



PRONTEA REAL ESTATE INVESTMENT COMPANY

ANNOUNCEMENT

APPROVAL AND PUBLICATION OF THE INFORMATION MEMORANDUM AND COMMENCEMENT OF THE ACCEPTANCE PERIOD FOR THE VOLUNTARY TENDER OFFER BY "PRONTEA REAL ESTATE INVESTMENT COMPANY" TO THE BONDHOLDERS OF "PRONTEA REAL ESTATE INVESTMENT COMPANY" REGARDING THE ACQUISITION OF UP TO 50,000 BONDS ISSUED BY 'PRONTEA REAL ESTATE INVESTMENT COMPANY' PURSUANT TO THE COMMON BOND LOAN PROGRAMME DATED 09.07.2021, IN EXCHANGE FOR 200 NEW COMMON REGISTERED VOTING SHARES OF 'PRONTEA REAL ESTATE INVESTMENT COMPANY' FOR ONE BOND

06.05.2026

On 05.05.2026 (hereinafter the '**Information Memorandum Date**'), the Board of Directors of the Hellenic Capital Market Commission (hereinafter the '**HCMC**') approved, in accordance with Article 11(4) in conjunction with Article 6(2) of Law 3461/2006, as in force, (hereinafter the '**Law**') the information memorandum (hereinafter the '**Information Memorandum**') of the voluntary tender offer (hereinafter the '**Tender Offer**'), which the company under the name 'PRONTEA REAL ESTATE INVESTMENT COMPANY' (hereinafter the "**Offeror**"), has addressed to the bondholders of the company named "PRONTEA REAL ESTATE INVESTMENT COMPANY" (hereinafter the "**Company**") pursuant to the Common Bond Loan Programme dated 09.07.2021 (hereinafter the "**CBLP 2021**"). The Offeror launched the Tender Offer on 14.04.2026 (hereinafter the "**Date of the Tender Offer**"), notifying the HCMC in writing and simultaneously submitting a draft of the Information Memorandum, as provided for in Article 10(1) of the Law.

Following the above, the announcement of the Tender Offer was published in the Euronext Athens Daily Price Bulletin and on the Euronext Athens website in accordance with Article 16(1) of the Law, and was subsequently published on the Offeror's official website (<https://prodea.gr/>) in accordance with the provisions of the Law.

Furthermore, the Offeror has appointed 'AXIA VENTURES GROUP Ltd' and 'Piraeus Bank S.A.' with distinctive title "Piraeus Bank" as its advisors, in accordance with Article 12 of the Law (hereinafter the "**Offeror's Advisors**").

1.1. OBJECT OF THE TENDER OFFER

The Offeror has decided to make a Tender Offer to the holders of CBLP 2021 Bonds (hereinafter the '**Bondholders**') for the acquisition of up to 50,000 bonds of the Company (hereinafter the "**Tender Offer Bonds**"), representing 16.667% of the total outstanding principal amount of the CBLP 2021 bonds (hereinafter the "**Bonds**").

The Offeror will not acquire any Bonds, either through Euronext Athens and/or over-the-counter, other than those offered to it in the context of the Tender Offer.

As at the Date of the Tender Offer, the Offeror does not hold, directly or indirectly, any Bonds.

The Concerted Persons hold, directly or indirectly, 149 Bonds representing 0.000497% of the total Bonds.

It should be noted that, given that the Tender Offer does not relate to securities incorporating voting rights but to Bonds, the sell-out right and the squeeze-out right do not apply, in accordance with Articles 27 and 28 of the Law respectively.

The Tender Offer is subject to the following conditions in accordance with Article 22 of the Law: (a) the HCMC decision approving the amendment of the Offeror's Articles of Association in the context of the Share Capital Increase, in accordance with Article 42(6) of Law 5193/2025, (b) the decision of the Ministry of Development approving the amendment of the Offeror's Articles of Association in the context of the Share Capital Increase; and (c) the approval of

the listing of the New Shares on Euronext Athens in accordance with Article 5.3.8 of the Euronext Athens Rulebook in conjunction with Article 4 of Decision 27 of Euronext Athens

The validity of the Tender Offer is subject to the condition that, at the end of the Acceptance Period, 30,000 Bonds (hereinafter the **“Minimum Number of Bonds”**) have been lawfully and validly tendered to the Company.

