p>			
<p>13. Amendment of Article 3 of the Company's Articles of Association.</p>			
<p>14. Various Announcements.</p>			

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

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

[Place], / /2026

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 Register of Piraeus Bank Société Anonyme, 31 Panepistimiou Street, 105 64 Athens (tel. 210 3288737, 210 3335039)..

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 “Company”) with D.S.S. share number (Investor Share) [*please insert your share number*]

I hereby authorize

_____, son/daughter of....., resident of

no.[.....], [.....] str., with ID Card/Passport No.....,

issued by.....

with mobile phone number:.....

and email address:.....

to represent me / the legal entity and to vote in my name and on my behalf / in the name of and on behalf of the legal entity remotely in real time via teleconference, for the total shares of the Company, for which I have the right/ the legal entity has the right to on the items of the Agenda at the Ordinary General Meeting of the Company’s Shareholders, to meet on June 10th, 2026, Wednesday and at 4:00 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:

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

1. Approval of the Draft Demerger Deed dated 27.04.2026 as well as of the Demerger by way of spin-off of the commercial warehouses (logistics) sector of the company with the name “Prodea Real Estate Investment Company Societe Anonyme” and its contribution to 100% wholly owned subsidiary with the corporate name “Thriaseus Single Member Societe Anonyme”, in accordance with the provisions of Law 4601/2019, and the granting of relevant authorizations.- Appointment of a special representative of the Company for the signing of the notarial demerger deed - Approval of actions taken to date. [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 2025, 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. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2025. Release of the auditors from any liability for damages by their actions during financial year 2025. FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*
4. Submission to discussion and advisory voting by the General Meeting of the Remuneration Report of the members of the Board of Directors for year 2025, pursuant to article 112 of Law 4548/2018. FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*
5. Approval of remuneration of the members of the Board of Directors for the financial year 2025 and determination of their remuneration until the Ordinary General Meeting of 2027 pursuant to article 109 of Law 4548/2018. FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*
6. 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]*
7. Election of a chartered auditing - accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2026 and ending on 31.12.2026. FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*
8. Appointment of independent valuers for the financial year 2026, pursuant to art. 22 par. 7 of Law 2778/1999, as in force, and determination of their fee. FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

9. Election of new Board of Directors of the Company and determination of its term of office. FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

10. Determination of the type, the term of office and the number and features of the members of the new Audit Committee and election of a third independent to the Company person, who is not a member of the Board of Directors, as a member of the Audit Committee. FOR/AGAINST/ABSTENTION] *[please delete according to your vote]*

11. Amendment of Article 3 of the Company's Articles of Association. 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 10.06.2026" 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, 20.05.2026

Pursuant to article 123 paragraph 3 subparagraph b of L. 4548/2018, PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME (the “Company”) announces that on 20.05.2026, namely on the date of the Invitation to the Ordinary General Meeting scheduled for 10.06.2026, 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 26.05.2026. 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 28.05.2026 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 03.06.2026 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 04.06.2026.

(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 04.06.2026 at 4:00 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 04.06.2026 at 4:00 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 Euronext Securities Athens (ATHEXCSD), 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) the Invitation;
- b) the announcement regarding the total number of shares and voting rights attached to the shares as of the date of this Notice;
- c) the forms to be used for the exercise of the right to participate in the General Meeting and vote by proxy or representative;
- d) a standard form of electronic authorization for the appointment of a proxy or representative for remote participation in real time via teleconference;
- e) the full text of the documents to be submitted to the General Meeting convened hereby, the draft resolutions for each item of the proposed agenda, as well as any draft resolutions that may be proposed by shareholders exercising minority rights;
- f) the Company's annual financial report for the financial year 2025, the remuneration report and the assurance report on the remuneration report;
- g) the report of the independent non-executive members of the Board of Directors, pursuant to Article 9(5) of Law 4706/2020;
- h) the annual activity report of the Audit Committee, pursuant to Article 44(1)(i) of Law 4449/2017;
- i) the draft Demerger Deed dated 27.04.2026, as well as the demerger by way of spin-off of the commercial warehouses (logistics) business segment of the company under the name "Prodea

Real Estate Investment Company” and its contribution to its 100% subsidiary company under the name “Thriaseus Single Member Societe Anonyme”, in accordance with the provisions of Law 4601/2019;

- j) the Board of Directors’ recommendation for each of the proposed members of the Board of Directors to be put to vote, as well as their curricula vitae;
- k) the Board of Directors’ recommendation for each of the proposed members of the new Audit Committee;
- l) the document for the exercise of minority rights, the terms and conditions of the remote General Meeting of shareholders, and the information on the processing of personal data of shareholders and other participants in the remote General Meeting, shall be made available in electronic form on the Company’s website (<https://www.prodea.gr>). Interested shareholders may also obtain hard copies of the above documents by visiting the Company’s offices at 9 Chrysospilotissis Street, Athens, or by contacting the Company’s Shareholder Service and Public Relations Department at +30 213 33 34 397.

The interested shareholders may receive hard copies of any documents and draft decisions at the Company’s premises at 9 Chrysospilotissis 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 10th, 2026 at 4:00p.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 10.06.2026 at 4:00 p.m.** or any Repeat Meeting, which will take place on Thursday, 18.06.2026, at 4:00p.m., which will be held in hybrid form, namely with physical presence at the Company's registered offices at 9 Chrysospiliotissis Street, 10560 Athens, Greece, and with the option for shareholders to participate remotely in real time via teleconference (hereinafter referred to as the "**Meeting**"), "EURONEXT SECURITIES ATHENS A.E." (Euronext Securities Athens),, 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**").

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, Board 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 Meeting.

The recipients of these data are the Company executives responsible for the management of the Meeting, the company Euronext Securities Athens, which has been assigned by the Company, as the processor, the organization of the Meeting, as well as any sub-processors of the company Euronext Securities Athens (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 REMOTE PARTICIPATION IN THE TO THE EXTRAORDINARY 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 10th, 2026 at 4:00p.m.

The Board of Directors of the company “Prodea Investments” (the **Company**) convened the Extraordinary General Meeting of Shareholders which will be held on Wednesday, 10.06.2026 at 4:00p.m., or any Repeat Meeting on Thursday, 18.06.2026, at 4:00p.m., which will be held in hybrid form, namely with physical presence at the Company’s registered offices at 9 Chrysospiliotissis Street, 10560 Athens, Greece, and with the option for shareholders to participate remotely in real time via teleconference.

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 Section 6 to the present.

1. Introductory remarks

1.1 In order for Shareholders to participate and vote at the General Meeting or at any Repeat 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 EURONEXT ATHENS HOLDING 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 “EURONEXT SECURITIES ATHENS 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 Euronext Securities Athens 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 Euronext Securities Athens, “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 Participants, 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 General Meeting on the sole item 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 at 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 sole item 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 sole item 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, at least 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.

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 sole item 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 sole item of the daily agenda, following the completion of the proposals and discussion on the sole item 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.

4.2 Each Shareholder who voted at the General Meeting will receive from “Hellenic Central Securities Depository S.A.” confirmation of registration of her vote on the sole item 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 sole item 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 sole item 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 2133334397, daily during business days and hours. For any information regarding technical support to Shareholders and their representatives for the General Meeting through AXIA e-SM platform (for example, connection, voting etc.), you may contact 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 provided by Zoom Video Communications Inc., through which videoconferencing functionality is offered.

6.4. Shareholder refers to the natural or legal person that appears as shareholder of the Company in the records of the Dematerialized Securities System (DSS) that is administered by “EURONEXT SECURITIES ATHENS S.A.” or those identified as such through registered intermediaries or other intermediaries, in compliance with the provisions of the applicable legislation, on the start of the fifth (5th) day before the date of the General Meeting, i.e. on 05.06.2026, in relation to the General Meeting and any 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 Extraordinary General Meeting of Shareholders of the Company which will take place remotely, in real time by electronic means and without physical presence.

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 Report for the year 2025
of the Company “Prodea Real Estate Investment Company”
in accordance with Article 112 of Law 4548/2018**

Pursuant to paragraph 1 of Article 112 of Law 4548/2018, companies whose shares are listed on a regulated market are required to prepare a remuneration report, which includes a comprehensive overview of all remuneration governed by the remuneration policy under Article 110 of Law 4548/2018 for the most recent fiscal year. Pursuant to paragraph 1 of Article 110 of Law 4548/2018, companies whose shares are listed on a regulated market are required to adopt a remuneration policy for members of the Board of Directors and, if applicable, for the general director or their deputy.

This remuneration report concerns the remuneration of the persons required to be covered by the remuneration policy under Article 110 of Law 4548/2018, covers the fiscal year 2025, and is submitted for discussion at the Company’s Ordinary General Meeting of Shareholders to be held on June 10, 2026.

The Company’s General Meeting approved on June 11, 2025, a remuneration policy (the “Remuneration Policy”), in compliance with the provisions governing public limited companies with shares listed on a regulated market, Real Estate Investment Companies (REICs) and licensed by the Hellenic Capital Market Commission in accordance with the provisions of Law 5193/2025, as well as the broader regulatory framework to which the Company is subject. The Remuneration Policy covers the remuneration of the members of the Board of Directors, including the Chief Executive Officer.

The purpose of the Remuneration Policy is to establish, in compliance with the applicable legislative and regulatory framework, the principles governing the payment of all types of remuneration to Covered Persons, guided by the strategy, the long-term interests, and the sustainability of the Company.

