



## **ORDINARY GENERAL MEETING**

Thursday, 01 July 2021

Time 11.00

**Table of Contents**

<b>1. Invitation .....</b>	<b>3</b>
<b>2. Draft decisions .....</b>	<b>11</b>
<b>3. Documents submitted to the General Meeting .....</b>	<b>17</b>
<b>5. Total number of shares and voting rights.....</b>	<b>22</b>

## 1. Invitation

### INVITATION

to the Shareholders of the Company trading under the name

**“REDS REAL ESTATE DEVELOPMENT AND SERVICES SA.” and the distinctive title “REDS S.A.”**  
**(hereinafter the “Company”) General Commercial Registry No.: 224701000**

**to an Ordinary General Meeting**

In accordance with the Law and the Company’s Articles of Association and following the decision of its Board of Directors dated 07 June 2021, the Shareholders of the Company are invited to an **Ordinary General Meeting**, on **01 July 2021, day Thursday at 11:00 a.m.**, which, in the context of taking preventive measures to restrict the spread of COVID-19 and with a view on the one hand to protect shareholders, Company workers and the general public, on the other hand, with a view to ensure the continuity of operational functions at the premises of its registered office, it decided, in application of paragraph 3 of article 120 of Law 4548/2018 as in force, that the Ordinary General Meeting and any Iterative meeting thereof shall be conducted exclusively by means of teleconference, without the physical presence of the shareholders, who shall be able to participate in it and to exercise their rights remotely, in real time, by means of teleconference, in person or through a representative, in accordance with the provisions of Article 16 paragraph 3 of the Company’s Articles of Association and with Article 125 of Law 4548/2018, in order to decide on the following items on the agenda:

- 1. Submission for approval of the Annual Financial Statements and of the Annual Consolidated Financial Statements for the year ended 31 December 2020, together with the annual management report of the Board of Directors and the audit report of the Certified Auditor-Accountant.**
- 2. Approval of the overall management by the members of the Board of Directors for the financial year 2020 in accordance with Article 108 of Law 4548/2018. Release of the certified auditors from liability for the financial year 2020.**
- 3. Election of the audit firm to audit the financial statements for the financial year 2021 and determination of its fee.**
- 4. Granting permission to Board members and Company managers under 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.**

- 5. Information by the Audit Committee to the shareholders on the activities of the Audit Committee during financial year 2020 and submission of the annual report of activities of the Audit Committee, pursuant to Article 44 paragraph 1.i of Law 4449/2017.**
- 6. Adoption of Suitability Policy for members of the Board of Directors (Article 3 par. 3 of Law 4706/2020).**
- 7. Submission for discussion and adoption by the Directors of the BoD Remuneration Report pursuant to Article 112 of Law 4548/2018 for the financial year 2020.**

If the quorum required by the Law and the Articles of Association for the adoption of decisions on agenda items is not achieved at the meeting date defined as above, the General Meeting shall convene again without any further invitation to any repeat meeting on 8 July 2021, Thursday, at 11.00 a.m., and this shall be held remotely in real time through teleconferencing and without the physical presence of Shareholders due to the exceptional situation and within the context of the measures taken to limit the spread of COVID-19 coronavirus. Guidance on the procedure for the participation of Shareholders in the Extraordinary General Meeting by means of teleconferencing is given below.

In accordance with Articles 121 (3) and 128<sup>a</sup> 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**

At the General Shareholders Meeting, anyone who appears as a Shareholder of the common registered shares of the Company in the records of the Dematerialized Securities System (DSS) which is managed by the "HELLENIC CENTRAL SECURITIES DEPOSITORY SA." ("HCSD") shall be entitled to participate in and vote and the same applies to the person identified as such on the relevant date through registered intermediaries or other intermediaries without prejudice to the provisions of legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as to the Operating Regulation of the Hellenic Central Securities Depository (GG Series II no.1007/16.03.2021), on the registration date (Registration Date) on 26<sup>th</sup> June 2021, namely on the beginning of the

---

fifth (5th) day prior to the date of the Extraordinary General Meeting. The above Record Date shall also apply in case of a Resumed General Meeting.