1.2. OFFERED CONSIDERATION

In accordance with Article 9(1) of the Law, the Offeror shall pay, for each Bond validly tendered and transferred in the context of the Tender Offer, 200 New Shares based on the Exchange Ratio (hereinafter the **“Consideration”**), which consists of the New Shares.

It should be noted that, with regard to the Accepting Bondholders, the Offeror will undertake on their behalf only the payment of fees to Euronext Securities Athens, pursuant to the Annex to Decision 18 ‘Fee Schedule’. Conversely, the Accepting Bondholders shall bear sole responsibility for the payment of any additional charges and taxes beyond those referred to in the preceding paragraph.

In accordance with Article 9(3) of the Law, Piraeus Bank has confirmed that, in the event that all holders of the Company’s bonds to whom the Tender Offer relates accept the Tender Offer and tender their bonds, the Offeror has the necessary means of payment to settle in full the total amount of the settlement fees payable by the Offeror to Euronext Securities Athens, in relation to the registration of the transfer of the Company’s bonds to be offered to the Offeror by the Company’s bondholders. However, Piraeus Bank does not provide any guarantee, within the meaning of Articles 847 et seq. of the Greek Civil Code or otherwise, or recommendation, or advice in accordance with Article 729 of the Civil Code or otherwise, regarding the performance of the financial or other obligations undertaken by the Offeror in the context of the Tender Offer.

Information regarding the Offeror’s New Shares constituting the Consideration

The Offeror’s New Shares, which constitute the Consideration, will amount to up to 10,000,000 New Shares, with a nominal value of €2.71 each; they will be issued pursuant to the Share Capital Increase, based on the Exchange Ratio and will be admitted to trading on Euronext Athens. The final number of New Shares to be issued depends on the final number of Tender Offer Bonds validly tendered to the Offeror. In any event, the maximum number of New Shares that may be issued under the Share Capital Increase, as determined by the relevant resolution of the Company’s Board of Directors, is sufficient to secure the Consideration based on the Exchange Ratio, even in the event that all Tender Offer Bonds are validly tendered.

On 2 April 2026, the extraordinary general meeting of the Offeror authorised the Offeror’s Board of Directors to increase the share capital by up to €50,000,000 through the issue of new, ordinary, registered, voting shares, in accordance with Article 24(1)(b) of Law 4548/2018, to be covered in cash, through contribution in kind or any other method of subscription, with or without pre-emption rights in favour of existing shareholders, at the discretion of the Board of Directors. Pursuant to the EGM Authorisation, the Board of Directors of the Offeror resolved on 14 April 2026 to issue up to 10,000,000 new, ordinary, registered, voting shares with a nominal value of €2.71, to be covered in kind by the contribution of the Transferred Bonds, subject to the terms and conditions set out in the Information Memorandum.

The Offeror is a Greek societe anonyme and its shares are traded on Euronext Athens.

The ISIN (International Securities Identification Number) code for the Offeror’s shares is GRS509003018 and the trading symbol is ‘ΠΡΟΝΤΕΑ’. The relevant register of dematerialised shares is held by ‘Euronext Athens Holding S.A.’ (address: 110 Athinon Avenue, PO Box 104 42, Athens).

The trading unit for the Offeror’s shares on Euronext Athens is one (1) dematerialised ordinary share. The currency in which the Offeror’s shares are denominated is Euro (€). There are no restrictions on the free transfer or free trading of the Offeror’s shares on Euronext Athens.

The Offeror’s financial information and significant events relating to the Offeror are published on its website (<https://prodea.gr/>) and on the Euronext Athens website (<https://www.athexgroup.gr/>).

Furthermore, in accordance with Article 11(2) of the Law and Annex IX of Regulation (EU) No 1129/2017, as amended and currently in force, the Offeror will prepare and publish a Prospectus for the purposes of the Public Offer and the Admission of the New Shares, which will be published on the aforementioned websites of the Offeror, Euronext Athens and the Advisors (<https://www.axiavg.com/>, <https://www.piraeusgroup.gr/el/omilos>).

The Consideration under the Tender Offer consists of up to 10,000,000 New Shares of the Offeror, to be issued pursuant to the Share Capital Increase.

For the valuation of the Bonds in the context of the Share Capital Increase, Grant Thornton has prepared a Valuation Report in accordance with Article 17(3) of Law 4548/2018, on the basis of which the appraised value per Bond has been set at €1,000.

