

1. Drafts/comments on decisions

ITEM 1: Submission for approval of the Annual Financial Statements and the Annual Consolidated Financial Statements for the fiscal year ended 31 December 2022, as well as the Annual Management Report of the Board of Directors, including Non-Financial Information, the Corporate Governance Statement, and the Auditor's Report.

<i>Required quorum</i>	<i>Required majority</i>
<i>1/5 (20%)</i>	<i>50%+1 of the votes represented at the General Meeting.</i>

The following information will be presented: The Annual Financial Report (Company and Group) for the financial year 01.01.2022 - 31.12.2022, including: a) The Annual Individual and Consolidated Financial Statements along with the:

- o Statement of Financial Position*
- o Income Statement to Statement of Comprehensive Income*
- o Statement of Changes in Equity*
- o Cash Flow Statement*

Along with the accompanying Notes.

B. The Annual Report of the Board of Directors to the Shareholders on the Corporate and Consolidated Financial Statements for the financial year 01.01.2022 to 31.12.2022, the Explanatory Report in accordance with Article 4 of Law 3556/2007, the Corporate Governance Statement and the consolidated non-financial statement; all the foregoing in accordance with the provisions of Articles 150-154 of Law 4548/2018.

C. The Audit Report of "PriceWaterhouseCoopers" audit firm. The Annual Financial Report is already posted on the Company's website <https://el.reds.gr/enimerosi-ependyton>.

It will be proposed to approve (a) the Annual Financial Report (of the Company and of the Group) for the financial year 01.01.2022 to 31.12.2022, together with the Annual Corporate and Consolidated Financial Statements, the Reports and Statements.

Draft resolution on the aforementioned item on the agenda:

"The Annual General Meeting having voted legally with valid votes which correspond to percent of the share capital with voting rights, adopted with votes, namely percent of the attending shareholders, a) the Annual (Company and Group) Financial Report for the year 01.01.2022 to 31.12.2022, the Annual Corporate and Consolidated Financial Statements, the Annual Report of the Board of Directors and its other Reports and Declarations, the Audit Report of the auditors, as these were approved by the Board of Directors".

ITEM 2: Approval of the overall management by the members of the Board of Directors for the financial year 2022 in accordance with Article 108 of Law 4548/2018.

Required quorum	Required majority
1/5 (20%)	50%+1 of the votes represented at the General Meeting.

The Board of Directors recommends the Ordinary General Meeting to approve the overall management between 01.01.2022 to 31.12.2022 in accordance with Article 108 of Law 4548/2018.

Draft resolution on the aforementioned item on the agenda:

"The General Meeting by votes approves the overall management of the Company by each member of the Board of Directors of the Company individually, in his/her respective capacity, and by all members of the Board of Directors collectively, for the fiscal year ended 31.12.2022, in accordance with Article 108 of Law 4548/2018.

ITEM 3: Release of the certified auditors from liability for the financial year 2022, in accordance with Article 117 (1)(c) of Law 4548/2018.

Required quorum	Required majority
1/5 (20%)	50%+1 of the votes represented at the General Meeting.

It is recommended to approve the audit company PRICEWATERHOUSECOOPERS AUDITING FIRM“ as well as of the Certified Auditor-Accountant of the Company from all liability for damages for the financial year ended on 31-12-2022.

Draft resolution on the aforementioned item on the agenda:

“The General Meeting approves by votes the exemption of the audit company PRICEWATERHOUSECOOPERS AUDITING FIRM“ as well as of the Certified Auditor-Accountant of the Company from all liability for damages for the management year ended on 31-12-2022.”

ITEM 4: *Election of the audit firm to audit the financial statements for the financial year 2023 and determination of its fee.*

<i>Required quorum</i>	<i>Required majority</i>
<i>1/5 (20%)</i>	<i>50%+1 of the votes represented at the General Meeting.</i>

Following the Audit Committee proposal, the election of the audit firm PRICEWATERHOUSECOOPERS will be proposed for the audit on the Company and Consolidated Financial Statements for 2022. Furthermore, the fee for the audit for the fiscal year 2022 will be proposed, according to Art. 18 of L. 2231/1994.