Each common share grants the right to one vote. The shareholder's capacity must be preexisting at the beginning of the fifth (5th) day before the date of the General Meeting (recording date) and the shareholder's capacity shall be certified online by HCSD 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.

Proof of shareholder capacity shall be given through any lawful means and based on the information received by the Company until and prior to the start date of the General Meeting by the HCSD or through participants and intermediaries registered in the central securities depository in any other case. A shareholder may participate in the General Meeting based on the confirmations or notices provided for in Articles 5 and 6 of Regulation (EU) 2018/1212 granted by the intermediary, unless the Meeting refuses such participation for a significant reason justifying its refusal in compliance with the provisions in force (Article 19 (1) of Law 4569/2018, Article 124, par. 5 of Law 4548/2018) shall apply.

It should be noted that the exercise of these rights does not imply the blocking of the shares of the beneficiary, or the observance of any other similar procedure restricting the possibility of sale or transfer thereof during the period between the corresponding registration date and the respective date on which the General Meeting convenes.

#### **I. Procedure for Remote Participation and Voting in the General Meeting in Real Time through Teleconference,**

The participation of Shareholders in the General Meeting shall be performed by audiovisual or other electronic means (teleconference), in accordance with Article 16 (3) of the Company's Articles of Association and Article 125 of Law 4548/2018. Remote participation of the Shareholders in the General Meeting, either in person or through a representative, as specified below, in real time by audiovisual or other electronic means, without their physical presence, requires the creation and use of an electronic account of the Shareholder or that of any representative of the Shareholder in the electronic platform developed by the Group Hellenic Exchanges - Athens Stock Exchange S.A. for the provision of real-time General Meetings services via teleconferencing to issuing companies at the website <https://axia.athexgroup.gr>. Accessing the online platform requires a computer or a smartphone or tablet-like mobile phone with an installed and Internet-capable web browser. The creation of the

---

Shareholder's or its representative's account on the above electronic platform requires a valid e-mail address and the Shareholder's mobile phone number or that of any representative of the same. If at the time of entry into the electronic platform the above data entered by the Shareholder are not identical to the data registered in the Dematerialized Securities System and in case they have been communicated to the Company by the company "Hellenic Central Securities Depository SA", or with the identification data communicated to the Company by DSS or through intermediaries, then - in the framework of the Shareholders' identification control facilitation services provided to the issuing societies anonymes at remote General Meetings in accordance with decision no. 8 of the Board of Directors of the company "Hellenic Central Securities Depository SA", "Technical terms and procedures for the provision of the Registry Department, of Corporate & Other Related Acts" - the Shareholder should inform or update its aforementioned data in order to create the account.

To this end, Shareholders are requested to **address to the Operator of the Securities Account maintaining the Company shares, or to any other intermediary providing them with custody services for the Company shares, as appropriate, in order for the Shareholders to communicate or/and update their valid e-mail address and mobile phone number for their identification.** Further guidelines for participation in the General Meeting through teleconference will be posted on the Company's website. Shareholders may contact the Company's Shareholder Service Department by telephone at (+30) 2108184800 daily, during working days and hours, for any questions and information. Also, from the publication hereof and until the end of the General Meeting, a help desk will operate to provide information and support to the Shareholders and to their representatives, on the phone 210-3366120, or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders who will participate in the general meeting, either in person or through a representative, by means of real-time teleconference, shall be calculated for the formation of the quorum and of the majority and they shall be able to exercise their rights effectively during the general meeting, in accordance with the legislation in force.

