

## **31/01/2011 - Invitation to the Annual Ordinary General Meeting**

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### **INVITATION**

To the Annual Ordinary General Meeting of the Shareholders of the Societe Anonyme with corporate name "TRASTOR Real Estate Investment Company" and registration number in the Registry for Societes Anonymes (in Greek AR.MA.E. 44485/06/B/99/9)

The Board of Directors of "TRASTOR Real Estate Investment Company", by virtue of its resolution dated January 27th 2011, invites the Shareholders of the Company to the Annual Ordinary General Meeting, to be held on Friday, February 25th 2011, at 12:00pm, at the headquarters of the Company, located at 116 Kifissias Ave & 1 Davaki str (5th floor), Athens, in order to discuss and decide upon the following agenda items:

- 1) Submission and Approval of the Annual Financial Statements (Company's and Group's consolidated) for the financial year 2010 (01.01.2010 - 31.12.2010), along with the Board of Directors' and Auditors' Reports and the Investment Schedule according to article 25 of Law 2778/1999.
- 2) Approval of the proposed distribution of dividends for the financial year 2010.
- 3) Discharge of the members of the Board of Directors and the Auditors from any compensation liability for the financial year 2010 (01.01.2010 to 31.12.2010).
- 4) Election of one regular and one substitute Auditor for the audit of the annual and Semiannual Financial Statements (Company's and Group's consolidated) for the financial year 2011 and determination of their remuneration.
- 5) Election of the Chartered Valuation Surveyor according to art. 22 par. 7 of Law 2778/1999.
- 6) Approval of remuneration of the members of the Board of Directors for the financial year 2010 and pre-approval of their remuneration for the financial year 2011.
- 7) Granting authorization to the members of the Board of Directors and Managers of the Company in accordance to article 23 of Codified Law 2190/1920 to participate in the Board of Directors and/or Management of other companies.
- 8) Approval of contracts concluded between the Company and persons of article 23a par.5 of the Codified Law 2190/1920
- 9) Other items and announcements

In the event where the required quorum is not met at the Annual General Meeting, scheduled for February 25th, 2011 the shareholders are again invited to a repeat Annual General Meeting that will be held on Friday March 11th 2011 at 12:00pm at the headquarters of the Company located at 116 Kifissias Ave & 1 Davaki str (5th floor) in Athens.

According to art. 26 par. 2b of the Codified Law 2190/1920, as amended by art. 3 of Law. 3884/2010, the Company informs its Shareholders of the following:

### **Right to participate and vote**

Each share has the right of one vote. Holders of shares of the Company who are registered in the Dematerialized Securities System (D.S.S.) managed by the "Hellenic Exchanges S.A." are qualified to participate in the Annual Ordinary General Meeting. Shareholders' capacity is proved by providing a written certification from the Hellenic Exchange S.A. or alternatively, through direct electronic connection of the Company with the registry of the latter. The shareholders' capacity must exist five (5) days prior to the day of the General Meeting (scheduled for February 25th 2011), that being February the 20th 2011 (Record Date), and the relevant written certification or Electronic verification regarding the shareholders' capacity must be provided to the Company no later than February 22nd 2011,

namely that being the third (3rd) day prior to the General Meeting.

In case of a Repeat Annual Ordinary General Meeting, capacity of shareholders must appear in the D.S.S. four (4) days prior the Repeat Annual Ordinary General Meeting that being March 7th 2011 (Record Date), and the relevant written or electronic certification must be provided to the company no later than March 8th 2011, that being the third day prior to Repeat Annual Ordinary General Meeting.

Eligibility to vote and participate in the Company's Annual General Meeting is attributed only to those who appear on the shareholders list on the Record Date. A shareholder who does not comply with the provisions of art. 28a of the Codified Law 2190/1920 may be allowed to participate in the Annual General Meeting only after permission is given by the Company.

To exercise the said rights does not require for the shareholder to block their shares or follow any other procedure that may restrict the ability to sell and transfer shares during the period between the Record Date and the General Meeting.