Draft resolution on the aforementioned item on the agenda:

"The General Meeting approves with votes the election of the auditing company "PRICEWATERHOUSECOOPERS SOCIETE ANONYME" for the audit of the Corporate and Consolidated Financial Statements for the year 2022. The remuneration of this audit shall be determined based on a relevant offer by the audit firm in accordance with Article 18 of Law 2231/1994."

ITEM 5: *Granting permission to Board members and Company managers under Article 98 of Law 4548/2018, to participate in the Board of Directors or in the management of subsidiary and affiliated Group companies, as well as in legal entities in which the Company or Group companies hold(s) a direct or indirect participation and which are engaged in objects similar or related to those of the Company.*

<i>Required quorum</i>	<i>Required majority</i>

1/5 (20%)	50%+1 of the votes represented at the General Meeting.
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In view of the extended Company's objects by its formation or participation in other companies, in accordance with the Law and the Articles of Association, it is proposed to grant a license under Article 98 of Law 4548/2018, to Members of the Board of Directors, Executives and or Managers, as well as their replacements, to participate in Boards of Directors or in the Management of Group Companies or other companies pursuing similar objectives to those of the company.

Draft resolution on the aforementioned item on the agenda:

“The General Meeting grants, with votes , its authorisation for participation of Company Directors and Managers to participate in the Board of Directors or in the management of subsidiary and affiliated Group companies, as well as in legal entities in which the Company or Group companies hold(s) a direct or indirect participation and which are engaged in objects similar or related to those of the Company.”

ITEM 6: *Information by the Audit Committee to the shareholders on the activities of the Audit Committee during financial year 2022 and submission of the annual report of activities of the Audit Committee, pursuant to Article 44 (1)(i) of Law 4449/2017.*

In this regard, the Chairman of the Audit Committee will bring the Activity Report of the Company's Audit Committee for the year 2022 to the attention of the General Meeting; this lists the actions of the Committee and the issues addressed in 2022.

(The Annual Activity Report of the Company's Audit Committee for the year 2022 has been posted on the company's website www.reds.gr .)

ITEM 7: *Submission of the Joint Report of the Independent Non-Executive members of the Company's Board of Directors for the fiscal year 2022, in accordance with Article 9 (5) of L. 4706/2020.*

The Chairman will submit to the shareholders for their knowledge a report produced by the independent non-executive members of the Board of Directors, in accordance with the requirements of Law 4706/2020 on Corporate Governance (Art. 9 para. 5).

ITEM 8: *Approval of the amendment of the Board of Directors' Remuneration Policy in line with Articles 110 and 111 of Law 4548/2018.*

<i>Required quorum</i>	<i>Required majority</i>
<i>1/5 (20%)</i>	<i>50%+1 of the votes represented at the General Meeting.</i>

The Chairman of the Meeting will bring to the attention of the shareholders the fact that, following the recommendation and proposal of the Remuneration and Candidates Nomination Committee at its meeting on 07.06.2023, the Board of Directors recommends that the Annual General Meeting shall approve the Company's renewed Remuneration Policy, with a four-year term of validity, which was drawn up in accordance with the terms of Articles 110 and 111 of Law. 4548/2018 and shall apply to the fees of all Directors, both executive and non-executive ones. At its meeting on 16 June 2023, the Board of Directors resolved to approve the proposed Remuneration Policy and thereafter recommend it to the General Meeting for approval. The Remuneration Policy is posted on the Company's website for shareholders' information and fully complies with the requirements of Law 4548/2018 and Law 4706/2020, while considering the best international standards of corporate governance.

The Remuneration Policy aims to keep up with the market practices and, at the same time, to serve the long-term interests and the viability of the Company and to contribute to the implementation of the business strategy, balancing between fixed and variable fees of an appropriate level, in a reasonable and fair manner, taking into account the market conditions.

