

**EXTRAORDINARY GENERAL MEETING**

Wednesday November 9, 2022

10.00 a.m.

## **Index**

<b>1. Invitation.....</b>	<b>- 3 -</b>
<b>2. Comment of the Board of Directors .....</b>	<b>- 9 -</b>
<b>3. Documents submitted in the General Meeting .....</b>	<b>- 10 -</b>
<b>4. Proxy Appointment Form .....</b>	<b>- 11 -</b>
<b>5. Ballot For Participation In The Voting .....</b>	<b>- 15 -</b>
<b>6. Total number of shares and voting rights .....</b>	<b>- 16 -</b>

## 1. Invitation

**INVITATION TO THE SHAREHOLDERS OF THE COMPANY**  
**"R.E.D.S. REAL ESTATE DEVELOPMENT & SERVICES SOCIETE ANONYME "**  
**(hereinafter, "Company")**  
**General Commercial Register No: 224701000**  
**TO AN EXTRAORDINARY GENERAL MEETING**

---

Pursuant to the Law and the Articles of Association of the Company and following the decision of its Board of Directors dated September 7 2022, the Shareholders of the Company are invited to an **Extraordinary General Meeting, on the 9<sup>th</sup> of November 2022, on Wednesday at 10:00 am**, which, will be held in real time, with physical presence of the Shareholders, at the Company's Headquarters (25, Ermou Street, 145 64 Nea Kifissia), who will be able to participate and exercise their voting rights in person or by proxy, and according to the art. 16 par. 3 of the Company's Articles of Association and article 125 of Law 4548/2018, in order to decide on the items on the agenda.

Upon the request dated 13.10.2022, which was submitted to the Company on 14.10.2022, by the shareholder "ELLAKTOR SA", holding at that time a total of 31,851,274 common registered shares, i.e. 55.46% of the Company's paid-up share capital, for the convening of an Extraordinary General Meeting of the Company's shareholders, the below mentioned are set, as items on the agenda:

- 1. Revocation of all the members of the Board of Directors of the Company.**
  - 2. Election of a new Board of Directors of the Company – Definition of the independent non-executive members.**
  - 3. Election of a new Audit Committee of the Company (art. 44 of L.4449/2017).**
- 

In case the quorum required by the Law and the Articles of Association for taking decisions on the item of the agenda is not achieved on the above-mentioned date of its meeting, the General Meeting may convene again without a new invitation to a possible Reiterative General Meeting on November 16, 2022 on Wednesday at 10.00 a.m. and this one will also be carried out with the physical presence of the Shareholders, at Company's Headquarters. Instructions on the process of participation of the Shareholders in the Extraordinary General Meeting in real time and with physical presence, are provided below.

Pursuant to articles 121 par. 3 and 128a of Law 4548/2018, as in force, the Company informs the Shareholders of the following:

## **I. Right to participate and vote in the General Assembly**

In the Meeting of the General Assembly is entitled to participate anyone who appears as a Shareholder of common registered shares of the Company in the archives of the Dematerialized Securities System ("DSS"), managed by "Greek Central Securities Depository SA" ("ATHEXCSD" thereon), or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B' 1007/16.03.2021), at the date of registration (Record Date) i.e November 4, 2022, being the beginning of the fifth (5th) day before the date of the Ordinary General Meeting. The above registration date also applies to any Resumed General Meeting.

The Company shall regard that only those listed as shareholders on the respective Record Date are entitled to participate in and vote at the Extraordinary General Meeting, or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

Each common share grants the right to one vote. The shareholder status must exist at the beginning of the fifth (5th) day before the day of the General Meeting (Record Date) and the shareholder status is certified electronically by ATHEXCSD with the files of DSS. Therefore, in order for the shareholder to participate and vote in the General Meeting, it is not required to present a relevant written certificate of ATHEXCSD.

---

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the General Meeting by ATHEXCSD or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (art. 19 par. 1 of Law 4569/2018, art. 124 par. 5 of Law 4548/2018).

It is pointed out that the exercise of the above rights does not presuppose the commitment of the beneficiary's shares, nor the observance of another similar procedure, which limits the possibility of selling and transferring them during the period between the respective Record Date and the relevant General Meeting.

## **II. Procedure for exercising the right to vote through a representative**

The Shareholder participates in the General Meeting and votes either in person or through legally authorized proxies. Each Shareholder can appoint up to three (3) proxies, and the legal entities / shareholders up to three (3) persons as their proxies. 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 for more than one Shareholder may vote differently for each Shareholder.

