

**Extraordinary General Meeting
January 13, 2023**

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 decided to submit to the Extraordinary General Meeting of Shareholders of January 13th, 2023 and any iterative or postponed meeting thereof, the following suggestions / comments on the items of the Agenda:

Item 1: Issuance of a convertible bond loan of an amount up to Euro Fifty-Five Million (€55,000,000.00).

Required quorum: 1/2 of the paid-up share capital

Required majority: 2/3 of the represented capital plus one vote

The Board of Directors proposes the issuance of a Convertible Bond Loan (“CBL”) for an amount up to Euro Fifty-five Million (€55,000,000.00) by issuance of non-listed bonds convertible to Company shares, abolition of pre-emption rights of the existing shareholders and subscription of the CBL’s amount by the majority shareholder with the trade name “PIRAEUS BANK Société Anonyme”. The issuance of the CBL aims to facilitate the Company to obtain quick financing to continue pursuing its investment plan, whereas, on the contrary, if the Company had chosen as a way of its financing to proceed with a share capital increase, it would have been required to follow a more time-consuming procedure of approval and publication of the relevant prospectus. The CBL will be fully subscribed by “PIRAEUS BANK Société Anonyme” and, therefore, the Board of Directors will propose to the Extraordinary General Meeting the abolition of the existing shareholders’ pre-emption rights for the reasons stated in the relevant BoD report.

The main terms of the CBL are the following:

Facility:	Unsecured Convertible Bond Loan facility pursuant to the provisions of Law 4548/2018.
Facility Amount / Drawdown:	Up to €55,000,000.00 in multiple drawdowns
Purpose:	To provide liquidity for the acquisition of new assets, in accordance with the business purposes of the Company and the Law 2778/1999, from third parties and companies of the Piraeus Bank’s group, as well as covering general business needs.
Lender / Bondholder:	PIRAEUS BANK Société Anonyme
Interest / Interest Period:	Fixed base rate to be based on the cost of the 18-month Interest Rate Swap applicable on the first drawdown date*** + Margin 2.25% per annum Interest payments every three (3) months. The interest is defined payable in Company’s shares.
Bonds:	Registered, not listed, convertible into Company shares
Nominal value:	€1.00 (1 Euro)
Number of Bonds	Up to €55,000,000
Maturity Date:	18 months beginning from the date of the first drawdown
Conversion to Equity:	The conversion right is exercised mandatorily by the Bondholders on the Conversion Date for all outstanding Bonds issued at that date.
Conversion Date:	Either thirty (30) days after the last tranche that exhausts the facility or on the Maturity Date, whatever comes first.
Conversion Ratio:	Any 1.32 of the outstanding Bonds on the Conversion Date shall be converted into one (1) share of the Company.

**Conversion Results /
Conversion Shares:**

Share capital increase of an amount equal to the nominal value of the shares issued upon conversion. The difference between the nominal value and the share subscription price will be credited to share premium account. The Company will issue new common registered shares (Conversion Shares) in the name of the Bondholder. The Conversion Shares when issued will be duly authorized, validly issued and fully paid shares, free from encumbrances and will rank pari passu in all respects with the then existing shares in the Company.

The Issuer will pay in cash any remaining accrued interest amounting below €1.32 (since any amount not exceeding €1.32 cannot be converted into shares)

The Conversion Shares will be listed in Athens Exchange.

**** For the sake of completeness and transparency, it is mentioned that the cost of the Interest Rate Swap currently amounts to 3.20%.*

Item 2: Granting permission, pursuant to article 28 par. 4b of Law 2778/1999, as in force, for the acquisition by the Company of three (3) properties owned by companies of the majority shareholder's group.

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

Required majority: 3/4 of the represented capital, plus one vote, excluding the transferring shareholder or shareholder with whom there is a controlling relationship with the shareholder to whom the transferred property belongs

The Board of Directors proposes to the General Meeting the granting of a special permission, pursuant to article 28 par. 4b of Law 2778/1999, as in force, for the acquisition by the Company of three (3) properties in total, owned by companies of the majority shareholder's group, namely "PIRAEUS BANK Société Anonyme", and more specifically:

A) A multi-storey building (which has been characterized as listed building), erected on a plot located at the Municipality of Athens, Attica and which is surrounded by Korai, Stadiou, Pesmatzoglou and Panepistimiou Streets and on Korai Street bears the number 5, to be acquired from the company under the trade name "NEW UP DATING DEVELOPMENT SINGLE-MEMBER REAL ESTATE TOURISM AND DEVELOPMENT SOCIETE ANONYME" and the distinctive title "NEW UP DATING DEVELOPMENT S.M.S.A." with its registered seat at 5 Korai Street, in Athens, Attica, and having Tax Identification Number 998937932, for a consideration of Euro Seven Million Five Hundred Forty Thousand (€7,540,000.00),

B) A multi-storey store and office building, erected on a plot located at Municipality of Chalandri, Attica, in the position called "Agia Anna", on the building block under number 3, which is surrounded by Vassileos Georgiou, Syggrou, Kifissias and K. Palaiologou Streets and on the conjunction of Vassileos Georgiou Street bears the number 47 and Syggrou, to be acquired from the company under the trade name "PIRAEUS BANK Société Anonyme" and the distinctive title "Piraeus Bank" with its registered seat at 4 Amerikis Street, in Athens, Attica, and having Tax Identification Number 996763330, for a consideration of Euro One Million Three Hundred Ten Thousand (€1,310,000.00), and

C) A land plot with the commercial building on it, which is located at the Municipality of Paiania, Attica, in the position called "Agios Athanasios – Mpakaliaros" and on the Stavros – Paiania National Road bearing the number 165, to be also acquired from the company under the trade name "PIRAEUS BANK Société Anonyme" and the distinctive title "Piraeus Bank" with its registered seat at 4 Amerikis Street, in Athens, Attica, and having Tax

Identification Number 996763330, for a consideration of Euro One Million Five Hundred Fifty Thousand (€1,550,000.00).

As required by the provisions of article 28 par. 4b of Law 2778/1999, as in force, the three (3) properties to be transferred have been valued, according to article 17 of Law 4548/2018, as in force, by two (2) independent appraisers for each property and the valuation reports have been published in the Greek General Commercial Registry, in accordance with article 13 of Law 4548/2018, as in force, and posted on the Company's website <https://www.trastor.gr> on the same date as the publication of the invitation for the convening of the Extraordinary General Meeting of the Company's Shareholders, in accordance with case bb) of par. 4b of Law 2778/1999, as in force. The value of the three (3) aforementioned properties, for the acquisition of which the permission of the General Meeting is requested, does not exceed ten per cent (10%) of the total investments of the Company.

Item 3: Other items

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