In addition, the Board of Directors of the Company recommends to the Ordinary General Meeting to authorise the former in order to manage and implement the Remuneration Policy, within the limits set by the applicable legislation and always subject to relevant recommendations by the Remuneration and Candidates Nomination Committee.

As a result, the Chairman will request that the General Meeting approves the proposed Remuneration Policy, which will be in effect for the next four years, and authorises the Board of Directors to administer and implement the approved Remuneration Policy within the limits of applicable legislation and always in accordance with the recommendations of the Remuneration and Candidates Nomination Committee.

A thorough table outlining the key differences between the proposed new compensation policy and the existing one will be made available to shareholders for increased awareness.

Draft resolution on the aforementioned item on the agenda:

"The General Meeting approves by votes approves the proposed Remuneration Policy, which will be in effect for the next four years, and authorise the Board of Directors to administer and implement the

approved Remuneration Policy within the limits of applicable legislation and always in accordance with the recommendations of the Remuneration and Candidates Nomination Committee".

ITEM 9: Submission of the Board of Directors' Compensation Report for Fiscal Year 2022 for debate and vote, pursuant to Art. 112 of Law 4548/2018.

[Note to shareholders: The shareholders' vote on the filed remuneration report is advisory, according to Article 112(3) of Law 4548/2018. The next remuneration report will clarify how the previous advisory vote outcome was taken into account.]

<i>Required quorum</i>	<i>Required majority</i>
<i>1/5 (20%)</i>	<i>50%+1 of the votes represented at the General Meeting.</i>

In this respect, the President of the General Meeting shall submit the Remuneration Report of the members of the Board for the 2022 financial year to the General Meeting of the Shareholders for discussion and for an advisory vote, in accordance with Article 112 of Law 4548/2018. This Remuneration Report has been recommended by the Company's Remuneration and Nomination Committee and it has been approved by the Company's Board of Directors on 08.06.2023.

The Company as a company with shares which are listed in a regulated market, shall be liable in accordance with Article 112 of Law 4548/2018 to draw up and to submit to the Ordinary General Meeting a Remuneration Report with the content laid down in that Article of the Law, containing a completed overview of all remuneration paid to each one of the executive and non-executive members of the Board of Directors in the last financial year.

In addition, the relevant Audit Report of the Audit Firm ‘PRICEWATERHOUSECOOPERS AUDITING FIRM’ shall be submitted to the General Meeting, which indicates whether and to what extent the information specified by the Law, has been provided with the Remuneration Report.

The Remuneration Report, in accordance with the Law, shall be submitted to the Shareholders' Ordinary General Meeting for discussion as the subject of the agenda and a vote of shareholders shall have advisory nature. The Board of Directors must explain in the next remuneration report the manner in which account was taken of the result of the vote at the last Annual General Meeting.

(The 2022 Board of Directors' Remuneration Report is available on the company's website www.reds.gr)

ITEM 10: Reduction of the Company's share capital by EUR 8,040,883.76 through a reduction in the nominal value of its total shares from EUR 1.31 to EUR 1.17 per share, with the offset of an equivalent amount of prior year losses. Amendment to article 5, para. 2, of the Company's Articles of Association pertaining to the Share Capital. Authorisation to the Company's Board of Directors to execute the resolution.

<i>Required quorum</i>	<i>Required majority</i>
<i>1/2 (50%)</i>	<i>2/3 of the votes represented at the General Meeting.</i>

The Chairman of the Meeting will bring to the notice of the shareholders the fact that during the previous fiscal year, which concluded on 31 December 2022, it was determined that the Company's total capital is less than half of its share capital, and thus the provisions of Article 119 of Law 4548/2018, as in force, shall apply.

The Chairman of the Meeting will report that the Board of Directors authorized and recommended to the shareholders the following at its meeting on 16 June 2023:

(A) A nominal reduction of the Company's share capital by eight million forty thousand eight hundred eighty three euros and seventy-six cents (€8,040,883.76) by reducing the nominal value of each common nominal voting share of the Company from one euro and thirty-one cents (€1.31) to one euro and seventeen cents (€1.17), with an equal offset of past losses.

