

**Terms and conditions for the by distance General Meeting of the Shareholders  
of the «REDS REAL ESTATE AND SERVICES SOCIETE ANONYME»**

**Registry Number S.A. 13564/06/B/86/123**

**Business Registry No 224701000**

The societe anonyme under the name "**REDS Real Estate and Services Development Societe Anonyme**" (the "Company") will hold an Extraordinary General Meeting of its Shareholders on **4<sup>th</sup> of January 2021** or a Resumed one, if any, on the 14<sup>th</sup> of January 2021, by distance in real time through teleconference without the physical presence of the Shareholders. The Company's Shareholders will participate in the General Meeting exclusively by electronic means. The participation of the Shareholders in the General Meeting is subject to these terms and conditions regarding the- held by distance- General Meeting (the "Terms regarding the General Meeting by distance"). The capitalized terms used have the meaning as defined in the Annex hereto.

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**1. Introductory Remarks**

1.1. In order for the Shareholders to participate and vote in the General Meeting or in any Resumed one, if any, it is necessary to create and use an electronic account of the Shareholder or any shareholder's representative on the online platform developed by the HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE (ATHEX) which provides services for conducting General Meetings by distance in real time through teleconferencing for companies issuing shares on the website [www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting).

1.2. The Online Platform is provided by the company "Greek Central Securities Depository SA" ("ATHEXCSD" thereon) while the WEBEX tool / service team from Cisco Hellas SA is used for the video conference.

1.3. To access the Internet Platform, a computer or mobile phone (smartphone type or tablet is required), with an installed web browser application and internet access.

1.4. In order to create the Shareholder's account or his representative on the Online Platform a valid e-mail address (email) and the mobile phone of the shareholder or any of his representative are required.

1.5. *In case that upon entering the Online Platform, the above data entered by the Shareholder are not identical with the data that have been registered in the "Dematerialized Securities System" ("DSS") and*

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*have been forwarded to the Company by ATHEXCSD, within the framework of its control facility services identification of shareholders in general meetings by distance provided to the public companies in accordance with no. 8 decision of the Board of ATHEXCSD, "Services to facilitate the identification of shareholders in general meetings by distance & provide a two-factor authentication process (2-factor authentication) when investors have access to electronic services of ATHEXCSD", the Shareholder must update the above details through his/her Operator in order to create the account.*

1.6. Shareholders who have successfully connected to the Online Platform will be able to participate in the General Meeting via real-time teleconference through a link that will be sent to them by email.

By activating the teleconference application (Cisco Webex) through the link at the beginning of the General Meeting the Shareholders will be able to:

a) to monitor with electronic or audiovisual means the conduct of the General Assembly,

b) to speak and address to the General Assembly orally during the General Meeting,

while at the same time through the Online Platform they will be able to:

c) to vote in real time during the General Meeting with regards to the items on the agenda and,

d) receive information on the registration of their vote.

1.7. The deadlines within which, the Shareholders' rights can be exercised, are included in detail in the Invitation of the General Meeting and in these Terms regarding the General Meeting by distance.

1.8. In addition to these Terms regarding the General Meeting by distance, the Terms of Use of Third Party Providers are also in force.

1.9. The Company reserves the right, at any time, to modify, suspend, cancel or limit the mechanisms for electronic General Meeting and voting when necessary or expedient for technical or security reasons.

## **2. Technical Infrastructure**

2.1. The Company ensures, to a reasonable extent, that the technical infrastructure for conducting and participating in the remote General Meeting is correct, secure and accessible to the Shareholders with compatible devices. The Company will cooperate and use the services of reliable Third Party Providers to provide the technical infrastructure required to conduct the General Meeting.

2.2. Shareholders should be aware that there will always be some residual risks associated with the technical infrastructure used for remote General Meetings. The Company, through Third Party Providers, takes all measures, technical and organizational, and makes every effort to ensure as much as possible the continuous and smooth operation of the Online Platform and the teleconferencing

application, so that the services available through (the Online Platform), are available continuously and uninterruptedly and respond at acceptable times and without delay to the Shareholders with compatible devices. However, due to the nature of the internet and web applications, the Company and Third Party Providers cannot guarantee the completeness, correctness or continuity of their operation and may not be available in part or in the whole internet, or may respond with interruptions, or, finally, responding at times longer than usual. In cases such as the above, the Company and the Third Party Providers will make every effort to restore their operation, but beyond that, the Company and the Third Party Providers cannot be held responsible or legally accountable for availability or their response time.

2.3. Shareholders are advised to take all measures to protect the integrity and security of their information systems, hardware and software, so as to adequately protect the access data and usage data of the Internet Platform, stored in the local storage media of shareholders' devices, portable or not. Failure of the Shareholders' systems or leakage of connection data or use due to malware intrusion into the Shareholder's operating system, does not relieve the latter of its obligations under these terms, does not constitute a force majeure event or exceptional condition, nor implies any liability of the Company for any damage that the Shareholder may suffer. The Shareholder is also solely responsible for his personal equipment with the necessary technical means, which will allow him access to the Online Platform.