The objectives of the Remuneration Policy are:

1. To maximize performance for the benefit of the Company’s long-term interests and sustainability.
2. To attract and retain talented executives capable of creating value for the Company and its shareholders.
3. Creating a performance culture that aligns the Company’s objectives with those of its stakeholders (shareholders, management, employees, and society).
4. Adjusting the remuneration of Covered Persons in accordance with the Company’s financial performance, sound and effective risk management, in accordance with the Company’s strategy, competitive conditions, and market practices in the markets where the Company operates.
5. The establishment of basic guidelines for the management and payment of remuneration to the Company’s Covered Persons, in accordance with the provisions of the applicable legislative and regulatory framework.
6. The allocation of responsibilities for the execution of remuneration-related procedures and the assurance of their proper implementation.
7. Ensuring the reliability, proportionality, and transparency of the principles and procedures related to the remuneration of the Company’s Covered Persons.
8. Minimizing potential risks arising from the principles applied regarding the remuneration of Covered Persons falling within the scope of the Remuneration Policy.

- A. Total remuneration granted or paid, broken down into its individual components, the respective proportions of fixed and variable remuneration, including the remuneration referred to in paragraph 2 of Article 109, and an explanation of how the performance criteria are applied and how the total remuneration complies with the approved remuneration policy**

Table 1 below presents a breakdown of the remuneration, with a breakdown into its individual components, that was granted or paid during the 2025 fiscal year to the members of the Board of Directors.

It should be noted that Table 1 presents gross remuneration, while net remuneration is calculated based on the withholdings and contributions applicable to each recipient.

In determining both fixed and variable remuneration, qualitative and quantitative criteria set forth in the Remuneration Policy were taken into account. These include, for example:

1. Best international practices in companies with similar scope and size
2. Qualifications, overall performance, effectiveness and goal orientation, initiative, judgment, flexibility, as well as the degree of compliance with the existing regulatory framework governing the Company's operations and with its regulations and policies
3. The achievement of financial and operational objectives regarding the restructuring of the Group's investment portfolio with an emphasis on the hotel sector and logistics, as well as the divestments and investments required in this context
4. The application of the minimum percentage (25%) for fixed remuneration relative to total remuneration.

B. Annual change in the remuneration of the members of the Board of Directors, the Company's performance, and the average comp remuneration ensation of the Company's full-time employees, excluding executives, over the last five (5) fiscal years

Table 3, below, includes the annual change in the remuneration of the members of the Board of Directors, the Company's performance, and the average remuneration of the Company's full-time employees, excluding executives, for the last five fiscal years (i.e., 2021 through 2025).

The remuneration in Table 3 is gross, while net remuneration is calculated based on the withholdings and contributions borne by each recipient.

Regarding the average earnings of employees, these have been calculated as the total gross earnings of full-time employees divided by the average number of full-time employees each year.

Finally, it should be noted that the financial data is based on the audited and published Annual Financial Statements of the group for the fiscal years 2021 through 2025, which are available on the Company's website [at www.prodea.gr](http://www.prodea.gr)

C. Any remuneration of any kind from any company belonging to the same group, as defined in Article 32 of Law 4308/2014

In 2025, there were no such payments to the Covered Persons.

D. Number of shares and stock options granted or offered to members of the Board of Directors and the main conditions for exercising the rights, including the price and exercise date, as well as any changes

The Company does not have a share distribution program and, therefore, no shares and/or stock options have been granted or offered to members of the Board of Directors.

E. Any stock options exercised by the Board of Directors under the Company's stock option plans

The Company does not have a share distribution program and, therefore, no shares and/or stock options have been granted or offered to members of the Board of Directors.

F. Information on the use of the variable remuneration clawback provision

No such case exists.

G. Information regarding any deviations from the application of the remuneration policy

There were no deviations from the implementation of the Remuneration Policy.

H. Explanations regarding how the result of the vote at the previous Annual General Meeting on the 2024 remuneration report was taken into account

No comments were made at the Company's previous Annual General Meeting of Shareholders regarding the 2024 remuneration report that needed to be taken into account in the preparation of this report.

Athens, May 20, 2026

The Board of Directors

Table 1 - Total remuneration of the members of the Board of Directors for 2025

(amounts in €, except for %)

Member / Position	Fixed Remuneration (excluding benefits)		Benefits ¹		Total Fixed Remuneration		Variable Remuneration		Total Annual Remuneration
	€	%	€	%	€	%	€	%	€
Christoforos Papachristoforou, Executive Chairman of the Board of Directors, Chairman of the Investment Committee	600,000.00	35.3%	-	0%	600,000.00	40%	1,100,000.00	64.7%	1,700,000.00
Aristotelis Karytinis, Vice Chairman B of the Board of Directors, Chief Executive Officer, Executive Member of the Board of Directors, Member of the Investment Committee	601,785.46	34.8	27,368.67	1.6	629,154.13	36.4	1,100,000.00	63.6%	1,729,154.13
Thiresia Messari, Executive Member of the Board of Directors	375,892.66	41.4%	19,316.81	2.1%	395,209.47	43.5	512,500.00	56.5%	907,709.47
Athanasios Karagiannis, Executive Member of the Board of Directors, Member of the Investment Committee	350,848.11	42.9	11,594.83	1.4	362,442.94	44.3%	455,000.00	55.7%	817,442.94
Nikolaos Iatrou, Non-Executive Member of the Board of Directors	28,750.00	22.3	-	0	28,750.00	22.3%	100,000.00	77.7%	128,750.00
Georgios Kountouris, Non-Executive Member of the Board of Directors, Member of the Investment Committee	86,250.00	59.0%	-	0	86,250.00	59.0%	60,000.00	41.0%	146,250.00
Stamatis Sapkas, Non-Executive Member of the Board of Directors, Member of the Investment Committee	103,750.00	40.9%	-	0	103,750.00	40.9%	150,000.00	59.1%	253,750.00
Garifalia Spiriouni, Senior Independent Non-Executive Member of the Board of Directors	86,750.00	100	-	0	86,750.00	100%	-	0%	86,750.00
Eleni Koritsa, Independent Non-Executive Member of the Board of Directors	62,750.00	100%	-	0	62,750.00	100%	-	0%	62,750.00
Georgia Mourla, Independent Non-Executive Member of the Board of Directors	62,750.00	100%	-	0%	62,750.00	100%	-	0%	62,750.00
Grand Total	2,359,526.23	40.0%	58,280.31	1.0%	2,417,806.54	41.0%	3,477,500.00	59.0%	5,895,306.54

By its resolution dated May 20, 2026, the Board of Directors will propose to the Company's Annual General Meeting the distribution of profits to members of the Board of Directors in a total amount of up to €4,525,000.00, of which €662,500 has been charged to the 2025 financial results, as this amount relates to a provision for the distribution of 2025 profits to the members of the Board of Directors, Messrs. Karytinis, Messaris, Karagiannis, and is the minimum amount to be distributed in accordance with the terms of their employment contracts as approved by the Board of Directors at its meetings on June 30, 2020, and December 23, 2024. These contracts include a provision

¹ The benefits consist of a personal insurance plan (for the CEO) and company cars, and include applicable VAT, where applicable.

for an additional category of variable remuneration based on quantitative and qualitative criteria, for which no amount has been paid that would have impacted the results of the 2025 fiscal year.

A further breakdown of the Board of Directors' fixed remuneration is provided below:

Table 2 (amounts in €)

Member / Position	Fixed Remuneration (excl. benefits)					
	Salary	Remuneration as a Member of the Board	Remuneration for participation in the Audit Committee	Remuneration for participation in the Human Resources and Remuneration Committee	Remuneration as a Member of the Investment Committee	Total
Christoforos Papachristoforou, Executive Chairman of the Board of Directors, Chairman of the Investment Committee	-	300,000.00	-	-	300,000.00	600,000.00
Aristotelis Karytinis, Second Vice Chairman of the Board of Directors, Chief Executive Officer, Executive Member of the Board of Directors, Member of the Investment Committee	401,785.46	120,000.00	-	-	80,000.00	601,785.46
Thiresia Messari, Executive Member of the Board of Directors	200,892.66	175,000.00	-	-	-	375,892.66
Athanasios Karagiannis, Executive Member of the Board of Directors, Member of the Investment Committee	190,848.11	90,000.00	-	-	70,000.00	350,848.11
Nikolaos Iatrou, Non-Executive Member of the Board of Directors	-	28,750.00	-	-	-	28,750.00
Georgios Kountouris, Non-Executive Member of the Board of Directors, Member of the Investment Committee	-	28,750.00	-	-	57,500.00	86,250.00
Stamatis Sapkas, Non-Executive Member of the Board of Directors, Member of the Investment Committee	-	28,750.00	-	-	75,000.00	103,750.00
Garifalia Spiroiouni, Senior Independent Non-Executive Member of the Board of Directors	-	52,750.00	24,000.00	10,000.00	-	86,750.00
Eleni Koritsa, Independent Non-Executive Member of the Board of Directors	-	28,750.00	24,000.00	10,000.00	-	62,750.00
Georgia Mourla, Independent Non-Executive Member of the Board of Directors	-	28,750.00	24,000.00	10,000.00	-	62,750.00
Grand Total	793,526.23	881,500.00	72,000.00	30,000.00	582,500.00	2,359,526.23

Table 3 – Annual Change in Remuneration and Company Performance Indicators

Amounts in thousands of euros (except for %)

	Fiscal Year 2025	Fiscal Year 2024	Fiscal Year 2023	Fiscal Year 2022	Fiscal Year 2021
Remuneration of Board members ²	5,895	5,781	4,079	4,124	3,871
Annual change in Board of Directors ¹ remuneration	2.0%	41.8	(1.1)%	6.5	10.8
³ average earnings of full-time employees, excluding executive remuneration	107	99	82	77	81
Annual change in average employee earnings	8.1%	20.2%	6.5	(4.9)%	11.0%
Prodea Group Performance Indicators					
Portfolio Value ⁴	1,847,703	3,036,620	2,459,723	2,566,670	2,326,915
Change in portfolio value (%)	(39.2)%	23.5	(4.2)%	10.3%	9.6%
Net Asset Value (NAV)	1,389,548	1,485,683	1,505,775	1,475,235	1,396,331
Change in NAV (%)	(6.5)%	(1.3)%	2.1%	5.7%	2.1
Adjusted earnings before interest, taxes, depreciation, and amortization from continuing operations (Adjusted EBITDA) ⁵	531,560	161,982	222,533	116,322	101,676
Change in Adjusted EBITDA (%)	228.2%	(27.2)%	91.3%	14.4%	1%

² The remuneration of Board members includes all remuneration received by members both in their capacity as Board members and in connection with their participation in Board committees or under a contractual relationship with the Company, and pertains to gross remuneration, fixed and variable, as well as any benefits (including the applicable VAT, where applicable).