(B) Amendment to Article 5, para. 2 of the Company's Articles of Association about share capital, with the addition of sub-paragraph (h) to paragraph 2, as follows:

"From the nominal reduction in the Company's share capital, by virtue of the decision of the Extraordinary General Meeting dated 07/2023, by the total amount of €8,040,883.76, with a reduction in the share's nominal value by €0.14 per share, i.e. from €1.31 to €1.17, and by offsetting prior years losses, the share capital of the Company amounts to €67,198,814.28, divided into 57,434,884 common nominal shares with voting rights with a nominal value of €1.17 each."

Draft resolution on the aforementioned item on the agenda:

"The General Meeting approves by votes:

(A) A nominal reduction of the Company's share capital by eight million forty thousand eight hundred eighty three euros and seventy-six cents (€8,040,883.76) by reducing the nominal value of each common nominal voting share of the Company from one euro and thirty-one cents (€1.31) to one euro and seventeen cents (€1.17), with an equal offset of past losses.

(B) Amendment to article 5, para. 2 of the Company's Articles of Association regulating share capital, which will be as follows after item (A):

“CHAPTER B”

Share Capital, Shares, Shareholders

ARTICLE 5

Share capital

5.1 *The Company's share capital now stands at EUR 67,198,814.28 divided into 57,434,884 ordinary registered voting shares with a face value of EUR 1.31 each.*

5.2 *The Company's share capital was established as follows:*

(a) *The share capital, which was initially set at 6,000,000 drachmas, was later increased by resolutions of the General Meeting or, where appropriate, of the Board of Directors, dated 8 March 1926, 15 March 1934, 29 April 1957, 19 June 1969, 3 August 1972, 13 June 1977, 29 June 1982, 28 March 1988, 12 June 1989, 10 November 1992, 27 November 1995 (subsequently revoked by resolution dated 29 April 1996), 27 June 1997, 23 August 1999 (subsequently revoked by resolutions of 20 March 2000), 20 March 2000 and thus amounted to 12,154,665,600 drachmas, divided into 20,956,320 ordinary shares, each with a nominal value of 580 drachmas.*

(b) *The nominal value of the Company's shares and share capital were expressed in Euro by the decision of the Annual General Meeting on 29 June 2001, and as a result, the Company's share capital was reduced by the amount of 15,193,332 drachmas, through the formation of a special reserve, with a reduction in the nominal value of each share from 580 drachmas to 579,275 drachmas. Thus, the Company's share capital was 12,139,472.268 drachmas or 35,625,744 Euro, divided into 20,956,320 common shares with a nominal value of 579,2750 drachmas or 1.70 Euro each.*

(c) *The share capital of the Company was increased by EUR 28,500,595.20 by the decision of the Second Adjourned General Meeting on 23 July 2002, through the issuance of 16,765,056 new common shares, each with a nominal value of EUR 1.70 and a sales price of EUR 1.95. The difference of EUR 4,191,264 was credited to the "Difference from the issue of shares at par value" account. Thus, the Company's share capital was EUR 64,126,339.20, divided into 37,721,376 common shares, each with a nominal value of EUR 1.70.*

By decision of the Extraordinary General Meeting on 30 December 2002, the Company's share capital was increased by a total of EUR 18.244.216,40, in accordance with Article 13a (2) of codified Law 2190/1920, following the partial coverage of the increase of 23 July 2002, through the issuance of 10,731,892 new common shares, each with a nominal value of EUR 1.70. The difference of EUR 2,682,973 will be credited to the "Difference from the issue of shares at par" account.

Thus, the Company's share capital was EUR 53,869,960.40, divided into 31,688,212 common shares, each with a nominal value of EUR

1.70.

(d) *The share capital of the Company was increased by a total of EUR 13,467,490.10 by the decision of the Annual General Meeting on 24 June 2004, i.e.*

(i) *6,693,459.86 Euro as a result of the capitalization of goodwill resulting from real estate revaluation, in accordance with the terms of Article 15 of Law 3229/2004, and*

(ii) *as a result of the capitalization of the difference from the issuance of shares in the amount of EUR 6,774,030.24, by the issuance of 7,922,053 additional common shares, each having a nominal value of EUR 1.70.*

Thus, the Company's share capital was EUR 67,337,450.50, divided into 39,610,265 common shares, each with a nominal value of EUR 1.70.

