

PREMIA

Properties

**PREMIA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME
ORDINARY GENERAL MEETING
OF 31st of MAY 2024**

COMMENTS OF THE BoD ON THE ITEMS OF THE AGENDA

1. Approval of the Annual Financial Statements for the financial year 2023, 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 2023 (01/01/2023 to 31/12/2023). 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>.

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 0.03 euros per share from the tax-free reserve created pursuant to the provisions of article 99 and 106B of Law 3588/2007.

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 suggested to form a regular reserve of 274.888,23 euros.

It is further suggested to the General Assembly to authorize the granting for the financial year 2023 as fee the amount of € 100.000 to Mr. Konstantinos Markazos, CEO of the Company - under his capacity as member of the Board of Directors - with participation of the latter to the annual profits of the Company.

3. Approval, pursuant to article 108 of law 4548/2018, of the overall management for the financial year 2023 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 2023 and the discharge of the auditors.

4. Election of Auditing Company for the financial year 2024 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 2024, 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.

5. Election of the Company's Independent Valuer for the financial year 2024 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 financial year 2024 the appointment of the company "SAVILLS HELLAS IKE" and the company "GEOAXIS GEOAXIS SERVICES AND PROPERTY VALUATIONS SINGLE MEMBER EPE" as independent valuers, for the valuation of the Company's investments for the financial year 2024 and the provision of authorization to the Board of Directors to determine the respective remuneration.

Finally, it is proposed to the General Assembly to authorize the Company's Board of Directors to choose an additional valuer in case of necessity or for the Company's interest and to negotiate and arrange its respective remuneration..

6. Approval of remuneration and compensation of the members of the Board of Directors for the year 2023 and pre-approval of the remuneration and compensation of the members of the Board of Directors for the year 2024.

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 year 2023, 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 financial year 2024 for their participation in the Board and the Committees. It is noted that both the fees and compensations paid during the financial year 2023, as well as those proposed for pre-approval for financial year 2024, are in conformity with the Company's Remuneration Policy and the respective reports of the competent Committees.

7.Submission for discussion and voting by the General Meeting of the Remuneration Report for the year 2023.

The Board of Directors presents to the shareholders the Remuneration Report of the members of the Board of Directors for the financial year 2023, 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 2023, 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.

8. Election of new members of the Board of Directors and appointment of independent non-executive members.

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's Board of Directors consists of the following members:

1. Ilias Georgiadis of Nikolaos,
2. Frank Roseen of Anastasios,
3. Konstantinos Markazos of Alexios,
4. Kalliopi Kalogera of Stamatios,
5. Ilias Tsiklos of Kyriakos,
6. Vasilios Andrikopoulos of Filippos as Independent Non-Executive Member
7. Panagiotis Vroustouris of Constantinos as an Independent Non-Executive Member and
8. Rebecca Pitsika of Georgios- Taxiarchis as an Independent Non-Executive Member.

It is noted that regarding the selection of the independent non-executive members, each of them fulfils the independence requirements of article 4 par. 1 of Law No. 3016/2002 and Article 9 of Law No. 4706/2020.

The above proposed composition of the Board of Directors is in accordance with the provisions of the Policy on the Suitability of the members of the Board of Directors, as established by the relevant minutes of the Remuneration and Nomination Committee.

9. Determination of the type of the Audit Committee, the term, number and qualifications of its members in accordance with article 44 paragraph 1 c. b) of Law 4449/2017 and election of a new Audit Committee.

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 election of a three-member Audit Committee, which is proposed to be a committee of the Board of Directors, i.e. consisting of two independent non-executive members of the Board of Directors within the meaning of the provisions of article 4 of Law no. 3016/2002 and Article 9 of Law 3016/2002. 4706/2020, and one non-executive member of the Board of Directors, whose term of office will coincide with the term of office of the Board of Directors of the Company, i.e. it will be three years, automatically extended until the expiry of the period within which the next Ordinary General Meeting must be convened after the expiry of its term of office and until the relevant resolution is adopted.

It should be noted that the members of the Audit Committee will be appointed by the Board of Directors at its next meeting, since this Committee is a committee of the Board of Directors, as defined in par. 1c) of article 44 of Law 44 of the Board of Directors. 4449/2017.

Finally, it is noted that the members of the Audit Committee appointed by the Board of Directors will have sufficient knowledge of the real estate sector and at least one member of the Committee, who is also independent of the Company, will have a proven sufficient knowledge in auditing or accounting, as defined in par. 1g) of Article 44 of Law No. 4449/2017.

10. Approval of the free offering of new common registered shares of the Company to the beneficiaries as provided for in the Incentive Program as incorporated in the Remuneration Policy and approved by the Annual General Meeting on 10.12.2021 and granting authorizations to the Board of Directors.

Required quorum: 1/2 of the paid-up share capital

Required majority: 2/3 of the represented capital plus one vote

The Board of Directors refers to the free share allocation program (hereinafter the "Program"), approved by the Extraordinary General Meeting on 10.12.2021 and proposes to the General Meeting of Shareholders in execution of the Program, a) to approve the issuance and free allocation to the beneficiaries of the Program of 411.688 new, common, registered shares with a nominal value of €0.50 each, further to an increase of the Company's share capital through the capitalization of a distributable reserve under the title "Incentive Plan Reserve", which the Company has formed for this purpose, in accordance with article 114 of Law 4548 /2018; and b) to authorize the Board of Directors to undertake any legal act, deed and action to implement the resolution of the General Meeting of Shareholders.