The Shareholder may appoint a proxy for a single general meeting or for all meetings that take place within a certain time.

The Proxy votes according to the shareholder's instructions, if any.

The proxy is obliged to notify the Company, before the commencement of the General Meeting, of any specific event that may be useful to the Shareholders for the assessment of the risk being that the proxy will serve interests other than the interests of the represented shareholder.

Conflict of interest may arise in particular when the proxy is:

- a) A shareholder who exercises control of the Company or another legal entity or entity controlled by that Shareholder,
- b) Member of the Board of Directors or the General Management of the Company or Shareholder who exercises control of the Company or another legal entity or entity controlled by a Shareholder, who exercises control of the Company,
- c) An employee or certified auditor of the Company or a Shareholder who exercises control over it or another legal entity or entity controlled by a Shareholder, who exercises control over the Company,
- d) First degree spouse or relative with one of the natural persons referred to in cases a) to c).

**Specifically for the participation of the shareholder through a proxy in the Annual General Meeting of the 9<sup>th</sup> of November 2022 in real time, with physical presence, the shareholder or its custodian may appoint up to one (1) proxy**, whose appointment has to be done at least forty eight (48) hours before the date of the meeting of the General Assembly (i.e. no later than 10:00 on November 7 2022).

Proxy form for the appointment of a proxy is available to the Shareholders in hard copy at the Company's Headquarters, Ermou street no. 25 Kifissia, as well as in electronic form on the Company's website ([www.reds.gr](http://www.reds.gr)). The above form must be submitted completed and signed to the Company or in printed form, at the aforementioned address, Ermou street no. 25 Kifissia (Shareholders Registry Department, tel. 210-8184828), or electronically to the Shareholders Registry Department by fax at 210-8184801 or by e-mail at [reds@ellaktor.com](mailto:reds@ellaktor.com), at least forty eight (48) hours before date of the meeting of the General Meeting, ie until 10.00, on November 7 2022. Within the same timeframe, any replacement or revocation of an appointed representative must be

submitted or received by the Company.

### **III. Minority Rights of Shareholders**

According to paragraph 4 of article 121 cod. 4548/2018, we inform the Shareholders that they, amongst others, have the following rights provided in paragraphs 2, 3, 4, 5, 6 and 7 of article 141 of codified law no. 4548/2018:

i. Shareholders, who represent at least one twentieth (1/20) of the paid-up share capital, are entitled to request the addition of items to the agenda of the General Meeting, if the application reaches the Board of Directors of the Company at least fifteen (15) days before the General Meeting, ie until October 25, 2022. The Board of Directors is obliged to include the additional items on the Agenda, while the application must be accompanied by a justification or draft decision for approval by the General Meeting. The revised agenda is published in the same way as the previous agenda, thirteen (13) days before the date of the General Meeting, ie until October 27, 2022, and at the same time is made available to shareholders on the company's website, along with the justification or the draft decision submitted by the shareholders. If these items of the agenda, are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, according to par. 5 of article 141 of Law 4548/2018 and to proceed with the publication themselves, according to the provisions of the second quote of the article. 141 par. 2, at the expense of the Company. The Board of Directors is not obliged to register items on the agenda, nor publish or disclose them along with justification and draft decisions submitted by the shareholders if their contents thereof, are apparently incompatible with the law or fair practices.

ii. Any Shareholder can request from the Board of Directors, by submitting an application to the Company at least five (5) full days before the General Meeting, ie until November 3, 2022, to provide the requested information on the Company's affairs if they are considered useful for the actual assessment of the items on the Agenda. The Board of Directors can respond uniformly to Shareholders' requests with the same content. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Furthermore, the Board of Directors may refuse to provide the information for a substantial reason, which is stated in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the Board of Directors in accordance with articles 79 or 80 of Law 4548/2018.

iii. A shareholder or shareholders representing 1/20 of the paid-up share capital may submit draft decisions on matters included in the original or any revised agenda at the request of seven (7) at least days before the General Meeting, ie until November 2, 2022. The draft decisions are made available to the shareholders according to the provisions of article 123 par. 3 of Law 4548/2018, at least six (6) days

before the General Meeting, i.e until November 3, 2022. The Board of Directors is not obliged to publish or disclose draft decisions submitted by the shareholders if their contents thereof, are apparently incompatible with the law or fair practices.

iv. Shareholders, who represent at least one tenth (1/10) of the paid-up share capital, have the right to request, by submitting an application to the Board of Directors of the Company, at least five (5) full days before the General Meeting, ie until November 3, 2022, as per the latter to provide to the General Meeting information on the course of corporate affairs and the assets of the Company. Furthermore, the Board of Directors may refuse to provide the information for a valid material, which is 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, provided that the Members of the Board of Directors have received the relevant information sufficiently.

v. At the request of a shareholder or shareholders representing 1/20 of the paid-up capital, the chairman of the General Meeting is obliged to postpone only once the decision of the General Meeting on all or certain issues, setting a day of continuation of the meeting the one that is specified in the shareholders' application, which, however, may not be more than 20 days away from the date of postponement.

