

Annual Ordinary General Meeting
May 5, 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 Annual Ordinary General Meeting of Shareholders of May 5th, 2023 and any iterative or postponed meeting thereof, the following suggestions / comments on the items of the Agenda:

Item 1: Approval of the Annual Financial Statements for the financial year 2022, 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% of the represented capital plus one vote

The BoD recommends the approval of the Annual Financial Statements of the Company, along with the relevant Board of Directors' Annual Report and the Certified Auditor's Report for the financial year 2022 (01/01/2022 to 31/12/2022). The Company's Annual Financial Statements and the relevant Board of Directors' and Auditor's Reports are available on the Company's website <http://www.trastor.gr>.

Item 2: Approval for the distribution of profits of the year 2022 and previous years and authorization to the Board of Directors

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

Required majority: 50% of the represented capital plus one vote

Given that the net profits for distribution of the Company according to the law, excluding the unrealized profits from revaluation to fair value of the properties, amounted to €20,157,194 on 31.12.2022, the Board recommends their distribution according to the following table:

Statutory Reserve for the year 2022	€ 395,983
Dividend	€ 4,545,974
Distribution to the Company's staff	€ 101,131
Profits for Distribution carried forward	€ 15,114,106

Based on the above table, the proposed dividend for the year 2022 amounts to € 0.03/ share.

Regarding the proposed distribution to the Company's staff, it is clarified that the distribution concerns amounts to be distributed to senior management staff falling within the ambit of the categories of article 13 of law 4209/2013, covered by the current Remuneration Policy of the Company, except that the distribution will not be carried out and on shares, deferred for three years, but only in cash and in lump sum due to the fact that the total amount to be distributed through distribution of profits individually is less than 50% of their fixed annualized remunerations.

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, as well as the distribution of the abovementioned amount to be distributed to the staff per its beneficiary in accordance with the relevant recommendations of the Remuneration and Nomination Committee.

Item 3: Approval, pursuant to article 108 of law 4548/2018, of the overall management for the financial year 2022 and discharge of the auditors

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

Required majority: 50% of the represented capital plus one vote

The BoD proposes the approval of the overall management taken place by the BoD during the financial year 2022 and the discharge of the auditors.

Item 4: Approval of the fees and remuneration of the members of the Board of Directors and the Committees for the financial year 2022 and determination of the same for the financial year 2023

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

Required majority: 50% of the represented capital plus one vote

The BoD recommends the approval of the remuneration and indemnities paid to the members of the Board of Directors and the Committees for their participation in the Board of Directors and its Committees during the year 2022, which amounted to a total of 185,000 Euros.

Moreover, the BoD recommends to this Annual General Meeting to approve the remuneration and indemnities to be paid by the Company to the Members of the BoD and the Committees for their participation in the BoD and the Committees for the financial year 2023 up to the total amount of 195,000 Euro.

It is noted that both the remuneration and indemnities paid during the financial year 2022, as well as those proposed for pre-approval for the financial year 2023 are in line with the Remuneration Policy of the Company.

Item 5: Submission for discussion and voting by the General Meeting of the Remuneration Report for the year 2022

The BoD submits to the shareholders the Remuneration Report of the members of the BoD for the financial year 2022, which includes a comprehensive overview of the total remuneration received by the members of the BoD and the Committees in the financial year 2022, 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/2023/04/2022-Trastor-Remuneration-Report-Published.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 6: Election of Auditing Company for the statutory audit for the financial year 2023 and relevant authorization

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

Required majority: 50% of the represented capital plus one vote

The BoD proposes the appointment of the auditing company "DELOITTE CERTIFIED PUBLIC ACCOUNTANTS S.A. ", for the statutory audit of the Company for the year 2023, 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 7: Election of the Company's Independent Valuer for the financial year 2023 and relevant authorization

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

Required majority: 50% of the represented capital plus one vote

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 for the financial year 2023 the appointment of the companies "CBRE Axies S.A." and "P. Danos & Associates S.A." as the independent valuers, to assess the value of the Company's investments for the financial year 2023, 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 either necessary or in the Company's best interest and to negotiate and agree its remuneration.

Item 8: Granting of permission, as per article 98 par. 1 of law 4548/2018 to the Members of the Board of Directors and Managers, to participate on the board of directors and/or in the management of other companies

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

Required majority: 50% of the represented capital plus one vote

The BoD 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.

Item 9: Approval of the offering of new ordinary registered shares of the Company to the Chief Executive Officer free of charge, pursuant to a short-term incentives plan and in accordance with article 114 of law 4548/2018. Granting of authorisation.

