



**INFORMATION MATERIAL**

**GENERAL MEETING OF THE SHAREHOLDERS**

**Thursday, June 13, 2024**

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## **1. Items of the Agenda**

The Board of Directors of the company under the name “DIMAND Societe Anonyme – Development and Exploitation of Real Estate and Constructions, Services and Holding” with the distinctive title “DIMAND S.A”, invites the shareholders in order to decide on the following items of the agenda during the Ordinary General Meeting of 13 June 2024:

1. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2023, along with the reports of the Board of Directors and the auditors as well as the Corporate Governance Statement.
2. Submission for discussion and advisory vote on the Remuneration Report of article 112 of Law No. 4548/2018, for the financial year 01.01.2023 to 31.12.2023.
3. Update from the Chairman of the Audit Committee on the Committee's activities for the financial year 2023.
4. Submission of the Report of the Independent Non-Executive Members of the Board of Directors of the Company for the financial year 2023 in accordance with the provisions of par. 5 of article 9 of the Law 4706/2020, as in force.
5. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2023 in accordance with article 108 of Law 4548/2018, as in force. Discharge of the statutory auditors from any liability for their actions during financial year 2023.
6. Approval of remuneration of the members of the Board of Directors for the year 2023 and pre-approval of remuneration of the members of the Board of Directors and the Committee members of L. 4706/2020, for the financial year 2024 and until the Ordinary General Meeting of 2025.
7. Granting of permission to the members of the Board of Directors and other Executives of the Company pursuant to article 98 of Law 4548/2018 as in force.
8. Election of a Chartered Auditing-Accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2024 and ending on 31.12.2024 and for the issuance of the annual tax certificate – Authorization to the Board of Directors for the determination of their remuneration.
9. Amendment of the terms (namely, the duration) of the Share Buy Back Program of the Company's own shares, which was adopted pursuant to the decision of the Annual General Meeting of the Company's shareholders on 22.06.2023, in accordance with the provisions of Article 49 of Law 4548/2018.
10. Announcement to the General Meeting of Shareholders of the election of an independent non-executive member of the Board of Directors in replacement of a

resigned member, which took place pursuant to the resolution dated 07.11.2023 on the election of a member of the Board of Directors and its reconstitution in a body, with a term of office expiring on 21.03.2025.

11. Various Announcements.

## **2. Draft resolutions on the items of the agenda**

**1<sup>st</sup> Item: Submission for approval by the General Meeting of the Annual Financial Statements for the year 2023, along with the reports of the Board of Directors and the auditors as well as the Corporate Governance Statement.**

*Required quorum: Shareholders representing 1/5 of the paid-up share capital of the Company*

*Required majority: Absolute majority of votes represented in the Assembly*

On the first item of the agenda, the Chairman of the General Meeting reads and presents the Annual Company and Consolidated Financial Statements for the financial year 2023 (1/1/2023 - 31/12/2023), which were prepared in accordance with International Financial Reporting Standards (IFRS), as approved by the Company's Board of Directors on 02.04.2024 and lawfully uploaded on the Company's website ([www.dimand.gr/](http://www.dimand.gr/)) as well as on the official website of the Athens Stock Exchange, and their publication in the General Commercial Register (GEMI) will be made in accordance with articles 149 and 13 of Law 4548/2018. Next, the Chairman reads the Board of Directors Management Report to the Ordinary General Meeting on the Annual Company and Consolidated Financial Statements for the financial year 2023, as approved by the Board of Directors of the Company on 02.04.2024, the Audit Report of the independent Chartered Auditor of the Company of 02.04.2024 on the Annual Company and Consolidated Financial Statements for the financial year 2023 and the Corporate Governance Statement in accordance with relevant provisions of articles 152 and 153 of Law 4548/2018.

Concluding the presentation of the Annual Company and Consolidated Financial Statements for the financial year 2023 (1/1/2023 - 31/12/2023) and the respective reports of the Board of Directors and the certified auditors-accountants, as well as the Corporate Governance Statement, the Chairman notes that for 2023 no profits are generated for distribution to the shareholders and proposes to the General Meeting the approval of the above Financial Statements and reports.

Following a legitimate voting procedure, the Ordinary General Meeting approves, with [●] votes, corresponding to [●]% of the Company's paid-up share capital after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting\*], the Annual Corporate and Consolidated Financial Statements for the year 2023 along with the reports of the

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\* If applicable.

Board of Directors and the certified auditors-accountants, as well as the corporate governance statement.

**2<sup>nd</sup> Item: Submission for discussion and advisory vote on the Remuneration Report of the Board of Directors, for the financial year 01.01.2023 to 31.12.2023 in accordance with article 112 of Law No. 4548/2018.**

[Note to the shareholders: According to par. 3 of article 112 of Law 4548/2018 the shareholders' vote on the submitted Remuneration Report is advisory. The Remuneration Report to follow will explain how the result of the previous advisory vote was taken into account.]

Required quorum: Shareholders representing 1/5 of the paid-up share capital of the Company  
Required majority: Absolute majority of votes represented in the Assembly

On the second item of the agenda, the Chairman of the General Meeting referred to the recommendation of the Board of Director of the Company dated 23.05.2024, which was taken following a relevant recommendation and proposal of the Remuneration and Nomination Committee of the Company to the Board of Directors, to submit to the General Meeting for discussion and advisory voting, the Remuneration Report for the financial year 2023, which includes a complete review of the total of remuneration received by the persons subject to the provisions of the Remuneration Policy within the financial year 2023 on the basis of the approved Remuneration Policy of the Company, in accordance with the special provisions of Art. 112 of L. 4548/2018. The Remuneration Report submitted for discussion and voting was submitted to the attention of the shareholders and is available on the website of the Company <http://www.dimand.gr/>.

This Remuneration Report concerns the remuneration of the executive and non-executive members of the Board of Directors of the Company, its General Managers and of the Head of the Internal Audit Unit, given during the year 2023 and includes all the necessary information according to Article 112 of L. 4548/2018. The Remuneration report was drafted on the basis of the applicable Remuneration Policy of the Board of Directors, which was initially drafted based on articles 110 and 111 of L.4548/2018 and the provisions of L.4706/2020 on Corporate Governance and approved by the resolution of the Board of Directors dated 22.3.2022 and subsequently approved by the Resolution of the Extraordinary General Meeting of 100% of shareholders convened without prior notice dated 22.03.2022 and subsequently amended pursuant to the relevant resolution of the Ordinary General Meeting of the Company's shareholders held on 22.06.2023 and has a three-year term from the date of its initial approval, unless it is revised or amended earlier, on the basis of another resolution of the General Meeting.

The Policy is available on the website of the Company <http://www.dimand.gr/>

Subsequently, the Chairman of the General Meeting referred to the Report of the Independent Chartered Auditor - Accountant to the Board of Directors of the Company,

which certifies that an audit of completeness was conducted as to the information included in the Remuneration Report, in accordance with article 112 of par. 4 of L. 4548/2018, which was issued by the regular chartered auditor – accountant of the Company (Deloitte), who conducted a review of the Remuneration Report, in accordance with the International Assurance Standard Engagements 3000 and confirms that nothing has come to his attention that could lead to the conclusion that the Remuneration Report of the financial year ended on 31 December 2023 for the Company does not include the information required in accordance with article 112 of L. 4548/2018.