In particular, Shareholders who will have been connected to the Internet platform will be able to participate in the General Meeting by means of a real-time teleconference through a link sent to them by e-mail. By enabling the teleconference application (CiscoWebex) through this link, Shareholders will be able to: (a) monitor the conduct of the general meeting by electronic or audiovisual means; (b) take the step and address to the general meeting orally during the general meeting, while at the same time, via the online platform, they will be able to: (c) vote in real time during the general meeting on the items on the agenda; (d) obtain information on the recording of their vote.

## **II. Procedure for exercising voting rights through a proxy**

---

Shareholders may attend the General Meeting and vote either in person or via legally authorised representatives. Each Shareholder may appoint up to three (3) representatives, and legal entities who are shareholders may also appoint up to three (3) natural persons as their representatives. Shareholders holding company shares which appear in more than one securities accounts may appoint a different representative for shares appearing in each separate account. A proxy acting on behalf of more than one shareholder may cast votes differently for each individual shareholder.

Shareholders may appoint a representative for a single general meeting or for as many meetings as may take place within a specified period of time.

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

Prior to commencement of the General Meeting, the representative must notify the company of any specific event which may be useful to the shareholders in assessing the risk that the representative may serve interests other than the interests of the shareholder they represent.

A conflict of interest may specifically arise when the representative is:

- a) a shareholder exercising control over the company or another legal person or entity controlled by said shareholder,
- b) a member of the Board of Directors or the management of the company in general, or of a shareholder exercising control over the company or other legal person or entity 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 of another legal person or entity controlled by a shareholder exercising control over the company,
- d) a spouse or relative in the first degree of one of the natural persons referred to in cases (a) to (c).

**In particular for the shareholder's participation in real-time through a representative in the General Meeting on 30 June 2021 through teleconference, the shareholder or its depositary may appoint up to one (1) representative**, whose appointment is required to be made at least forty-eight (48) hours before the date of the General Meeting (i.e. no later than 11:00 of 29.06.2021).

A representation form for the appointment of a proxy is available to Shareholders in printed form from the offices of the Company at 25, Ermou Street, Kifisia, and in electronic form on the Company's website ([www.eltechanemos.gr](http://www.eltechanemos.gr)). On the representative designation form, the Shareholder must complete the name, address of residence, the Identity Card or Passport Number, the e-mail address and the representative's mobile phone number.

---

Upon receipt of the above information from the Company and based on the email address and mobile phone of the representative as this has been stated in the appointment form, the Company creates a representative's account on the online voting platform and then the representative is notified by e-mail to activate its account at the website <https://axia.athexgroup.gr> in order to be able to exercise the Shareholder's rights. The above form must be submitted to the Company, completed and signed, either in paper form, at the above-mentioned address of 25, Ermou street Kifissia (Shareholders' Service Department, tel. 210-8184800), or electronically at the Shareholders' Service Department, by fax on tel. 210-8184801 or by e-mail at [reds@ellaktor.com](mailto:reds@ellaktor.com), at least forty-eight (48) hours before the date of the General Meeting, i.e. until 11.00, June 29, 2021. Any declaration of replacement or withdrawal of an designated proxy must be submitted or provided to the Company as per the above within the same deadline.

### **III. Minority interests**

Pursuant to paragraph 4 of article 121 of Codified Law 4548/2018, we would like to inform the Shareholders, among other things, that they also have the following rights provided for in paragraphs 2,3, 6 and 7 of article 141 of Codified Law 4548/2018:

- i. Shareholders representing at least one twentieth (1/20) of the paid-up share capital are entitled to request the inclusion of items on the agenda of the General Meeting, if the application is received by the Company's Board of Directors at least fifteen (15) days in advance of the General Meeting, that is, until 16 June 2021. The Board of Directors is obliged to enter the additional items on the Agenda, and the application must be accompanied by a justification or a draft decision for approval by the General Meeting. The revised agenda is published in the same manner as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. until 18 June 2021, and made available to Shareholders on the Company's website, together with the justification or the draft decision 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 Article 141(5) of Law 4548/2018 of Article 141 of N.4548/2018 and publish them themselves, as specified in the second indent of Article 141 (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. Any Shareholder may ask the Board of Directors to provide certain information on the Company's affairs, where it is considered useful for proper evaluation of the items on the Agenda, via an application submitted to the Company at least five (5) full days before the General Meeting, that is, by 26 June 2021. The Board of Directors may



