

**INVITATION**  
**to the shareholders of the société anonyme with the registered name**  
**«REDS REAL ESTATE DEVELOPMENT & SERVICES S.A.» and the distinctive title «REDS SA»,**  
**(the «Company»)**  
**GENERAL COMMERCIAL REGISTER NO.: 224701000**  
**to an Ordinary General Meeting**

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Pursuant to the Law and the Company's Articles of Association and following a decision of its Board of Directors taken at its meeting of 18 August 2020, the Shareholders of the Company are invited to an Ordinary General Meeting, to be held on Thursday 10 September 2020 at 09:00 at the Offices of the Company on 25 Ermou Street in Kifisia, for the discussion and adoption of a decision on the following items on the agenda:

**ITEMS ON THE AGENDA**

1. Submission for approval of the Annual (Company and Group) Financial Report for the year 01.01.2019 - 31.12.2019, which includes the Annual Corporate and Consolidated Financial Statements with the relevant Reports and Declarations of the Board of Directors and the Auditor. Approval of the profit appropriation for the year 01.01.2019 - 31.12.2019.
2. Approval of the overall management that took place during the financial year 01.01.2019 - 31.12.2019, pursuant to Article 108 of Law 4548/2018 and release of the certified auditors from liability for the fiscal year 2019.
3. Approval of the remuneration, of the members of the Board of Directors pursuant to Article 109 of Law 4548/2018.
4. Election of certified auditors to audit the annual financial statements of the fiscal year 2020 and determination of their fee.
5. Grant of permission, pursuant to Article 98 of Law 4548/2018, to Company Directors and Managers to participate in the Board of Directors or in the management of subsidiary and affiliated Group companies, as well as in legal entities in which the Company or Group companies hold(s) a direct or indirect participation and which are engaged in objects similar or related to those of the Company.
6. Presentation of the Annual Activity Report of the Audit Committee for the year 2019.
7. Approval of the Company's remuneration policy as per Article 110 and 111 of Law 4548/2018.
8. Approval of Salary Report of the Board of Directors as per Article 112 of the Law 4548/2018, for the fiscal year 2019.
9. Informing the Shareholders - Various announcements.

If the quorum required by Law and the Company's Articles of Association is not achieved and, as a result, decision-making on all or some of the items on the agenda becomes impossible, a potential Resumed General Meeting shall be held on Tuesday 15 September 2020, at 09:00, at the same place. The agenda items which were not discussed in the first General Meeting shall be discussed in the Resumed General Meeting; no invitation shall be required for the Resumed General Meeting, pursuant to par. 2 of Article 130 of Law 4548/2018.

In accordance with Articles 121, para. 4, 124 par. 6 and 128 of Law 4548/2018, as in force, the Company informs its shareholders about the following:

## **I. RIGHT TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING**

The Ordinary General Meeting of 10 September 2020 may be attended with voting rights by persons who appear as shareholders (holders of common registered shares of the Company) in the Dematerialized Securities System (“DSS”), managed by the company “Hellenic Central Securities Depository Société Anonyme” (“ELKAT”) as of the start of the 5<sup>th</sup> day prior to the date of the initial General Meeting (“Record Date”), i.e. 5 September 2020. The above Record Date shall also apply in case of a Resumed General Meeting.

Each common share entitles itself to one vote. The shareholder status must exist at the beginning of the fifth day (5<sup>th</sup>) before the day of the General Meeting (Record Date) and shall be certified online by ELKAT via direct connection of the Company to the DSS files. Therefore, for a shareholder to attend and vote at the General Meeting, he/she is not required to furnish a relevant written certificate issued by ELKAT.

The Company shall regard that only those listed as shareholders on the respective Record Date are entitled to participate in and vote at the Ordinary General Meeting.

Please note that attendance at the Ordinary General Meeting does not require the blocking of shares or observance of any other similar procedure which would limit the shareholders’ ability to sell and transfer shares in the period between the Record Date and the date of the Ordinary General Meeting.

The Company, considering the preventive measures to address the risk of spreading SARS-CoV-2 and to protect its shareholders, its employees and the general public, urges shareholders to participate by proxy, who will vote according to the written instructions of the shareholder. To limit the minimum required number of people who will be present at the place of the meeting, the Company has appointed a particular person among its employees, whom shareholders can authorise to represent them and vote on their behalf at the meeting according to their instructions. Those shareholders who wish to make use of this feature are kindly requested to contact the Shareholder Services Department at 2108184800 or by e-mail at [reds@ellaktor.com](mailto:reds@ellaktor.com).

The proceedings of the meeting will be limited to what is necessary. To properly prepare and limit the time spent at the meeting place, the Company encourages shareholders to submit any questions in writing before the meeting, or at the offices of the Company at 25 Ermou Street, Kifisia (Shareholder Service Office) or by fax to 210 8184801 or by email to the addresses [reds@ellaktor.com](mailto:reds@ellaktor.com).

## **II. EXERCISING THE RIGHT TO ATTEND AND VOTE BY PROXY**

Shareholders may attend the Ordinary General Meeting and vote either in person or via legally authorized representatives (proxies), through physical presence at all times. Each Shareholder may appoint up to three (3) proxies and legal entities / shareholders up to three (3) natural persons as their representatives. A shareholder holding shares of the Company, which appear in more than one securities account, may appoint different representatives for the shares appearing in each securities account. A proxy acting on behalf of more than one shareholders may cast a different vote for each shareholder.

A shareholder may designate a proxy for one or more general meetings, for a definite period of time.

The proxy shall vote in accordance with the instructions of the shareholder, if any.