³ The average remuneration of full-time employees includes gross remuneration, both fixed and variable.

⁴ The portfolio value includes the fair value of investment property, property held for sale, owner-occupied property, as well as residential properties and land for residential development intended for subsequent sale (inventories) as of December 31 of each year.

⁵ The Adjusted EBITDA figure for fiscal year 2021 did not include the Realized Gain on Sales, i.e., the difference between the sale price and the historical acquisition cost of an investment property that was sold. For reference purposes, the figures in the table are presented as they appear in the relevant annual financial statements.

Report of the Independent Non-Executive Members of the Board of Directors of Prodea Investments to the Annual General Meeting of Shareholders of 10 June 2026, pursuant to article 9 par. 5 of the Law 4706/2020.



Athens, May 2026

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 10, 2026, in accordance with the provisions of article 9 para. 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission.

The ultimate purpose of this Report, which covers the period from the date referred to in the last Report of the Independent Non-Executive Members of the Board of Directors (22.05.2023) until the date of the convening of the General Meeting (20.05.2025) 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 they arise from the above regulatory framework.

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

2.1 Composition of the Board of Directors

The Company, according to its Articles of Association, is governed by a Board of Directors, consisting of seven (7) to eleven (11) members, who are elected by the General Meeting. Their term of office is determined by a resolution of the General Meeting in accordance with the applicable 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.

As at the time of writing this Report, the Board of Directors of the Company consists, of ten (10) members, of which four (4) are Executive Members, three (3) are Non-Executive Members and the remaining three (3) are Independent Non-Executive Members, including the Senior Independent Non-Executive Member. The table showing the composition of the Board of Directors and the curricula vitae of its members are available on the Company's website ([PRODEA Investments](#)).

The composition of the Board of Directors is aligned with the provisions of Law 4706/2020 regarding Independent Non-Executive Members. The members of the Board of Directors meet the suitability criteria provided for in the approved Suitability Policy of the Company's Board Members. There are no impediments or incompatibilities in relation to the members of the Board of Directors, with respect to the provisions of Law 4706/2020 and the Greek Corporate Governance Code applied by the Company. Gender representation on the Board of Directors is adequate, as during the 2025 financial year, the composition of the Board of Directors was 40% women and 60% men, exceeding the minimum required participation threshold in accordance with the applicable regulatory framework (25%).

The Board of Directors meets regularly at least on a monthly basis and extraordinarily whenever required. Regarding the financial year 2025, the Board of Directors held thirty-one (31) meetings.

The tables below present the participation of the Independent Non-Executive Members in the meetings of the Board of Directors from 01.01.2025 to 31.12.2025, including duly authorized representation in cases where any member was unable to attend in person, as follows:

Name	Number of meetings held from 01.01.2025 to 31.12.2025	Number of meetings in which participation occurred	Number of meetings in which the member was represented
Garyfallia Spyriouni	31	30/31	97%
Georgia Mourla	31	30/31	97%
Eleni Koritsa	31	31/31	100%

From 01.01.2026 until the convening of the Ordinary General Meeting of Shareholders, the Board of Directors held thirteen (13) meetings, in which all Independent Non-Executive Members participated in person.

2.2 Participation in the Audit Committee

The Audit Committee of the Company has been established in accordance with the applicable provisions (Article 44 of Law 4449/2017, Article 74 of Law 4706/2020, etc.) and the Company's Internal Operating Regulation. Following the resolution of the Ordinary General Meeting of shareholders dated 11.06.2024, the Company's Audit Committee was designated as an independent committee, in accordance with the provisions of Law 4449/2017, consisting of the three Independent Non-Executive Members of the Company's Board of Directors and one non-Board member, a third party independent of the Company. All members of the Audit Committee possess adequate knowledge of the sector in which the Company operates and meet the criteria of individual and collective suitability, to the extent that these apply proportionally to the composition of the Audit Committee, as provided for in the Company's Suitability Policy. In addition, all members are independent of the Company within the meaning of Article 9 of Law 4706/2020.

From 01.01.2025 to 31.12.2025, the Audit Committee held sixteen (16) meetings, during which one Independent Non-Executive Board Member did not attend in person a single (1) meeting, having provided duly authorized representation. From 01.01.2026 until the date of convening of the Company's Annual General Meeting of Shareholders, the Audit Committee held five (5) meetings, in which all members participated in person.

2.3 Participation in the Remuneration and Nominations Committee

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 applicable Internal Operating Regulation. From 01.01.2025 to 31.12.2025, the Remuneration and Nominations Committee held two (2) meetings, and two (2) meetings during the period from 01.01.2026 to the date of convening of the Company's Annual General Meeting of Shareholders, in which all members participated in person.

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

By its decision dated 03.04.2026, the Company's Board of Directors re-examined and confirmed, in accordance with Article 9(3)(b) of Law 4706/2020 and following a relevant proposal by the Remuneration and Nominations Committee, the fulfilment of the independence requirements of paragraphs 1 and 2 of Article 9 of Law 4706/2020, in relation to the Independent Members of the Board of Directors.

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

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

During the financial year 2025 and up to the date of convening the Company's Annual General Meeting of Shareholders, the Independent Non-Executive Members of the Board of Directors, in accordance with Article 7 of Law 4706/2020:

- actively participated in the work of the Board of Directors and its Committees, contributing to the effective exercise of its responsibilities,
- monitored the implementation of the Company's business strategy and the achievement of its strategic and operational objectives,
- reviewed, with independence, objectivity and professional judgment, the proposals of the Executive Members of the Board of Directors, exercising their supervisory duties based on the available information,
- contributed to strengthening the corporate governance framework, sustainable development, and the effectiveness of the Company's Internal Control System,
- participated in the review and approval of corporate policies and procedures within the framework of Board meetings.

The evaluation of the functioning and performance of the Board of Directors and its Committees is carried out through a defined and systematic process, which falls within the responsibilities of the Remuneration and Nominations Committee. In this context, the

Remuneration and Nominations Committee undertook the necessary actions for the evaluation of the Board of Directors, both at a collective and individual level. The self-assessment process of the Board of Directors and its Committees includes the evaluation of the Chairman of the Board, the Chairpersons of its Committees, the Chief Executive Officer, the members, and the Secretary of the Board of Directors. The evaluation of the Executive Members and the overall functioning of Executive Management was carried out within the supervisory responsibilities of the Independent Non-Executive Members.

In this context:

- A)** Through their participation in the meetings of the Company's Board of Directors, the Independent Non-Executive Members took part in discussions with Executive Management on matters concerning the Company's strategic direction, financing policy, investment initiatives, and the disposal of assets of the Company and the Group, receiving the necessary information and supporting documentation. They reviewed the proposals and actions of the Executive Members of the Board of Directors, addressing the matters submitted for discussion with due care, independence of judgment, and professionalism, thereby strengthening constructive dialogue and the proper decision-making process. This communication took place both within the framework of Board meetings and through direct discussions with Executive Members, when deemed necessary.
- B)** Through their participation in the meetings of the Audit Committee, the Independent Non-Executive Members reviewed the process for the preparation of the Company's and the Group's financial statements for the financial year 2025, as well as the Company's and Group's investment statements, prior to their submission for approval to the Board of Directors. At the same time, they monitored the work of the Certified Public Accountants and the conduct of the statutory audit, confirming the maintenance of their independence, particularly with regard to the provision of non-audit services, and a relevant proposal was submitted to the Board of Directors regarding the appointment of the audit firm for the statutory audit of the 2025 financial year. In addition, they were informed by the Internal Audit, Risk Management, and Compliance Units on matters falling within their responsibilities. In this context, they also became aware of the commissioning of external assessments of the Internal Control System and the Corporate Governance System, as well as their findings, following the submission of the relevant reports.
- C)** They monitored the preparation process of the Group's Consolidated Sustainability Report for the year 2025 and were informed of its compliance with the applicable regulatory framework and the European Sustainability Reporting Standards (ESRS), as well as the limited assurance engagement provided by the statutory auditor.
- D)** They participated in the meetings of the Remuneration and Nominations Committee, reviewed the Company's Remuneration Policy, and formulated a relevant recommendation for its amendment, which was submitted to the Board of Directors with

a proposal to be presented for approval at the forthcoming Annual General Meeting. In addition, they examined and recommended on the annual remuneration report and on performance-related awards for executive members of the Board of Directors and senior executives of the Company, in recognition of their contribution to the results and business performance for the 2024 financial year.

- E) They had the ability to communicate without restriction with the Company's senior management executives and the Executive Members of the Board of Directors, in order to express their views on the proposals and proposed actions of Executive Management, contributing to informed decision-making and the safeguarding of the corporate interest.

4. Findings

Through this Report and within the framework of their supervisory responsibilities, the Independent Non-Executive Members of the Board of Directors assessed the functioning and performance of the Executive Members and concluded that the Company's Board of Directors operates effectively towards the achievement of its business objectives, the promotion of corporate interest, and the assurance of its sustainable development. The composition of the Board of Directors is characterised by adequate diversity of knowledge, qualifications, and experience, ensuring the effective exercise of its responsibilities.