(e) *The Company's share capital was increased by the amount of EUR 5,545,437.10 by the First Adjourned General Meeting's decision of 5 July 2006, due to the capitalisation of a part of the account "Issue of Shares at Par Value," by increasing the nominal value of each share by EUR 0.14, and, at the same time, decreased by the amount of EUR 20,993,440.45, by decreasing the nominal value of each share by EUR 0.53, against an equal (partial) write-off of past years losses.*

Thus, the Company's share capital amounted to EUR 51,889,447.15, divided into 39,610,265 common, registered shares with voting rights, each with a nominal value of EUR 1.31, in accordance with Decision No. K2-9679/5-7-2006 of the Ministry of Development, which approved the conversion of the Company's shares from common, bearer shares with voting rights to common, registered shares with voting rights.

f) *By the decision of the Board of Directors taken on 5 May 2009, pursuant to Article 13 (1) of codified Law 2190/1920, in accordance with the authority granted to it by the General Meeting of 30 May 2008, and without changing the Articles of Association, the Company's share capital was increased in cash by EUR 23,350,250.89 through the issuance and distribution of 17,824,619 new common, registered, non-material shares with voting rights, with a nominal value and sales price of EUR 1.31 and EUR 1.40 each, respectively. The remainder, EUR 1,604,215.71, was paid for shares that were purchased to the credit of the account "Issue of premium shares".*

Following the above, the Company's share capital now stands at EUR 75,239,698.04 divided into 57,434,884 ordinary registered voting shares with a face value of EUR 1.31 each.

"Following the nominal decrease in the Company's share capital by the decision of the Extraordinary General Meeting on 07/2023 by a total of €8,040,883.76, with a reduction in the nominal value of the share by €0.14 per share, i.e. from €1.31 to €1.17, and after offsetting losses from previous years, the Company's share capital is €67,198,814.28, divided into 57,434,884 common nominal shares having voting rights and a nominal value of €1.17 each."

ITEM 11: Amendment of art. 8 of the Company's Articles of Association.

<i>Required quorum</i>	<i>Required majority</i>
<i>1/5 (20%)</i>	<i>50%+1 of the votes represented at the General Meeting.</i>

The Chairman of the Meeting will apprise the shareholders of the proposed revision to art. 8 of the Company's Articles of Association, specifically the replacement of article 8, in accordance with the terms of Art. 87 and 89 of Law 4548/2018 as in force, as follows:

"ARTICLE 8

CONSTITUTION OF THE BOARD OF DIRECTORS

- 1. Immediately following its election, the Board of Directors will convene and form a body, electing the Chairman, one or more Vice-Chairmen, any Managing Director or Executive Director, and any Deputy Managing Director with an absolute majority of the members present or represented.*
- 2. One of the Vice-Chairmen or other Directors, to the extent of the Chairman's duties, shall act in the Chairman's place in the event of the Chairman's absence or impediment, as decided by the Board of Directors.*
- 3. The capacity of Managing Director or Executive Director or their deputies and that of Chairman or the Vice-Chairman may be vested in the same person".*

ITEM 12: Announcement of the election of a new Board member to replace a resigned Board member.

<i>Required quorum</i>	<i>Required majority</i>
<i>1/5 (20%)</i>	<i>50%+1 of the votes represented at the General Meeting.</i>

The Chairman of the Meeting will notify the shareholders of the election of Mr. Georgios Matthaios, as a new member of the Board of Directors and Executive Advisor - General Manager, replacing the member who resigned on 8 June 2023, Mr. Georgios Costantinidis, as decided by the Board of Directors of the Company at its meeting on June 8, 2023, in accordance with Article 82 (1) of Law 4548/2018, whose service as BoD member will expire at the same time as of the other members' of the Board of Directors of the Company.