Subsequently, the Chairman of the General Meeting invited the shareholders to resolve, by providing their advisory voting, on the Company's Remuneration Report submitted for the financial year 2023, in accordance with article 112 par. 3 of L. 4548/2018.

Following legitimate voting, the Ordinary General Meeting approves by votes [●], corresponding to percentage [●]% of the paid share capital of the Company with voting rights on a total of [●] of votes participating [shareholders representing [●] shares voted against and shareholders representing [●] abstained from the voting\*] the submitted Remuneration Report of the Company for the year 2023, in accordance with article 112 of L. 4548/2018.

**3<sup>rd</sup> Item: Update from the Chairman of the Audit Committee on the Committee's activities for the financial year 2023.**

*[Note to the shareholders: This Item is not put to a vote but is merely listed for the information of the shareholders.]*

On the third item of the agenda, the Chairman of the General Meeting called the Chairman of the Audit Committee of the Company, Mr. Nikolaos Haritos, which attends the Meeting, to update the General Meeting of shareholders for the activities of the Audit Committee during the financial year 2023 and to submit the Annual Report of activities of the Audit Committee, in accordance with the provisions of article 44 par. 1 (i) of L. 4449/2017.

The relevant Annual Report of Activities of the Audit Committee for the financial year 2023 was issued with the annual financial report of the Company, constituting a distinct part of its contents and it is available on the website of the Company <http://www.dimand.gr/>.

The present item is not submitted for voting.

**4<sup>th</sup> Item: Submission of the Report of the Independent Non-Executive Members of the Board of Directors of the Company for the financial year 2023 in accordance with the provisions of par. 5 of article 9 of the Law 4706/2020, as in force.**

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\* If applicable.

[Note to the shareholders: This Item is not put to a vote but is merely listed for the information of the shareholders.]

On the fourth item of the agenda, the Chairman of the General Meeting referred to the Report of the Independent Non-Executive Members of the Board of Directors to the Ordinary General Meeting of Shareholders, in accordance with L. 4706/2020 article 9 par. 5 for the period covering the financial year 2023 and for the period from the convocation of the General Meeting, i.e. from 01.01.2023 until 23.05.2024, which was submitted to the shareholders in accordance with the provisions of article 9 par. 5 of L. 4706/2020.

The relevant Report of the Independent Non-Executive Members of the Board of Directors to the present Ordinary General Meeting of Shareholders was submitted to the shareholders' attention and is available on the Company's website <http://www.dimand.gr/>.

This item was not submitted for voting.

**5<sup>th</sup> Item: Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2023 in accordance with article 108 of Law 4548/2018, as in force. Discharge of the statutory auditors from any liability for their actions during financial year 2023.**

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

Required majority: Absolute majority of votes represented in the Assembly

On the fifth item of the agenda, the Chairman invited the Ordinary General Meeting to approve the overall management of the Company that took place during the financial year 2023 financial year, in accordance with article 108 of Law 4548/2018, and to discharge the certified auditors-accountants of the Company from any liability for compensation for the financial year 2023, in accordance with article 117 of Law 4548/2018.

Following a legitimate voting procedure, the Ordinary General Meeting approves, with [●] votes, corresponding to [●]% of the Company's paid-up share capital after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting\*], the overall management of the Company for the financial year 2023 and the discharge of the certified auditors-accountants of the Company from any liability for compensation for the financial year 2023.

It is noted that the members of the Board of Directors and the employees of the Company voted only with shares, of which they are holders, or as representatives of

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\* If applicable.

other shareholders, from whom they have received relevant authorization with express and specific voting instructions.

**6<sup>th</sup> Item: Approval of remuneration of the members of the Board of Directors for the year 2023 and pre-approval of remuneration of the members of the Board of Directors and the Committee members of L. 4706/2020, for the financial year 2024 and until the Ordinary General Meeting of 2025.**

*Required quorum: Shareholders representing 1/5 of the paid-up share capital of the Company*  
*Required majority: Absolute majority of votes represented in the Assembly*

On the sixth item of the agenda, the Chairman invited the General Meeting to approve the recommendation of the Company's Remuneration and Nomination Committee of 20.05.2024, which was accepted by the Board of Directors' Resolution of 23.05.2024, on the remuneration of the members of the Board of Directors due to their capacity as members of the Board of Directors as well as of the Committees of Law 4706/2020 and specifically, he invited the General Assembly to proceed with the approval of the proposed remuneration, as analyzed for each individual member in the aforementioned recommendation, and in total:

- Approval of the payment for the financial year 2023 as mentioned below to the members of the Board of Directors, based on the respective pre-approval of the Ordinary General Meeting of the Company's shareholders which took place on 22.06.2023, and in total:
  - the approval of the payment for the period from 1.1.2023 until 31.12.2023 of total annual gross fees, amounting to 125.999,92 euros to the non-executive members of Board of Directors,
- Pre-approval of the payment to the members of the Board of Directors, as well as members of the Committees of L. 4706/2020, as analyzed in the abovementioned recommendation and in total:
  - the pre-approval of the payment for the period from 1.1.2024 until 31.12.2024 of total annual gross fees, amounting to 150,000.00 euros (the net fees will be formed based on any deductions and contributions charged to each beneficiary) to the non- executive members of the Board of Directors.
  - the pre-approval of the payment for the period from 1.1.2025 until the Ordinary General Meeting of the year 2025 of total monthly gross fees, amounting to 12,500.01 euros (the net fees will be formed based on any deductions and contributions charged to each beneficiary) to the non- executive members of the Board of Directors.

It is noted that the above amounts, the pre-approval of which is proposed for the corporate year 2024 until the Ordinary General Meeting of the year 2025, are in accordance with the Company's Remuneration Policy according to article 110 of Law 4548/2018 as amended and in force in accordance with the 22.06.2023 Ordinary



General Meeting of the Company, based on the abovementioned recommendation of the Committee, and concern remuneration for services provided by these persons in their capacity as Members of the Board of Directors and its Committees.

Following a legitimate voting procedure, the Ordinary General Meeting, with [●] votes, corresponding to [●]% of the Company's paid-up share capital after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting\*], approves the remuneration of the members of the Board of Directors for the financial year 2023 and also pre-approves the remuneration of the members of the Board of Directors and also as members of the Committees of L. 4706/2020 for the financial year 2024 and until the Ordinary General Meeting of 2025 as above.

**7<sup>th</sup> Item: Granting of permission to the members of the Board of Directors and other Executives of the Company pursuant to article 98 of Law 4548/2018 as in force.**

*Required quorum: Shareholders representing 1/5 of the paid-up share capital of the Company*  
*Required majority: absolute majority of votes represented in the Assembly*

On the seventh item of the agenda, the Chairman of the General Meeting invited the Ordinary General Meeting to grant permission to the members of the Board of Directors and to the directors of the Company pursuant to article 98 of Law 4548/2018 in order to participate in the Board of Directors or in the administration of the Company's subsidiaries and companies affiliated or related to the Company or to provide their services to the above-mentioned companies, and therefore to carry out, on behalf of the above subsidiaries and affiliated or related companies, acts that fall under the purpose pursued by the Company, in accordance with the Internal Regulation and the Policies and Codes adopted by the Company.