The Board of Directors exercises its duties in accordance with the provisions of applicable law, the Company's Articles of Association, its Internal Regulation, and the principles of the Hellenic Corporate Governance Code applied by the Company. At the same time, it is systematically informed of the Company's business strategy and activities on the basis of updated data and information and provides the necessary guidance to Executive Management.

The Executive Members of the Board of Directors act in accordance with the applicable regulatory framework, the Company's Articles of Association, the Hellenic Corporate Governance Code, and its Internal Regulation, demonstrating integrity and professionalism, and possess adequate knowledge and experience for the exercise of their duties.

Based on the above, the Independent Non-Executive Members consider that during the financial year 2025 the principles of good corporate governance were observed, effective supervision of Executive Management was ensured, and the Company's internal control, risk management, and compliance mechanisms operated adequately.

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

The Independent Non-Executive Members of the Board of Directors, having been duly and timely informed, confirm their agreement with the content of the Annual Management Report of the Board of Directors and the Corporate Governance Statement for the financial year 2025, which form an integral part of the Annual Management Report of the Board of

Directors and were approved by the Board of Directors on 08.04.2026. The Annual Management Report has been included in the Company's Annual Financial Report for the financial year 2025, which is available on the Company's website (<https://prodea.gr/>).

Athens, 20 May 2026

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

Garyfallia Spyriouni	Senior Independent Non-Executive Member
Georgia Mourla	Independent Non-Executive Member
Eleni Koritsa	Independent Non-Executive Member

**Letter of the Chairman of the Audit Committee to the Shareholders of the Company
"PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME"**

Dear Shareholders,

On behalf of the Audit Committee (hereinafter referred to as the "Committee") of the company " PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME " (hereinafter referred to as the "Company") and in my capacity as its Chair, I submit to you the Committee's Annual Activity Report for the financial year 2025.

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 2025 as well as in the subsequent period until the approval of the annual separate and consolidated financial statements for the year 2025 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 2025 and until the approval of the annual separate and consolidated financial statements for the year 2025 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 2025 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 2025.
- Receipt, review, and evaluation of the semi-annual and annual investment statements of the Company and its subsidiaries, and submission of a recommendation to the Board of Directors for their approval.
- Approval and systematic monitoring of the activities of the Internal Audit Unit in order to ensure its proper functioning and independence.
- Continuous briefing and cooperation with the Head of the Internal Audit Unit, evaluation of the annual risk-based audit plan, and review of quarterly reports and audit results, including findings and the progress of implementation of the relevant corrective actions.

- Assignment and monitoring of the external quality assessment of the Internal Audit Unit for the years 2019–2024, in accordance with the provisions of the Unit’s Operating Regulation and the International Standards for the Professional Practice of Internal Auditing, by a certified independent external Assessor, as well as receipt and evaluation of the relevant Report.
- Monitoring and briefing on the results of the External Conformance Readiness Assessment regarding the implementation of the new Global Internal Audit Standards by the Internal Audit Unit, and evaluation of the Unit’s compliance needs.
- Review and recommendation for approval by the Company’s Board of Directors of the revised Operating Regulation of the Internal Audit Unit, ensuring its compliance with the new Global Internal Audit Standards.
- Review and approval of the Internal Audit Unit’s Operations Manual.
- Receipt, evaluation, and approval of the proposal submitted by the Head of the Internal Audit Unit regarding the establishment of Key Performance Indicators (KPIs) and the updating of the Unit’s performance monitoring tools.
- Preparation and submission of a proposal to the Board of Directors for the assignment of the periodic assessment of the adequacy and effectiveness of the Company’s Internal Control System (ICS), with reference date 31.12.2025 and reference period 01.01.2023 – 31.12.2025, in accordance with the requirements of Law 4706/2020 and the relevant decision of the Hellenic Capital Market Commission.
- Preparation and submission of a proposal to the Board of Directors for the assignment to an independent external Assessor of the evaluation of the implementation and effectiveness of the Company’s Corporate Governance System (CGS), with reference date 31.12.2025 and reference period 01.01.2024 – 31.12.2025, in accordance with the requirements/provisions of Law 4706/2020.
- Monitoring of the progress of the external assessment projects concerning the Internal Control and Corporate Governance systems and evaluation of the related Assessment Results Reports.
- Monitoring of the work of the Risk Management Unit, including updates on the results of the annual Risk and Control Self-Assessment (RCSA) exercise and review of its quarterly reports.
- Briefing by the Compliance Unit on its activities and work performed, and approval of its work plan for the following financial year.
- Review of ethics and regulatory compliance matters.
- Participation in an informational meeting with a Company executive specialized in sustainability matters, executives of the Finance Division, and the Company’s statutory auditor, during which the methodology and results of the Group’s Double Materiality Assessment were presented and discussed, in accordance with the European Sustainability Reporting Standards (ESRS).
- Approval of the assignment of the limited assurance engagement on the Consolidated Sustainability Report of the Company and its subsidiaries for the period 01.01.2025 – 31.12.2025 to the Company’s statutory auditor.

- Review and evaluation of the Group's Sustainability Report for the year 2025, with the objective of ensuring compliance with the applicable regulatory requirements, applicable standards, and the Company's approved Sustainability Policy.
- Conduct of the Committee's self-assessment for the financial year 2025, including the adequacy and effectiveness of the collective body, its members, and its Chairman.
- Informing the Board of Directors through written reports and submitting recommendations on matters within its competence.

The above matters handled by the Committee during financial year 2025 as well as in the subsequent period until the approval of the annual separate and consolidated financial statements for the year 2025 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, May 20, 2026

Yours sincerely,

Garyfallia Spyriouni

Chair 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 Real Estate Investment Company Societe Anonyme" (hereinafter "Company") refers to financial year 2025 and has been drawn up in accordance with the provisions of article 44 para. 1 item (h) of Law 4449/2017, as amended by Article 74 of Law 4706/2020 and in force.

The purpose of this report is to present a brief but comprehensive overview of the Committee's work during financial year 2025 and as well as in the subsequent period until the approval of the annual separate and consolidated financial statements for financial year 2025 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:

- safeguarding the integrity of the financial reporting and notification process through the timely preparation of reliable financial statements;
- ensuring independent, objective, and efficient conduct of internal and external audits of the Company;
- ensuring and supervising compliance with the institutional, regulatory, and legal framework governing the operation of the Company and its Group
- 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 oversight of the effectiveness and performance of the Internal Audit, Compliance, and Risk Management Units; and
- ensuring and supervising compliance with the institutional, regulatory, and legal framework governing the operation of 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.

Pursuant to the resolution of the Annual General Meeting of the Company's shareholders dated 11.06.2024, the type, term of office, number, and capacities of the Committee members were determined, on the basis of which the Committee was designated as an independent committee, in accordance with the provisions of Law 4449/2017, consisting of the three independent non-executive members of the Company's Board of Directors and one non-member of the Board of Directors, being a third person independent of the Company.

The Committee appointed Ms. Garyfallia Spyriouni, an independent non-executive member of the Company's Board of Directors and Senior Independent Member, as its Chairperson, in accordance with the provisions of Article 44 para. 1 item (e) of Law 4449/2017, the Operating Regulation of the Audit Committee, and Circular No. 1508/17.07.2020 of the Listed Companies Directorate of the Hellenic Capital Market Commission.

The term of office of the Committee was set at three years, commencing upon its election and expiring on the date of convening of the Annual General Meeting to be held within 2027.

The composition resulting from the Annual General Meeting of 11.06.2024 is presented in the following table:

Full name	Position in the Committee	Position on the Board of Directors	Term of Office
Garyfallia Spyriouni	Chair	Senior Independent Non-Executive Member of the Board of Directors	11.06.2024 – Until the Annual General Meeting of 2027
Georgia Mourla	Member	Independent Non-Executive Member of the Board of Directors	11.06.2024 – Until the Annual General Meeting of 2027
Eleni Koritsa	Member	Independent Non-Executive Member of the Board of Directors	11.06.2024 – Until the Annual General Meeting of 2027
Nikolaos Papadopoulos	Member	Third independent person outside the Board of Directors	11.06.2024 – Until the Annual General Meeting of 2027

The current composition of the Committee ensures its uninterrupted operation, the necessary professional competence, and full compliance with the requirements of the law and the Internal Operating Regulation. The members of the Audit Committee collectively possess

adequate knowledge of the sector in which the Company operates and meet both the individual and collective suitability criteria, to the extent that these apply proportionally to the composition of the Committee, as provided for in the Company's Suitability Policy. In addition, all members are independent of the Company within the meaning of Article 9 of Law 4706/2020.

Messrs. Nikolaos Papadopoulos, Garyfallia Spyriouni, and Georgia Mourla possess adequate knowledge in auditing and accounting and are therefore the members who satisfy the requirement under Law 4449/2017 for adequate knowledge in auditing or accounting, with at least one of them being mandatorily present at the Committee meetings concerning the approval of the financial statements.

3. Meetings

Within the framework of its responsibilities under the applicable legislation and its Operating Regulation, the Committee meets on a regular basis and holds extraordinary meetings whenever required. During 2025, the Committee convened a total of sixteen (16) times and discussed matters falling within the scope of its responsibilities. All decisions of the Committee were adopted unanimously, and the Chairperson of the Committee informed the Board of Directors of all critical recommendations and actions undertaken.

The table below sets out the attendance of the Chairperson and the members of the Committee at its meetings from 01.01.2025 to 31.12.2025, including duly authorized representation in those cases where any member was unable to attend either in person or via teleconference, as follows:

Full name	Number of meetings held 01.01.2024 - 11.06.2024	Attendance in total number of meetings	Attendance rate of meetings	Number of Meetings Represented
Garyfallia Spyriouni (Chair)	16	15/16	94%	1
Georgia Mourla (Member)	16	16/16	100%	1
Eleni Koritsa (Member)	16	16/16	100%	1
Nikolaos Papadopoulos (Member)	16	15/16	94%	1

During the period from 01.01.2026 until the approval of the annual separate and consolidated financial statements for financial year 2025 by the Board of Directors of the Company, the Committee met four (4) 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)	4	4/4
Georgia Mourla (Member)	4	4/4
Eleni Koritsa (Member)	4	4/4
Nikolaos Papadopoulos (Member)	4	4/4

It is noted 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 11.06.2025.