---

provide a uniform reply to Shareholders' requests with the same content. There is no obligation to provide information where the relevant information 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. until 24 June 2021. The draft decisions shall be made available to the shareholders according to the provisions of Article 123 paragraph (3) of Law 4548/2018, six (6) clear days prior to the General Meeting, namely until 25th of June 2021. 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. Shareholders representing at least one tenth (1/10) of the paid-up share capital have the right to request, by application received by the Company's Board of Directors at least five (5) full days before the General Meeting, that is, 26 June 2021, information on the course of corporate affairs and the Company's assets, as provided by the latter to the General Meeting. 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, 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.

The deadlines to exercise any shareholder minority rights will apply accordingly in case of a Adjourned 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 which may be submitted to the General Meeting, the draft resolutions of the Board of Directors, the representation forms and the total number of the existing shareholders and of the voting rights shall be posted on the Company's website at, [www.reds.gr](http://www.reds.gr). Also, the Shareholders may receive the above documents in printed form from the offices of the Company, 25, Ermou street Kifisia (Investor Relations Department tel 210-8184800).

**Kifisia, 07 June 2021**

**THE BOARD OF DIRECTORS**

---

## **2. Draft decisions**

- 1. Submission for approval of the Annual Financial Statements and of the Annual Consolidated Financial Statements for the year ended 31 December 2020, together with the annual management report of the Board of Directors and the audit report of the Certified Auditor-Accountant.***

***Required quorum: 1/5 (20%) of the Company's paid up share capital.***

***Required majority: 50%+1 of votes represented at the Meeting.***

*The Annual Financial Report (of the Company and the Group) for the year 01.01.2020 - 31.12.2020 will be presented at the General Meeting and include: a) The Annual Individual and Consolidated Financial Statements, b) The Annual Report of the Company's Board of Directors to the Shareholders on the Individual and Consolidated Financial Statements for the year 01.01.2020 to 31.12.2020, the Explanatory Report in accordance with Article 4 of Law 3556/2007, the Corporate Governance Statement and the consolidated non-financial statement; all the foregoing in accordance with the provisions of Articles 150-154 of Law 4548/2018 and c) The Audit Report of "PriceWaterhouseCoopers" audit firm.*

*The Annual Financial Report is already posted on the Company's website: [https://el.reds.gr/prosfates\\_dimosieyseis/](https://el.reds.gr/prosfates_dimosieyseis/)*

*It will be proposed to approve (a) the Annual Financial Report (of the Company and of the Group) for the financial year 01.01.2020 to 31.12.2020, together with the Annual Corporate and Consolidated Financial Statements, the Reports and Statements.*

*Draft resolution on the aforementioned item on the agenda:*

*"The Annual General Meeting having voted legally with ..... valid votes which correspond to ..... percent of the share capital with voting rights, adopted with ..... votes, namely ..... percent of the attending shareholders, a) the Annual (Company and Group) Financial Report for the year 01.01.2020 to 31.12.2020, the Annual Corporate and Consolidated Financial Statements, the Annual Report of the Board of Directors and its other Reports and Declarations, the Audit Report of the auditors, as these were approved by the Board of Directors".*

- 2. Approval of the overall management by the members of the Board of Directors for the financial year 2020. Release of the certified auditors from liability for the financial year 2020.***