2.4. Shareholders must, before the start of the General Meeting, check their connection and ensure that they have access to the Online Platform and have properly installed and configured the teleconference application (Cisco Webex). The Company has ensured through the Third Party Providers the timely implementation of the technical infrastructure for the Online Platform in order to allow the Shareholders to control their access and to verify that they can effectively participate in the General Meeting.

The Company will also maintain a technical support line (helpdesk), available to Shareholders during the General Meeting and for trial access to the Online Platform, as announced in the Invitation to the General Meeting.

2.5. The Shareholders can inform the Company about any failure of the technical infrastructure through the technical support line mentioned in term 2.4. Any failure or lack of Shareholder's equipment, software, network infrastructure, servers, Internet or telephone connection, video or voice equipment, power outages, any type of mechanical failure during the General Meeting or similar events, including a security incident (including any unauthorized use, piracy, denial of service, denial of access, failure or intrusion resulting from the theft or illegal interception of a password or network password, and any other attack) that could prevent the shareholder's access and participation to the remote General Meeting, in any case will be in the exclusive sphere of the Shareholder's responsibility.

The inability of one or more of the Shareholders to attend and participate in the General Meeting or to vote electronically during (any part of) the General Meeting does not affect the validity of the General Meeting or any project carried out at it.

2.6. In the event that during the General Meeting, the Chairman becomes aware of any failure of the technological infrastructure that may have occurred during the General Meeting and which significantly affects the course of the General Meeting, then the Chairman of the General Meeting informs the Shareholders who participate in the General Meeting.

The Chairman of the General Meeting may decide at his sole discretion, taking into account the potential impact on the decision-making process of the General Assembly, whether the General Meeting should be suspended due to this failure or proceed with its projects without the possibility for some Shareholders to participate and / or vote and / or attend the General Meeting.

In the event that, at the discretion of the Chairman, the Online Platform or the teleconferencing application no longer allows all (or part) of the Shareholders to attend the meeting of the General Meeting, to vote electronically during (any part) the General Meeting and to ask questions, then the Chairman may, in his sole discretion, continue, suspend or postpone the General Meeting, change the order of discussion and / or decision on the issues of the General Meeting or proceed at the General Meeting without the possibility for some or all the Shareholders attending the General Meeting remotely through the Online Platform and the teleconference application to attend the General Meeting and / or vote electronically during (any part of) the General Meeting. The Chairman of the General Meeting shall communicate this decision to the Shareholders, present at the General Meeting, to a reasonably possible extent. If the Chairman of the Meeting decides to suspend or postpone the General Assembly, as referred to in clause 2.6, then all the proceedings that have taken place up to the point of suspension or postponement and any decisions taken on the agenda will be valid.

### **3. Participating and Voting Rights in the General Meeting**

The General Meeting is considered to have started its session with the announcement of its commencement by the Chairman of the General Meeting to the Shareholders.

3.1 Each Shareholder can participate, effectively monitor the work of the General Meeting and vote in real time electronically, provided that he has taken the necessary steps mentioned in the Invitation to the General Meeting to create and use an electronic account on the Online Platform and the terms 1.1. to 1.6 hereof and in accordance with the instructions provided in the Invitation.

3.2 In order to participate in the General Meeting, the Shareholders must log in through the Online Platform, before the General Meeting and declare that they intend to participate in the General Meeting. After the announcement of the participation intention, the Shareholder will receive a personalized informative message via e-mail with the link that he must follow to connect to the

teleconference of the General Meeting.

- 3.3 At the date of the General Meeting the Shareholders in order to participate in its work must log in via the Internet Platform, fifteen minutes (15') before the start time of the General Meeting announced in the Invitation and state the number of voting rights, with which they will participate in the General Assembly and will vote and, if they wish, to amend it (to the smallest).
- 3.4 Shareholders who have not been connected on time to the Online Platform, prior to the commencement of the General Meeting in accordance with condition 3.4. and until the announcement of the commencement of its session by the Chairman of the General Meeting, they will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise their voting right or speak and ask questions to the General Meeting and they can only watch the live stream of the General Meeting via teleconference.
- 3.5 Shareholders who have not met the deadline for the appointment of their representative (i.e. at least 48 hours before the date of the General Meeting), and have nevertheless connected on time through the Online Platform prior to the commencement of the General Meeting according to condition 3.4., will participate in the General Assembly, unless the General Meeting refuses for a valid reason and justifies its refusal. In this case, they will not be counted among the Shareholders present at the General Meeting and will only be able to watch the live flow of the General Meeting via video conference.
- 3.6 Shareholders who have complied with the above formalities and have been connected on time to the Online Platform prior to the commencement of the General Meeting: (i) are considered to be present in person at the General Meeting, (ii) are calculated for the quorum of shareholders present or represented at Meeting and in the calculation of the percentage of the issued share capital of the Company that is present or represented in the General Meeting with the number of voting rights that they declared that they will exercise according to the term 3.3. above, (iii) be able to monitor by electronic or audiovisual means the conduct of the General Assembly, (iv) be entitled to vote in real time during the General Assembly on the items on the agenda at the time announced by the Chairman, (v) will be able to speak and address the General Assembly orally during the General Assembly, (vi) will be informed on the recording of their vote.
- 3.7 The names of the Shareholders registered as participants in the General Meeting through the Online Platform will be included in the list of Shareholders present at the General Meeting in person or through a representative (if any).
- 3.8 Any early disconnection by the Shareholder, who was in time connected, in accordance with term 3.4., from the Online Platform before the end of the General Meeting, does not affect the calculation of the quorum of the Shareholders who are present or represented at the General Meeting during his being connected. This Shareholder will be able to reconnect to the Internet Platform, to continue