4. Activities of the Committee for financial year 2025 until the approval of the annual separate and consolidated financial statements for financial year 2025 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 Financial Reporting Process

- Monitored, reviewed, and evaluated the process of preparing financial and non-financial information and informed the Board of Directors accordingly.
- Cooperated with the competent executives of the Company's Finance Division and the Certified Public Accountants in order to be informed and confirm the adequacy and

effectiveness of the procedures for preparing the financial statements, the investment statements, as well as any other financial disclosures published.

- Reviewed and evaluated the annual and semi-annual, separate and consolidated, financial statements and financial reports for the financial year 2025 in accordance with applicable accounting standards, in terms of 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 the relevant laws and regulations governing the issuance and disclosure of financial statements.
- Received, reviewed, and evaluated the semi-annual and annual investment statements of the Company for the financial year 2025 and recommended their approval to the Board of Directors.

B. External Audit

- Was informed by the external auditors of the annual audit programme/strategy for the statutory audit of the Company's and the Group's financial statements for the financial year 2025 prior to its implementation.
- Evaluated, taking into account the main areas of business and financial risk of the Group, the external auditors' audit programme/strategy for the financial year 2025 and confirmed that it covers the most significant audit areas and systems relating to financial and non-financial reporting.
- Was informed, through meetings, by the competent management bodies and the external auditors regarding significant audit matters, key judgments, assumptions, and estimates used in the preparation of the Company's and the Group's financial statements for the financial year 2025.
- In the context of monitoring the process and conduct of the statutory audit of the Company's and the Group's separate and consolidated financial statements for the financial year 2025, received from the Company's statutory auditor ERNST & YOUNG (HELLAS) and evaluated the Additional Report containing the results of the statutory audit performed, 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 auditors assured the Committee that, based on the audit performed, they identified no material misstatements in the separate and consolidated financial statements due either to fraud or error, nor any findings with a material impact on the financial statements, the Company's Internal Control System, and consequently the smooth operation of the Company.
- Received and evaluated from the Company's Finance Division reports with analyses and explanations regarding the annual and semi-annual, separate and consolidated financial statements for the year ended 31 December 2025. The above reports were presented in detail

to the Committee by the General Director 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 relevant report on the results of the statutory annual audit and review by the statutory auditor ERNST & YOUNG (HELLAS), as well as on the relevant actions of the Committee members within the scope of their duties, and recommended to the Board of Directors the approval of the Semi-Annual Financial Report for the period ended 30.06.2025 and the Annual Consolidated and Separate Financial Report for the year ended 31 December 2025.

- Reviewed the Interim Condensed Separate Financial Statements for the period 01.01.2025 – 30.09.2025 and was informed by the Company's Finance Division regarding the most significant line items, transactions, and material changes, in order to recommend their submission for approval to the Board of Directors.

- Held meetings with the Company's statutory auditors prior to the publication of the annual and semi-annual financial report and the semi-annual investment statements of the Company and its subsidiaries, during which relevant clarifications were provided in response to questions from Committee members.

- Held meetings with the Company's independent property valuers prior to the publication of the Company's and its subsidiaries' investment statements as at 30.06.2025 and 31.12.2025, in order to be informed about real estate market developments and the key assumptions used in valuing the Group's properties.

- Assessed and confirmed throughout the auditors' term that the statutory auditors were objective and remained independent from the Company and the Group, receiving in this context a relevant written independence declaration from the statutory auditor for the financial year 2025.

- Pre-approved the provision by the statutory auditor of permitted non-audit services to the Company and its Group companies, having assessed the nature and suitability of the proposed services and received clarifications, declarations, and assurances of independence from the statutory auditor. In this context, it received written notification from the statutory auditor regarding the nature, scope, and total fees of permitted non-audit services provided to the Company and the Group for the financial year 2025. Based on the above, the Committee ensured that the total permitted services provided by the statutory auditor do not constitute a threat to auditor independence in accordance with the provisions of Article 44 of Law 4449/2017 and Article 5 of Regulation (EU) 537/2014.

- Evaluated the work of ERNST & YOUNG (HELLAS), the Company's statutory auditor, and taking into account, inter alia, the opinion of the Finance Division, recommended to the Board of Directors the reappointment of the audit firm "ERNST & YOUNG (HELLAS) Certified Public Accountants S.A." as statutory auditor for the financial year 2025.

- Evaluated, in cooperation with the Finance Division, the proposed fee of the audit firm ERNST & YOUNG (HELLAS) for the statutory audit of the financial year 2025 (considered reasonable

in terms of scope and quality), pre-approved its amount, and submitted a relevant proposal to the Board of Directors.

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

In the same context, the Committee:

Internal Audit

- Monitored and reviewed the proper functioning of the Internal Audit Unit in accordance with the Global Internal Audit Standards as well as the applicable legal and regulatory framework, and assessed its work, adequacy, and effectiveness without infringing upon its independence.
- Maintained continuous communication and cooperation with the Head of the Internal Audit Unit, who attended all Committee meetings.
- Was informed of the risk assessment results carried out by the Internal Audit Unit based on a specific methodology in the context of preparing the annual audit plan.
- Was informed in writing of the Internal Audit Unit's risk-based annual audit plan for 2025. Prior to its implementation, the Committee evaluated the plan taking into account the main areas of business and financial risks as well as the results of previous audit assignments.
- Received, reviewed, and evaluated the Internal Audit Unit's quarterly activity reports as well as reports on audits conducted under the approved annual audit plan. It examined the findings of these audits, the relevant views of the audited units, the Internal Audit Unit's recommendations, and the agreed corrective actions together with their implementation timetable, and informed the Board of Directors accordingly.
- Was informed by the Internal Audit Unit about the progress of implementation of corrective actions relating to all identified and pending audit findings from previous audits.
- Reviewed, approved, and recommended for approval by the Company's Board of Directors the revised Operating Regulation of the Internal Audit Unit, ensuring compliance with the new Global Internal Audit Standards.
- Monitored the process of the first external quality assessment of the Internal Audit Unit for the years 2019–2024, conducted by a certified independent external assessor, in accordance with the Unit's Operating Regulation and the International Standards for the Professional Practice of Internal Auditing.
- Received and evaluated the "Report of Results of the External Assessment of the Internal Audit Unit", which was presented and analysed to the Committee by the certified independent external assessor, taking note of the findings, observations, and recommendations. According to the assessment conclusion, the Internal Audit Unit was evaluated as "Generally Conforms" with the International Standards for the Professional Practice of Internal Auditing and the Code of Ethics of the Institute of Internal Auditors, i.e., at the highest level of compliance under the relevant assessment methodology.

- Was informed of the results of the External Conformance Readiness Assessment regarding the implementation of the new Global Internal Audit Standards by the Internal Audit Unit, as presented to the Committee by a certified independent external assessor. The assessment included observations and recommendations regarding further alignment of the audit methodology and the framework for planning and executing audit engagements in accordance with the requirements of the new framework (IPPF 2024).
- Was informed by the Head of the Internal Audit Unit regarding the “Essential Conditions” of Domain III of the new Global Internal Audit Standards, which relate to the effective functioning and governance of the internal audit activity, and confirmed its support for ensuring the necessary conditions for the independence, proper functioning, and effectiveness of the Internal Audit Unit.
- Reviewed and approved the Internal Audit Unit’s Operations Manual, which constitutes a key reference framework for the Unit’s operation and aims to ensure the effective execution of audit work.
- Received, evaluated, and approved the proposal of the Head of the Internal Audit Unit regarding the establishment of Key Performance Indicators (KPIs) and the update of the Unit’s performance monitoring tools, with the aim of enhancing the effectiveness and quality of its operations.
- Was informed in writing by the Head of the Internal Audit Unit regarding the independence of the Internal Audit Unit and the training plan of its staff member.

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

- Prepared, with the assistance of the General Director of Finance and Operations, and submitted to the Board of Directors a recommendation for the assignment to an external independent Assessor of the periodic external evaluation of the Company’s Internal Control System (ICS) and of its significant subsidiary MHV Mediterranean Hospitality Venture Plc. (MHV) for the years 2023–2025, in accordance with Article 14 para. 3 (i) of Law 4706/2020 and HCMC Decision 1/891/30.9.2020.
- Prepared, in accordance with the requirements of Articles 4 para. 1 and 13 of Law 4706/2020, and submitted to the Board of Directors a recommendation for the assignment to an external independent Assessor of the evaluation of the implementation and effectiveness of the Company’s Corporate Governance System (CGS), with reference date 31.12.2025 and reference period 01.01.2024 – 31.12.2025.
- Monitored the progress of the evaluation projects of the ICS of the Company and its significant subsidiary MHV, as well as of the CGS of the Company, carried out by the independent Assessor, ensuring, in cooperation with the Internal Audit, Compliance, Risk Management Units and other organisational units of the Company, the smooth and timely execution of the assessments.
- Was informed by the independent Assessor of the results of the evaluations of the adequacy and effectiveness of the Company’s ICS and that of its significant subsidiary MHV, as well as

of the implementation and effectiveness of the Company's CGS, which were completed without the identification of material weaknesses, and received, reviewed, and evaluated the relevant Summary and Detailed Assessment Reports.

- Monitored, through the quarterly reports of the Internal Audit Unit during 2025, the progress of implementation of remediation actions for non-material weaknesses identified during the first external periodic assessment of the ICS, in accordance with Article 14 para. 3 (i) of Law 4706/2020 and HCMC Decision 1/891/30.9.2020.

