

# Submission of suggestions / comments of the Board of Directors on the items of the agenda of the Annual General Meeting to be held on April $5^{\rm th}$ , 2019

The Board of Directors, following a proposal from the Chairman, unanimously decides to submit to the Annual Ordinary General Meeting of Shareholders of April 5, 2019 and any iterative meeting thereof, the following suggestions / comments on the items of the Agenda:

<u>Item 1:</u> Approval of the Annual Financial Report and the Annual Financial Statements for the financial year in question (01.01.2018 - 31.12.2018), along with the Board of Directors' Report and the Auditors' Report.

Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital

The Board of Directors recommends the approval of the Annual Financial Statements of the Company with the relevant Annual Reports of the Board of Directors, the Certified Auditor for the financial year 2018 (01.01.2018 to 31.12. 2018). The Company's Annual Financial Statements and the relevant Board of Directors and Auditors Reports are available on the Company's website <a href="http://www.trastor.gr">http://www.trastor.gr</a>.

#### <u>Item 2:</u> Approval for the non-distribution of dividend to the shareholders for the financial year 2018.

Required quorum: 1/2 of the paid-up share capital Required majority: 80% of the represented capital

In view of the results of this year, the Board suggests not to distribute a dividend to the shareholders.

## <u>Item 3:</u> Approval, pursuant to art. 108 of law 4548/2018, of the overall management for 2018 and discharge of the Auditors.

Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital

The Board of Directors proposes the approval of the overall management by the Board of Directors during the corporate year 2018 and the discharge of the auditors.

#### <u>Item 4:</u> Election of Auditing Company for the 2019 statutory audits.

Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital

The Board of Directors proposes the appointment of the audit company "ERNST & YOUNG (HELLAS) Certified Auditors - Accountants SA", for the statutory audit of the Company for the year 2019, from which a regular and a substitute auditor will be appointed, as well as the authorization of the Board of Directors for the determination of their remuneration in accordance with the applicable legislation.

### <u>Item 5:</u> Election of the Company's Independent Valuer pursuant to article 22 par. 7 of Law 2278/1999.

Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital



Pursuant to article 22 par. 7 of law 2778/1999 as in force, the Company is obliged to appoint an evaluator for the valuation of its investments.

The Board of Directors recommends the appointment of the company "CBRE Corporate Outsourcing Real Estate Operation and Management SA" as an independent evaluator to assess the value of the Company's investments for the financial year 2019.

In addition, The Board of Directors proposes to the General Meeting to authorize the Board of Directors of the Company to: (a) negotiate and agree the remuneration of the independent evaluator; (b) make a second evaluator selection if deemed necessary and to the Company's interest and to negotiate and agree on its remuneration; and (c) further mandate the implementation of the relevant decisions to one or more of its members.

<u>Item 6:</u> Approval of the fees and remuneration of the members of the Board of Directors and the BoD Committees for the financial year 2018 and determination of the same for the financial year 2019.

Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital

The Board of Directors recommends the approval of the fees and indemnities paid to the members of the Board of Directors for their participation in the Board of Directors and its Committees during the year 2018, which amounted to a total amount of 115,000.00 Euros.

It is also proposed that the remuneration and indemnities to be paid by the Company to the Members of the Board of Directors for their participation in the Board of Directors and its Committees for the year 2019, which will be pre-approved by this Ordinary General Meeting, will amount to the total amount 132,000.00 Euro.

<u>Item 7:</u> Granting of permission, as per art. 98 par. 1 of law 4548/2018, to the Members of the Board of Directors and Managers, to participate on the board of directors or in the management of other companies.

Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital

The Board of Directors proposes to provide, according to article 98 par. 1 of law 4548/2018, to the members of the Company's Board of Directors and its directors to participate in the Board of Directors and / or the management of other companies.

<u>Item 8:</u> Amendment of the Company's Articles of Association in accordance with the new provisions of law 4548/2018.

Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital

The Board of Directors proposes the amendment of the Company's Articles of Association in accordance with the new provisions of Law 4548/2018 "Reform of the Law of Sociétés Anonymes" (hereinafter "the Law"), by amending, supplementing and / or repealing provisions. At the same time, in the context of the harmonization of the Articles of Incorporation with the Law, the Board of Directors proposes a concise version of the Articles of Association by deleting the provisions which merely repeat the provisions of the legislation unless a permissible derogation from them is introduced (as expressly permitted by article 5 par. 2 of the Law). The entire new text of the Articles of Association is available on the Company's website <a href="http://www.trastor.gr">http://www.trastor.gr</a>.

In detail, the Board of Directors proposed the following amendments:



- 1. Amendment of paragraph 3 of article 2 in order to clarify that any disputes between the Company and its shareholders or third parties are the Single Member Court of First Instance of the Company's registered office (Article 3 par. 1 of the Law).
- 2. Deletion of paragraphs 2 5 of article 5 regarding the extraordinary share capital increases during the first five years from the constitution, as the time period referred to therein has expired, as well as the paragraphs 6-7 of article 5 that repeat provisions of Law 2778/1999 and yet do not constitute a mandatory content of the Articles of Association.
- 3. Add a new paragraph 2 to art. 5 in order to provide for a pre-emptive right also in case of share capital increase by contribution in kind.
- 4. Amendment of art. 6 in order to comply with the Law and avoid repetition of provisions of the Law and the DSS Operation Rulebook.
- 5. Deletion of articles 7-8 concerning shareholders' rights and minority rights to which the provisions of the Law apply.
- 6. Amendment of art. 9 (and renumbering to 7) for the responsibilities of the General Meeting with reference to the provisions in force.
- 7. Amendment of art. 10 (and renumbering to 8) regarding the time of the Ordinary General Meeting, to comply with the Law. A new wording is added referring to the provisions in force.
- 8. Deletion of art. 11 regarding the disclosure of the invitation of shareholders to GA as there is a detailed explicit provision in the Law.
- 9. Amendment of art. 12 (and renumbering to 9) regarding the participation and representation of the shareholders in the General Meeting, on the one hand, in order to comply with the provisions of the Law, on the other hand, in order explicitly to provide for the possibility of sending documents for the appointment of representatives of the shareholders also by electronic means.
- 10. Deletion of art. 13 with regard to the display of the shareholders' list, in order to comply with the Law, due to the abolition of the relevant legislation.
- 11. Deletion of articles 14-16, quorum, majority and appointment of President and Secretary of the General Meeting, to which the provisions of the Law apply.
- 12. Amendment of art. 17 (and renumbering to 10) regarding the items of discussion at the general meetings and the minutes thereof in order to comply with the Law and deletion of provisions that are repetition of the Law.
- 13. Deletion of art. 18 regarding the discharge of BoD members and auditors due to the abolition of the relevant legislation. The current provision of the Law refers to the approval of overall management and is applicable without the need for a relevant statutory provision.
- 14. Amendment of art. 19 (and renumbering to 11) regarding the composition and term of the Board of Directors, in order to avoid repeating explicit provisions of the Law.
- 15. Amendment of art. 20 (and renumbering to 12) to delete references to the abolished c.l. 2190/1920, repeal repetition of provisions of the Law and explicitly provide for the possibility the BoD to assign the Internal Audit to one or more persons.
- 16. Amendment of art. 21 (and renumbering to 13) so that the Articles of Association reflect the Company practice, which is the appointment by the Board of Directors of a sole Managing Director, as well as to provide that the Board of Directors may appoint a Corporate Secretary.
- 17. Amendment of art. 22 (and renumbering to 14) regarding the replacement of resigned or otherwise renounced members and the possibility of the Board of Directors to convene a General Meeting for the election of a new BoD, in order to avoid repetition of provisions expressly provided for in the Law. However, the provision regarding the possibility of non-replacement of BoD members remains as a permissible option for which the Law requires statutory provision.
- 18. Amendment of art. 23 (and renumbering to 15) regarding the formalities for the convocation of the Board of Directors, in order to avoid repetition of explicit provisions of the Law.
- 19. Amendment of art. 24 (and renumbering to 16) regarding the representation of members in the Board meetings, in order to avoid repetition of provisions of the Law.



