

## **INVITATION**

**TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE NAME  
«INTERCONTINENTAL INTERNATIONAL REAL ESTATE INVESTMENT  
COMPANY»**

**and the trade name «INTERCONTINENTAL INTERNATIONAL REIC»**

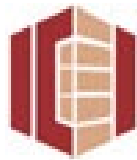
**[GEMI No. 120108101000]**

**TO THE ANNUAL GENERAL ASSEMBLY OF 10.5.2023**

The Board of Directors of the Société Anonyme under the name «INTERCONTINENTAL INTERNATIONAL REAL ESTATE INVESTMENT COMPANY» and the trade name «INTERCONTINENTAL INTERNATIONAL REIC» (hereinafter the “Company”) pursuant to Law 4548/2018 on Société Anonyme and in particular the provisions of paragraph 3 of Article 120 of Law 4548/2018 and Article 9 paragraph 5 of the Articles of Association of the Company, hereby invites the Shareholders of the Company to participate remotely in real-time via teleconference in the Annual Ordinary General Assembly, which will take place Wednesday, **10.5.2023** at 18:00, to be held entirely with the participation of the shareholders remotely, as defined in the present as well as according to the provisions of Article 125 Law 4548/2018 as provided by art.9 par.5 of the Articles of Association of the Company, in order to facilitate the participation and without physical appearance, to discuss and resolve on the following items of the agenda:

### **ITEMS ON THE AGENDA**

- 1. *Approval of the Annual Financial Report and of the Annual Financial Statements of the Company amongst the relevant Board of Directors’ Report and the Auditors’ Report, as well as of the distribution of profits for the fiscal year 2022 (from 01.01.2022 to 31.12.2022);***
- 2. *Approval of the overall management of the Company for the fiscal year 2022 (from 01.01.2022 to 31.12.2022) pursuant to Article 108 of Law 4548/2018 and discharge of the Auditors from any liability;***
- 3. *Election of the Auditing Firm/Auditors for the audit of the Financial Statements for the fiscal year 2023 (from 1.1.2023 to 31.12.2023) and determination of the auditors’ fees;***



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- 4. Approval of the evaluator's fee for the fiscal year 2022 (from 01.01.2022 to 31.12.2022), appointment of the evaluator for the next fiscal year 2023 (from 1.1.2023 to 31.12.2023) pursuant to Article 22 par. 7 of Law 2778/1999 and determination of the evaluator's fee;**
- 5. Approval of the remuneration of the members of the Board of Directors for the fiscal year 2022 and the in-advance remuneration for the fiscal year 2023;**
- 6. Submission of the Remuneration Report for discussion and voting by the General Assembly for the fiscal year 2022 in compliance with Article 112 of Law 4548/2018;**
- 7. Activity Report of the Audit Committee- Update from the President of the Audit Committee to the shareholders for the activity of the Audit Committee for the fiscal year 2022**
- 8. Announcement and approval of the election of a new BoD member replacing a resigned one according to Art.82 par.1 l.4548/2018 and verification of the joint and personal suitability of the members of the BoD**
- 9. Report of the Independent Members of the BoD pursuant to Art 9 par.5 L. 4706/2020**
- 10. Permission to the BoD members and Executives of the Company for activities provided by paragraph 1 of Article 98 Law 4548/2018 as in force**
- 11. Permission for the disposal of Company's Assets the value of which represents more than fifty one per cent (51%) of the total value of the Company's assets according to article 23 l.4706/2020**
- 12. Other matters;**

If the quorum, as required by the Law and the Articles of Association in order to resolve on any of the items of the agenda, is not attained during the meeting of 10.5.2023, the General Assembly shall convene afresh in a Repetitive Meeting remotely in real time via teleconference on May 17th, 2023, on Wednesday at 18:00; no new invitation for the repetitive General Assembly is required in accordance with par. 2 of article 130 of Law 4548/2018 and the Shareholders shall resolve upon the same items on the agenda.

In accordance with the provisions of Article 9 of the Articles of Association of the Company, the General Assembly dated May 10th, 2023, shall take place remotely, in real-time by teleconference and the use of electronic means, without the physical presence of the shareholders, under the conditions of Article 125 of Law 4548/2018 and the specific provisions in the present invitation.