to monitor the rest of the General Meeting and to exercise all his participation and voting rights electronically.

In all other cases, the Shareholders will only be able to watch the live streaming of the General Meeting via video conference.

3.9 Shareholders will be able to vote electronically from the moment the Chairman of the General Meeting announces the start of voting on the items on the agenda, after the completion of the presentations and discussions on the items on the agenda, until the time point that the Chairman of the General Meeting announces the end of the vote. The Chairman of the General Meeting may also, in his sole discretion, decide that the vote will be possible from the beginning of the General Assembly until the time when he announces the end of voting.

#### 4 Voting confirmation and results

4.1 The submission of the Shareholder's vote through the Online Platform is final and cannot be revoked.

4.2 Each Shareholder who voted at the General Meeting will receive from "ATHEXCSD" confirmation of the recording of his vote on the issues of the agenda through the Online Platform after the end of the General Meeting.

4.3 In the event that during the voting the Shareholder does not fully exercise his voting rights with which he stated that he will participate in the General Meeting, after the end of the General Meeting, he will receive in accordance with condition 4.2. confirmation from ATHEXCSD where the remaining rights will be marked as "ABSTENTION".

4.4 After the end of the voting on the issues of the agenda and their counting, the Chairman announces to the Shareholders the result of the voting.

The results of the voting on the issues of the General Meeting will be published on the Company's website in accordance with the law.

#### 5 Communication

For any questions regarding these Terms of General Meeting by distance, contact the Company's Shareholders Service Department via email at [reds@ellaktor.com](mailto:reds@ellaktor.com) or by phone at the number +30 2108184800, (daily between 09:00 and 17:00).

For information on technical support issues to the Shareholders and their representatives, contact the Shareholder Technical Support (helpdesk) via email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr) or by phone at the number +30 210 33.66.120.

## Annex - Definitions

**Company** means the societe anonyme named «REDS REAL ESTATE DEVELOPMENT AND SERVICES S.A.»

**General Meeting** means the General Meeting of the Shareholders of the societe anonyme «REDS REAL ESTATE DEVELOPMENT AND SERVICES S.A.» which will be conducted by distance in real time by video conference and using electronic media, without the physical presence of shareholders at the venue, under the terms of articles 125 and 126 of Law 4548/2018

**Online Platform** means the online platform [www.athexgroup.gr/AXIAeShareholdersMeeting](http://www.athexgroup.gr/AXIAeShareholdersMeeting) which was developed by the HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE (ATHEX) and is available from the company ATHEXCSD so as to provide General Meeting services to issuing companies carried out by distance in real time via teleconference without the physical presence of the shareholders.

**Teleconference application / Teleconference** means the WEBEX tool / service group available from Cisco Hellas SA, which provides services of video conference.

**Company's shareholder** means the person or the legal entity that appears as a shareholder of the Company in the files of the *Dematerialized* Securities System ("DSS"), managed by the company "Greek Central Securities Depository SA" (which is the Central Securities Depository that provides registry services within the meaning of par. 6 of article 124 of Law 4548/2018) at the beginning of the fifth (5th) day before the date of the meeting of the Extraordinary General Meeting ("Record Date"), i.e. on the date of 30 December 2020, and has the right to vote, their representatives, as well as the representatives of Shareholders or otherwise those who exercise the right to vote by representing legal entities.

**Terms for the by distance General Meeting** means the present terms and conditions.

**Chairman of the General Meeting** means the Chairman of the General Meeting that will be held by distance in real time by teleconference and with the usage of electronic means, without the physical presence of the shareholders at the venue.

**Third Party Providers** means the companies «Greek Central Securities Depository S.A.» its office's registered in Athens και «Cisco Hellas SA» its office's registered in Marousi Athens.