***Required quorum: 1/5 (20%) of the Company's paid up share capital.***

---

***Required majority: 50%+1 of shareholders present or represented at the Meeting.***

*In view of the Company's claims against members of the previous Board of Directors for losses caused by acts or omissions inside the company and/or related companies, and in the context of ongoing and ongoing audits which have either been exercised or will be exercised in the future, the Board of Directors is unable to propose to the Ordinary General Meeting the approval, according to Article 108 of Law 4548/2018, of the total management which took place during the financial year 01.01.2020 to 31.12.2020.*

*The Board of Directors shall propose to the Ordinary General Meeting in accordance with Article 117 paragraph 1 case (c) of Law 4548/2018, the exemption of the audit company PRICEWATERHOUSECOOPERS AUDITING FIRM“ as well as of the Certified Auditor-Accountant of the Company from all liability for damages for the financial year ended on 31-12-2020.*

*Draft resolution on the aforementioned item on the agenda:*

*“The General Meeting by votes ..... approves, in accordance with Article 117 1 case (c) of Law 4548/2018, the exemption of the audit company PRICEWATERHOUSECOOPERS AUDITING FIRM“ as well as of the Certified Auditor-Accountant of the Company from all liability for damages for the management year ended on 31-12-2020.”*

***3. Election of the audit firm to audit the financial statements for the financial year 2021 and determination of its fee.***

***Required quorum: 1/5 (20%) of the Company's paid up share capital.***

***Required majority: 50%+1 of shareholders present or represented at the Meeting.***

*Upon proposal of the Audit Committee, will be proposed the election of PRICEWATERHOUSECOOPERS AUDITING SOCIETE ANONYME, for the audit on the Company and Consolidated Financial Statements for 2020 and the fee for the audit of the year 2020 will be proposed, according to the art. 18 of Law 2231/1994, upon submission of a relevant offer.*

*Draft resolution on the aforementioned item on the agenda:*

---

*"The General Meeting approves with votes ..... the election of the auditing company "PRICEWATERHOUSECOOPERS SOCIETE ANONYME" for the audit of the Corporate and Consolidated Financial Statements for the year 2020. The remuneration of this audit shall be determined based on a relevant offer by the audit firm in accordance with Article 18 of Law 2231/1994."*

- 4. Granting permission to Board members and Company managers under 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.**

***Required quorum: 1/5 (20%) of the Company's paid up share capital.***

***Required majority: 50%+1 of shareholders present or represented at the Meeting.***

*In view of the extended Company's objects by its formation or participation in other companies, in accordance with the Law and the Articles of Association, it is proposed to grant a license under Article 98 of Law 4548/2018, to Members of the Board of Directors, Executives and or Managers, as well as their replacements, to participate in Boards of Directors or in the Management of Group Companies or other companies pursuing similar objectives to those of the company.*

*Draft resolution on the aforementioned item on the agenda:*

*"The General Meeting grants, with votes ..... , its authorisation for participation of 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."*

- 5. Information by the Audit Committee to the shareholders on the activities of the Audit Committee during financial year 2020 and submission of the annual report of activities of the Audit Committee, pursuant to Article 44 paragraph 1.i of Law 4449/2017.**

***Required quorum: 1/5 (20%) of the Company's paid up share capital.***

***Required majority: 50%+1 of shareholders present or represented at the Meeting.***

---

*In this regard, the Chairman will bring to the attention of the General Meeting the Activity Report of the Company's Audit Committee for the year 2020, which lists the actions of the Committee and the issues addressed in 2020, as shown in the minutes of the Committee.*

*(The Annual Activity Report of the Company's Audit Committee for the year 2020 has been posted on the company's website [www.reds.gr](http://www.reds.gr).)*

**6. Adoption of Suitability Policy for members of the Board of Directors (Article 3 par. 3 of Law 4706/2020).**

***Required quorum: 1/5 (20%) of the Company's paid up share capital.***

***Required majority: 50%+1 of shareholders present or represented at the Meeting.***

*The Ordinary General Meeting is asked to approve the Suitability Policy of the members of the Board of Directors of the Company, which was prepared by the Remuneration and Nomination Committee in accordance with the provisions of Article 3 (3) of Law 4706/2020, as well as with the Capital Market Committee guidelines (circular No. 60/18.9.2020), which was approved by decision dated 07.06.2021 of the Board of Directors of the Company, in accordance with Article 3 (1) of Law 4706/2020.*