### **A. RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL ASSEMBLY**

All shareholders of the Company have the right to participate at the General Assembly and vote, either in person or by proxy in accordance with the provisions of Law 4548/2018 and the conditions below. Each common share has one vote.

Only natural and legal person with the status of Shareholders of the Company on May 10, 2023 ("Record date"), that is the start of the fifth (5th) day before the date of the General Assembly", are allowed to participate and vote at the General Assembly of

May 10<sup>th</sup>, 2023. The same record date applies in case of a repetitive meeting according to the above.

Towards the Company, the person that is registered on the records of the Dematerialized Securities System (DSS) of the Société Anonyme «Greek Central Securities Depository SA» (GCSD) on the Record Date, or the one identified as such according to the respective date via the registered intermediaries or other intermediaries according to the respective law provisions (L.4548/2018, Law 4569/2019, Law 4706/2020 and Directive (EU) 2018/1212) as well as the Rules of Operation of GCSD (Government Gazette B/1007/16.3.2021) is considered a shareholder with the right to participate and vote.

Providing of proof for the status as shareholder is taking place with any legal mean and in any case according to the information the Company receives from GCSD if it registry services or via the participant and registered intermediaries to the central securities depository. A shareholder can participate in the General Assembly based on confirmations or notifications of the articles 5 and 6 of Direction (EU) 2018/1212 provided by the intermediary, unless the General Assembly their participation on proper grounds reasoning that denial pursuant to the respective provisions of the law (art.19 par.1 L.4569/2018, art.124 par.5 L.4548/2018). The exercise of these rights does not presuppose the blocking of the owner's shares nor compliance with any other similar procedure, which limits the possibility of selling and transferring the shares during the period between the Record date and the General Assembly. Each share entitles to one vote.

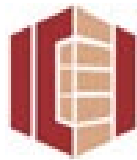
Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or by electronic means the appointment of proxies or representatives to the Company at least forty-eight (48) hours before the designated date of the General Assembly, participate at the General Assembly unless the General Assembly refuses this participation for good reason which justifies this refusal.

## **B. REMOTE PARTICIPATION AND VOTE AT THE GENERAL ASSEMBLY IN REAL TIME BY TELECONFERENCE**

In order for shareholders to participate and vote at the Annual General Assembly on May 10<sup>th</sup>, 2023, or in the event of a Repetitive General Assembly, which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies **must create and use an electronic shareholder account** at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Assembly services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/> .

The online platform is provided from the company Greek Central Securities Depository SA, whereas for the teleconference the group of tools/ services Zoom from the company Zoom Video Communications Inc. is used.

To access the electronic platform a personal computer, a smartphone or a tablet is required with a browser installed and internet access.



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In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

In case, while accessing the electronic platform, the information entered does not match with the data registered in the Dematerialized Securities System or with the identification data and provided to the Company by the Greek Central Securities Depository or the intermediators as part of its services to facilitate shareholder identification for the remote General Assembly provided to listed companies in accordance with Part 3 of Decision No 8 of the Greek Central Securities Depository, "*Technical Terms and procedures of the Registry, Company & other relevant procedures Department*", then the Shareholders should provide or update their information above, in order to create the account.

For this purpose, shareholders are requested to contact the participant of the Securities Account on DSS or other intermediary who acts as treasurer of the shareholder through whom his shares are kept the Operator of their Account where their shares of the Company are kept, or any other intermediary, that provides them with depository (custodial) services for the shares of the Company, as the case may be, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the General Assembly by teleconference will be posted on the website of the Company and will be sent by the Company via email to shareholders that have completed the above procedure and are entitled to participate at the Annual General Assembly.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by email at [I.R@ici-reic.com](mailto:I.R@ici-reic.com) or by telephone at +30 216 7000 555 (daily between 09.00 -17.00).

Furthermore, as of the publication of the present and until the end of the General Assembly's meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366 120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

In order for the shareholders to participate on the date of the general assembly they have to connect on time via the online platform, at least fifteen minutes (15') before the time that the general assembly is bound to begin and declare the number of voting rights with which they will participate on the General Assembly and vote and- if they wish- alter it (on a less amount).