Following a legitimate voting procedure, the Ordinary General Meeting approves, with [●] votes, corresponding to [●]% of the Company's paid-up share capital after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting\*], the granting of permission as analyzed, pursuant to article 98 para. 1 of Law 4548/2018, as in force, to the members of the Board of Directors and the directors of the Company, in order to participate in the Board of Directors or in the administration of the Company's subsidiaries and companies affiliated or related to the Company or to provide their services to the above-mentioned companies, and therefore to carry out, on behalf of the above subsidiaries and affiliated or related companies, acts that fall under the purpose pursued by the Company.

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\* If applicable.

\* If applicable.

**8<sup>th</sup> Item: Election of a Chartered Auditing-Accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2024 and ending on 31.12.2024 and for the issuance of the annual tax certificate - Authorization to the Board of Directors for the determination of their remuneration.**

*Required quorum: Shareholders representing 1/5 of the paid-up share capital of the Company*  
*Required majority: absolute majority of votes represented in the Assembly*

On the eighth item of the agenda, the Chairman of the General Meeting, in accordance with the relevant recommendation from 20.05.2024 of the Audit Committee, proposes the appointment of the audit firm "Deloitte Société Anonyme Certified Auditors Accountants S.A." having its registered seat at Fragkokklisias 3a & Granikou Street, 15125, Maroussi, with Reg. No. E 120, as statutory auditor of the annual financial statements of the Company and the Group for the year from 01.01.2024 to 31.12.2024, as well as for the review of the interim information of the Company and the Group and the issuance of the annual tax certificate. The Chairman also recommends granting authorization to the Company's Board of Directors, so as the latter to determine the exact amount of the audit firm's remuneration.

On this Item, following the proposal of the Chairman of the General Meeting and based on the respective recommendation of the Audit Committee, following a legitimate voting procedure, the Ordinary General Meeting approves, with [●] votes, corresponding to [●]% of the Company's paid-up share capital after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting\*]

(a) the appointment of the audit firm "Deloitte Société Anonyme Certified Auditors Accountants S.A." having its registered seat at Fragkokklisias 3a & Granikou Street, 15125, Maroussi, with Reg. No. E 120, as statutory auditor of the annual financial statements of the Company and the Group for the year from 01.01.2024 to 31.12.2024, as well as for the review of the interim information of the Company and the Group and the issuance of the annual tax certificate.

(b) the authorization to the Board of Directors of the Company so that the latter determines the exact remuneration amount of the audit firm.

**9<sup>th</sup> Item: Amendment of the terms (namely, the duration) of the Share Buy Back Program of the Company's own shares, which was adopted pursuant to the decision of the Annual General Meeting of the Company's shareholders on 22.06.2023, in accordance with the provisions of Article 49 of Law 4548/2018.**

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\* If applicable.

Required quorum: Shareholders representing 1/5 of the paid-up share capital of the Company  
Required majority: absolute majority of votes represented in the Assembly

On the ninth item on the agenda, the Chairman of the General Meeting reminds the Assembly that in accordance with the 22.06.2023 decision of the Ordinary General Meeting of shareholders of the Company, the implementation of a new Share Buy Back Program was approved, in accordance with the provisions of article 49 of L. 4548/2018 as applicable, which would begin after the completion/conclusion of own shares buy back program already in effect at the above mentioned period (that is, the Own Shares Buy Back Program which was approved in accordance with the 07.09.2022 decision of the Ordinary General Meeting of the shareholders of the Company and which has already been concluded on 30.06.2023 in accordance with the relevant announcement made by the Company). In particular, in accordance with the above decision, it was approved:

(a) the adoption of a Own Shares Buy Back Program for any purpose and use permitted by the applicable legislation (including, indicatively but not restrictively, the purpose of reducing the share capital of the Company and the cancellation of the own shares acquired by the Company and/or its distribution to the staff and/or members of the board of directors of the Company and/or of affiliated companies, always in accordance with the each time applicable Remuneration Policy of the Company). In particular, it approved the own shares buy back up to 0.803% of the paid up share capital of the Company, i.e. total up to a hundred fifty thousand (18,680,300 X 0.803 %) shares (in addition to the own shares already owned by the Company by virtue of the previous program that was concluded on 30.06.2023, i.e. up to 300,000 shares in total at any given time, which correspond to the total of (1.61%) of the share capital of the company, at a range of prices varying between €10.00 (minimum price) up to €20 (maximum price) per share, for a total period of time of twelve (12) months from the date of the 22.06.2023 decision of the Ordinary General Meeting of shareholders of the Company (hereinafter referred to as the "Program").

(b) the grant of authorization to the Board of Directors of the Company to determine at its absolute discretion any other relevant condition for the implementation of the above, as well as to take any required action for the above purpose including the possibility of further delegating some or all of the said powers.

Subsequently, the Chairman of the General Meeting informs the Assembly that the Company, pursuant to the above resolution of the Annual General Meeting of its shareholders of 22.06.2023, has not acquired up until today any Own Shares.

Subsequently, and given the above, the Chairman of the General Meeting refers to the relevant recommendation of the Board of Directors of the Company, pursuant to a relevant resolution adopted at its meeting of 23.05.2024, regarding the need to amend the above resolution, in order to amend and, in particular, to extend it by twelve (12) months. As explained in the above proposal, it is considered appropriate to modify the duration of the Program and namely it is proposed that the latter will have a duration of

twenty-four (24) months from the date of the above resolution of the Ordinary General Meeting of Shareholders of 22.06.2023, i.e. it will have an expiry date of 22.06.2025. Otherwise, in accordance with the aforementioned recommendation of the Board of Directors, the other terms of the Program will remain as they are, as contained in the aforementioned resolution of the Ordinary General Meeting of Shareholders of the Company dated 22.06.2023, by which the Program was instituted.

The Chairman of the General Meeting then invites the shareholders to decide on the above proposal of the Board of Directors.

Following a legitimate voting procedure, the Ordinary General Meeting approves, with [●] votes, corresponding to [●]% of the Company's paid-up share capital after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting\*] to amend, as stated above, the duration of the Program, namely, to approve the amendment of the duration of the Program by extending it for twelve (12) additional months, i.e. the latter to have a duration of twenty-four (24) months from the date of its establishment, i.e. from the 22.06.2023 decision of the Ordinary General Meeting of Shareholders, i.e. to have an expiry date of 22.06.2025.

**10<sup>th</sup> Item: Announcement to the General Meeting of Shareholders of the election of an independent non-executive member of the Board of Directors in replacement of a resigned member, which took place pursuant to the resolution dated 07.11.2023 on the election of a member of the Board of Directors and its reconstitution in a body, with a term of office expiring on 21.03.2025.**

*Required quorum: Shareholders representing 1/5 of the paid-up share capital of the Company*

*Required majority: absolute majority of votes represented in the Assembly*

On the tenth item on the agenda, the Chairman of the General Meeting, on behalf of the Board of Directors of the Company, announces to the General Meeting, in accordance with Article 22 of the Articles of the Company and article 82 par.1 of L. 4548/2018, as follows:

- On 02.11.2023 the non-executive member of the Board of Directors (hereinafter the "BoD") and Chairman of the Remuneration Committee, Mrs. Panayiota (Peggy)Antonakou submitted her resignation with effect as of 02.11.2023 for personal reasons. Following the above resignation, the BoD decided unanimously, during the meeting of 07/11/2023 to elect a new interim independent non-executive member, namely Ms. Polyxeni (Xenia) Kazolis, to replace the above resigned member until the next General Meeting of the Company's shareholders, in accordance with the provisions of paragraph (a). 1 of

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\* If applicable.

article 82 of the law. 4548/2018 and in par. 4 of article 9 of Law no. 4706/2020, having taken into consideration the following:

(a) That following the resignation of Ms. Antonakou, the remaining members of the Board were more than three (3), namely nine (9), therefore, it was in principle possible to elect a new Board member to replace the above resigned one, in accordance with the provisions of para. 1 of article 82 of the law. 4548/2018.

