

Annual Ordinary General Meeting

May 17, 2024

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 17th, 2024 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 2023, 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 Statutory Auditor's Report for the financial year 2023 (01/01/2023 to 31/12/2023). 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 2023 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 €18,860,322 on 31.12.2023, the BoD recommends their distribution according to the following table:

Statutory Reserve for the year 2023	€ 112,879
Dividend	€ 4,894,750
Distribution to the Company's staff	€ 170,567
Profits for Distribution carried forward	€ 13,682,125

Based on the above table, the proposed dividend for the year 2023 amounts to € 0.02/ share.

Regarding the proposed distribution to the Company's staff, it is clarified that the distribution concerns amounts to be distributed to management staff falling within the ambit of the categories of article 13 of law 4209/2013, as in force, 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 recommend 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 2023 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 2023 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 2023 and determination of the same for the financial year 2024.

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 the Committees during the year 2023, which amounted to a total of 191,666.64 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 2024 up to the total amount of 210,000 Euros.

It is noted that both the remuneration and indemnities paid during the financial year 2023, as well as those proposed for pre-approval for the financial year 2024 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 2023.

The BoD submits to the shareholders the Remuneration Report of the members of the BoD for the financial year 2023, the final draft of which has been examined by the Remuneration and Nomination Committee, which includes a comprehensive overview of the total remuneration received by the members of the BoD and the Committees in the financial year 2023, 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/2024/04/2023-Trastor-Remuneration-Report-Final-Draft.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 financial year 2024 statutory audit 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 2024, 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 Valuers for the financial year 2024 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 2024 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 2024, 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 Executives 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 Executives, 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 of Directors 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 General Meeting of Shareholders in execution of the STI Plan:

- a) to approve the issuance and distribution to the CEO free of charge of 67,860 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 33,930 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 33,930 euros 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. Granting relevant authorization to the Board of Directors, 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), the BoD proposes the increase of the Company’s share capital by an amount of 33,930 euros of the distributable reserve under the title “short-term reserve”.

It is noted that the Company’s Shareholders have no pre-emption right in the SCI, as it will be made through capitalization of the above reserve 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 1.21., as follows:

“1.21. Pursuant to the resolution of the Ordinary General Meeting of the Company's Shareholders dated 17.05.2024, the share capital of the Company was increased by capitalization of an amount of €33,930 of the distributable reserve under the title “short-term reserve”, through the issuance of 67,860 new, ordinary, registered shares of a nominal value of €0.50 each.

Therefore, the share capital of the Company amounts to €122,368,749 divided into 244,737,498 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.

Item 11: Approval of the amended Remuneration Policy of the Company.

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

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

Given the completion of four years since the approval of the existing Remuneration Policy of the Company, pursuant to par. 2 of article 110 of Law 4548/2018, as in force, as well as the need to amend the Company's Remuneration Policy, the Board of Directors of the Company, following also a relevant recommendation by the Remuneration and Nomination Committee of the Company, recommends to the General Meeting the approval of the amended Remuneration Policy of the Company, pursuant to the provisions of articles 110 et seq. of Law 4548/2018, as in force.

Based also on the relevant recommendation of the Board of Directors of the Company, said amendment of the Remuneration Policy concerns the addition to it of an annex under the title "Severance Policy", which is incorporated into the Policy's text and adopted by the Company in the context of aligning with the relevant policy of the Piraeus Bank's Group, of which the Company is a member.

The amended Remuneration Policy will be available on the Company's website <http://www.trastor.gr>.

Item 12: Approval of a long-term incentive plan in the form of distribution of free shares and cash to certain executives of the Company, in accordance with the terms of article 114 of law 4548/2018 and article 13 of law 4209/2013, as in force, and granting 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

The BoD recommends to the General Meeting the approval of a new "Long-Term Incentive Plan" ("LTI Program") as it is considered appropriate the establishing of a new long-term incentive plan in the form of distribution of free shares and cash through the distribution of profits (profit share) to certain executives of the Company, in accordance with the terms of article 114 of law 4548/2018 and article 13 of law 4209/2013, as in force, the "Guidelines on sound remuneration policies under the alternative investment fund managers (AIFM) directive" (ESMA/2013/232), as well as any other applicable legislation. The purpose of the LTI Program is to provide long-term financial incentives to the beneficiaries and to encourage the achievement of the Company's long-term strategic, financial and operational objectives.