11. Increase of the Company's share capital by the amount of € 205.844 euro for the offering of free shares to the beneficiaries through capitalization of reserves in accordance with article 114 of law 4548/2018, amendment of article 5 of the Articles of Association and granting of 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

The Board of Directors proposes the increase of the Company's share capital through the capitalization of a distributable reserve entitled "incentive plans reserve" of the amount of €205.844 by issuing 411.688 new, common, registered shares of a nominal value of €0,50 each. It is noted that the Company's Shareholders do not have preemptive rights in this share capital increase, as it will be carried out through the capitalization of the aforementioned reserve and in accordance with the provisions of article 27, par. 2 of Law 4548/2018, while no subsequent certification of the payment of the increase is required pursuant to article 20 par. 5 of Law 4548/2018.

Furthermore, if the increase is approved by the General Meeting of Shareholders of the Company, Article 5 of the Articles of Association shall be amended.

Accordingly, the Board of Directors proposes to the General Meeting of Shareholders: (1) to approve the increase of the Company's share capital in accordance with the terms described above; (2) to approve the amendment of Article 5 of the Articles of Association; (3) to authorize the Board of Directors to enter into any legal transaction or other action or act as required in order to implement the resolution of the Ordinary General Meeting of Shareholders and to complete the increase of the Company's share capital, including to obtain all regulatory and other permits and approvals, and to ensure the listing of the new shares issued by the share capital increase for trading on the Athens Exchange, (4) to authorize the Board of Directors to proceed with the delivery to the beneficiaries of the Plan of the new, ordinary registered shares of the Company to be issued in accordance with the terms of the Plan and the relevant recommendation of the Remuneration and Nomination Committee.

12. New incentive plan in accordance with article 114 of law 4548/2018

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 free allocation of shares to the executive members of the Board of Directors, the executives, the staff of the Company, as well as to the associates who provide services to the Company on a regular basis, in accordance with the provision of article 114 of Law No. 4548/2018, as a reward. Exceptionally, a non-executive member of the Board of Directors may be included in the beneficiaries following a decision of the Board of Directors and a relevant recommendation of the Nomination and Remuneration Committee, provided that he/she does not have independent status and has a long service in the sector in which the Company operates, as a way of strengthening the Company's performance. The above benefit is voluntary and granted at the Company's discretion, subject to the Company's right to revoke, modify or terminate it at any time, without though such revocation affecting any vested rights.

It is proposed that the free allocation of shares will take place as follows:

(a) shares to be allotted: either own shares acquired under par. 3 of art. 49 of L.4548/2018 or new shares issued through capitalization of undistributed profits or distributable reserves or reserves from the difference from the issue of shares at par,

(b) term of the plan: three years

(c) number of shares to be allocated: for the entire term of the plan, up to 2.000.000 shares (2,3% of the share capital) and per year up to 700.000 shares (0,8% of the share capital). The nominal value of the shares allocated under this plan added to the nominal value of the shares that may be allocated under another stock option plan shall not exceed, in total, one tenth (1/10) of the paid-up share capital.

The shares to be issued will be ordinary registered shares with voting rights and will incorporate all the rights provided for by law and the Company's Articles of Association.

(d) acquisition: right to acquire shares on the basis of criteria (performance indicator). The performance will take into consideration the Gross Asset Value and the Net Asset Value of the Company.

It is further proposed to authorize the Board of Directors of the Company to determine the criteria for granting the above benefit, the beneficiaries or their categories and any other relevant conditions for the implementation of the plan.

13. Extension of the Program of Acquisition of own shares

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

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

The Chairman referred to the Company's own share acquisition programme, approved by the Extraordinary General Meeting of the shareholders held on 20.11.2020.

Taking into account the conditions of the Greek equity market that favor transactions with particularly beneficial terms for the Company and its shareholders, it is proposed to renew the approval for the acquisition of own shares for an additional twenty-four (24) months, in accordance with the following terms: Acquisition of own shares of the Company, corresponding to a maximum of 10% of the total paid-up share capital of the Company, within a period of 24 months from the date of the relevant decision by the General Meeting, with a purchase price range from EUR 0.50 per share (minimum) to EUR 4.00 per share (maximum), in compliance with the current legal and regulatory framework.

Furthermore, it is proposed to authorize the Board of Directors of the Company to take all necessary actions for the implementation of this resolution, including the option to further delegate some or all of these powers to its members or third party officers of the Company.

14. Amendment of the Remuneration Policy

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

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

The Board of Directors proposes the amendment of the remuneration policy and in particular article 5 regarding the free share allocation plan and the remuneration of the Members of the Board of Directors.

15. 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 the granting of 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.

16. Submission of the annual report of the activities of the Audit Committee for the corporate year 2023.

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 financial year 2023 and will submit to the General Meeting the annual report of the Audit Committee's activities.

17. 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.

18. Grant of a special permit, in accordance with article 28 par. 4b of Law 2778/1999, as applicable, for the acquisition by the Company 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 proposes the granting of authorization pursuant to Article 28 para. 4b of Law 2778/1999, as in force, for the acquisition by the Company of real estate directly or indirectly in Aspropyrgos, Attica, at the location "Kirillos", owned by the company under the trade name "Ependytiki Aspropyrgou S.A." owned by the company "ELIAS TSIKLOS HOLDINGS LTD" consisting of a land plot of 12,222.75 sq.m. with a building initially estimated at 4,420 sq.m. including a ground floor commercial warehouse and office space.

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 in force, of the property to be transferred by two (2) independent certified valuers, 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>.

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.

19. Other items

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