(b) That at the General Meeting of 09.06.2022, pursuant to which the current Board of Directors of the Company was elected, no substitute members were elected or appointed by a particular shareholder or shareholders, pursuant to article 81 of Law no. 4548/2018 and therefore, the replacement of the above resigned member was not feasible by another substitute member, therefore, the Board of Directors of the Company were allowed to elect a new interim independent non-executive director to replace the above resigned member until the next General Meeting of the shareholders of the Company.

(c) That the resignation of Ms. Antonakou from her position as an independent non-executive member of the Board of Directors of the Company, resulted in the number of independent non-executive members of the Board of Directors - i.e. two (2) independent non-executive members - falling short of the minimum number required by law (in accordance with the provisions of para. 2 of article 5 of Law No. 4706/2020, as in force), i.e., it was less than one third (1/3) of the total number of its members, and therefore, the Board of Directors, according to the provisions of para. 4 of article 9 of the law. 4706/2020, had to appoint an independent non-executive member until the next General Meeting either an alternate member, in case there is an independent non-executive member under Article 81 of the Act, or an alternate member until the next General Meeting. 4548/2018, or an existing non-executive member or a new member elected as a replacement, provided that the criteria of par. 1 of the same article as above are met;

(d) That at the above 07.11.2023 meeting of the Board of Directors it was established that, following the resignation of Ms. Antonakou from her position as Chairman of the Remuneration and Nominations Committee (hereinafter, the "Committee"), the Committee ceased to have a legal composition, while according to relevant clarifications published by the Hellenic Capital Market Commission, it is provided that in the event that a member of the three-member Remuneration and Nominations Committee resigns and if no substitute members are provided by the company's internal regulations to fill the position (as, in this case), it is possible for the board of directors to exercise the powers of the Remuneration and Nomination Committee for a short period of time and until a new member of the committee is appointed.

- That subsequently and in view of the above, the Board of Directors completed the procedure for the evaluation of the suitability of a new independent non-executive candidate to replace the above resigned Board member, following the procedure for the evaluation of the suitability of the independent non-executive

candidates for the Board of Directors, as provided for in the Committee's Internal Regulations, i.e. verification of the fulfilment of the suitability criteria of the candidates for the Board of Directors of the Company in accordance with the Company's current Suitability Policy and the Hellenic Code of Corporate Governance, published by ESED, June 2021 which was adopted by the Company (hereinafter "EKED"), and also taking into account the Succession Plan for the CEO, members of the Board of Directors and senior executives of the Company approved at the meeting of the Board of Directors of 27/09/2023. In particular, the Board of Directors of the Company, following the procedures provided above, has evaluated the criteria of individual and collective suitability, as well as the criteria and conditions of independence, as provided for in article 9 of Law no. 4706/2020 and the relevant regulatory acts of the Hellenic Capital Market Commission, in the proposed candidate as the new independent non-executive member, Ms. Polyxeni (Xenia) Kazoli.

More specifically, the Board, during its evaluation process, took the following actions:

- (a) collected and thoroughly studied the detailed curriculum vitae of the above candidate as independent non-executive director,
- (b) ascertained the independence of judgment, the ability to devote the time necessary for the performance of her duties, the knowledge (including sufficient knowledge of the Company's field of activity), skills and experience required for the performance of her duties,
- (c) gather from external sources (judicial, etc.) the affidavits and other documents, certificates, attestations, etc., as required, where applicable, by the approved Company's Eligibility Policy, the Commission's Internal Rules of Procedure, the Company's Internal Rules of Procedure and the EKED, such as declarations of absence of incompatibilities/disqualifications, diplomas, certificates, in order to confirm the accuracy of the detailed curriculum vitae.
- (d) assisted by the Compliance Unit, circulated and received by the proposed new member, a completed detailed Questionnaire on the fulfilment of all the Independence Requirements and also received an affidavit from the proposed independent non-executive director regarding her independence towards the Company, within the meaning of Article 9 para. 1 and 2 of the Law. 4706/2020, as amended ("Declaration of Compliance with the requirements of Article 9 of Law No. 4706/2020"),
- (e) assisted by the Investor Relations and Corporate Announcements Unit, conducted a search and audit of the Company's share register and determined that new proposed member does not hold either directly or indirectly any shares/voting rights of the Company and that none of the circumstances set forth in Article 9 para. 2 letter a) of Law 4706/2020, as amended is applicable,
- (f) assisted by the Accounting Department and the Internal Audit Unit of the Company, conducted an investigation and audit of the Company's books of account and contracts and found that the candidate member or a person with

close links to the candidate member does not fall under any of the cases referred to in Article 9 par. 2 letter b) of Law 4706/2020, as amended,

(g) assisted by the relevant departments of the Company, conducted an investigation and audit of the Articles of Association of the Company, the minutes of the meetings of the Board of Directors and the General Meetings of the Company and its affiliated companies over a period of ten years, the records of the Finance Department, the Accounting Department and other departments of the Company, where records are kept of persons who provided services as employees, contractors, independent services or any other form of services, over a period of three years, the financial statements of the Company and its affiliated companies over a period of three years, in connection with that have conducted an obligatory audit in the Company and its affiliated companies, it was concluded that for the proposed candidate or for the persons with close links to that candidate member are not falling in cases (ca), (cb), (cb), (cc), (cd), (g), (gf) and (gz) of paragraph 2 of Article 9 of L. 4706/2020, as in force.

- That according to the aforementioned check of the Board of Directors, it was concluded that the above candidate was fully qualified for the position of independent non-executive member of the Board of Directors, as she fulfils all the criteria of individual and collective suitability included in the EKED and the approved Suitability Policy adopted by the Company, as well as the conditions and criteria of independence provided for in article 9 of Law no. 4706/2020 and the relevant regulatory acts of the Securities and Exchange Commission.

- Subsequently, the BoD of the Company, during its meeting dated 07.11.2023 decided the following:
  - (a) to elect, in accordance with par.4 of art.9 of Law 4706/2020, Mrs. Polyxeni (Xenia) Kazoli to replace the aforementioned resigned member, for the remaining term of office, fact which is hereby announced in the present General Meeting, in accordance with art.82 par.1 of L.4548/2018 as in force, which constitutes the following general meeting of shareholders of the Company following the above election/replacement.
  - (b) to assign temporarily to the candidate the status of independent non-executive member of the Board of Directors until the next, i.e. today's Annual General Meeting of the Company's shareholders, which is called to decide on the final assignment of the status of independent non-executive member, for the period of time after the present Annual General Meeting until the expiration of the term of the resigned independent non-executive member of the Board of Directors, either to the above new member elected by the Board of Directors or to another existing member of the Board or to a new member of the Board that the General Meeting may elect for the above period until the expiry of the term of office of the resigned member, i.e. until 21.03.2025 and

(c) to be reconstituted with its current 10-member composition. It is noted that the above election has been submitted to the prescribed publication formalities (relevant announcement of the Corporate Registry/G.E.M.I 3118010/20.11.2023).

