

Extraordinary General Meeting
November 17, 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 November 17th, 2023 and any iterative or postponed meeting thereof, the following suggestions / comments on the items of the Agenda:

Item 1: Provision of authorization to the Board of Directors, pursuant to the provisions of article 24 par. 1b of Law 4548/2018, as in force, to resolve upon a share capital increase for an amount that cannot exceed three times the initial capital, in order to raise capital up to €75,000,000.00.

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 to the Extraordinary General Meeting to grant authorization to the Board of Directors to resolve, with a majority of at least 2/3 of its members, upon a share capital increase (“SCI” henceforth) of the Company, pursuant to the provisions of art. 24 par. 1(b) of Law 4548/2018, as in force.

The authorization shall be valid until 30/04/2024 and is granted under the following conditions:

- Within the context of the SCI, it will be issued up to 52,816,895 new common registered shares of a nominal value of €0.50 and issue price €1.42, with the purpose to raise capital up to €75,000,000.00 (including the premium amount),
- The SCI will be in cash,
- Pre-emption and pre-subscription rights should be granted in favour of the existing shareholders, and
- The Board of Directors shall specify and finalize the other terms and the time schedule of the SCI, including set the SCI period for the payment of the SCI amount within the time limits of article 20 of Law 4548/2018, as in force, carry out the necessary actions for the listing of the new shares for trading in the Athens Exchange and, in general, take any action, to implement the resolution of the Extraordinary General Meeting on the present item and the realization and completion of the SCI, including the amendment of article 5 of the Articles of Association of the Company, in accordance with the aforesaid.

The authorisation facilitates and accelerates the procedures needed for an extraordinary share capital increase and provides the Board of Directors with the necessary flexibility to decide the appropriate timing to launch a SCI taking into account the capital needs of the Company to pursue the investment plan and other business purposes.

Item 2: Granting permission, pursuant to article 28 par. 4b of Law 2778/1999, as in force, for the acquisition by the Company of a property owned by a company 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 a commercial logistics warehouse, owned by a company of the majority shareholder’s group, namely, the majority shareholder under the trade name

“PIRAEUS BANK Société Anonyme”, and more specifically, a three-storey above the ground building, with basement cold rooms and storage areas, erected on a land plot, within the industry zone of Mandra, Attica, in the position “Xeropigado”, with a surface (of the land plot) of 19,301 sq.m. according to the title deed, for a consideration of Euro Seven Million Twenty Thousand (€7,020,000.00).

As required by the provisions of article 28 par. 4b of Law 2778/1999, as in force, the property to be transferred has been valued, according to article 17 of Law 4548/2018, as in force, by two (2) independent appraisers 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 aforementioned property, 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, taking into account for such calculation and other assets acquired by the Company from companies of Piraeus Bank’s Group within 2023.

Item 3: 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: 1/2 of the represented share capital, plus one vote

The Board of Directors, aiming to better manage Company’s corporate affairs and make decisions on key matters, proposes the election of a new 7-member Board of Directors with a four-year tenure, which, according to the provisions of article 85 par. 1. c of Law 4548/2018, as in force, 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 son of Georgios** and Evanthia, resident of Limassol Cyprus, 4 Mich. Kassialou str., born in Limassol Cyprus in 1971, holder of ID Card Republic of Cyprus under the number 700587/31.03.2010 and Tax Reg. No. 163343433 of Foreign Residents Tax Authority, **recommended as Independent Non-Executive Member,**
2. **Tassos Kazinos son of Georgios** and Athena, resident of Kifissia, 75A Charilaou Trikoupi str., born in Nicosia in 1968, holder of ID Card Republic of Cyprus under the number 669747/05.08.2014 and Tax Reg. No. 063092950 of Kifissia Tax Authority,
3. **George Kormas son of Ioannis** and Eleftheria, resident of Athens Greece, 5 Korai str., born in Athens in 1972, holder of ID Card under the number 247849/27.03.2013/ Department of Security of Peania, Attica and Tax Reg. No. 115318430 of Koropi Tax Authority,
4. **Jeremy Greenhalgh son of John** and Bernice Georgette, resident of UK, Thorpe Mandeville Court, Banbury, Oxon OX17 2EY, born in London UK in 1949, holder of the Passport number 801239104/30.09.2009, issued by the United Kingdom of Great Britain and Northern Ireland, **recommended as Independent Non-Executive Member,**
5. **Susanna Poyiadjis, daughter of Ioannis** and Sylvia, resident of Nicosia, 2 Sophouli Street, born in Nicosia in 1978, holder of ID Card Republic of Cyprus under the number 773997/06.11.2020 and Tax Reg. No. 143460892 of Foreign Residents Tax Authority, **recommended as Independent Non-Executive Member,**
6. **Ioannis Vogiatzis son of Georgios** and Varvara, resident of Nea Erythraia of Attica, 34 Romylias Str., born in Athens in 1972, holder of ID Card under the number AB 595665/20.11.2006/Security Department of Nea Erythraia and Tax Reg. No. 074313302 of Koropi Tax Authority.

While the following person is proposed to be elected for the first time by the General Assembly:

7. **Dimitrios Ragias son of Georgios** and Marianthi, resident of Kifissia of Attica, 33 Pleiaddon Str., born in Xanthi in 1981, holder of ID Card under the number AZ 378307/29.11.2007/Security Department of Kavala and Tax Reg. No. 116307622 of D Athinon Tax Authority.

The above persons have been deemed fit and proper for their re-election or election, as the case may be, as members of the Board of Directors by the Remunerations and Nominations Committee of the Company, by virtue of its relevant recommendation dated 25.09.2023 and pursuant to the provisions of the applicable Greek Corporate Governance Code of ESED, the Internal Regulation Code and the Suitability Policy of the Members of the Board of Directors of the Company. Moreover, the Remunerations and Nominations Committee has thoroughly examined and confirmed compliance with the independence criteria in the faces of Messrs. Lambros Papadopoulos, Jeremy Greenhalgh and Susanna Poyiadjis, who fully comply with the requisites of article 9 of Law 4706/2020, as in force, and, therefore, they do not have a dependency relationship with the Company or with its affiliate entities.

The CVs of the candidate members, the justification of the proposal for their election, as well as the ascertainment of their individual and collective suitability criteria have been made available to the shareholders on the Company's website <http://www.trastor.gr> in accordance with article 18 par. 1 of Law 4706/2020, as in force.

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 4: Decision making regarding the type, term and composition of the Audit Committee.

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

Required majority: 1/2 of the represented share capital, plus one vote

The Board of Directors recommends that the Company's Audit Committee continue to be a committee of its Board of Directors and be elected by the Board of Directors of the Company, as well as being composed exclusively of non-executive members of it.

The Audit Committee of the Company will have three members, in which the independent members will have the majority, consisted of a Chairman and two members, with the same term as the Board of Directors of the Company.

Item 5: Other items.

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