- 20. Amendment of art. 25 (and renumbering to 17), regarding the BoD minutes, in accordance with the Law and explicit provision for the possibility of replacing the signatures of Board of Directors members by email messages when resolving by written resolutions.
- 21. Amendment of art. 26 (and renumbering to 18) in accordance with the Law, in order to provide for explicit reference to the remuneration of the BoD members pursuant to a Remuneration Policy.
- 22. Deletion of articles 27 (competition prohibition), 28 (Auditors) and 29 (Investment Schedule) to avoid repetition of provisions of the Law.
- 23. Amendment of art. 30 (and renumbering to 19) to remove the reference in the first financial year.
- 24. Deletion of art. 31 regarding the annual financial statements and their publication, in order to avoid repetition of provisions of the Law.
- 25. Amendment of art. 32 (and renumbering to 20) as to the distribution of profits in order to comply with the provisions of the Law while preserving the possibility provided for in the special REIC legislation for which explicit statutory provision is required.
- 26. Deletion of articles 33 (dissolution) and 34 (liquidation), in order to avoid repeating provisions of the Law.
- 27. Modification of the general provision of art. 35 (and renumbering to 21) and correction of the reference to the provisions of the Law and the specific legislation governing REICs and AIFMDs.

<u>Item 9:</u> Election of new Board of Directors and designation of independent non-executive members in compliance with the provisions of law 3016/2002, as in force.

Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital

The Board of Directors, aiming to serve the corporate scope of business in the best and most efficient way and always in view of the Company's and its shareholders' interest, proposes the election of a new 8-member Board of Directors with a four-year tenure, which, according to the provisions of article 85 par. 1. c of Law 4548/2018, is extended until the expiry of the deadline within which the next ordinary general meeting must be held and until such decision is taken.

Following the above, the following persons are proposed for re-election by the General Assembly, namely:

- 1. Tassos Kazinos
- 2. Lambros Papadopoulos, as an independent non-executive member
- 3. George Tingis
- 4. Jeremy Greenhalgh, as an independent non-executive member
- 5. Anthony Clifford Iannazzo
- 6. George Kormas και
- 7. Hugo Moreira

And as the eighth member

8. Howard Prince-Wright, as an independent non-executive member

The above persons have been deemed fit and proper for their election as members of the Board of Directors by the Remunerations Committee, which has also confirmed compliance with the independence criteria for the independent non-executive members in accordance with the provisions of Law 3016/2002 and the Company's Corporate Governance Code and Internal Regulation. The CVs of the nominees proposed by the Board of Directors are available at the Company's premises.

The new Board of Directors will be constituted into body immediately after its election and will appoint its executive and non-executive members according to the provisions of the current legislation.

<u>Item 10:</u>Election of Members of the Audit Committee and appointment of the Chairman of the Committee.



Required quorum: 1/5 of the paid-up share capital Required majority: 50% + 1 of the represented capital

The Board of Directors recommends the election of the following persons as members of the Audit Committee of the Company.

Howard Prince - Wright, who is also proposed to be the Chairman of the Audit Committee Georgios Tingis and Dimitrios Goumas

All members of the Audit Committee have sufficient knowledge of real estate investment. The proposed for the position of Chairman, Mr. Howard Prince-Wright, fulfils the independence criteria in accordance with the law and has sufficient knowledge in the area of auditing and accounting. The CVs of the members of the Audit Committee are available at the Company's premises.

Pursuant to the Company's Corporate Governance Code and Internal Regulation, the tenure of the Audit Committee is four years and may be renewed by decision of the Board of Directors.

#### Item 11:Other items and announcements.

The Chairman of the Audit Committee of the Company will inform the General Meeting of the Shareholders about the operation of the Audit Committee during the 2018 financial year.