

## INVITATION

**TO THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ ANONYME UNDER THE NAME «DIMAND SOCIETE ANONYME – DEVELOPMENT AND EXPLORATION OF REAL ESTATE AND CONSTRUCTIONS, SERVICES AND HOLDING” with the distinctive title “DIMAND S.A.”**

**with General Commercial Registry No. 4854501000 (hereinafter the “Company”)**

**on Thursday, June 13th, 2024, at 10:00 a.m.**

Pursuant to Law 4548/2018 in relation to amendments to the legislation on société anonyme and the Company’s Articles of Association, and following the resolution of the Company’s Board of Directors, adopted at its meeting of 23 May 2024, the Company’s Shareholders are invited to participate in the Ordinary General Meeting on **13.06.2024, Thursday at 10:00 a.m.**, which will be held at OTE Academy, Room Small Auditorium, at Pelika and Spartis str. No.1, in Maroussi with the following items of the agenda:

### ITEMS OF THE AGENDA

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 members of the Board of Directors 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, 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 7.11.2023 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.

In case that the quorum required by the Law and the Articles of Association of the Company is not achieved and therefore no resolution can be adopted on the items of the agenda, the Shareholders will reconvene to an **Iterative General Meeting on 21.06.2024, Friday at 10:00 a.m.**, at the headquarters of the Company 115 Neratziotissis Street, Maroussi, without a new invitation being published pursuant to article 130 of Law 4548/2018.

It is noted that the shareholders are able to participate, if they wish, in the Ordinary General Meeting of the Company (initial and any reiterative) remotely, in real time, via video conference, according to article 12 para. 3 of the Articles of Association of the Company and article 125 of L. 4548/2018. Instructions regarding the procedure of participation of the shareholders in the Ordinary General Meeting via video conference are provided below in the present Invitation.

The Vice-Chairman and Managing Director of the Board of Directors of the Company, Mr. Dimitrios Andriopoulos, is tasked with making the required publications, notifications and in general actions for the convening of the Ordinary General Meeting of the Company's Shareholders, in order for the Shareholders to exercise their rights, in accordance with the law and the Company's Articles of Association.

Pursuant to Article 121, par. 3 & 4, 124 and 128 of Law 4548/2018 as in force, the Company notifies its shareholders of the following:

### **I. Right to attend the General Meeting**

Any person who has the capacity of shareholder at the beginning of the fifth (5th) day before the date of the original session of the General Meeting, i.e. at the beginning of 08.06.2024 ("Record Date") has the right to attend the Ordinary General Meeting (original and repetitive session). This Record Date also applies in the case of an adjourned meeting, provided that said meeting is not more than thirty (30) days from the date of Record according to article 124 par. 6 of Law 4548/2018. Towards the Company, as shareholder entitled to participate and exercise voting right at the General Meeting is considered any person registered, on the Record Date, in the records of the Dematerialized Securities System ("DSS") of the Hellenic Central Securities Depository S.A. ("HCSD") or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/1064/10.03.2022).

Status of shareholder is verified by any means provided by law and in any case by means of information obtained by the Company until prior to the beginning of the General Meeting by the HCSD or through the above intermediaries in line with the above provisions. A shareholder may participate in the General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason which justifies this refusal in line with the applicable provisions (art.19 par. 1 L. 4569/2018, art. 124 par. 5 L. 4548/2018).

The exercise of participation and voting rights in the General meeting does not presuppose that the shareholders' shares are blocked or any other similar procedure which limits the possibility to sell and transfer these during the period between the Record Date and the General Meeting.

Shareholders who are legal entities participate in the General Meeting through their representatives, pursuant to point IV herein below. Legal entities must also submit their legalization documents within the period referred to under point IV herein below according to applicable law, unless these have already been submitted to the Company and consequently it suffices to be mentioned in the representation document where they have been submitted.

## **II. Participation and voting in the General Meeting remotely, in real time, through video conference**

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/>

The Online Platform is provided by the company "Hellenic Central Securities Depository S.A." and, for the videoconference, the Zoom service is 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 (+30) 210 8774220, daily, during working days and hours.

