

**PREMIA REAL ESTATE INVESTMENT COMPANY SOCIETE ANONYME  
ORDINARY GENERAL MEETING  
OF 27<sup>th</sup> of MAY 2026**

**COMMENTS OF THE BoD ON THE ITEMS OF THE AGENDA**

**1. Approval of the Annual Financial Statements for the financial year 2025, 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 2025 (01/01/2025 to 31/12/2025). 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 0.06 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 783.231,94 euros.

It is further suggested to the General Assembly to authorize the granting for the financial year 2025 as fee the amount of € 300.000 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 2025 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 2025 and the discharge of the auditors.

**4. Election of Auditing Company for the financial year 2026 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 2026, 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 2026, as per article 54 par. 1 of Law 5193/2025 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 54 par. 1 of law 5193/2025, 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 2026 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 2026 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 2025 and pre-approval of the remuneration and compensation of the members of the Board of Directors for the year 2026.**

**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 2025, 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 2026 for their participation in the Board and the Committees. It is noted that both the fees and compensations paid during the financial year 2025, as well as those proposed for pre-approval for financial year 2026, 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 2025, as per article 112 par. 3 of Law 4548/2018.**

The Board of Directors presents to the shareholders the Remuneration Report of the members of the Board of Directors for the financial year 2025, 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 2025, 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. Amendment of article 31 of the Articles of Association**

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

**Required majority: 2/3 of the represented capital**

The Board of Directors proposes the amendment of Article 31 of the Company's Articles of Association with respect to the distribution of profits arising from the Company's participation in subsidiary entities established in another Member State of the European Union or the European Economic Area.

In light of the above, it is proposed that Article 31 of the Company's Articles of Association be amended as follows:

##### **Art. 31**

##### ***Distribution of Profits***

1. A dividend corresponding to at least fifty percent (50%) of the Company's annual net distributable profits shall be distributed to the shareholders, after deduction of any amounts withheld for tax according to the provisions of Law 4548/2018, as in force. **As regards the participation of the Company in subsidiary entities established in another Member State of the European Union or the European Economic Area, the Company shall distribute at least eighty percent (80%) of the annual net distributable profits sourced from these entities, following the fulfilment of its commercial and statutory obligations.**

2. The distribution of a lower percentage or the non-distribution of a dividend by the Company shall be permitted upon a resolution of the General Meeting of its shareholders, either for the formation of an extraordinary tax-free reserve from other income excluding capital gains, or for the free distribution of shares to shareholders through an increase of its share capital, in accordance with the provisions of Law 4548/2018.

3. If, at the end of a financial year, a loss arises as described in case (d) of paragraph 3 of Article 22 of Law 2778/1999, the formation of a provision shall be permitted, up to the full amount of such loss, for the purpose of covering said loss.

## **9. Extension of the Company's Share Buyback Program**

**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 share buyback program, which was approved by the Extraordinary General Meeting of the shareholders dated 20.11.2020.

Taking into account the conditions prevailing in the Greek stock market, which are conducive to transactions on terms particularly beneficial for the Company itself and its shareholders, it is proposed that the approval for the acquisition of own shares be renewed for an additional twenty-four (24) months, in accordance with the following terms: acquisition of the Company's own shares representing up to a maximum of ten per cent (10%) of the Company's total paid-up share capital, within a period of twenty-four (24) months from the date of adoption of the relevant resolution by the General Meeting, at a purchase price range from €0.50 per share (minimum) to €4.00 per share (maximum), in compliance with the applicable legal and regulatory framework.

Furthermore, it is proposed that the Board of Directors of the Company be authorized to take all necessary actions for the implementation hereof, including the power to further delegate part or all of the said powers to its members or to third-party executives of the Company.

## **10. Granting of authority to the Company's Board of Directors to resolve on an increase of the Company's share capital and to restrict or exclude the shareholders' pre-emption rights, pursuant to Articles 24(1)(b) and 27(4) of Law 4548/2018.**

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

**Required majority: 2/3 of the represented capital**

The General Meeting of the shareholders is called upon to grant to the Company's Board of Directors the authority: (a) to resolve on the increase of the Company's share capital. Such authority shall be exercised in accordance with the terms of Article 24(1)(b) of Law 4548/2018, i.e. it shall be valid for five (5) years and the share capital may be increased by an amount not exceeding three times the share capital existing at the date on which such authority is granted to the Board of Directors; and (b) to restrict, exclude or not to restrict or exclude the shareholders' pre-emption rights, in accordance with Article 27(4) of Law 4548/2018, within the framework of the share capital increases resolved by the Board of Directors pursuant to the authority under (a) above.

## **11. 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.

**12. Submission of the annual report of the activities of the Audit Committee for the corporate year 2025.**

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 2025 and will submit to the General Meeting the annual report of the Audit Committee's activities.

**13. 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.

**14. Other items**

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