#### **Procedure for exercising the right to vote by proxy.**

All Shareholders of the Company have the right to participate and vote in the General Meeting either in person or by proxy representative. A shareholder may appoint up to three (3) proxy representatives. However, if a shareholder holds shares of the Company, which appear in more than one securities account, then the shareholder has the right to appoint separate proxy representatives for the companies appearing in each securities account, for the General Meeting. Legal entities may participate in the General Meeting by having no more than 3 representatives. A representative that may act in the interest of more than one shareholder may vote accordingly for each shareholder.

The proxy representative is obliged to notify the Company prior to the commencement of the General Meeting, of any fact that may be useful to the shareholders in order to assess whether the proxy representative might pursue interests other than the interest of the represented shareholder.

A conflict of interest within this context may arise where the proxy representative:

- a) is a controlling shareholder of the Company, or is another entity controlled by such shareholder,
- b) is a member of the Board of Directors or the management of the company, or of a controlling shareholder or an entity controlled by such a shareholder,
- c) is an employee or an auditor of the company or of a controlling shareholder or an entity controlled by such shareholder,
- d) is a spouse or first degree relative with one of the individuals referred to in points (a) to (c).

The appointment and the revocation of appointment of a shareholder's proxy representative shall be made in writing and shall be notified to the Company at 116 L.Kifissias Ave & 1 Davaki str, Ampelokipi, Athens, or by mail, at least three (3) days prior to the date of the General Meeting.

Authorization form is available on the Company's website [www.trastor-reic.gr](http://www.trastor-reic.gr).

The Company will not accept electronic notifications of appointment or revocation of appointment of a shareholder's proxy representative.

#### **Procedure for the exercise of voting rights by mail or electronically.**

In the absence of statutory provision, it is not possible to join the General Meeting by electronic means or in distance.

#### **Shareholders' Minority Rights according to par. 2, 2a, 4 and 5 of art. 39 of the C.L. 2190/1920.**

Shareholders who represent at least one twentieth (1/20) of the paid-up share capital may request from the Board of Directors to include in the General Meeting additional items. The relevant request must be made to the Board of

Directors at least fifteen (15) days prior to the General Meeting, that being February 10th 2011 and must be accompanied by a written justification or a draft resolution for approval by the General Meeting. The revised draft of resolution will be published thirteen (13) days prior to the General Meeting and will also be available on the Company's web site along with a justification or a draft of resolutions that has been submitted by the shareholders according to art.27 par. 3 of the C.L. 2190/1920.

Shareholders who represent at least one twentieth (1/20) of the paid-up share capital, may request from the Board of Directors, to have available at least six (6) days prior to the General Meeting, draft resolutions for the items included in the initial or revised agenda, provided that that the relevant request is communicated to the Board of Directors at least seven (7) days prior to the General Meeting that being until February 18th, 2011.

Following a request of shareholders communicated to the Company at least five (5) days prior the General Meeting, that being until February 19th, 2011, the Board of Directors must provide to the General Meeting the requested information with respect to the Company's business, to the extent that these are useful for the actual assessment of the items of the agenda. There is no obligation to do so if information is uploaded on the Company's website.

Following a request of shareholders representing one fifth (1/5) of the paid up share capital, submitted to the Company within the aforementioned time frame, the Board of Directors must provide information to the General Meeting about the course of the Company's affairs and its financial situation.  
In all the above mentioned cases, the shareholders are obliged to prove their capacity as shareholders and the number of shares they hold.

#### **Information regarding par. 3 article 27 of the Codified Law 2190/1920**

Any documents provided for art 27 par.3 of the Codified Law 2190/1920 including the invitation to the General Meeting, shareholder's proxy representative authorization form, and the draft of resolutions, are available on the Company website [www.trastor-reic.gr](http://www.trastor-reic.gr). The full text of the documents to be submitted to the General Meeting as well as any draft of resolution and of any documents provided for par. 3 art.27 of C.L.2190/1920 will be available at the Company's headquarters in Athens at 116 L.Kifissias Ave & 1 Davaki str or by contacting the Shareholder's services at the following number 210 6967610.

Athens, 27 January 2011

By order of the Board of Directors