Furthermore, from the publication of the Invitation and until the end of the General Meeting, there will be information and support available to the Shareholders or their proxies for issues related to the conduct of the General Meeting through AXIA e-SM (e.g. sign in, voting, etc.) at (+30) 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 as well as those present, 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.

### **III. Exercising voting rights through representatives**

Persons, entitled to participate in the General Meeting, may participate therein also by proxies. Every person entitled to participate, may appoint up to three (3) proxies. The limitation applies to each securities account, i.e. if a shareholder holds shares of the Company that appear on more than one securities account, this limitation does not prevent the shareholder from appointing up to three (3) proxies for the shares appearing in each securities account relating to the Ordinary General Meeting. A proxy acting for more persons, entitled to participate, may cast a different vote for each of them

Specifically for shareholder participation by proxy at the Ordinary General Meeting on 13.06.2024 or any adjourned meeting thereof, remotely in real-time by video conference, the shareholder or the Operator of their Account or any other intermediary acting as their custodian, providing them with custody services, can appoint up to one (1) proxy, following the process described under IV. below.

Representation authorization can be freely revoked.

A person, entitled to participate, may appoint a proxy for either a single general meeting or as many meetings as may take place within a certain time. The proxy shall vote in accordance with the instructions of the principal, if any, and shall archive the voting instructions for at least one (1) year from the date of the general meeting or, in the event of its adjournment, from the date of the last repetitive meeting where the proxy made use of the representation authorization. The proxy's failure to comply with the instructions he/she has received does not affect the validity of the decisions of the general meeting, even if the proxy's vote was decisive in taking them.

Prior to the commencement of the Ordinary General Meeting, the shareholder's proxy shall notify the Company of any specific event that may be useful to shareholders to assess the risk that the proxy is serving interests other than the interests of the specific shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular where the proxy is:

- a) shareholder, exercising control over the Company or is another legal entity or entity controlled by that shareholder;
- b) member of the Board of Directors or, in general, of the Company's management or shareholder, exercising control over the Company or any other legal entity, controlled by a shareholder, exercising control over the Company;
- c) employee or auditor of the Company or shareholder, exercising control over the Company or any other legal entity, controlled by a shareholder exercising control over the Company;
- d) spouse or first degree relative of any of the individuals mentioned in cases a. to c.

#### **IV. Notification of representative - Appointment and revocation of proxy or representative**

Notification of representative, appointment and revocation of a proxy or representative are performed only in writing and shall be communicated to the Company at least forty-eight (48) hours prior to the scheduled date of the Ordinary General Meeting (namely the latest by 11.06.2024 at 10:00 a.m. for the original General Meeting and the latest by 19.06.2024 at 10:00 a.m. for the Repetitive session).

Proxy form for the appointment of a representative to participate in the General Meeting, both in person and by video conference, as the case may be, will be available to shareholders in electronic form on the Company's website as part of the information material for the Ordinary General Assembly of 13.06.2024, at the following address (<https://www.dimand.gr>).

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), via e-mail to the e-mail address [ir@dimand.gr](mailto: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.

In the case of appointing a representative to participate in the Ordinary General Meeting remotely, in real time via video conference, after receiving the above information from the Company and based on the representative's or proxy's email address and mobile phone, as they have stated in the form of appointment of a representative or proxy, the Company creates an account for the representative or the proxy on the electronic platform, who will be 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 the above

In case that the shareholder entitled to participate in the General Meeting has not duly notified the Company of the appointment of a proxy or representative as per above and has not submitted the legalization documents referred to herein above, such shareholder may only participate in the General Meeting upon the General Meeting's consent.

The eligible participant is invited to take care of the confirmation of the successful postage of the representative appointment form (or the electronic authorization) and its receipt by the Company by calling Investor Relations and Corporate Announcements Service Unit of the Company at (+30) 210 8774200.

#### **V. Rights of Minority Shareholders**

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>).

#### **VI. Available documents and information.**

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

- a) this Invitation;
- b) the announcement with respect to the total number of shares and voting rights incorporated in shares at the date of the present 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 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 in the remote 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.

Maroussi, 23.05.2024

Pursuant to Board of Directors' order  
The Vice-Chairman and Managing Director  
Dimitrios Andriopoulos