Shareholders that will participate at the General Assembly by teleconference in real-time are deemed present in the calculation of the quorum and majority and will be able to exercise their rights effectively during the General Assembly.

Shareholders connected to the internet platform will have the ability to participate in the General Assembly via teleconference in real time through the link that will be send via email.



When entering the teleconference application (Zoom) via the link at the beginning of the General Assembly, shareholders will have the ability to:

- a) follow the proceedings of the General Assembly with electronic or audiovisual means,
- b) take the floor and address the General Assembly orally during the General Assembly,

and at the same time through the internet platform, they could

- c) vote in real-time during the General Assembly on the items on the agenda
- d) receive information on the recording of their vote.

### **C. PARTICIPATION PROCESS AND VOTE BY PROXY**

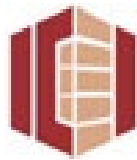
Any Shareholder may participate in the General Assembly and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder holds shares in the Company, which appear in more than one securities' account, such restriction does not prevent the shareholder to appoint a different proxy for the shares that appear in each securities' account for the respective General Assembly. The power of attorney is revocable. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

The shareholder can name a proxy for one more General Assemblies and for a certain period. The proxy votes according to the shareholder's instructions, if any. Non-compliance by the proxy with the instructions received does not affect the validity of the resolutions of the General Assembly, even if the proxy's vote was decisive in achieving the majority.

The shareholder proxy is obliged to notify the Company, before the commencement of the meeting of the General Assembly, about any specific event, which may be useful to shareholders for the assessment of the risk that the proxy may serve other interests besides the interests of the shareholder.

A conflict of interest may arise particularly when the representative is:

- a) A shareholder controlling the Company, or other legal person or entity that is controlled by that shareholder,
- b) A member of the Board of Directors or in general of the management of the Company or a shareholder that controls the Company, or other legal person or entity that is controlled by that shareholder, which controls the Company.
- c) An employee or a certified auditor of the Company or a shareholder that exercises control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company.
- d) A spouse or a first-degree relative with one of the persons that are mentioned in cases a) to c).



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The proxy records the voting instructions provided by the shareholder for at least one (1) year following the date of the General Assembly, or should that meeting be adjourned, then from the date of the last repetitive meeting that he executed the instructions of his proxy.

The appointment and revocation or replacement of the proxy or representative takes place in writing and is submitted to the Company at least forty-eight (48) hours before the appointed date of the General Assembly.

II. Specifically for shareholder participation by proxy at the General Assembly of May 10<sup>th</sup> 2023 or any Repetitive Meeting, remotely in real-time by teleconference, shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty- eight (48) hours before the date of the General Assembly up until 8.5.2023 at 18:00 (at the latest) for the initial General Assembly and up until 15.5.2023 at 18:00 for the Repetitive General Assembly. The Company shall make available a document for the Shareholders in order to appoint, revoke or replace a proxy in hard copy at its registered seat (26 Rigillis Str., tel. +30 216 7000 555, Athens, Attica) and on the Company's website [www.ici-reic.com](http://www.ici-reic.com).

The abovementioned document must be filled-in, executed as described therein and notified to the Company either via fax at +30 216 7000 554 to the attention of the officer of the Investor Relations Department of the Company, or via post mail at the registered seat of the Company (26 Rigillis Str., Athens, PC 10674) at least forty eight (48) hours before the date of the General Assembly, meaning until 8.5.2023 at 18:00 (at the latest) for the initial General Assembly and up until 15.5.2023 at 18:00 for the Repetitive General Assembly.

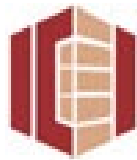
Shareholders are responsible for confirming the successful dispatch of the appointment document in writing and the receipt by the Company by contacting for this reason at tel. +30 216 7000 555 the Investor Relations Department (Mr. Ioannis Mavroyorgos).

Upon receipt of the above information by the Company, and based on the email address and the mobile telephone of the representative, as stated in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. above.

