

Annual General Meeting
April 21, 2021

Suggestions / comments of the Board of Directors on the items of the agenda

The Board of Directors (BoD), following a proposal from the Chairman, unanimously decides to submit to the Annual Ordinary General Meeting of Shareholders of April 21, 2021 and any iterative meeting thereof, the following suggestions / comments on the items of the Agenda:

Item 1: Approval of the Annual Financial Statements for the financial year 2020, along with the Board of Directors' Annual Report and the Auditors' Report

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 share of the represented share capital

The BoD recommends the approval of the Annual Financial Statements of the Company with the relevant BoD Annual Report and the Certified Auditor's Report for the financial year 2020 (01/01/2020 to 31/12/2020). The Company's Annual Financial Statements and the relevant BoD and Auditors Reports are available on the Company's website <http://www.trastor.gr>.

Item 2: Approval for the distribution of profits of the year 2020 and previous years and authorization to the Board of Directors.

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 share of the represented share capital

Given that the net profits for distribution of the Company according to the law, (which exclude the unrealized profits from revaluation to fair value of the properties), amounted to €8,708,871 on 31.12.2020, the Board recommends their distribution according to the following table:

Statutory Reserve	€ 67,981
Dividend	€ 1,506,542
Profits for Distribution carried forward	€ 7,134,348

Based on the above table, the proposed dividend for the year 2020 amounts to € 0.01 / share.

Finally, the Board of Directors will suggest to the General Meeting the authorization of the Board of Directors to take the necessary actions for the implementation of the forthcoming decision of the General Meeting.

Item 3: Approval, pursuant to art. 108 of law 4548/2018, of the overall management for the financial year 2020 and discharge of the auditors

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 share of the represented share capital

The BoD proposes the approval of the overall management by the BoD during the financial year 2020 and the discharge of the auditors.

Item 4: Election of Auditing Company for the financial year 2021 statutory audit and relevant authorization

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 share of the represented share capital

The BoD proposes the appointment of the audit company "ERNST & YOUNG (HELLAS) Certified Auditors - Accountants SA", for the statutory audit of the Company for the year 2021, from which a regular and a substitute auditor will be appointed, as well as the authorization of the BoD for the determination of their remuneration in accordance with the applicable legislation.

Item 5: Election of the Company's Independent Valuer for the financial year 2021 and relevant authorization

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 share of the represented share capital

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

The BoD recommends the appointment of the companies "CBRE Axies SA" and "P. Danos & Associates S.A." as the independent valuers to assess the value of the Company's investments for the financial year 2021, as well as the provision of authorization to the BoD to determine their remuneration. The distribution of the portfolio assets to each valuer as well as the assignment of new assets to either valuer should be made by the BoD at its free discretion.

Finally, the BoD proposes to the General Meeting to authorize the BoD to appoint an additional valuer, if deemed necessary for the Company's best interest and to negotiate and agree its remuneration.

Item 6: Submission for discussion and voting by the General Meeting of the Remuneration Report for the year 2020

The BoD submits to the shareholders the Remuneration Report of the members of the BoD for the financial year 2020, which includes a comprehensive overview of the total remuneration received by the members of the BoD in the financial year 2020, in accordance with the specific provisions of Article 112 of Law 4548/2018. The text of the Remuneration Report is available on the Company's website <https://trastor.gr/wp-content/uploads/2021/03/2020-Trastor-Remuneration-Report-FINAL.pdf>.

It should be clarified that the shareholders' vote on the Remuneration Report is of advisory nature in accordance with Article 112 par. 3 of Law 4548/2018.

Item 7: Approval of the fees and remuneration of the members of the BoD and the Committees for the financial year 2020 and determination of the same for the financial year 2021.

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 share of the represented share capital

The BoD recommends the approval of the remuneration and indemnities paid to the members of the Board of Directors and Committees for their participation in the Board of Directors and its Committees during the year 2020, which amounted to a total of 132,000 Euros.

The BoD also recommends to the Annual General Meeting to approve the remuneration and indemnities to be paid by the Company to the Members of the BoD and Committees for their participation in the BoD and the Committees for the year 2021 up to the total amount of 190,700 Euro.

It is noted that both the remuneration and indemnities paid during the financial year 2020 and those proposed for pre-approval for the fiscal year 2021 are in line with the Remuneration Policy of the Company.

Item 8: 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 share of the represented share capital

The Board of Directors proposes to provide permission, 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. In particular, it proposes that the member of the BoD, Mr. Georgios Tingis, is granted permission to participate as a non-executive member of the BoD of Lamda Malls S.A. and as managing and only partner of ATLAS PROPERTY PARTNERS SINGLE MEMBER P.C.

