



**Announcement for the commencement of the process of absorption of the 100% owned subsidiaries “KTIMATODOMI SINGLE MEMBER SOCIETE ANONYME”, “POLIKENCO DEVELOPMENT AND REAL ESTATE EXPLOTATION SINGLE MEMBER SOCIETE ANONYME” and “GYALOU MONOPROSOPI ANONYMI ETAIRIA EMPORIKON, TOURISTIKON DRASTIRIOTITON KAI EKMETALLEUSIS AKINITON SINGLE MEMBER SOCIETE ANONYME”**

**Draft of Merger Deed through absorption**

Maroussi, July 21, 2025

In the context of the correct, accurate and timely information of the investment community and in accordance with Regulation 596/2014, Law 4443/2016, Law 4601/2019, decision 3/347/12.7.2005 of the Board of Directors of the Hellenic Capital Market Commission and par. 4.1.1 (paragraphs 5 and 6) of the Athens Exchange Rulebook, as now in force, the company named "TRADE ESTATES REAL ESTATE INVESTMENT COMPANY" (hereafter the "Company") announces that its Board of Directors and the Board of Directors of its 100% owned non-listed subsidiaries "KTIMATODOMI SINGLE MEMBER SOCIETE ANONYME" with General Commercial Register Number 121812401000 (hereafter "Ktimatodomi"), POLIKENCO DEVELOPMENT AND REAL ESTATE EXLPOTATION SINGLE MEMBER SOCIETE ANONYME with General Commercial Register Number 154765901000 (hereafter "Polikenco") and "GYALOU MONOPROSOPI ANONYMI ETAIRIA EMPORIKON, TOURISTIKON DRASTIRIOTITON KAI EKMETALLEUSIS AKINITON SINGLE MEMBER SOCIETE ANONYME" with General Commercial Registry Number 004370701000 (hereafter "Gyalou") (jointly hereinafter "Absorbed Companies") as they all resolved on November 18, 2024 the commencement of negotiations and preparatory actions for the merger by absorption by the Company of the 100% owned subsidiaries of Ktimatodomi, Polikenco and Gyalou, with a transformation balance sheet dated as of 31.12.2024. The merger by absorption will be carried out pursuant to articles 35, 7-21 of Law 4601/2019 and articles 47-59 of Law.

TRADE ESTATES R.E.I.C| 3, H. Sabbagh - S. Khoury Str., GR 151 25 Maroussi| [info@trade-estates.gr](mailto:info@trade-estates.gr)

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5162/2024, as well as the relevant provisions of Law No. 4548/2018 and 5193/2025, as now in force (hereinafter "Merger").

Following the above, the authorized representatives of the Company, together with the authorized representatives of the Absorbed Companies, jointly drafted a Draft of Merger Deed dated 30.06.2025, in accordance with the provisions of Article 7 of Law 4601/2019. The said Draft of Merger Deed and the other merger-related documents, namely the Transformation Balance Sheet of the Absorbed Companies, were approved by the Boards of Directors of the Company and the Absorbed Companies at their meeting dated 30.06.2025. On the same date, the Draft of Deed was signed by the authorized representatives of the Company and the Absorbed Companies, and on 18.07.2025, it was registered and published in the GEMI records of the Company under registration number 5435993 and in the GEMI records of the Absorbed Companies under registration numbers 5435994, 5435995, and 5436001. The Draft of Merger Deed, along with the other documents provided for in Article 11, paragraphs 1 and 2(a) of Law 4601/2019, will be available both on the Company's website (<https://trade-estates.com>) and at the Company's headquarters (3, H. Sabbagh - S. Khoury Str).

Pursuant to the provisions of Article 35, paragraph 2 of Law 4601/2019, the approval of the General Meeting of Shareholders of the Company and of the Absorbed Companies is not required for the completion of the Merger, provided that the conditions set out in items (a) and (b) of paragraph 2 of the above article are met, unless the circumstances described in paragraphs 3 and 4 of Article 35 of Law 4601/2019 apply. Specifically, if one or more shareholders of the Company, representing one twentieth (1/20) of the paid-in share capital, request, prior to the completion of the Merger, the convening of an extraordinary general meeting to include as an agenda item the decision on the approval of the merger in accordance with Article 14 of Law 4601/2019, then the approval of the merger will be decided by the General Meeting of the Company's shareholders.



Given that the Company holds all of the shares of the Absorbed Companies, representing 100% of their share capital, the shares of the Absorbed Companies will not be exchanged for shares in the Company. Consequently, the share capital of the Company will not be increased, but an equivalent amount will be written off from the “Participations” account of the Company, corresponding to the contributed share capital of the Absorbed Companies. As a result, the share capital of the Company will remain unchanged, amounting to EUR one hundred ninety-two million eight hundred forty-six thousand thirty-three and sixty cents (€192,846,033.60), divided into one hundred twenty million five hundred twenty-eight thousand seven hundred seventy-one (120,528,771) shares, with a nominal value of EUR one and sixty cents (€1.60) each.

The completion of the Merger is subject to the receipt of all necessary approvals, including those from the Ministry of Development.

The Company will inform the investing community of any developments regarding the merger process with the absorption of the aforementioned 100% owned subsidiaries by the Company.

TRADE ESTATES REAL ESTATE INVESTMENT COMPANY

Investor Relations and Corporate Announcements Department