The analytical curriculum vitae of Mrs. Polyxeni (Xenia) Kazoli has been posted and is available on the Company's website <http://www.dimand.gr/>.

In view of the above and following the above announcement to the General Meeting of Shareholders, in accordance with the Law and the Articles of Association of the Company, of the said election, the Chairman of the General Meeting invites the Shareholders to ratify the election of Mrs. Polyxeni (Xenia) Kazoli as independent non-executive member of the BoD in replacement of the resigned member and to decide on the definitive granting to the above new member of the status of independent non-executive member, for the remaining period of time after the present Ordinary General Meeting, until the expiry of the term of office of the resigned independent non-executive member of the Board of Directors, i.e. until 21.03.2025.

Following a legitimate voting procedure, the Ordinary General Meeting decides, with [●] votes, corresponding to [●]% of the Company's paid-up share capital after voting rights, out of a total of [●] votes present [shareholders representing [●] shares voted against and shareholders representing [●] shares abstained from voting\*],(a) to ratify the election of Mrs. Polyxeni (Xenia) Kazoli as an independent non-executive member of the Board of Directors of the Company to replace the above resigned member, and

(b) to definitively confer to Ms. Polyxeni (Xenia) Kazoli the status of independent non-executive member of the Board of Directors, for the subsequent period of time after the present Annual General Meeting until the expiration of the term of the resigned independent non-executive member of the Board of Directors, i.e. until 21.03.2025.

#### **11<sup>th</sup> Item: Various Announcements.**

### **3. Documents submitted before the General Meeting**

The following documents are available to the shareholders on the Company's website ([www.dimand.gr](http://www.dimand.gr/)):

- The Annual Financial Statements (company and consolidated) for the period from 01.01.2023 to 31.12.2023.
- The Board of Directors Management Report to the shareholders for the financial year that ended on 31.12.2023.

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\* If applicable.



- The Audit Report of the independent Chartered Auditor of the Company.
- The Corporate Governance Statement.
- Annual Report of the Audit Committee (Article 44 par. 1, para. (i) of the Law. 4449/2017).
- The text of the Remuneration Report of article 112 of Law 4548/2018.
- Report of the Independent Auditor-Accountant to the Board of Directors of the Company to verify the completeness of the information contained in the Remuneration Report (Article 112 paragraph 4 of Law 4548/2018).
- Report of the Independent Non-Executive Members of the Board of Directors to the Annual General Meeting of Shareholders, pursuant to Art. 9, para. 5 of Law 4706/2020.
- Detailed Curriculum Vitae of the new Board member.

**4. Ballot**

**DIMAND REAL ESTATE DEVELOPMENT AND DEVELOPMENT COMPANY AND  
CONSTRUCTION, SERVICES AND INVESTMENTS**

**Annual General Meeting of the Company's Shareholders June 13, 2024**

The undersigned shareholder or legal representative of the Company:

<b>SHAREHOLDER'S NAME (FOR NATURAL PERSONS)/ SHAREHOLDER'S CORPORATE NAME (FOR LEGAL ENTITIES)</b>	:	
<b>FATHER'S NAME (FOR NATURAL PERSONS)</b>	:	
<b>LEGAL REPRESENTATIVE'S NAME (FOR LEGAL ENTITIES)</b>	:	
<b>SECURITIES ACCOUNT No.</b>	:	
<b>NUMBER OF SHARES</b> <i>(if no number is filled in, the representation will be valid for the total number of shares registered in the Share Register on the Record Date as specified in the Invitation of the OGM)</i>	:	
<b>ADDRESS / REGISTERED ADDRESS</b>	:	
<b>TELEPHONE NUMBER</b>	:	
<b>E-MAIL</b>	:	

I **hereby vote** with all the rights attached to the above shares on the items on the agenda:

<b>ITEMS OF THE AGENDA</b>	<b>IN FAVOR</b>	<b>AGAINST</b>	<b>ABSTENTION</b>
For all the items of the agenda			

**Or as follows:**

AGENDA ITEMS	VOTE (*)		
	IN FAVOUR	AGAINST	ABSTAINION
1. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2023, along with the reports of the Board of Directors and the auditors as well as the Corporate Governance Statement.			
2. Submission for discussion and advisory vote on the Remuneration Report of the Board of Directors for the financial year 01.01.2023 to 31.12.2023, in accordance with article 112 of Law No. 4548/2018. **			
3. Update from the Chairman of the Audit Committee on the Committee's activities for financial year 2023. ***			
4. Submission of the Report of the Independent Non-Executive Members of the Board of Directors of the Company for the financial year 2023 in accordance with the provisions of par. 5 of article 9 of the Law 4706/2020, as in force. ***			
5. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2023 in accordance with article 108 of Law 4548/2018, as in force and discharge of the statutory auditors from any liability for their actions during financial year 2023.			
6. Approval of remuneration of the members of the Board of Directors for the year 2023 and pre-approval of remuneration of the members of the Board of Directors and the Committee members of L. 4706/2020, for the financial year 2024 and until the Ordinary General Meeting of 2025.			
7. Granting of permission to the members of the Board of Directors and other Executives of the Company pursuant to article 98 of Law 4548/2018.			

8. Election of a Chartered Auditing-Accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2024 and ending on 31.12.2024 and for the issuance of the annual tax certificate – Authorization to the Board of Directors for the determination of their remuneration.			
9. Amendment of the terms (namely, the duration) of the Share Buy Back Program of the Company's own shares, which was adopted pursuant to the decision of the Annual General Meeting of the Company's shareholders on 22.06.2023, in accordance with the provisions of Article 49 of Law 4548/2018.			
10. Announcement to the General Meeting of Shareholders of the election of an independent non-executive member of the Board of Directors in replacement of a resigned member, which took place pursuant to the resolution dated 07.11.2023 on the election of a member of the Board of Directors and its reconstitution in a body, with a term of office expiring on 21.03.2025.			
11. Various Announcements ***	It concerns items and other announcements not put to a vote		
(*) Voting Option: Please indicate your choice for each issue separately (**) Advisory Vote (***) For Information only, not put to a vote			

\_\_\_\_\_

(signature /  
signature and stamp for legal  
entities)

\_\_\_\_\_

(Place, Date)

**5. Form for appointment of Proxy with physical presence**

*[To be completed and submitted to the Company by June 11, 2024  
at 10:00 a.m. at the latest]*

To:

**"DIMAND REAL ESTATE DEVELOPMENT AND DEVELOPMENT COMPANY AND CONSTRUCTION, SERVICES AND INVESTMENTS" (the "Company")**

115 Neratziotisis str.,

151 24 Maroussi

Investor Relations and Corporate Announcements Unit

e-mail: ir@dimand.gr, tel. (+30)210 8774200

**FORM OF APPOINTMENT OF PROXY FOR PARTICIPATING WITH PHYSICAL PRESENCE  
IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE SOCIETE  
ANONYME UNDER THE NAME "DIMAND SOCIETE ANONYME - DEVELOPMENT AND  
EXPLORATION OF REAL ESTATE AND CONSTRUCTIONS, SERVICES AND HOLDING"  
of the 13<sup>th</sup> of June 2024**

The undersigned shareholder or legal representative of a shareholder of the Company:

<b>SHAREHOLDER'S NAME (FOR NATURAL PERSONS)/ SHAREHOLDER'S CORPORATE NAME (FOR LEGAL ENTITIES):</b>	
<b>FATHER'S NAME (FOR NATURAL ENTITIES):</b>	
<b>NAME OF LEGAL REPRESENTATIVE SIGNING THE PRESENT (FOR LEGAL ENTITIES):</b>	
<b>ID No. / GENERAL COMMERCIAL REGISTRY No.:</b>	
<b>ADDRESS / REGISTERED ADDRESS:</b>	
<b>NUMBER OF SHARES / VOTING RIGHTS:</b> <i>(if no number is filled in, the representation will be valid for the total number of shares registered in the Share Register on the Record Date as specified in the Invitation of the OGM)</i>	
<b>DSS Share No.:</b>	
<b>SECURITIES ACCOUNT No.:</b>	
<b>TELEPHONE:</b>	
<b>E-MAIL:</b>	

I hereby authorize:

1. .... son/daughter of ....., with ID/Passport number ....., mobile phone number ..... and email address (email):.....
2. .... son/daughter of ....., with ID/Passport number ....., mobile phone number ..... and email address (email):.....
3. .... son/daughter of ....., with ID/Passport number ....., mobile phone number ..... and email address (email):.....

to represent me / the legal entity at the next Ordinary General Meeting of the Shareholders of the Company, which shall convene on 13.06.2024, Thursday at 10:00 am, which will take place at OTE Academy, Amphitheater Lab, at Pelika & Spartis 1, Maroussi, as well as at any adjourned or follow-up general meeting and to vote in my name and on my behalf / in the name of and on behalf of the legal entity, for the as above mentioned number of shares of the Company's issuance, of which I am the holder/the legal entity is holder/ for which I have / for which the legal entity has the right to vote by law or by contract [for example, under a pledge or custody agreement] as follows, on each of the agenda items listed below:

ITEMS OF THE AGENDA	IN FAVOR	AGAINST	ABSTENTION
For all the items of the agenda			

**Or as follows:**

AGENDA ITEMS	VOTE (*)		
	IN FAVOUR	AGAINST	ABSTAINION
12.Submission for approval by the General Meeting of the Annual Financial Statements for the year 2023, along with the reports of the Board of Directors and the auditors as well as the Corporate Governance Statement.			
13. Submission for discussion and advisory vote on the Remuneration Report of the Board of Directors for the financial			

year 01.01.2023 to 31.12.2023, in accordance with article 112 of Law No. 4548/2018. **			
14. Update from the Chairman of the Audit Committee on the Committee's activities for financial year 2023. ***			
15. Submission of the Report of the Independent Non-Executive Members of the Board of Directors of the Company for the financial year 2023 in accordance with the provisions of par. 5 of article 9 of the Law 4706/2020, as in force. ***			
16. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2023 in accordance with article 108 of Law 4548/2018, as in force and discharge of the statutory auditors from any liability for their actions during financial year 2023.			
17. Approval of remuneration of the members of the Board of Directors for the year 2023 and pre-approval of remuneration of the members of the Board of Directors and the Committee members of L. 4706/2020, for the financial year 2024 and until the Ordinary General Meeting of 2025.			
18. Granting of permission to the members of the Board of Directors and other Executives of the Company pursuant to article 98 of Law 4548/2018.			
19. Election of a Chartered Auditing-Accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2024 and ending on 31.12.2024 and for the issuance of the annual tax certificate - Authorization to the Board of Directors for the determination of their remuneration.			

<p>20. Amendment of the terms (namely, the duration) of the Share Buy Back Program of the Company's own shares, which was adopted pursuant to the decision of the Annual General Meeting of the Company's shareholders on 22.06.2023, in accordance with the provisions of Article 49 of Law 4548/2018.</p>			
<p>21. Announcement to the General Meeting of Shareholders of the election of an independent non-executive member of the Board of Directors in replacement of a resigned member, which took place pursuant to the resolution dated 07.11.2023 on the election of a member of the Board of Directors and its reconstitution in a body, with a term of office expiring on 21.03.2025.</p>			
<p>22. Various Announcements ***</p>	<p>It concerns items and other announcements not put to a vote</p>		
<p>(*) Voting Option: Please indicate your choice for each issue separately  (**) Advisory Vote.  (***) For Information only, not put to a vote.</p>			

I inform the Company that I have already informed my Representative(s) about their notification obligation in case of application of article 128 para.5 of Law 4548/2018.

I further declare that I hereby approve every action of my agent, which shall take place in accordance with this authorization, and recognize it as legal, valid and effective.

This proxy is not valid if I attend myself in the General Meeting or if I have served a written withdrawal hereof to the Company, at least 48 hours prior to the relevant date of the General Meeting.

[Place], \_\_/\_\_/2024

The delegator

[signature & full name]



*The above form is either submitted filled in and signed at the Company's headquarters (115 Neraziotissis Str, 15124 Maroussi), with the original signature certified by a competent authority, or sent digitally signed using a recognized digital signature (qualified certificate) or a digital document certificate from gov.gr, via e-mail to the e-mail address ir@dimand.gr, or, in the case of shareholders identified through intermediaries, through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries, at least forty-eight (48) hours before the date of the General Meeting (i.e. by June 11, 2024 at 10:00 a.m. at the latest).*

**Notes**

- 1. In case said representative has not been provided with specific instructions to vote, he or she may vote at will.*
- 2. Relevant information regarding the procedure for the participation and voting by proxy is included in the Invitation to the General Meeting of the Shareholders.*

**6. Form for appointment of Proxy participating remotely**

***[To be completed and submitted to the Company by June 11, 2024  
at 10:00 a.m. at the latest]***

To:

**"DIMAND REAL ESTATE DEVELOPMENT AND DEVELOPMENT COMPANY AND CONSTRUCTION, SERVICES AND INVESTMENTS" (the "Company")**

115 Neratziotisis str.,

151 24 Maroussi

Investor Relations and Corporate Announcements Unit

e-mail: ir@dimand.gr, tel. (+30)210 8774200

**FORM OF APPOINTMENT OF PROXY FOR PARTICIPATING REMOTELY IN THE  
ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE SOCIETE ANONYME  
UNDER THE NAME "DIMAND SOCIETE ANONYME – DEVELOPMENT AND  
EXPLORATION OF REAL ESTATE AND CONSTRUCTIONS, SERVICES AND HOLDING"  
of the 13<sup>th</sup> of June 2024**

The undersigned shareholder or legal representative of a shareholder of the Company:

<b>SHAREHOLDER'S NAME (FOR NATURAL PERSONS)/ SHAREHOLDER'S CORPORATE NAME (FOR LEGAL ENTITIES):</b>	
<b>FATHER'S NAME (FOR NATURAL ENTITIES):</b>	
<b>NAME OF LEGAL REPRESENTATIVE SIGNING THE PRESENT (FOR LEGAL ENTITIES):</b>	
<b>ID No. / GENERAL COMMERCIAL REGISTRY No.:</b>	
<b>ADDRESS / REGISTERED ADDRESS:</b>	
<b>NUMBER OF SHARES / VOTING RIGHTS:</b> <i>(if no number is filled in, the representation will be valid for the total number of shares registered in the Share Register on the Record Date as specified in the Invitation of the OGM)</i>	
<b>DSS Share No.:</b>	
<b>SECURITIES ACCOUNT No.:</b>	
<b>TELEPHONE:</b>	
<b>E-MAIL:</b>	

