

# PREMIA

## *Properties*

### PREMIA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME

#### COMMENTS OF THE BoD ON THE ITEMS OF THE AGENDA

**Item 1. Approval of the Annual Financial Statements for the financial year 2022, along with the Board of Directors' Annual Report and the Auditors' Report.**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 50% of the represented capital plus one vote*

The BoD recommends the approval of the Annual Financial Statements of the Company, along with the relevant Board of Directors' Annual Report and the Certified Auditor's Report for the financial year 2022 (01/01/2022 to 31/12/2022). The Company's Annual Financial Statements and the relevant Board of Directors' and Auditor's Reports are available on the Company's website <http://www.premia.gr>.

**Item 2. Approval of dividend distribution and provision of relevant authorization to the Board of Directors.**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 50% of the represented capital plus one vote*

It is proposed that the Company distribute an amount of 0.02 euros per share from the tax-free reserve created pursuant to the provisions of article 99 and 106B of Law 3588/2007 and which corresponds to approximately 50% of the consolidated net profits from operating activities (Funds from Operations – FFO).

Since the treasury shares do not receive a dividend, the final amount of the dividend to be paid per share will be increased by the amount of the dividend corresponding to the treasury shares held by the Company on the ex-dividend date.

It is also proposed to create a regular reserve of 376,771.15 euros.

Finally, it will recommend to the General Assembly to provide authorization to the Board of Directors to take the required actions for the implementation of the forthcoming decision of the General Assembly.

**Item 3. Approval, pursuant to article 108 of law 4548/2018, of the overall management for the financial year 2022 and discharge of the auditors.**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 50% of the represented capital plus one vote*

The BoD proposes the approval of the overall management taken place by the BoD during the financial year 2022 and the discharge of the auditors.

**Item 4. Election of Auditing Company for the financial year 2023 statutory audit and relevant authorization.**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 50% of the represented capital plus one vote*

The BoD proposes the appointment of the auditing company "Ernst & Young SA", ", for the statutory audit of the Company for the year 2023, from which a regular and a substitute auditor will be appointed, as well as the authorization of the BoD for the determination of their remuneration in accordance with the applicable legislation.

**Item 5. Election of the Company's Independent Valuer for the financial year 2023 and relevant authorization.**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 50% of the represented capital plus one vote*

Pursuant to article 22 par. 7 of law 2778/1999, as in force, the Company is obliged to appoint an independent valuer for the valuation of its investments.

The Board of Directors recommends for the 2023 financial year the appointment of the company "SAVILLIS HELLAS IKE" and the company "GEOAXIS GEOAXIS SERVICES AND PROPERTY VALUATIONS SOLELY INDIVIDUAL EPE" as independent appraisers, for the valuation of the value of the Company's investments for the 2023 financial year, as and the provision of authorization to the Board of Directors to determine her remuneration. Finally, it is proposed to the General Assembly to authorize the Company's Board of Directors to select an additional appraiser in the event that such a thing is deemed necessary or in the interest of the Company and to negotiate and agree on his fee.

## **Item 6. Amendment of the Terms of the Company's stock option program.**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 50% of the represented capital plus one vote*

The Board of Directors recommends the amendment of the following Terms of the Company's Stock Option program which was approved by the decision of the General Assembly of the Company from 10.12.2021:

- The maximum number of shares to be distributed, which was defined in article 2 of the program as corresponding to 0.50% of the Company's share capital per year, is proposed to be modified to 0.70% of the Company's share capital per year.
- Also, the maximum number of shares to be made available, which was similarly defined in article 2 of the program that will not exceed 1.2% of the share capital for the entire duration of the program, is proposed to be modified to 1.8% of equity.

## **Item 7. Approval of fees and compensations of the members of the Board of Directors for the 2022 fiscal year and pre-approval of the fees and compensations of the members of the Board of Directors for the fiscal year 2023**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 50% of the represented capital plus one vote*

The Board of Directors recommends the approval of the fees and compensations paid to the members of the Board of Directors and the Committees during the fiscal year 2022, for their participation in the Board of Directors and the Committees.

Also, the Board of Directors proposes the pre-approval by this Ordinary General Assembly of the fees and compensations to be paid by the Company to the members of the Board of Directors and Committees for the 2023 corporate year for their participation in the Board and the Committees. It is noted that both the fees and compensations paid during the 2022 fiscal year, as well as those proposed for pre-approval for the 2023 fiscal year, are in accordance with the Company's Remuneration Policy.

## **Item 8. Submission for discussion and voting by the General Meeting of the Remuneration Report for the year 2022.**

The Board of Directors presents to the shareholders the Remuneration Report of the members of the Board of Directors for the fiscal year 2022, which includes a comprehensive overview of the total remuneration received by the members of the Board of Directors and the Committees within the fiscal year 2022, in accordance

with the specific provisions of the article 112 of Law 4548/2018. The text of the Remuneration Report is available on the Company's website (<https://premia.gr>).

The shareholders' vote on the Remuneration Report is of an advisory nature, in accordance with article 112 par. 3 of Law 4548/2018.

**Item 9. Granting of permission, as per article 98 par. 1 of law 4548/2018 to the Members of the Board of Directors and Managers to participate on the board of directors and/or in the management of other companies.**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 50% of the represented capital plus one vote*

The BoD proposes to provide permission, according to article 98 par. 1 of law 4548/2018, to the members of the Company's Board of Directors and its Directors, to participate in the Board of Directors and / or the management of other companies.

**Item 10. Information from the Chairman of the Audit Committee to the shareholders on the activities of the Audit Committee during the 2022 corporate year.**

The Chairman of the Company's Audit Committee will inform the General Meeting of Shareholders regarding the operation of the Audit Committee in the Company during the 2022 corporate year and will submit to the General Meeting the annual report of the Audit Committee's activities.

**Item 11. Submission of the Report of the Independent Non-Executive Members of the Company's Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.**

The Independent Non-Executive Members of the Company's Board of Directors will submit their report to the Ordinary General Meeting of Shareholders, pursuant to paragraph 5 of article 9 of Law 4706/2020, as applicable, and the guidelines of the Capital Market Commission .

**Item 12. Provision of a special permit, in accordance with article 28 par. 4b of Law 2778/1999, as applicable, for the Company's acquisition of a property belonging to a Company shareholder.**

*Required quorum: 1/5 of the paid-up share capital*

*Required majority: 3/4 of the capital represented, excluding the shareholder who owns the property.*

The Board of Directors proposes the granting of a license in accordance with article 28 par. 4b of Law 2778/1999, as applicable, for the Company's acquisition of a property in Aspropyrgos, Attica, at the location "Kyrillos", which belongs to the shareholder Company with the name " NOE METALLIC CONSTRUCTIONS SA", with a total area of twenty-seven thousand six hundred and thirty square meters (27,630 sq m), in which commercial warehouse and office building facilities with a total area of eleven thousand two hundred and ninety-eight square meters (11,298) are under construction.

As required by the provisions of article 28 paragraph 4b of Law 2778/1999, as applicable, a valuation has been carried out, according to article 17 of Law 4548/2018, as applicable, of the property to be transferred by two (2) independent certified appraisers, and the valuation reports are published in the G.E.MH., in accordance with article 13 of Law 4548/2018, as applicable, and posted on the Company's website <https://www.premia.gr>.

And the value of the aforementioned property for the acquisition of which the permission of the General Assembly is requested, does not exceed ten percent (10%) of the Company's total investments.

### **Item 13. Other items**

Discussion of issues that will not be put to vote and any other announcements.