Risk Management

- Monitored the work of the Head of the Risk Management Unit and evaluated the impact of identified and emerging risks on the Company's operations.

- Was informed by the Head of the Risk Management Unit of the results of the annual Risk and Control Self-Assessment (RCSA) exercise, carried out by the heads of the Company's Units in cooperation with the Risk Management Unit, applying the "Risk and Control Assessment Methodology" approved by the Board of Directors.

- Received, reviewed, and evaluated the Risk Management Unit's quarterly reports, which present the progress of its work in accordance with the approved annual plan, as well as its activities regarding the identification, assessment, and management of risks, with the aim of forming the Company's overall risk profile.

Regulatory Compliance

- Was informed by the Compliance Unit of its work and activities and approved its work plan for the following financial year.

- Monitored the implementation of the Conflict of Interest prevention and management policy and received assurance from the Head of the Compliance Unit, through an annual report, that no reported, identified, or suspected situations of potential, possible, or actual conflicts of interest had been disclosed or identified.

D. Non-financial Information - Sustainable Development

- Approved the assignment of the limited assurance engagement regarding the Consolidated Sustainability Report of the Company and its subsidiaries for the period 01.01.2025 – 31.12.2025 to the Company's statutory auditor, "ERNST & YOUNG (HELLAS) Certified Public Accountants S.A."

- Participated in an informational meeting with a Company executive specialised in sustainability and ESG matters, executives of the Finance Division, and the Company's statutory auditor, during which the methodology of the Double Materiality Assessment, the results of the Group's Double Materiality Assessment conducted in 2025 in accordance with the European Sustainability Reporting Standards (ESRS), as well as the progress of the limited assurance engagement on the Company's Consolidated Sustainability Report for the year 2025, were presented and discussed.

- Received, reviewed, and evaluated the Group's Sustainability Report for the year 2025, in order to ensure its compliance with applicable regulatory requirements, standards, and the Company's approved Sustainability Policy.

E. Matters related to the functioning of the Committee

- Reviewed and approved its meeting minutes.
- Submitted its Annual Report of Activities for the financial year 2024 to the Annual General Meeting of Shareholders held on 11 June 2025.
- Conducted, within the framework of the annual evaluation of the Board of Directors and its Committees for the financial year 2025, a self-assessment in which its adequacy and effectiveness were evaluated both as a collective body and individually for each member, while the performance of its Chairperson was also assessed.

F. Other Matters

- Assessed the correctness of the calculation of distributable profits and the adequacy of available funds for the distribution of the dividend for the financial year 2024, and submitted a relevant recommendation to the Board of Directors.
- Assessed the feasibility of distributing an interim dividend based on the Interim Condensed Separate Financial Statements for the period 01.01.2025 – 30.09.2025, and submitted a relevant recommendation to the Board of Directors.

The Committee recognizes the continuous and timely information received by its members from the Internal Audit Unit at each of its meetings regarding the execution of internal audits, their progress, and results, thereby ensuring the Company's compliance with the required procedures.

In accordance with the above, the Committee confirmed the adequate, continuous, and substantive information provided by the Heads of the Internal Audit, Compliance, and Risk Management Units, as well as by the Statutory Auditors, through their observations and recommendations, ensuring the smooth operation of the Company.

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

5. SUSTAINABLE DEVELOPMENT POLICY

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

The Company has established a Sustainable Development Policy, which is available on its official website ([SUSTAINABLE DEVELOPMENT POLICY.pdf](#)), defining the framework for identifying the key pillars and strategic priorities governing all its business activities.

The adoption of this Policy contributes to ensuring the Company's long-term value through the achievement of the following objectives:

- The creation of long-term value for stakeholders.
- The protection of the natural environment.
- The undertaking of initiatives and actions in the areas of Corporate Governance, Corporate Responsibility, and Business Ethics, beyond mere compliance with the applicable regulatory framework.
- The support of and contribution to the wider society and the national economy.

The Group has prepared a Consolidated Sustainability Report of the Company and its subsidiaries for the period 01.01.2025 – 31.12.2025, which complies with the requirements of Laws 4449/2017, 4548/2018, and 4706/2020, as well as the Corporate Sustainability Reporting Directive (CSRD), as incorporated into Greek legislation through Law 5164/2024 and in force.

The Report covers the entire value chain of the Group, incorporating information identified as material through the Double Materiality Assessment (DMA) process, which examines both the Group's impacts on the environment and society, and the risks and opportunities arising for the Group in relation to sustainability matters.

The Sustainability Report enhances transparency and meaningful engagement with stakeholders, providing detailed qualitative and quantitative information on the Group's material sustainability issues.

Finally, it is noted that the 2025 Consolidated Sustainability Report forms an integral part of the Company's Management Report of the Board of Directors for the financial year 2025.

Athens, May 20, 2026

The Chair

Garyfallia Spyriouni

The members

Georgia Mourla

Eleni Koritsa

Nikolaos Papadopoulos

RECOMMENDATION OF THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS

A. Introduction

The Board of Directors of the Company (the "Board") exercises its responsibilities in accordance with the applicable legal and regulatory framework, the Company's Articles of Association, the Greek Corporate Governance Code for listed companies ("HCGC"), which the Company has adopted and applies, as well as its Internal Rules of Operation and the Rules of Operation of the Board. The term of office of the present Board of Directors has been set at three (3) years, calculated from its election on 11.06.2024 and is extended until the expiry of the deadline within which the next Ordinary General Meeting must be convened and until the relevant decision is taken.

As found in the context of the recent evaluation of the Board and its Committees, the existing Board of Directors and its Committees properly and effectively exercised their duties and responsibilities, in accordance with the provisions of the applicable legislative and regulatory framework of the Company, its Articles of Association and its Rules of Operation. The members of the Board of Directors managed corporate affairs with ethics, professionalism and integrity, with a view to defending the corporate interest and the successful course of the Company, to which they contributed decisively with their knowledge, experience, skills and personality in general.

The Board of Directors is responsible to decide on any act concerning the management of the Company, the management of its assets and the general achievement of its purpose (with the exception of matters falling under the exclusive competence of the General Assembly by law), holds the decisive responsibility for strategic issues (with the exception of the Investment Policy and investment decisions for which the Company's Investment Committee is responsible) and represents the Company in court and out of court.

It consists of Executive, Non-Executive and Independent Non-Executive Members. The capacity of the Members of the Board of Directors as Executive or Non-Executive is defined by the Board of Directors. The Independent Non-Executive Members are appointed by the General Meeting of the Company's Shareholders, they are not less than one third (1/3) of the total number of its Members and, in any case, they are not less than two (2) (and in case a fraction arises, it is rounded to the next whole number). The Independent Non-Executive Members of the Board of Directors must meet all the Independence Criteria according to article 9 of Law 4706/2020.

Articles 7 to 9 of the Company's Articles of Association include provisions regarding the size, term of office and election of the Members of its Board of Directors, as follows:

- The Board of Directors, consisting of seven (7) to eleven (11) Members, is elected by the General Meeting of Shareholders, determining the term of office thereof, 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.
- In case of resignation, death or in any other way loss of membership of a Member or Members of the Board of Directors, the remaining Members may continue the management and representation of the Company without replacing the missing Members, provided that their number exceeds half of the Members, as they were before the occurrence of the above events. In any case, these Members may not be less than three (3).
- The Board of Directors elects from among its Members the Chairman, up to two Vice-Presidents and one Chief Executive Officer. According to the special practices of HCGC, in case the Chairman of the Board is selected among the executive members, one of the independent members should be appointed either as Vice-Chairman of the Board of Directors or as a Senior Independent Director.

B. Recommendation

In view of the Company's decision to reduce the number of members of the Company's Board of Directors from ten (10) to seven (7), and of the convening of the Company's Ordinary General Meeting to be held on 10.06.2026, the Board of Directors, having taken into account:

- The Company's current Rules of Operation (including the procedure for notifying any existence of dependency relationships of independent non-executive members of the Board of Directors and persons having close ties with these persons (in accordance with article 9 of Law 4706/2020, and the policy and procedure for the Prevention and Deterrence of Conflicts of Interest)
- The Rules of Operation of the Board, its Committees and the Investment Committee
- The Suitability Policy for Members of the Board of Directors
- The results of the annual evaluation of the Board of Directors and its Committees
- The current Articles of Association of the Company
- The provisions of Law 4706/2020 and decision no. 4/452/01.11.2007 of the Board of Directors of the Hellenic Capital Market Commission, as amended and in force.
- The updated CVs of the existing members of the Board of Directors and its Committees, as well as their statements submitted to the Compliance Unit regarding the fulfillment of the suitability criteria of Law 4706/2020 and the positions they hold and any participations in companies,
- The size of the Company, its organizational structure and its operational needs

and in particular the recommendation of the Remuneration and Nominations Committee of the Board dated 20.05.2026, proposes, in accordance with article 18 par. 1 of Law 4706/2020 to the Ordinary General Meeting of the Company the following:

1. The election of a seven-member Board of Directors, which will consist of four (4) Executive Members, one (1) Non-Executive Member and two (2) Independent Non-Executive Members, with a four-year term, starting from their election by the General Meeting of the Company's Shareholders and extended until the expiration of the deadline within which the next Ordinary General Meeting must be convened and until the relevant decision is taken.
2. The re-election of Mr. Christoforos Papachristoforou, Mr. Aristotelis Karytinis, Mrs. Thiresia Messari, Mr. Athanasios Karagiannis, as Executive Members of the Board of Directors.
3. The re-election of Mr. Stamatis Sapkas as a Non-Executive Member.
4. The re-election of Ms. Garyfallia Spyriouni and Ms. Georgia Mourla as Independent Non-Executive Members.