## **D. LATEST DATES FOR EXERCISING MINORITY SHAREHOLDER RIGHTS**

Persuant to par. 2, 3, 6 and 7 of Art. 141 L. 4548/2018 the shareholders have the following rights:

1. At the request of shareholders representing at least one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items on the daily agenda of the General Assembly, which has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Assembly, i.e. by April 25<sup>th</sup>, 2023 at the latest. The request to include additional items in the daily agenda is accompanied by a justification or a draft decision



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for approval by the General Assembly, and the revised daily agenda is published in a similar manner as the previous daily agenda, thirteen (13) days before the date of the General Assembly, i.e. by April 27<sup>th</sup>, 2023 at the latest, and simultaneously made available to shareholders on the website of the Company together with the justification or the draft decision that has been submitted by shareholders, in accordance with the provisions in paragraph 4 of article 123 of Law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Assembly, in accordance with paragraph 5 and to make the publication themselves, in accordance with the second subparagraph of the present paragraph, at the expense of the Company.

2. Shareholders representing at least one twentieth  $1/20$  of the paid-up share capital, have the right to submit draft decisions which have been included in the initial or revised agenda of the General Assembly. Such request must be furnished to the Board of Directors at least seven (7) days before the date of meeting of the General Assembly, i.e. by May 3<sup>rd</sup>, 2023 and said draft decisions are made available to the shareholders according to the provisions of article 123 paragraph 3 of law 4548/2018 at least six (6) days before the General Assembly, i.e. by May 4<sup>th</sup>, 2023.

3. Following an application submitted by any shareholder to the Company at least 5 complete days before the General Assembly i.e. no later than May 4<sup>th</sup>, 2023, the Board of Directors must provide to the General Assembly the requested specific information regarding Company affairs to the extent that this information is indeed useful in order to consider the items on the agenda. At the request of shareholders representing one twentieth  $1/20$  of the paid-up share capital, the board of directors is obliged to announce to the ordinary General Assembly the amounts that have been paid during the last two years to each member of the board of directors or to the Company's managers, as well as any benefits that were granted to them for any reason or on the basis of their contract with the Company. In all the above cases, the board of directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason may be, according to the circumstances, the representation of the requesting shareholders to the board, in accordance 4 with articles 79 or 80 of law 4548/2018. In the cases of this paragraph, the board of directors may respond in a single application to shareholders with the same content.

4. At the request of shareholders representing at least one tenth ( $1/10$ ) of the paid-up capital which is submitted to the Company at least 5 complete days before the General Assembly i.e. no later than May 4<sup>th</sup>, 2023, the Board of Directors must provide to the General Assembly the requested specific information regarding the Company's affairs and assets. The board of directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason may be, according to the circumstances, the representation of the requesting shareholders to the board, in accordance 4 with articles 79 or 80 of law 4548/2018, provided that the respective members of the board of directors have received relevant information sufficiently.

In all of the abovementioned cases, the requesting shareholders are obliged to prove their shareholder status and, with the exception of the case of the first subparagraph

of paragraph 3, the number of shares they possess during the exercise of the relevant right.

Proof of the status as a shareholder is based on the information received by the Company from the “Hellenic Central Securities Depository” which administers the Dematerialized Securities System which is the central securities depository under the meaning of §5 article 40 of law 4548/2018.

**Detailed information on the above minority shareholders’ rights and the conditions for their exercise are available on the website of the Company at [www.ici-reic.com](http://www.ici-reic.com) .**

#### **E. AVAILABLE DOCUMENTS AND INFORMATION**

The total of the documents regarding the information required by par. 3 and 4 of article 123 of Law 4548/2018, as well as drafts of the resolution of the General Assembly/commented by the Board of Directors are available in electronic form on the website of the Company ([www.ici-reic.com](http://www.ici-reic.com) ) and at the registered seat of the Company, 26 Rigillis Str., Athens, Attica which the Shareholders may request in hard copies from 11.00 to 17.00 p.m. (Investor Relations Department -Mr. Ioannis Mavroyorgos).

All the aforementioned documents and information as well as the present invitation, the total number of shares and voting rights, the documents for exercising the right to vote by proxy, shall be made available in electronic form on the website of the Company ([www.ici-reic.com](http://www.ici-reic.com) )

**19.4.2023, Athens**

**The Board of Directors**