Item 9: Increase of the Company's share capital by 36,645.50 euro through capitalization of a distributable reserve in accordance with article 114 of Law 4548/2018 - Amendment of article 5 of the Articles of Association - Granting of authorization to the Board of Directors

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 share of the represented share capital

In respect of a relevant previous Ordinary General Meeting's decision dated 30.07.2020, regarding the "Approval of the offering of new ordinary registered shares of the Company to the Chief Executive Officer of the Company free of charge" (Item 10), the Board of Directors further proposes that the Company's share capital be increased by €36,645.50 to be made through the capitalization of an equal amount of the Company's distributable reserve under the caption 'Employee short-term share schemes' (the "SCI") and the issuance of 73,291 new, ordinary, registered shares, each having a par value of €0.50, to be delivered free of charge to the Company's CEO, all in accordance with article 114 of Law 4548/2018. It is noted that the Company's Shareholders have no preemption rights in the SCI, as it will be made through capitalization of the above reserve.

Furthermore, it is proposed that the capitalization of such reserve be made within four (4) months from the registration of the resolution of the Shareholders' General Meeting approving the SCI with the General Commercial Registry, while, in accordance with article 20 par. 5 of Law 4548/2018, no subsequent certification for the payment of the SCI will be required.

If the proposal of the Board of Directors is approved by the Shareholders' General Meeting, article 5 of the Articles of Association will be amended by adding of a new paragraph 1.16, as follows:

"1.16 Pursuant to the resolution of the Ordinary General Meeting of the Company's Shareholders dated 21/04/2021, the share capital of the Company increased by capitalization of distributable reserve under the caption 'Employee short-term share schemes' with the amount of €36,645.50 through the issue of 73,291 new common registered shares of a nominal value of €0.50 each.

Therefore, the share capital of the Company amounts to €75,363,785 Euro divided into 150,727,570 common registered shares of a nominal value of fifty cents (€0.50) each."

In view of the above, the Board of Directors proposes that the Shareholders' General Meeting:

- (1) approves the SCI in accordance with the terms described above;
- (2) approves the amendment of article 5 of the Articles of Association, as set out above; and
- (3) authorizes the Board of Directors to proceed to all legal acts and actions that are required, necessary or appropriate to implement the resolution of the Shareholders' General Meeting and complete the SCI, including to obtain all regulatory and other permits and approvals, and procure the listing of the new shares issuable pursuant to the SCI on the Athens Exchange.

Item 10: Approval of the Amendment of the Long Term Incentive Plan (LTI Plan) to the employees and/or Directors of the Company according to the Greek Law 4209/2013. Granting of relevant authorizations to the Board of Directors of the Company

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 share of the represented share capital

The Board of Directors recommends to the General Meeting the approval of the amendment of the terms of the "Long Term Incentive Plan" ("LTI Plan"), as it is considered appropriate that the terms of the program and specifically the Performance Measure provided, to be in line with the conditions prevailing in the Greek real estate market given the outbreak of the Covid-19 pandemic during the last year.

In particular, the proposed amendment introduces a second hurdle level in the Performance Measure of the Long-Term Incentive Plan, which however will continue to be determined by the increase of the Company's net position (Net Asset Value, NAV), taking into account any contributions of the shareholders and returns to them during the interim period and until the exercise of the relevant rights.

The terms of the "Long Term Incentive Plan" ("LTI Plan") and after their proposed amendment are in accordance with the provisions of Law 4548/2018, Law 2778/1999, Law. 4209/2013, the Guidelines of the European Securities and Markets Authority Guidelines and relevant to the remuneration policies under the Alternative Investment Fund Managers Directive (ESMA/2013/232) and any other applicable legislation.

Following the above, the Shareholders' General Meeting approves the amendment of the terms of the Long Term Incentive Program in accordance with the above.

Item 11: Election of new Board of Directors and designation of independent non-executive members

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. Lambros Papadopoulos
2. Tassos Kazinos
3. Anthony Clifford Iannazzo
4. George Kormas
5. George Tingis
6. Jeremy Greenhalgh, as an independent non-executive member
7. Howard Prince-Wright, as an independent non-executive member

And as the eighth member

8. Susanna Poyiadjis, 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 current provisions of Law 3016/2002 and in the light of the independence criteria introduced by Article 9 of Law 4706/2020, which will be applied from 17/07/2021, 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.

Item 12: Redefine of the Audit Committee.

Required quorum: 1/5 of the paid-up share capital

Required majority: 50% + 1 of the represented capital

The Board of Directors recommends that the Company's Audit Committee will be a committee of its Board of Directors, will be elected by the Board of Directors and will consist exclusively of non-executive members.

The Audit Committee of the Company will have three members, a Chairman and two members and will have a four-year term, which may be renewed by decision of the Board of Directors.

Item 13: Update from the Chairman of the Audit Committee to the shareholders on the Audit Committee's activities during the financial year 2020

The Chairman of the Audit Committee of the Company will update the General Meeting of the Shareholders about the operation of the Audit Committee during the financial year 2020.

Item 14: Other items and announcements.

Discussion of issues that will not be put to vote and other announcements.