I hereby authorize:

..... son/daughter of ....., with ID/Passport number  
....., mobile phone number ..... and email address  
(email):.....

to represent me / the legal entity at the next Ordinary General Meeting of the Shareholders of the Company, which shall convene on 13.06.2024, Thursday at 10:00 am, as well as at any adjourned or follow-up general meeting and to vote in my name and on my behalf / in the name of and on behalf of the legal entity, for the as above mentioned number of shares of the Company's issuance, of which I am the holder/the legal entity is holder/ for which I have / for which the legal entity has the right to vote by law or by contract [for example, under a pledge or custody agreement] as follows, on each of the agenda items listed below:

ITEMS OF THE AGENDA	IN FAVOR	AGAINST	ABSTENTION
For all the items of the agenda			

**Or as follows:**

AGENDA ITEMS	VOTE (*)		
	IN FAVOUR	AGAINST	ABSTENTION
23. Submission for approval by the General Meeting of the Annual Financial Statements for the year 2023, along with the reports of the Board of Directors and the auditors as well as the Corporate Governance Statement.			
24. Submission for discussion and advisory vote on the Remuneration Report of the Board of Directors for the financial year 01.01.2023 to 31.12.2023, in accordance with article 112 of Law No. 4548/2018.**			
25. Update from the Chairman of the Audit Committee on the Committee's activities for financial year 2023. ***			

<p>26. Submission of the Report of the Independent Non-Executive Members of the Board of Directors of the Company for the financial year 2023 in accordance with the provisions of par. 5 of article 9 of the Law 4706/2020, as in force. ***</p>			
<p>27. Approval of the overall management exercised by the members of the Board of Directors of the Company for the financial year 2023 in accordance with article 108 of Law 4548/2018, as in force and discharge of the statutory auditors from any liability for their actions during financial year 2023.</p>			
<p>28. Approval of remuneration of the members of the Board of Directors for the year 2023 and pre-approval of remuneration of the members of the Board of Directors and the Committee members of L. 4706/2020, for the financial year 2024 and until the Ordinary General Meeting of 2025.</p>			
<p>29. Granting of permission to the members of the Board of Directors and other Executives of the Company pursuant to article 98 of Law 4548/2018.</p>			
<p>30. Election of a Chartered Auditing-Accounting firm for the audit of the financial statements of the Company for the financial year commencing on 01.01.2024 and ending on 31.12.2024 and for the issuance of the annual tax certificate – Authorization to the Board of Directors for the determination of their remuneration.</p>			
<p>31. Amendment of the terms (namely, the duration) of the Share Buy Back Program of the Company's own shares, which was adopted pursuant to the decision of the Annual General Meeting of the Company's shareholders on 22.06.2023, in accordance with the provisions of Article 49 of Law 4548/2018.</p>			

<p>32. Announcement to the General Meeting of Shareholders of the election of an independent non-executive member of the Board of Directors in replacement of a resigned member, which took place pursuant to the resolution dated 07.11.2023 on the election of a member of the Board of Directors and its reconstitution in a body, with a term of office expiring on 21.03.2025.</p>			
<p>33. Various Announcements ***</p>	<p>It concerns items and other announcements not put to a vote</p>		
<p>(*) Voting Option: Please indicate your choice for each issue separately  (**) Advisory Vote.  (***) For Information only, not put to a vote.</p>			

I inform the Company that I have already informed my Representative(s) about their notification obligation in case of application of article 128 para.5 of Law 4548/2018.

I further declare that I hereby approve every action of my agent, which shall take place in accordance with this authorization, and recognize it as legal, valid and effective.

A revocation of the present document must be notified in writing or by electronic means to the Company at least fortyeight (48) hours before the corresponding date of the General Meeting (by June 11, 2024 at 10:00 a.m. at the latest).

[Place], \_\_\_/\_\_\_/2024

The delegator

[signature & full name]

*The above form is either submitted filled in and signed at the Company's headquarters (115 Neraziotissis Str, 15124 Maroussi), with the original signature certified by a competent authority, or sent digitally signed using a recognized digital signature (qualified certificate) or a digital document certificate from gov.gr, via e-mail to the e-mail address ir@dimand.gr, or, in the case of shareholders identified through intermediaries, through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries, at least forty-eight (48) hours before the date of the General Meeting (i.e. by June 11, 2024 at 10:00 a.m. at the latest).*

### **Notes**

*1. Please fill in the mobile phone number and email address of the person you wish to appoint as proxy, in order for the Company to create the account of the proxy on the voting platform, in order to be able to participate remotely in real time via teleconference in the General Meeting of the Company's shareholders. Otherwise, his/her participation in the General Meeting will not be possible.*

*2. Provided that for the participation in the Ordinary General Meeting via teleconference the Company creates the account of the proxy on the electronic voting platform and then the proxy is notified via email to activate his account on the website <https://axia.athexgroup.gr/el/home> in order to be able to exercise the rights of the shareholder, each shareholder may appoint only one proxy for their remote participation in the Ordinary General Meeting.*

*3. In case said representative has not been provided with specific instructions to vote, he or she may vote at will.*

## **7. Total number of shares and voting rights**

### **ANNOUNCEMENT**

Pursuant to Article 123 paragraph 3 subparagraph b of L. 4548/2018, "DIMAND SOCIETE ANONYME – DEVELOPMENT AND EXPLORATION OF REAL ESTATE AND CONSTRUCTIONS, SERVICES AND HOLDING" (the "Company") announces that on 23.05.2024, namely on the date of the publication of the Invitation to the Ordinary General Meeting scheduled for 13.06.2024:

- A) The total number of shares of the Company amounts to 18,680,300 common registered shares of a nominal value of 0.05 EUR each,
- B) Excluding the own shares held by the Company, the total number of voting rights of the Company amounts to 18,530,300.

The Company has not issued any other category of shares, besides the above.

## **8. Shareholders' Minority Rights**

Pursuant to paragraph 4 of article 121 of Law 4548/2018, the shareholders are informed that, among others, they have the following rights according to Article 141, para. 2, 3, 6 and 7 of Law 4858/2018:

(a) Paragraph 2:

At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall include additional items on the agenda of a General Meeting, already convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, in this case by 29.05.2024. The additional items shall be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 Law 4548/2018 at least seven (7) days prior to the General Meeting, in this case by 06.06.2024. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision, subject to adoption by the General Meeting and the revised agenda is published in the same way as the previous agenda thirteen (13) days prior to the date of the General Meeting, in this case by 31.05.2024 and shall also be made available to shareholders on the Company's website, along with the justification or draft decision, submitted by shareholders, pursuant to the provision of paragraph 4 of article 123 of L.4548/2018. The aforementioned documents shall also be available as described herein below under "AVAILABLE DOCUMENTS AND INFORMATION". If these items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting, pursuant to article 141 par. 2 and 5 of Law 4548/2018, setting the date for the continuation of the meeting, which cannot be later than twenty (20) days from the date

of the adjournment, in this case by 03.07.2024, and to proceed with the publication themselves, as specified in the second subparagraph of this paragraph, at the expense of the Company.