The main terms and conditions of the LTI Program are the following:

<u>Type of remuneration:</u>	(a) Free, new shares to be issued by the Company during the program through capitalization of special reserves, and (b) cash through profit distribution (profit share).
<u>Maximum remuneration:</u>	The remuneration to be granted to Beneficiaries shall be up to three million two hundred thousand euros (€3,200,000). From the total

	amount of said remuneration, the portion of shares to be granted to the Beneficiaries shall correspond to at least 50% of the total variable remuneration of the Beneficiaries, in accordance with the Guidelines, article 13 of Law 4209/2013 (as in force) and the Company's Remuneration Policy, while the exact number of shares to be granted shall be calculated based on the net book value per share according to the Company's share capital, as will be determined based on the Company's latest financial statements (i.e., as of December 31, 2026) (fully diluted basis).
<u>Type of shares to be distributed:</u>	Common registered shares
<u>Beneficiaries:</u>	Certain executives of the Company. The Beneficiaries will be precisely determined by the Board of Directors of the Company, following a recommendation of the Remuneration and Nomination Committee.
<u>Program Duration:</u>	Four (4) years
<u>Main terms of the Program:</u>	<ul style="list-style-type: none"> • The remuneration received by the Beneficiaries is considered as an extraordinary amount in each case. Therefore, participation in this program will not entail an acquired right to participate in future programs that may be adopted by the Company. The receipt of a specific amount under this program will not predetermine any expectation or right to receive any amount in the future. • The program will be conducted in one (1) cycle, with a four-year accrual period (assessment) from January 1, 2023, to December 31, 2026, at the end of which the performance of the Beneficiaries will be assessed based on key performance indicators (KPIs). • The key performance indicators will include: (a) Total Shareholder Return (50%), (b) rental income from investment properties (30%), and (c) Sustainability and Environmental Initiatives (20%). • Within six (6) months from the end of the accrual period (assessment), i.e., from December 31, 2026, the Remuneration and Nomination Committee will resolve on the grant of the exact remuneration to each Beneficiary based on the aforementioned key performance indicators. The entitlement of Beneficiaries to receive the remuneration will be evidenced by a relevant certificate (PSU). • 60% of the remuneration will be granted directly within three (3) months from the decision of the Remuneration and Nomination Committee, which will certify the fulfillment of the key performance indicators and the remuneration to be granted to each Beneficiary. • 40% of the remuneration will be deferred and pro rata vested for three (3) years after the accrual period (assessment), i.e., from January 1, 2027, to December 31, 2029. In this case, the

	<p>grant will take place within three (3) months from each vesting point.</p> <ul style="list-style-type: none"> • Following the granting, the respective shares will be subject to a 6-month retention period, during which the Beneficiary will not be allowed to sell or otherwise transfer such shares. • The portion of the remuneration corresponding to cash (profit share) will be distributed to the Beneficiaries following approval by the Ordinary General Meeting of Shareholders of the Company at each year of the deferral period. • In the case where the net profits of the Company are not sufficient for the granting of the portion of remuneration consisting of cash (profit share), the Remuneration and Nomination Committee will take care in order for the corresponding portion be granted in the form of shares. • A Beneficiary shall be classified as a “Good Leaver” if prior to each vesting point he/she has ceased to be employed or engaged by the Company, due to: <ul style="list-style-type: none"> (i) death; or (ii) retirement in accordance with applicable law; or (iii) total and permanent disability evidenced by relevant documentation issued by EFKA; or (iv) termination of the employment contract by the Company for any reasons justifying the payment of the due severance package, under the applicable labor legislation; or (v) termination of the contractual relationship by the Participant due to a cause which is attributable to the Company. <p>In the above case, if the departure of a Beneficiary takes place during the accrual period (assessment), his/her right to receive remuneration will vest pro rata based on the number of months during which he/she was employed during the accrual period (assessment).</p> • A Beneficiary shall be classified as a Bad Leaver if prior to each vesting point he/she has ceased to be employed or engaged by the Company due to: <ul style="list-style-type: none"> (i) voluntary resignation/termination by the Beneficiary of his employment or other relationship for any reason that does not fall within the cases (ii), (iii) and (v) under clause above (“good leaver”); or (ii) termination of the employment contract by the Company for any reasons not justifying the payment of severance package under the applicable labor legislation.
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	<p>In the above case, the Beneficiary will not be entitled to any rights on remuneration that have not yet vested on the date their employment relationship is terminated.</p> <ul style="list-style-type: none"> • Post-vesting clawback and malus (reduction pre-vesting) shall be applicable only if the audited accounts used to measure the key performance indicators are adjusted in the future or in cases involving gross negligence, willful misconduct or malice of a Beneficiary.
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Following the above, the General Meeting of the Company's shareholders adopts the following resolutions:

- (a) approves the abovementioned LTI Program in the form of distribution of free shares and cash to certain executives of the Company, and
- (b) authorizes the Company's Board of Directors to further define the terms and conditions of the LTI Program at its sole discretion in cooperation with the Company's Remuneration & Nomination Committee and in compliance with the applicable law, and to proceed to any relevant action and to take any relevant decision regarding and for the purpose of implementing the LTI Program under the terms and conditions set forth herein and those provided for in the above termsheet, within the limits of current legislation, the Remuneration Policy and the Company's Articles of Association.

Item 13: Update from the Chairwoman of the Audit Committee to the shareholders on the Audit Committee's activities during the financial year 2023.

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 2023.

Item 14: 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 4706/2020.

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 2023, in accordance with the provisions of article 9 par. 5 of law 4706/2020, as in force.

Item 15: Other items

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