I. Persons proposed for election:

1. Christoforos Papachristoforou (re-election)

Mr. Christoforos Papachristoforou is the Executive Chairman of the Board of Directors and Chairman of the Company's Investment Committee. He is also the founder and CEO of Invel Real Estate, a private equity real estate company established in 2013 with the vision to pursue investment opportunities in Southern Europe. Invel's largest and most notable investment is the acquisition of PRODEA Investments from the National Bank of Greece in 2013. Prior to joining Invel, Mr Papachristoforou held the position of Managing Director and Global Head of Deutsche Bank RREEF Opportunistic Investments. He has extensive experience in international real estate investments, during which he has completed and structured transactions with an aggregate value exceeding EUR 20 billion. Mr. Papachristoforou holds a BSc in Economics from the University of London School of Economics and an MSc in International Economics and Management from SDA Bocconi School of Management in Milan.

2. Aristotelis Karytinis (re-election)

He is the CEO of the Company and has long experience in investment and banking activities as he has held managerial positions in the private and wider public sector. Prior to his current position, he was for 6 years General Manager of Real Estate of the National Bank of Greece Group. Previously, he held senior positions at Eurobank Group where he served as Group Head of Real Estate, Mortgage Credit Manager and CEO of Eurobank Properties REIC (later known as Grivalia REIC). During his tenure in the latter, the company's shares were successfully listed on the Athens Exchange in 2006 as well as the share capital increase in 2007, raising a total of approximately €450 million was completed. In

2010 he led the founding team of "ETHNIKI PANGAEA REIC" which was later absorbed by today's PRODEA. Dr. Karytinou holds a PhD from the University of Warwick, UK and is a member of RICS.

3. Thiresia Messari (re-election)

She holds the position of Chief Financial Officer and is an executive member of the Board of Directors of PRODEA Investments. Her experience in the field of real estate exceeds 25 years as she previously held senior positions in the field of real estate in the groups of National Bank of Greece and Eurobank. A significant milestone in her career is her contribution to the establishment and listing on the Athens Stock Exchange of the two largest real estate investment companies, initially Grivalia Properties (where she held the position of Head of Finance, Control & Operations) and subsequently PRODEA Investments. She is distinguished for her in-depth knowledge and expertise in real estate, finance, operational processes, corporate governance, communication and sustainability. She is a graduate of the Athens University of Economics and Business (Bsc in Informatics specializing in analysis, design and management of information systems) with additional studies in International Financial Reporting Standards.

4. Athanasios Karagiannis (re-election)

Head of Investment and Portfolio of the Company since June 2020. He is a member of the Board of Directors and the Investment Committee and has long experience in investment activity and the real estate market. Before joining the Company, he was an executive for six years at Invel Real Estate, which he joined in 2014. Previously, he was an executive at Deutsche Bank Asset Management in London for more than 6 years, while he started his career in the hotel and insurance industry. He holds a BSc in Economics from the University of Athens, an MBA from the Athens University of Economics and Business and an MSc (M.Sc.) in corporate real estate strategy from Cass Business School.

5. Stamatis Sapkas (re-election)

Mr. Stamatis Sapkas is a non-executive member of the Board of Directors and a member of the Company's Investment Committee. He is a senior executive with long-standing professional experience in the Company's business activities, specialising in real estate investments and financial services in Greece and abroad. He has held executive positions at Globalworth Real Estate Investments, a company listed on the London AIM market and one of the leading real estate

investment companies in Central and Eastern Europe (where he held the senior positions of Deputy CIO and CFO), at Citigroup Global Markets Ltd (Real Estate & Lodging Group), at EFG Eurobank Ergasias S.A., and at EFG Eurobank Properties S.A. He is a graduate of the University of Kent at Canterbury (BSc in Management Science with Computing) and holds a postgraduate degree from Bayes Business School – City University London (MSc in Banking and International Finance). Mr Stamatis Sapkas is a partner of Invel Real Estate Investments, as well as a director and shareholder of Sapco Investments Ltd.

6. Garyfallia (Litsa) Spyriouni (re-election)

Mrs. Garyfallia (Litsa) Spyriouni is a Senior Independent Non-Executive Member of the Board of Directors, Chair of the Audit Committee, and Chair of the Remuneration and Nomination Committee of the Company. She is a business executive with long and diverse experience in the fields of finance, taxation and auditing, in large organizations and internationally. She currently holds the position of Group Tax Director of Coca Cola HBC. In the past, she has served as Assistant General Manager of Finance and Operational Support - Group Tax Director of the National Bank of Greece Group, auditor and tax advisor (senior tax partner) at KPMG, financial analyst at Citibank and auditor at the audit firm Peat Marwick Mitchell. She is a graduate of the Athens University of Economics and Business (ASOEE) and a Certified Public Accountant (CPA(GR), SOEL) with professional training in business administration.

7. Georgia Mourla (re-election)

Mrs. Georgia Mourla is an Independent Non-Executive Member of the Board of Directors and a Member of the Audit Committee, as well as a Member of the Company's Remuneration and Nomination Committee. She is an executive (C-level) with many years of professional experience in senior management positions, in the Greek capital market and in multinational companies in the fields of consulting, financial and audit services in Greece and abroad. She currently holds the position of Senior Director, Head of Internal Audit at Euronext Athens, having led in the areas of Issuer Relations, Listed Company Services, Strategy, Communication and Investor Relations. She had many years of experience at PricewaterhouseCoopers in London and Athens, in the fields of Audit and Management Consulting, where she served as a Partner and member of the Board of Directors of Price Waterhouse Business Advisors. She has significant experience having served as a member or chairman of the Boards of Directors of companies and organizations in various industries and significant experience and expertise in Audit, Strategy, Corporate Governance and Risk Management, Capital Market and Finance. She is a Statutory Accountant licensed in the UK and Greece (Member of

the Institute of Statutory Accountants of England and Wales-ICAEW and the Institute of Statutory Accountants of Greece) and a graduate of King's College, University of London, with a Bachelor of Science in Chemistry.

II. Justification for the recommendation

Individual suitability

As is derived from the CVs of the proposed members, they all have the knowledge, skills and experience deemed necessary to perform their duties. For the assessment of their theoretical knowledge, both their field of study and their specialization were taken into account, mainly in Company-related activities (real estate investments, real estate development and management, hospitality) and other related areas, corporate governance, finance, risk management, information systems and ESG. For their practical experience each proposed member's previous positions and type of employment were taken into account, including length of time in each position, size of each entity employed, scale and complexity of the business, duties held, number of subordinates and nature of the entity's activities.

In addition, during the evaluation process of proposed members:

- (a) no facts have been identified which objectively and justifiably justify that any of the proposed members is of no good repute, honesty or integrity;
- b) no proposed member has been found to be in a situation of conflict of interest with the Company;
- (c) the proposed members have been found to have independent judgment and objectivity. Objectivity is considered to be the impartial attitude and perception, which allows the member of the Board of Directors to perform his duties, as he/she believes. Independence is defined as the freedom from conditions that prevent the member of the Board of Directors from exercising his/her duties in an impartial manner.

The proposed for re-election Board members actively participated in the meetings of the exiting Board of Directors and its Committees, took their own objective, independent, impartial and weighted decisions in the performance of their duties, independently evaluated the suggestions submitted for discussion and asked reasonable questions.

- (d) it has been found that the impediment of Article 3 par. 4 of Law 4706/2020, as in force, is not applicable to any member, noting that the Company's Articles of Association do not provide for a longer period than that referred to in the above provision.
- (e) it has been established that all proposed members are fully aware of the requirements of their position and have sufficient time to meet the obligations arising from the position of each member and the duties associated with it, depending on their capacity (executive members, non-executive members, independent non-executive members).

It is noted that the external professional commitments of the proposed for re-election members of the Board of Directors are detailed in the Company's Corporate Governance Statement for the financial year 2025, which is posted on the Company's website https://prodea.gr/strapi/uploads/Prodea_Investments_ETISIA_XRIMATOOIKONOMIKH_EKTHESI_31_12_2025_80248d8b56.pdf

Collective suitability

Taking into account the recommendation of the Remuneration and Nominations Committee dated 20.05.2026, the new Board of Directors, with its above proposed composition, is collectively suitable for the exercise of its responsibilities and its composition is expected to contribute to the effective management of the Company and balanced decision-making.

The members of the Board of Directors will collectively be able to make sound decisions taking into account the business model, risk appetite, strategy and markets in which the Company operates. Board members will also collectively be able to meaningfully oversee and criticize the decisions of senior executive directors.

All areas of knowledge required for the Company's business activities are covered by the Board of Directors collectively with sufficient expertise among its members. The Board of Directors is staffed with a sufficient number of members who have the necessary knowledge in each field to be able to discuss the decisions to be taken. The knowledge, skills and experience required to exercise the responsibilities of the Board of Directors are reflected in its proposed composition. The Board of Directors as a whole understands adequately the areas for which members are collectively responsible, and has the necessary skills to exercise the effective management and supervision of the Company, including with regard to its business activity and the key risks associated with it, strategic planning, financial reporting, compliance with the legislative and regulatory framework, understanding corporate governance issues, the ability to identify and manage risks, the impact of technology on its activity, new technologies, ESG and sustainable development of the Company.

Furthermore, the Board of Directors notes the adequate representation by gender, at a rate not less than 25% of the total proposed members of the Board, as out of the seven (7) members proposed for election, four (4) are men and three (3) women.

The Board, aiming to promote an appropriate and balanced level of differentiation of experiences, views and knowledge background among its proposed members, as well as the gradual formation of a diverse and effective group of Board members, has not excluded a candidate Board member due to any discrimination based on gender, origin, ethnic or social origin, religion or political and other beliefs, property status, disability, age or sexual orientation.

Independence

Also, with regard to the candidate independent non-executive members of the Board of Directors, the Board of Directors, taking into account the recommendation of the Remuneration and Nominations Committee dated 20.05.2026, finds that they all meet the independence requirements in accordance with article 9 of Law 4706/2020.