(b) Paragraph 3:

Shareholders representing one twentieth (1/20) of the paid-up share capital, are entitled to submit draft decisions on items included either on the original or any revised agenda of the General Meeting. The relevant request has to be received by the Board of Directors at least seven (7) days prior to the date of general meeting, in this case by 06.06.2024, and the draft resolutions will become available to shareholders pursuant to the provisions of paragraph 3 of Article 123 of L. 4548/2018 and as described below under "AVAILABLE DOCUMENTS AND INFORMATION", at least six (6) days prior to the date of General Meeting, in this case by 07.06.2024.

(c) Paragraph 6:

At the request of any shareholder, submitted to the Company at least five (5) full days prior to the Regular General Meeting, in this case by 07.06.2024, the Board of Directors shall provide the General Meeting with information on the course of specific corporate affairs of the Company, to the extent it is relevant to the agenda items. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Further to the above, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall disclose to the Ordinary General Meeting the amounts that have been paid to each member of the Board of Directors or managers of the Company, and any benefit provided to such persons due to any cause or contract between the Company and them. In all the above cases, the Board of Directors may refuse to provide the information for sufficient due cause to be recorded in the Minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the aforementioned cases, the Board of Directors may give a single response to several requests of shareholders with the same content.

(d) Paragraph 7:

At the request of shareholders representing one tenth (1/10) of the paid-up share capital, submitted to the Company at least five (5) full days prior to the general meeting, in this case by 07.06.2024, the Board of Directors shall provide the General Meeting with information on the course of corporate affairs and the financial position of the Company. The Board of Directors may decline to provide the information for sufficient due cause to be recorded in the Minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or



80 of Law 4548/2018. In the aforementioned cases, the Board of Directors may give a single response to several requests of shareholders with the same content.

In the cases of paragraphs 6 and 7 of article 141 of L. 4548/2018, any dispute as to the validity or otherwise of the grounds for refusal by the board of directors to provide the information shall be resolved by the court with its decision, issued with the procedure of the interim measures. With the same decision, the court shall oblige the company to provide the information it refused. Such decision is not subject to appeal.

In all the above cases of paragraphs 2, 3, 6 and 7 of Article 141 of L. 4548/2018, the requesting shareholders have to prove their shareholder capacity and, except for the first subparagraph of article 141 paragraph 6 of Law 4548/2018, the number of shares they hold at the time of exercise of the relevant right. The capacity of shareholder may be evidenced by any lawful means, and in any event based on information the Company receives from the "Hellenic Central Securities Depository S.A." (ATHEXCSD), which manages the Dematerialized Securities System (Central Securities Depository - CSD), on condition that it provides registry services to the Company or from intermediaries participating and registered with the Central Securities Depository in any other case.

More detailed information pertaining to the aforementioned minority rights and the conditions for their exercise are available on the Company's website (<https://www.dimand.gr>).

## **9. Terms and conditions for the remote participation in the General Meeting of shareholders, via videoconference**

The Company enables the participation, of all eligible shareholders wishing so, in the General meeting of Shareholders of 13.06.2024 or any adjourned thereof, remotely, in real time, via video conference, without their physical presence at the venue where the General Meeting takes place, according to article 12 para. 3 of the Articles of Association of the Company and article 125 of L. 4548/2018.

In order for the Shareholders wishing to participate in and vote at the General Meeting of 13.06.2024 or any adjourned meeting thereof, remotely, in real time, via videoconference, without their physical presence, the Shareholder or his or her proxy must create and use an electronic account on the electronic platform developed by the Athens Stock Exchanges Group - Athens Stock Exchange S.A. for the provision of services for conducting general meetings remotely in real time via teleconferencing to issuing companies, on the website <https://axia.athexgroup.gr/el/home>.

The Online Platform is provided by the company "Hellenic Central Securities Depository S.A." and, for the videoconference, the Zoom service provided by the company Zoom Video Communications Inc.

To access the Online Platform, a personal computer, a smartphone or a tablet is required, with a browser installed and internet access. To create the account of the Shareholder or his or her proxy on the above Online Platform, a valid email address and the mobile phone number of the Shareholder or any of his proxy are required.

In the event that upon entering the Online Platform, the above data entered by the Shareholder do not match the data registered in the Dematerialised Securities System and notified to the Company by the Hellenic Central Securities Depository S.A. (ELKAT), or through intermediaries, as part of facilitating shareholder identification control at general meetings remotely, provided to issuing sociétés anonymes, in accordance with Part 3 of Resolution No 8 of the Board of the Hellenic Central Securities Depository S.A., "Services for facilitating the identification of Shareholders in remote general meetings & providing a two-factor authentication process upon investors' access to electronic services of ELKAT", the shareholder must update the above details thereof in order to create the account.

To this end, shareholders are requested to contact the Participant of the Securities Depository at DSS or other intermediary acting as the shareholder's custodian through which their shares are held, in order to disclose and/or update their valid email address and mobile phone number for their identification.

Further instructions for participating in the general meeting via video conference are posted on the Company's website. Shareholders can contact the Company's Investor Relations and Corporate Announcements Service Unit for any questions and information by email at [ir@dimand.gr](mailto:ir@dimand.gr) or by phone at 210 8774220, daily, during working days and hours. Furthermore, from the publication of the Invitation and until the end of the General Meeting, information and support will be provided to shareholders and their proxies for issues related to the conduct of the General Meeting through AXIA e-SM (e.g. sign in, voting, etc.) at tel. 210 3366426 or by e-mail to [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr). On the date of the General Meeting, in order to participate in the proceedings Shareholders must connect in a timely fashion through the Internet Platform, fifteen minutes (15') before the start time of the General Meeting that has been announced in the Invitation, and to declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

Shareholders that participate in the General Meeting via videoconference in real time, are counted to calculate the quorum of Shareholders present or represented at the General Meeting and of the percentage of the issued share capital of the Company that is present or represented in the General Meeting and will be able to exercise effectively their rights during the General Meeting.

Shareholders that have successfully connected to the Online Platform will be able to participate in the General Meeting by teleconferencing in real time, via a link to be sent to them via email.

By activating the teleconferencing application (Zoom), through the link at the beginning of the General Meeting, the Shareholders will be able to:

- (a) attend by electronic or audiovisual means the General Meeting,
- (b) will be able to take the floor and address the General Meeting orally during the General Meeting,

while through the online platform they will be able to:

- (c) vote in real time during the General Meeting on the agenda items when announced by the chairperson,
- (d) receive information on the recording of their vote.

## **10. Available Documents and Information**

The information listed in article 123 par. 3 and 4 of Law 4548/2018, namely:

- a) the invitation;
- b) the announcement with respect to the total number of shares and voting rights incorporated in shares at the date of the Invitation;
- c) the templates required for exercising voting rights through a representative or proxy;
- d) the full text of all documents to be submitted to the General Meeting, draft decisions for each item of the agenda, as well as any draft resolutions proposed by shareholders in exercise of their minority rights;
- e) the annual financial report of the Company for the financial year 2023;
- f) document for the exercise of minority rights;
- g) terms and conditions for the remote participation of shareholders in the general meeting;
- h) information on the processing of personal data of the shareholders and other participants during their remote participation in the general meeting;

will be made available in electronic form on the Company's website (<https://www.dimand.gr>). The interested shareholders may receive hard copies of any documents and draft decisions at the Company's premises at 115 Neratziotissis Str, 15124 Maroussi, or by communicating with the Investor Relations and Corporate Announcements Service Unit at +30 210 8774200.