Corresponding deadlines for any exercise of minority rights of shareholders apply in the case of the Resumed General Meeting.

In all the above cases of exercising their rights, the shareholder status will be certified electronically by ATHEXCSD, with the Company's direct electronic connection with the files of DSS.

**v. Available documents and information**

As of the date of publication hereof, this Invitation, the documents to be submitted to the General Meeting, the comments - draft decisions proposed by the Board of Directors or the Shareholders, the proxy forms as well as the total number of existing shareholders and voting rights, are uploaded on the Company's website, [www.reds.gr](http://www.reds.gr).

Moreover, Shareholders can receive the above documents in printed format copies approaching the Company's offices, Ermou street no. 25 Kifissia (Shareholders' Registry Department tel. 210-8184828).

**Kifissia, October 19<sup>th</sup> 2022**

**THE BOARD OF DIRECTORS**

---





## 2. Comment of the Board of Directors

- **Required quorum for all of the items on the agenda : 1/5 (20%) of the paid-up share capital of the Company.**
- **Required majority for all of the items on the agenda: 50% + 1 of the votes represented in the Assembly.**

All the aforementioned items on the agenda, have been submitted and formulated by the Company's main shareholder, «ELLAKTOR S.A», owner at that time of 31.851.274 common registered shares, i.e of a percentage of 55,46% of the Company's paid-up share capital, and are stated in the way expressed by the said shareholder in her request.

The Board of Directors, as ought to, pursuant to the article 123 of Law 4548/2018, as per the totality of the aforementioned proposed items on the agenda, hereby informs the shareholders that, until the date of the Extraordinary General Assembly's convening, the Company's main shareholder, requesting the convening of which, has not yet acquainted to the Company or its shareholders, any comment or draft of decision, consequently, the Board of Directors is on hold regarding the aforementioned, and when received, they shall be published on the Company's website [https://www.reds.gr/general\\_meetings/](https://www.reds.gr/general_meetings/), for the shareholders to be informed.

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

There are no documents to be submitted to the Extraordinary General Meeting of the Shareholders of 9<sup>th</sup> of November 2022, as of the date of publication of the Company's Invitation to the shareholders.

Relevant documents that may be submitted, will be at the shareholders' disposal, on the Company's website ([https://www.reds.gr/general\\_meetings/](https://www.reds.gr/general_meetings/)).

**4. PROXY APPOINTMENT FORM**

**TO**

**REDS S.A**  
**SHAREHOLDERS REGISTRY DEPARTMENT**  
25, ERMOU STR., GR 145 64 -ATTIKI  
TEL.: +30 210 8184828  
FAX. :+30 210 818 4801

**PROXY FORM FOR PARTICIPATION AT THE EXTRAORDINARY GENERAL  
MEETING OF THE SHAREHOLDERS OF REDS S.A,  
DATED NOVEMBER 9TH 2022  
WITH PHYSICAL PRESENCE  
OR AT ANY REPETITIVE OR ADJOURNED MEETING THEREOF**

The signatory shareholder of REDS S.A. (the «**Company**»)

Name and Surname / Trade Name	
Address / Registered Office	
ID Number/ General Commercial Register	
Telephone Number	
Number of Shares/Voting Rights	
Number of equity at SAT (Investor's Share)	
Securities Account Number	
Operator	
Name and Surname of the Legal Representative who signs (filled in only by legal entities)	

I hereby designate as my proxy/ies:

**DETAILS OF PROXY:**

<b>NAME AND SURNAME</b>	<b>ID NUMBER</b>	<b>ADDRESS</b>
<b>1.</b>		

Mobile phone No:.....

