

Announcement

Pursuant to article 4.1.3.3 of the ATHEX Rulebook, the company named “**PRODEA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME**” (hereafter the “**Company**”) announces the following:

The Ordinary General Meeting of the Company's shareholders, which convened on 7th June 2022, with shareholders representing **250.836.136** common registered shares, namely with a quorum of **98,18%** of the Company's paid up share capital, pursuant to the pertinent ballot (valid votes **250.836.136**) with respect to the issues on the agenda, as set out in the invitation dated 16.05.2022,

resolved upon the following:

1st Item

The approval of the Annual Financial Statements for the year 2021 (consolidated and nonconsolidated), along with the relevant Management Report of the Board of Directors to the shareholders and the Auditor's Report and the distribution of profits as follows:

a) payment of dividend for the financial year 2021 of € 71,282,974.99 or €0.279 per share (net). Given the distribution of interim dividend of €0.110 (amounting to €28,104,398.74), pursuant to the BoD decision dated 07 December 2021, the remaining dividend to be distributed amounts to € 0.169 per share (net);

b) distribution to the Members of the Board of Directors, its committees and of the Investment Committee out of the profits of financial year 2021 of an aggregate amount of € 3,392,250.00.

c) payment to members of the personnel of an aggregate amount of €834,750.00 and granting of an authorization to Mr. A.Karytinou, Chief Executive Officer and Mrs. T.Messari, Chief Financial Officer & Chief Operations Officer, to jointly implement the recommendations of the Remuneration and Nominations Committee dated 13.05.2022.

In compliance with L. 4209/2013, the payment of part of the distributable profits (amount up to €856,000.00) to the persons that fall within the categories of article 13 of the aforementioned law, indicatively to the senior executives, executives exercising risk management, executives exercising audit operations, etc., will be deferred for three

years, commencing on the date of the Ordinary General Meeting of 2022 and will be made after the Ordinary General Meeting of 2025 in cash or/and shares, to the Remuneration Policy of the Company in force. Persons that fall under the categories of article 13 of the aforementioned law will be excluded from the above, but the aggregate amount to be distributed through the profit distribution is less than 50% of their annualized fixed remuneration (i.e. $< 50\% * (\text{gross monthly remuneration for December 2021} * 14)$). It is noted that although the General Counsel of the Company, Mrs. Kyriaki Tzemou, is not included in the persons of art. 13 of L. 4209/2013, the payment to her of a percentage of 40% of her variable remuneration will be deferred for three years as above.

FOR 250.836.136 shares (100%)
AGAINST 0 shares (0%)
ABSTAIN 0 shares (0%)

2nd Item

The approval of the management exercised by each one Member of the Board of Directors individually, in its respective capacity, and by all Members of the Board of Directors jointly and the release of the auditors from any liability for the financial year 2021.

FOR 250.836.136 shares (100%)
AGAINST 0 shares (0%)
ABSTAIN 0 shares (0%)

3rd Item

The voting upon the Remuneration Report for the members of the Board of Directors for financial year 2021, pursuant to the provisions of article 112 par. 3 of Law 4548/2018.

FOR 250.836.136 shares (100%)
AGAINST 0 shares (0%)
ABSTAIN 0 shares (0%)

4th Item

The approval of remuneration of the Members of the Board of Directors and of the members of the Investment Committee for financial year 2021 and pre-approval of the remuneration of the aforementioned members for the financial year 2022 and for the time period from 01.01.2023 until the Ordinary General Meeting of 2023, pursuant to article 109 par. 1 and 4 of Greek Law 4548/2018.

It is noted that the aforementioned remuneration is in accordance with the Remuneration Policy of the Company, pursuant to the recommendation of the Remuneration and Nominations Committee of the Company dated 13.05.2022 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 pre-approved the financial year 2022 up to the Ordinary General Meeting of 2023 is in accordance with the Remuneration Policy of the Company pursuant to article 110 of L. 4548/2018 which was approved by the Ordinary General Meeting of the Company on 13.04.2020, as well as with the provisions of the new remuneration policy of the Company, pursuant to article 110 par. 2 of L. 4548/2018 and article 13 of L. 4209/2013, which was approved by the shareholders to the Ordinary General Meeting, as per the more detailed provisions of Item 8 below.

FOR 250.836.136 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

5th Item

The provision of permission, in accordance with article 98 of Law 4548/2018 to the to the Members of the Board of Directors of the Company and other senior executives (including members of the Investment Committee) to participate, if they so wish, in the Board of Directors or to provide their services to other companies of the group of the majority shareholder of the Company (indicatively of Invel Real Estate (Netherlands) II B.V. and the group where it belongs) or to companies with a corporate statutory purpose similar to that of the Company or companies or legal entities in which the Company participates pursuant to article 22 of Law 2778/1999. Further to the above, the General Meeting decided to provide its permission to the Members of the Board of Directors of

the Company or senior executives (including members of the Investment Committee) to participate in or provide services to legal persons (or entities) that are not operating in, or making any kind of investment in real estate, that falls within the legitimate activities and in general within the means of commercial exploitation of real estate properties, which REICs may lawfully engage into.

FOR 250.836.136 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

6th Item

The appointment of the of the audit company «ERNST & YOUNG (HELLAS) Certified Auditors. Accountants S.A.», having its registered seat at 8B Chimarras street, 15125 Maroussi with Reg. Number 107 as statutory auditor of the annual financial statements of the Company and the Group for the financial year 01.01.2022 to 31.12.2022, as well as to review the interim financial information of the Company and the Group. The Board of Directors was, further, authorized to determine the exact remuneration amount for the audit company.