*Draft resolution on the aforementioned item on the agenda:*

*“The Ordinary General Meeting, following a lawful vote with ..... valid votes, corresponding to ..... percent of the paid-up share capital with voting rights, approved with ..... votes, namely ..... percent of the attending shareholders, the Suitability Policy of the members of the Governing Board, in accordance with Article 3 of Law 4706/2020”.*

*(The Suitability Policy text has been posted on the company's website [www.reds.gr](http://www.reds.gr))*

**7. Submission for discussion and adoption by the Directors of the BoD Remuneration Report pursuant to Article 112 of Law 4548/2018 for the financial year 2020.**

***Required quorum: 1/5 (20%) of the Company's paid up share capital.***

***Required majority: 50%+1 of shareholders present or represented at the Meeting.***

*In this respect, the President of the General Meeting shall submit the Remuneration Report of the members of the Board for the 2020 financial year to the General Meeting of the Shareholders for discussion and for an advisory vote, in accordance with Article 112 of Law 4548/2018. This Remuneration Report has been recommended by the Company's Remuneration and Nomination Committee and it has been approved by the Company's Board of Directors on 07/06/2021.*

*The Company as a company with shares which are listed in a regulated market, shall be liable in accordance with Article 112 of Law 4548/2018 to draw up and to submit to the Ordinary General Meeting a Remuneration Report with the content laid down in that Article of the Law, containing a completed overview of all remuneration paid to each one of the executive and non-executive members of the Board of Directors in the last financial year.*

*In addition, the relevant Audit Report of the Audit Firm "PRICEWATERHOUSECOOPERS AUDITING FIRM" shall be submitted to the General Meeting, which indicates whether and to what extent the information specified by the Law, has been provided with the Remuneration Report.*

*The Remuneration Report, in accordance with the Law, shall be submitted to the Shareholders' Ordinary General Meeting for discussion as the subject of the agenda and a vote of shareholders shall have advisory nature.*

*(The 2020 Board of Directors' Remuneration Report is available on the company's website [www.reds.gr](http://www.reds.gr) )*





### **3. Documents submitted to the General Meeting**

The following documents are available to the shareholders at the Company's website ([www.reds.gr](http://www.reds.gr)):

- The Annual Financial Statements of the Company and Consolidated Financial Statements for the year 1/1/2020 - 31/12/2020 which include the Management Report of the Board of Directors for the year from 1 January to 31 December 2020 as well as including the Audit Report of Independent Certified Auditor-Accountant of the year from 1 January to 31 December 2020.
- Proposed Suitability Policy for members of the Board of Directors.
- Board of Directors Remuneration Report for the financial year 2020.
- Activity Report of the Audit Committee for the year 2020.

### **4. PROXY FORM**

**PROXY FORM FOR THE PARTICIPATION  
TO THE EXTRAORDINARY GENERAL MEETING  
OF REDS SA OF 01 JULY 2021  
VIA TELEPHONE CONFERENCE**

The signatory Shareholder of REDS S.A. (the "**Company**")

Full name/ Corporate name	
Address/Registered Offices:	
ID Card No./ GENERAL COMMERCIAL REG. NO.	
Telephone Number	
Number of Shares/Voting rights	
Account number in DSS (Investor Share)	
Securities Account Number	
Handler	
Full Name of Legal Representative(s) signing this form (to be filled in only by legal persons)	

I hereby appoint the following representative(s):

**REPRESENTATIVE DETAILS:**

FULL NAME	ID Card No.:	ADDRESS
<b>1.</b>		

with mobile telephone number: \_\_\_\_\_

and E-mail address: \_\_\_\_\_

Notes

1. Given that for the participation in the Extraordinary General Meeting by videoconference the Company's representative should create an account on the online voting platform and then the agent is notified by email to make the activation of the account for <https://axia.athexgroup.gr> website to be able to exercise the rights of the shareholder, each shareholder may appoint only one representative for remote participation in the Extraordinary General Meeting.