E- mail address: .....

to represent me / the legal person in connection with any issue (procedural or other) that may be discussed at the upcoming Extraordinary General Meeting of the Shareholders of REDS S.A to be held in real time and with physical presence, at the Company' s Headquarters, on Wednesday 9<sup>th</sup> of November 2022, at 10:00 a.m., or at any repetitive or adjourned meeting thereof and furthermore, with physical presence, to vote in my name and on my behalf / in the name and on behalf of the legal person for the aforementioned number of voting rights which I hold / the legal person holds, by virtue of the Law or under an agreement, on the Record Date, in connection to the following items of the agenda:

ITEMS ON THE AGENDA	FOR	AGAINST	ABSTENTIO N	AT THE DISCRETION OF PROXY
<b>1. Revocation of all the members of the Board of Directors of the Company.</b>				
<b>2. Election of a new Board of Directors of the Company - Definition of the independent non-executive members</b>				
<b>3. Election of a new Audit Committee of the Company (art. 44 of L.4449/2017).</b>				

Mark with X your choice

or

Different (*To be fully described*)

.....  
.....

I hereby inform you that I have already informed my Proxy about the obligation of notification of article 128 par. 5 of Codified Law 4548/2018.

\_\_\_\_\_, \_\_/\_\_/2022  
The authorizing Shareholder

\_\_\_\_\_  
[signature & name and surname  
& stamp (for legal entities)]

**NOTES:**

*1. The shareholder, who will choose his appointed proxy to vote at his discretion, must check if there is any obligation to notify in relation to this specific authorization based on the provisions of Law 3556/2007.)*

*2. The filled in and signed representation forms must be submitted or sent by the shareholder by post to the Company's Headquarters at 25, Ermou St., Kifisia (Shareholders Registry Department) or by fax to +30 210*

818 4801 or by email to the address [reds@ellaktor.com](mailto:reds@ellaktor.com) and in any case at least forty-eight (48) hours before the date of the General Meeting, i.e. by 10:00 of 7<sup>th</sup> of November 2022. 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. After this deadline, voting via a legally authorized representative before the General Meeting will not be possible.

5. The present appointment shall be automatically revoked in case the shareholder attends in person the General Meeting on November 9, 2022. It can also be revoked by notifying the Shareholders' Registry Department of the Company, in writing or via email, no later than 7<sup>th</sup> of November 2022, at 10:00 a.m

**Please send this to the Shareholder's Registry Department by fax at 210 818 4801 or by e-mail to [reds@ellaktor.com](mailto:reds@ellaktor.com) or by post to the Company's offices at the Shareholder's Registry Department: Ermou Street no. 25, 145 64, Nea Kifissia.**

---



## 5. Ballot For Participation In The Voting

**TO:**  
**REDS S.A**  
SHAREHOLDER'S REGISTRY DEPARTMENT

**BALLOT**  
**FOR PARTICIPATION IN THE VOTING BY PHYSICAL PRESENCE**  
**AT THE EXTRAORDINARY GENERAL MEETING**  
**DATED NOVEMBER 9TH 2022**  
**WITH PHYSICAL PRESENCE**  
**OR AT ANY REPETITIVE OR ADJOURNED MEETING THEREOF**

The signatory shareholder with the following information:

**Name and Surname / Trade Name:**.....  
**Number of Shares/Voting Rights:**.....  
**Number of equity at SAT (Investor's Share):**.....  
**Name and Surname of the Legal Representative who signs** (*filled in only by legal entities*):  
.....

I hereby designate as my proxy/ies:

**DETAILS OF PROXY:**

<b>NAME AND SURNAME</b>	
<b>ID NUMBER</b>	
<b>EMAIL ADDRESS</b>	
<b>MOBILE NO.</b>	

and I vote/votes on the following agenda items as follows:

ITEMS ON THE AGENDA	FOR	AGAINST	ABSTENTION	AT THE DISCRETION OF PROXY
1. Revocation of all the members of the Board of Directors of the Company.				
2. Election of a new Board of Directors of the Company – Definition of the independent non-executive members				
3. Election of a new Audit Committee of the Company (art. 44 of L.4449/2017).				

- *Mark your choice with an X.*

**Kifissia, 09.11.2022**  
**The Shareholder / The Proxy**

---

*[signature & name and surname  
& stamp (for legal entities)]*

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

The Company with the name "REDS REAL ESTATE DEVELOPMENT AND SERVICES SOCIETE ANONYME" in application of item (b) of paragraph 3 of article 123 of Law 4548/2018, as in force, announces that the total number of its common registered shares with corresponding voting rights as of **19<sup>th</sup> of October 2022**, date of publication of the Invitation of Shareholders to an Extraordinary General Meeting, amounts to 57.434.884.

---