In accordance with Article 124, Paragraph 8 of Law 4548/2018, shareholders Aristotelis Karytinis and Thiresia Messari (holding 1.111 shares in total) do not participate in voting, and are not counted towards quorum or majority for decisions on the specific issue, due to their status as members of the Board of Directors of the Company.

FOR 250.835.025 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

7th Item

The appointment of the following independent valuers for financial year 2022 in accordance with the legislative and regulatory framework (arts. 22 and 25 of L. 2778/1999, as in force):

Irrespective of the country in which real estate property is:

- The company Ernst & Young Business Advisory Solutions S.A. (EY), which has appointed Mr. Panagiotis Tsiolis or in case that he is unable to perform his duties,

any other valuer who meets the necessary requirements to carry out the valuations.

- The company PricewaterhouseCoopers Business Solutions S.A. (PWC) which has appointed Mr. Ioannis Vovos or in case that he is unable to perform his duties, any other valuer who meets the necessary requirements to carry out the valuations.
- The company Grant Thornton S.A. (Grant Thornton), which has appointed Mrs. 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 Mrs 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.

For real estate properties outside Italy and Bulgaria:

- The company Proprius S.P. LLC- Real Estate Agents and Consultants (representative in Greece of Cushman & Wakefield), which has appointed Mrs. Niki Sympoura, daughter of Dimitrios, Mr. Georgios Gkolas, son of Dimitrios, Mr. Filippou-Isif 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, Mrs Christina Kalantzi, daughter of Panagiotis, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.
- The company Hospitality Consulting Services (HCS), which has appointed Mr. Papadimitriou Pavlos, son of Evaggelos, or in case he is unable to perform his duties, another valuer who meets the necessary requirements to carry out the valuations.

- The company Axies Certified Experts and Valuers Societe Anonyme (member of CBRE network in Greece and Cyprus), which has appointed Mrs. Kalliopi Zolota, daughter of Antonios, Mrs. Peppa Aggeliki, daughter of Georgios, Mr. Dimitris Kyriazopoulos, son of Konstantinos and Mr. Nikolaos Chatzitsolis son of Charisios, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

For properties in Italy:

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

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

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

For properties in Bulgaria:

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

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

- Jointly the companies P. Danos & Associates S.A. (representative in Greece of BNP Paribas Real Estate), and Athnens Economics Ltd (representative in Greece of Jones Lang Lasalle), which have appointed Mr. Theodoros Livis, son of Georgios,

Efrosyni Paschalidou, daughter of Nikolaos, Vasileios Pirovetsis, son of Nikolaos and Michail Koumoussi, son of Evangelos, Christina Kalantzi, daughter of Panagiotis, or in case any of them is unable to perform their duties, another valuer who meets the necessary requirements to carry out the valuations.

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

The Board of Directors is further authorized in order to designate the exact amount of the valuers' remuneration and proceed, if necessary, with the appointment of replacing independent valuers in case any of them is unable to perform its duties, as well as to the determination of their exact remuneration.

FOR 250.836.136 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

8th Item

The approval of the new Remuneration Policy, in replacement of the current remuneration policy of the Company, which was approved by the Ordinary General Meeting of 13 April 2020, following relevant recommendation of the Remuneration and Nominations Committee dated 13.05.2022.

As far as the new Remuneration Policy the following are briefly mentioned, in accordance with article 111 par. 2 of L. 4548/2018:

1. It was prepared in accordance with the regulatory framework governing the Company's operation (L. 4548/2018, L. 4209/2013, L. 4706/2020).
2. Definitions of the terms Significant Remuneration or Benefit in accordance with art. 9 par. 2(a) of L. 4706/2020 and Senior Executive have been included.

3. It covers remuneration of the persons that fall within the scope of the Remuneration Policy, as defined in article 110 of L. 4548/2018, (i.e. the members of the Board of Directors, the General Manager, the Deputy General Manager, if any), as well as the members of the Investment Committee, the senior executives of the Company, and the heads of the Internal Audit, Compliance and Risk Management Units.
4. Remuneration structure has remained the same as in the current Policy.
5. Specific provisions on the remuneration of the BoD members depending on their capacity (e.g. independent non-executive members) have been included.
6. Provisions on Remuneration of the heads of IAS Independent Operations have been included.
7. Provisions on the Annual Remuneration Report have been included. The tenure of the Audit Committee is set at three years, commencing on the date of appointment of the members of the Audit Committee from the Company's Board of Directors.

FOR 250.836.136 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

9th Item

The granting of a new authorization to the Board of Directors of the Company for the increase of its share capital, up to an amount not exceeding three times the paid up on the date of the authorisation to the Board of Directors share capital of the Company, through issuance of new, common registered, voting of shares, according to article 24 par. 1b of L. 4548/2018 either by payment in cash, with or without pre-emptive rights in favor of the existing shareholders, or by contribution in kind, at the discretion of the Board of Directors, in view of the expiration of the duration of the authorisation to the Board of Directors granted by the General Meeting of Shareholders of 11.09.2019, as subsequently renewed by its decisions dated 13.04.2020 and 08.06.2021, and in order for the Board of Directors to retain the flexibility to decide a possible corporate action and its specific terms, if it deems it appropriate, pursuant to conditions prevailing in the respective financial markets at any time.

Furthermore, the General Meeting decides that the duration of the authorisation to the Board of Directors will be five (5) years from the date of the resolution passed by this General Meeting.

FOR 250.836.136 shares (100%)

AGAINST 0 shares (0%)

ABSTAIN 0 shares (0%)

No other items were discussed.

Athens, 7 June 2022
The Board of Directors