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

Required majority: 2/3 of the represented capital

The Board of Directors refers to the employment agreement dated 01.05.2017 (the "**Employment Agreement**") and made between the Company and Mr. Tassos Kazinos, Vice Chairman of the Board of Directors and Chief Executive Officer of the Company (the "**CEO**"), which has been approved by the Annual General Meeting of the Shareholders held on 26.05.2017, in accordance with article 23a, par. 5 of C.L. 2190/1920, as in force by that time. The Board of Directors reminds that the CEO's remuneration under the Employment Agreement consists of (i) an annual fixed cash component (the "**Fixed Remuneration**"), and (ii) a variable, performance based, component equal to up to 40% (amended to up to 50% from 2019 onwards) of the Fixed Remuneration (the "**Variable Component**"). The terms of the Variable Component are set out in the short-term incentive plan (the "**STI Plan**") annexed to the Employment Agreement, as amended by virtue of the resolution of the Annual Ordinary General Meeting of the Shareholders of the Company dated 30.07.2020.

In addition, the Board refers to previous resolutions of the General Meeting regarding the approval of offering of shares free of charge to the CEO within the framework of its obligations arising out of the STI Plan and proposes to the Shareholders General Meeting in execution of the STI Plan,

a) to approve the issuance and distribution to the CEO free of charge of 72,933 new, ordinary shares, of a nominal value of €0.50 each, by virtue of a share capital increase to be made through the capitalization of an amount of

36,466.50 euros of the distributable reserve under the title “short-term reserve” that the Company has created for this purpose, in accordance with article 114 of Law 4548/2018, and

b) to authorize the Board of Directors to proceed with any legal act or action to implement the resolution of the Shareholders’ General Meeting.

Item 10: Increase of the Company's share capital by the amount of 414,088 euro through capitalization of distributable reserves in accordance with article 114 of law 4548/2018. Amendment of article 5 of the Articles of Association of the Company. Revocation of the authorization granted by the Board of Directors on 10.06.2022, in accordance with the provisions of article 24 par. 1 limb b of law 4548/2018.

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

Required majority: 2/3 of the represented capital

Following the abovementioned under number 9 proposed decision regarding the approval of the offering of new ordinary registered shares of the Company to the CEO free of charge (Item 9), as well as the under number 10 decision already taken by the Ordinary General Meeting of the Shareholders of the Company of 10.06.2022 regarding the free of charge distribution of new ordinary registered shares to the beneficiaries of the LTI Plan, the Board of Directors proposes the increase of the Company’s share capital by an amount of 36,466.50 euros of the distributable reserve under the title “short-term reserve” and by an amount of 377,621.50 euros of the distributable reserve under the title “long-term reserve”, namely, of a total amount of 414,088 euros

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 reserves and in accordance with the provisions of article 27 par. 2 of law 4548/2018.

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 1.18, as follows:

“1.17 Pursuant to the resolution of the Ordinary General Meeting of the Company's Shareholders dated 05/05/2023, the share capital of the Company was increased by capitalization of an amount of €36,466.50 of the distributable reserve under the title “short-term reserve” and by an amount of €377,621.50 of the distributable reserve under the title “long-term reserve”, namely, of a total amount of €414,088 through the issuance of 828,176 new, ordinary, registered shares of a nominal value of €0.50 each.

Therefore, the share capital of the Company amounts to €76,180,321.50 divided into 152,360,643 ordinary, registered shares of a nominal value of €0.50 each.”

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

- (1) to approve the SCI in accordance with the terms described above,
- (2) to approve the amendment of article 5 of the Articles of Association, as set out above,
- (3) to authorize 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’ Ordinary General Meeting and complete the SCI,

including to obtain all regulatory and other permits and approvals, and to procure the listing of the new shares issuable pursuant to the SCI on the Athens Exchange,

(4) to authorize the Board of Directors to proceed with the delivery to the beneficiaries of the LTI Plan of the new ordinary registered shares of the Company to be issued in accordance with the abovementioned and according to the terms of the LTI Plan and the relevant recommendation of the Remunerations and Nominations Committee, and

(5) to revoke the previous under number 11 decision of the Ordinary General Meeting of the Company's Shareholders taken on 10.06.2022 regarding the granting of authorization to the Board of Directors to decide, with a majority of at least 2/3 of its members, upon the increase of the Company's share capital in accordance with the provisions of article 24 par. 1 (b) of law 4548/2018 and up to the amount of €365,673 by issuing up to 731,346 new ordinary registered shares of a nominal value of €0.50 each and other terms defined in said decision.

Item 11: Update from the Chairwoman of the Audit Committee to the shareholders on the Audit Committee's activities during the financial year 2022

The Chairwoman of the Audit Committee of the Company will update the General Meeting of the Shareholders about the operation of the Audit Committee within the Company during the financial year 2022.

Item 12: Update from the Chairman of the Board of Directors to the shareholders on the Report prepared by the Independent Non-Executive Members of the Board of Directors, in accordance with article 9 par. 5 of law 4548/2018

The Chairman of the Company's BoD will update the General Meeting of the Shareholders about the Report of the Independent Non-Executive Members of the BoD for the financial year 2022, in accordance with the provisions of article 9 par. 5 of law 4706/2020, as in force.

Item 13: Other items

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