Taking into account the above-mentioned appraised value per Bond as well as the fair exchange ratio range designated in the Report on the Determination of the Fair Exchange Ratio Range, the offer price of the New Shares has been set at €5.00, resulting in an Exchange Ratio of 200 New Shares for each (1) Tender Offer Bond.

The Board of Directors considers the Exchange Ratio to be fair consideration for the Tender Offer, taking into account the Report on the Determination of the Fair Exchange Ratio Range. It should be noted that, due to the Company acting in the capacity of the Offeror, the Issuer of the Bonds and the Issuer of the New Shares, the provisions of Article 15 of the Law, which require the Board of Directors of the target company to formulate and publish a reasoned opinion on the tender offer, do not apply in this case.

1.3. PERIOD AND PROCEDURE FOR ACCEPTANCE OF THE TENDER OFFER

The period during which Bondholders may accept the Tender Offer by submitting a written declaration of acceptance (hereinafter the **'Acceptance Form'**) to the Participant/Intermediary (as defined in the Information Memorandum) through whom they hold their Offered Bonds in the DSS, shall last for a total of four (4) weeks, commencing on 07.05.2026, at 08:00 a.m. (Greek time) and ending on 04.06.2026, at the close of business of banks operating in Greece, in accordance with Article 18(2) of the Law (hereinafter **the 'Acceptance Period'**).

The procedure for accepting the Tender Offer is described in detail in Section 2 of the Information Memorandum.

Upon, and by virtue of, the proper, valid, timely and lawful completion of the procedure described in paragraph 2.2 of the Information Memorandum, the Accepting Bondholder shall be deemed to have accepted the Tender Offer.

A Bondholder may be deemed not to have validly accepted the Tender Offer to the extent that he has not duly and properly completed the Acceptance Form in accordance with its terms and conditions and the provisions of the Information Memorandum.

1.4. AVAILABILITY OF THE INFORMATION MEMORANDUM

The Company's Bondholders may obtain free copies of the Acceptance Forms and additional information regarding the procedure for the submission of Acceptance Forms from the Participants in the DSS in Greece from 07.05.2026 and throughout the Acceptance Period during business hours and days.

The Information Memorandum will be available in electronic form on the websites of the Offeror's Advisors (<https://www.axiavg.gr/prospectus/> and <https://www.piraeusgroup.gr/el/omilos>), Euronext Athens (www.athexgroup.gr) and the Hellenic Capital Market Commission (www.hcmc.gr).

1.5. COMPLETION OF THE TENDER OFFER

The results of the Tender Offer will be published by the Offeror within two (2) working days of the expiry of the Acceptance Period, i.e. by 08.06.2026, on the website and in the Euronext Athens Daily Price Bulletin.

The transfer of the Bonds under the Tender Offer, which have been lawfully and validly tendered by the Accepting Bondholders, will be carried out in accordance with the procedure described in detail in section 2.5 of the Information Memorandum.

1.6. IMPORTANT NOTES

The Tender Offer is addressed to Bondholders and exclusively to persons to whom it may lawfully be addressed. The submission of the Tender Offer to persons who are nationals, residents or domiciled in a country outside Greece, or to representatives, custodians, administrators or trustees of the Bonds outside Greece is deemed to take place only insofar as it complies with the legislation of the relevant country, excluding the Excluded Countries.

Any legal or natural person who receives a copy of this announcement, the Information Memorandum and/or any other document relating to the Tender Offer in any country outside Greece may not consider that it is the recipient of an offer, invitation or offer, and may under no circumstances rely on the Information Memorandum and/or any other document relating to the Tender Offer if, under the laws of that country, such an invitation or offer cannot lawfully be addressed to them, or the use of a Tender Offer Document by that person constitutes a breach of any relevant legal provisions. In such cases, the Information Memorandum and/or any other document relating to the Tender Offer is sent for information purposes only.

Consequently, persons who may receive this announcement, the Information Memorandum or any other document relating to the Tender Offer should be duly informed and take the above restrictions into account. The Offeror and the Offeror's Advisors accept no liability whatsoever for any breach of the above prohibitions by any person.

This announcement does not replace the full text of the Information Memorandum, to which all interested parties should refer and which they should review.

Unless otherwise specified herein, capitalised terms shall have the meaning and interpretation attributed to them in the Information Memorandum of the Tender Offer.

Athens, 06 May 2026

PRONTEA REAL ESTATE INVESTMENT COMPANY