A shareholder's proxy must, prior to the commencement of the General Meeting, notify the Company of any specific event which the shareholders might find useful for assessing the risk that said proxy could serve interests other than those of the shareholder.

A conflict of interests might particularly arise if the representative is:

- (a) a controlling shareholder of the Company or another legal person or entity subject to the control of such shareholder;
- b) a member of the Board of Directors or of the management in general of the Company or a shareholder exercising control over the Company or another legal person or entity which is controlled by a shareholder exercising control over the Company;
- c) an employee or certified auditor of the Company or of a shareholder exercising control over the Company or another legal person or entity which is controlled by a shareholder exercising control over the Company;
- (d) the spouse of or first degree relative to any of the natural persons mentioned in points a) to c).

Representation forms for the appointment or revocation of a proxy (Representation Authorisation/Proxy Form) are available on the Company's website <https://www.reds.gr> or in printed format at the Company's office at 25 Ermou St., Kifisia (Shareholder Service Department). The filled in and signed representation forms must be submitted or sent by post to the Company's Headquarters, at 25 Ermou Street, Kifisia (Shareholder Service Office) or by fax to 210 8184800 or sent by email to [reds@ellaktor.com](mailto:reds@ellaktor.com), in any case at least forty-eight (48) hours before the date of the General Meeting, i.e. by 09:00 of Tuesday 8 September 2020. Any declaration of replacement or withdrawal of a designated proxy must be submitted or provided to the Company as per the above within the same deadline.

### III. MINORITY RIGHTS

Pursuant to par. 4 of Article 121 of Law 4548/2018, the Company hereby informs its shareholders, among other things, that they also have the following rights provided for in paragraphs 2, 3, , 6 and 7 of Article 141 of Law 4548/2018:

- i. At the request of one or more shareholders representing 1/20 of the paid-up share capital, the Board of Directors must add items to the agenda of an already convened General Meeting, provided that said request has been received by the Board of Directors at least fifteen (15) days before the General Meeting, i.e. by 26 August 2020. The request to add items to the agenda must be accompanied by the reasons for the addition or by a draft resolution that is to be submitted to the General Meeting for approval. Any revised agenda shall be disclosed in the same manner as that used for the previous agenda thirteen (13) days before the date of the General Meeting, i.e. by 28 August 2020, and shall also be made available to shareholders on the Company's website, together with the reasons for the addition or the draft resolution submitted by the shareholders.

If these issues are not published, the applicant shareholders are entitled to request the postponement of the General Meeting, pursuant to par. 5 of Article 141 of N.4548/2018 and

publish them themselves, as specified in the second indent of Article 141 par. 2, at the expense of the company. The Board of Directors are not under obligation to add any items to the agenda or to disclose these items or make them publicly available together with the reasons for the addition and the draft resolutions submitted by the requesting shareholders if the contents thereof are apparently incompatible with the law or fair practices.

- ii. At the request of any shareholder, submitted to the Company at least five (5) clear days prior to the General Meeting, i.e. by 4 September 2020, the Board of Directors must provide the specific information required in relation to the Company's affairs, to the extent that such information is useful to effectively assess the items on the agenda. The Board of Directors may give a single reply to shareholders' requests with the same content. There is no obligation to provide information that is already available on the Company's website, particularly in the form of questions and replies. Also, the Board of Directors may refuse to provide such information owing to a valid material reason, which shall be recorded in the minutes. Such a reason may include, as the case may be, the representation of the requesting shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018.
- iii. One or more shareholders representing 1/20 of the paid-up share capital may submit draft resolutions on items included in the initial or any revised agenda, together with a relevant application which must be submitted to the Board of Directors at least seven (7) days prior to the General Meeting, i.e. by 3 September 2020. The draft decisions shall be made available to the shareholders, in accordance with the provisions of Article 123, par. 3 of Law 4548/2018, at least six (6) days before the General Meeting. The Board of Directors are not under obligation to disclose the draft resolutions submitted by the requesting shareholders if the contents thereof are apparently incompatible with the law or fair practices.
- iv. At the request of one or more shareholders representing 1/10 of the paid-up share capital, to be submitted to the Company at least five (5) complete days prior to the General Meeting, i.e. by 4 September 2020, the Board of Directors must provide information to the General Meeting about the course of corporate affairs and the Company's assets. The Board of Directors may refuse to provide such information owing to a valid material reason, which shall be recorded in the minutes. Such a reason may include, as the case may be, the representation of the requesting shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018, if the relevant members of the BoD have been provided with sufficient information.
- v. At the request of one or more shareholders representing one twentieth (1/20) of the paid-up capital, the Chairman of the General Meeting shall adjourn only once the decision-making process of the General Meeting in relation to all or some of the items on the agenda, also explaining that the adjourned meeting shall resume on the date specified in the shareholders' application, which may not be later than twenty (20) days after the date of adjournment.

Similar deadlines for exercising any shareholder minority rights shall also apply in case of a Resumed General Meeting.

For shareholders to exercise their rights in all the above cases, the shareholder status shall be certified online by ELKAT via direct connection of the Company to the DSS files.

#### **IV. AVAILABLE DOCUMENTS AND INFORMATION**

As of the date of publication hereof, this invitation, the documents to be submitted to the General Meeting, the draft resolutions proposed by the Board of Directors on the agenda items, the forms to be used for voting by proxy and the total number of the existing shares and of the voting rights shall be posted on the Company's website at <https://www.reds.gr>. Also, Company's shareholders may obtain the aforementioned documents in printed format copies from the Company's Shareholder Service Department (25 Ermou St., 145 64 Kifisia tel. 210-8184800).

Kifisia, 18 August 2020

**THE BOARD OF DIRECTORS**