Furthermore, the Board of Directors finds, on the basis of the relevant recommendation of the Company's Remuneration and Candidates Committee, that the proposed composition of the new Board of Directors of the Company is in accordance with the provisions of the Company's Articles of Association, the Rules of Operations of the Board of Directors and its Committees, the provisions of Law 4706/2020, the applicable regulatory framework and the Suitability Policy of the Company, combines a wide range of knowledge and experience of the members of its Board of Directors in the areas in which the Company operates, has the required diversity and guarantees of ethics and integrity, in order to contribute to the effective management of the Company and balanced decision-making.

III. Conclusion

In summary, the Board of Directors finds that all candidates for the membership in the Board of Directors meet the criteria of individual and collective suitability provided for in the Company's Suitability Policy and the applicable regulatory framework and that especially with regard to the proposed independent non-executive members of the Board of Directors the independence criteria of article 9 of Law 4706/2020 are met.

ATHENS 20.05.2026
The Board of Directors

ATHENS 20.05.2026

**RECOMMENDATION OF THE BOARD OF DIRECTORS OF THE COMPANY PRODEA INVESTMENTS
TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON THE ELECTION OF THE AUDIT
COMMITTEE AND ITS CANDIDATE MEMBERS**

Introduction

The term of office of the current Audit Committee was set by the General Meeting of 11.06.2024, starting from the election of its members by the above General Meeting of the Company's Shareholders and extending until the next Ordinary General Meeting from the end of its term of office.

According to article 44 of L. 4449/2018, as in force, and its applicable Rules of Operation, the Audit Committee may be:

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

It is mandatory that the majority of Audit Committee members are independent of the Company, as defined by applicable legislation, and possess skills set by article 44 of L. 4449/2017, as in force. As found in the context of the recent evaluation of the Board of Directors and its Committees, the Audit Committee exercised its duties and responsibilities in a proper and effective manner, in accordance with the provisions of the applicable legislative and regulatory framework of the Company's operation, its Articles of Association and its Rules of Operation. Its members managed corporate affairs with ethics, professionalism and integrity, with a view to defending the corporate interest and the successful course of the Company, to which they contributed decisively with their knowledge, experience, skills and generally with their personality.

Recommendation

In view of the Company's decision to elect a new Board of Directors consisting of seven (7) members, the Board of Directors, having taken into consideration the recommendation of the Company's Remuneration and Nomination Committee dated 20.05.2026, the provisions of Article 44 of Law 4449/2017 regarding the Audit Committee, as well as its Rules of Procedure, resolved at its meeting held on 20.05.2026 to propose to the forthcoming Ordinary General Meeting of the

Company, with respect to the election of the Audit Committee and the determination of its type, term of office, number and qualifications of its members, the following::

A. Composition and term of office of the Audit Committee:

The Audit Committee to be an independent committee of case b) above, comprised of three (3) members, out of which two (2) members to be non-executive members of the Board of Directors and one (1) to be a third party not related to the Company, not a member of the Board of Directors of the Company.

As regards members of the Board of Directors, it is proposed to be the proposed to be elected two independent non-executive members of the Board of Directors, and in particular Ms. Garyfallia Spyriouni and Ms. Georgia Mourla.

As for the third member of the Audit Committee, that is not a member of the Board of Directors, it is proposed that he or she maintains no professional, organizational, business, shareholding or other relationship with the Company and is fully independent from the later, meaning said person constitutes third party not related to the Company and meeting the independence criteria of article 9 of L.4706/2020. In particular, Mr. Nikolaos Papadopoulos is proposed as third person. Based on the above, all members of the Audit Committee will be independent of the Company, within the meaning of article 9 of L.4706/2020.

The term of office of the Audit Committee is for four years, commencing from their election by the General Meeting of Shareholders of the Company and ending on the date of the Ordinary General Meeting of year 2030 at the latest.

B. Persons Proposed for Election:

Based on the above and taking into account the proposed composition of the Board of Directors the following members of the Audit Committee are to be elected:

1. Mr. Nikolaos Papadopoulos, who is currently a member of the Company's existing Audit Committee, as the third person independent of the Company and not a member of the Board of Directors. He/She is also the member who, pursuant to Law 4449/2017, possesses the required adequate knowledge in auditing or accounting and whose presence is mandatory at the meetings of the Audit Committee concerning the approval of the financial statements.

Mr. Nikolaos Papadopoulos holds a Bachelor of Accounting (B.Acc) degree as well as a Certificate in The Theory of Accounting (C.T.A.) from the University of Natal, South Africa, where he was honored with awards for academic performance. He is a former partner of the audit firm PwC with

significant experience in providing professional services (over 40 years, including the last 25 years as a partner) in financial reporting, auditing and other areas related to the real estate, insurance and hospitality industries. He is an independent non-executive vice president of Money Market (Insurancemarket.gr), an insurtech start-up that is a subsidiary of Interamerican Insurance Group, and is the founder and Chief Executive Officer of Stellar Consulting Services.

The remaining two members of the Audit Committee to be appointed from the Board of Directors, which will be elected by the Ordinary General Meeting of the Company, which will take place on 10.06.2026, out of its non-executive members and in particular, the three independent non-executive members of the Company's Board of Directors, as proposed to be elected by the Ordinary General Meeting of shareholders and as follows:

2. Ms. Garyfallia (Litsa) Spyriouni is a member of the existing Board of Directors of the Company and a member of the existing Audit Committee. She is also the member who, according to the law, has the required by Law 4449/2017, sufficient knowledge in auditing or accounting and mandatorily attends the meetings of the Audit Committee concerning the approval of the financial statements. Ms. Spyriouni is a business executive with long and diverse experience in the fields of finance, taxation and auditing, in large organizations and internationally. She currently holds the position of Group Tax Director of Coca Cola HBC. In the past, she has served as Assistant General Manager of Finance and Operational Support - Group Tax Director of the National Bank of Greece Group, auditor and tax advisor (senior tax partner) at KPMG, financial analyst at Citibank and auditor at the audit firm Peat Marwick Mitchell. She is a graduate of the Athens University of Economics and Business (ASOEE) and a Certified Public Accountant (CPA(GR), SOEL) with professional training in business administration.

3. Ms. Georgia Mourla is an Independent Non-Executive Member of the existing Board of Directors of the Company, a member of the existing Audit Committee and of the Remuneration and Nomination Committee of the Company. She is an Executive (C-level) with many years of professional experience in senior management positions, in the Greek capital market and in multinational companies in the fields of consulting, financial and audit services in Greece and abroad. She currently holds the position of Senior Director, Head of Internal Audit Euronext Athens, having led in the areas of Issuer Relations, Listed Company Services, Strategy, Communication and Investor Relations. She had many years of experience at PricewaterhouseCoopers in London and Athens, in the fields of Audit and Management Consulting, where she served as a Partner and member of the Board of Directors of Price Waterhouse Business Advisors. She has significant experience having served as a member or chairman of the Boards of Directors of companies and organizations in various industries and

significant experience and expertise in Audit, Strategy, Corporate Governance and Risk Management, Capital Market and Finance. She is a Statutory Accountant licensed in the UK and Greece (Member of the Institute of Statutory Accountants of England and Wales-ICAEW and the Institute of Statutory Accountants of Greece) and a graduate of King's College, University of London, with a Bachelor of Science in Chemistry.

Each and every one of above proposed three members and the proposed Audit Committee as a whole, meet the requirements set by applicable law, current regulatory framework, the suitability policy of the Company and the Rules of Operation of the Audit Committee.

In particular, based on:

- a) information available to the Company for the as above proposed members of the Audit Committee (CVs, copies of academic certificates, filled-out declarations for the fulfilment of the suitability criteria of Law 4706/2020 and the decision 4/452/01.11.2007 of the Board of Directors of the Hellenic Capital Market Commission, statement for the positions they hold and any participations in companies, letters of recommendations on their ethics and their professional conduct in general) and
- b) relevant informative report of the Compliance Unit, regarding the determination of the fulfilment of the independence criteria by the proposed members in accordance with the provisions of article 9 of Law 4706/2020, and
- c) the recommendation of the Remuneration and Nominations Committee of the Company dated 20.05.2026,

the Board of Directors reviewed and confirmed the suitability of the proposed members and in particular the fulfilment, supplementary to the provisions of article 44 of Law 4449/2017, of the individual suitability criteria based on the applicable Suitability Policy of the Company, including the proposed member to be elected that is a third party and not a member of the Board of Directors.

Likewise, the Board of Directors of the Company reviewed and found the collective suitability criteria of the members of the Audit Committee applied proportionally to the extent that they are consistent with the nature and operation of the Audit Committee are fulfilled.

The Board of Directors found that the proposed members of the Audit Committee as a whole have sufficient knowledge in the field in which the Company operates and meet the criteria of individual and collective suitability, to the extent that they are applied proportionally to the composition of the Audit Committee, provided for in the Company's Suitability Policy. Additionally, all proposed members are independent of the Company, within the meaning of article 9 of Law 4706/2020.

Mr. Nikolaos Papadopoulos, Ms. Garyfallia Spyriouni and Ms. Georgia Mourla have sufficient knowledge in auditing or accounting and thus will be those members of the Audit Committee that as per law, have the required by Law 4449/2017 sufficient knowledge in auditing or accounting and one of those will mandatorily attend the meetings of the Audit Committee concerning the approval of the financial statements. Given that, pursuant to the Rules of Procedure of the Audit Committee, the lawful convening and adoption of resolutions require the presence of three of its members, all three (3) members shall attend the meetings concerning the approval of the financial statements, thereby ensuring compliance at all times with the requirement of Article 44 of Law 4449/2017 regarding the presence of a member possessing adequate knowledge in auditing or accounting.

The Board of Directors