If you fail to give specific voting instructions to the person appointed hereby as a representative, he/she shall vote at his/her discretion.

2. Please fill in the mobile phone number and e-mail address of your above representative so that the Company can create an account of the representative on the voting platform, so that it can remotely participate in real time by teleconferencing at the Company's shareholders General Meeting. Otherwise, it will not be possible for it to participate in the General Meeting.

to represent ..... /to represent .....the legal entity and to vote.....in the name of and on

behalf of me/the legal person at a distance in real time by teleconferencing for all shares of the Company for which I/the legal person have/has voting rights, on the agenda items during the Extraordinary General Meeting of Shareholders of the Company, which will be held on Thursday, July 01, 2021 at 11:00 a.m and will be performed remotely, in real time, through teleconference and without the physical presence of the Shareholders, as follows:

ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
<p><b>1. Submission for approval of the Annual Financial Statements and of the Annual Consolidated Financial Statements for the year ended 31 December 2020, together with the annual management report of the Board of Directors and the audit report of the Certified Auditor-Accountant.</b></p>				
<p><b>2. Approval of the overall management by the members of the Board of Directors for the financial year 2020 in accordance with Article 108 of Law 4548/2018. Release of the certified auditors from liability for the financial year 2020.</b></p>				
<p><b>3. Election of the audit firm to audit the financial statements for the financial year 2021 and determination of its fee.</b></p>				
<p><b>4. Granting permission to Board members and Company managers under Article 98 of Law 4548/2018, to Company Directors and Managers to</b></p>				

<p><b>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.</b></p>				
<p><b>5. Information by the Audit Committee to the shareholders on the activities of the Audit Committee during financial year 2020 and submission of the annual report of activities of the Audit Committee, pursuant to Article 44 paragraph 1.i of Law 4449/2017.</b></p>				
<p><b>6. Adoption of Suitability Policy for members of the Board of Directors (Article 3 par. 3 of Law 4706/2020).</b></p>				
<p><b>7. Submission for discussion and adoption by the Directors of the BoD Remuneration Report pursuant to Article 112 of Law 4548/2018 for the financial year 2020.</b></p>				

Indicate with an X how you wish to vote.

or

Other (*Describe sufficiently*)

.....  
 .....

---

*(A shareholder selecting to vote via a representative hereby appointed at its discretion, must check for any obligation to communicate the granting of this particular power of proxy pursuant to the provisions of Law 3556/2007).*

I hereby inform you that I have already informed my Representative(s) of the obligation to notify of Article 128 (5) of Codified Law 4548/2018.

This shall not be valid provided that I have notified the Company of its revocation at least forty-eight (48) hours before the respective date of the General Meeting.

\_\_\_\_\_, \_\_\_/\_\_\_/2021

The authorising Shareholder

\_\_\_\_\_

*[Signature & Full name*

*& Stamp (for legal persons)]*

***Please send this to the Shareholder Service Department by fax to the Tel. 210 8184801 or by e-mail at [reds@ellaktor.com](mailto:reds@ellaktor.com) or by post at the offices of the Company's Shareholders Service Department: 25, Ermou Str., 145 64, Nea Kifissia.***

## **5. Total number of shares and voting rights**

The Societe Anonyme with the trade name “REDS REAL ESTATE DEVELOPMENT AND SERVICES SA.” in application of subpar. (b) of Article 123(3) of Law 4548/2018, as in force, hereby notifies that the total number of its shares, on 09 June 2021, the date of publication of the Shareholders’ Invitation to an Ordinary General Meeting, is 57,434,884 common shares with corresponding voting rights.