

Board of Directors' Report

In accordance with Article 22 of Law 4706/2020, paragraphs 4.1.3.13.1 and 4.1.3.13.2 of the ATHEX Exchange Rulebook and the relevant provisions of Law 4548/2018, as in force, on the increase in the share capital of "**ALPHA TRUST-ANDROMEDA Investment Trust S.A.**" through a cash payment, the offering of a pre-emptive right to existing shareholders of the Company, and the issuance of new common registered shares with voting rights.

Introduction

The Board of Directors of "**ALPHA TRUST-ANDROMEDA Investment Trust S.A.**" (hereinafter the "Company"), at its meeting on 04.02.2022, decided to propose – *inter alia* – to the Extraordinary General Meeting of shareholders of the Company, which is to convene on 25 February 2022 (hereinafter the "GM"), the increase of the Company's share capital through a cash payment (hereinafter the "Increase"), the offering of a pre-emptive right to existing shareholders of the Company, and the issuance of new common registered shares with voting rights (hereinafter the "New Shares").

In particular, the Board of Directors of the Company decided to propose the following to the General Meeting:

- (a) The increase of the Company's share capital up to the amount of eight million, two hundred and seventy-three thousand, four hundred and thirty euros (€8,273,430), through a cash payment and the offering of a pre-emptive right to existing shareholders of the Company, in accordance with Article 26 of Law 4548/2018, as in force, and the issuance of up to two million, four hundred and six thousand, eight hundred and sixteen (2,406,816) new common registered shares worth three euros and four thousand, three hundred and seventy-five cents (€3.4375) each, at a ratio of three (3) new shares for every two (2) old shares held. The issue price is to be determined under a subsequent decision by the Board of Directors, ruling out the possibility of issuing fractional New Shares.
- (b) That the New Shares be sold in a public offering with a pre-emptive right offered to existing shareholders, following approval by the Hellenic Capital Market Commission and the publication of a prospectus by the Company, in accordance with Regulation (EU) 2017/1129, Delegated Regulations (EU) 2019/979 and 2019/980, Law 4706/2020 and the executive decisions of the Hellenic Capital Market Commission, as in force.
- (c) That the deadline for the payment of the share capital increase be four (4) months, in accordance with the provisions of Articles 20 and 25, para. 2 of Law 4548/2018.
- (d) That the Issue Price be higher than the stock market price of the Company's old shares on the ex-rights date.
- (e) That any difference between the nominal value of the New Shares and the Issue Price be credited to the Company's equity account: "Difference from the issuance of shares above par value".
- (f) That a pre-emptive right be offered to each Company shareholder registered in the Dematerialised Securities System (DSS) of the Central Securities Depository S.A. one (1) business day after the ex-rights date, which will be set and announced by the Company's Board of Directors, and also to whoever acquires pre-emptive rights when they are traded on the Athens Exchange

(hereinafter "ATHEX"). The deadline for the exercise of pre-emptive rights by existing shareholders, in accordance with Article 26, para. 2 of Law 4548/2018, must be fourteen (14) days.

(g) That existing shareholders of the Company, who will have fully exercised their pre-emptive rights to the Increase, be given the option to subscribe for the acquisition of any unsold New Shares and, in the case that the amount of the Increase is not entirely covered, despite the exercise of pre-emptive and subscription rights, that the Board of Directors be authorised to sell any unsold shares at its discretion, in accordance with Article 26, para. 4 of Law 4548/2018, as in force.

(h) That provision be made for the partial coverage of the share capital and, consequently, if there are still unsold New Shares despite the exercise of pre-emptive and subscription rights, as above, then the Company's share capital will only increase by the amount of the partial coverage, in accordance with Article 28, para. 1 of Law 4548/2018, as in force (partial coverage option).

(i) That the Board of Directors of the Company be authorised, *inter alia*, to:

1. Determine the issue price of the New Shares (hereinafter the "Issue Price") within a time period of no longer than one (1) year from the date on which the relevant decision is made by the General Meeting, in accordance with Article 25(2) of Law 4548/2018, as in force.
2. Determine the ex-rights date, as well as the period for trading and exercising pre-emptive rights.
3. In the case that there are unsold shares following the exercise of pre-emptive rights, to determine all the technical and procedural terms for the exercise of subscription rights by those shareholders who have fully exercised their pre-emptive rights, as well as the method and deadline for the exercise of these rights.
4. To determine the procedure for the refunding of uncommitted amounts in the case of partial or non-fulfilment of subscription rights.
5. To sell, through private placement at its discretion, any unsold shares, in the case that there are any left despite the exercise of the above pre-emptive and subscription rights.
6. To take all suitable measures to ensure the completion of the Increase, including the appointment of the contractors and consultants who are to mediate in the public offering of the New Shares, in the preparation and submission to the Hellenic Capital Market Commission, for purposes of approval, of the Prospectus drafts and of the final Prospectus, again for purposes of approval, in the obtainment of the required licences or approvals from the Hellenic Capital Market Commission, ATHEX and any competent authority in the name and for the account of the Company, and generally to take all necessary actions and handle the details for the above Increase and the listing of the New Shares on the Athens Exchange, while having the right to subdelegate to any of its members or to any Company employees.

As part of the implementation of the provisions of Article 22 of Law 4706/2020 and paragraphs 4.1.3.13.1 and 4.1.3.13.2 of the ATHEX Rulebook, this Board of Directors' Report, which is to be submitted to the General Meeting or to any repeat GM or postponement thereof, will be sent to ATHEX in order to be published on its website along with the invitation to the General Meeting, and will also be published on the Company's website (<http://www.andromeda.eu>).

Said Report contains the following information:

A. Reporting on the use of funds from the previous increase

Given that a period of over three (3) years has passed since the completion of the Company's previous share capital increase, a report is not provided on the use of funds since point 1(a) of paragraph 4.1.3.13.2 of the ATHEX Rulebook and the relevant provision of Article 22, para. 1 of Law 4706/2020 do not apply here.

B. Investment plan – Use of funds raised – Timetable

The Company intends to use the entirety of the funds to be raised through the proposed Increase, following deduction of the issuance expenses, to invest in transferable securities and other financial instruments, or to make other investments provided for in Law 3371/2005, as in force from time to time, the ultimate goal being to enhance its portfolio.

The Company intends to complete the allocation of funds raised through the Increase within a reasonable time period and specifically within twenty-four (24) months from the completion of the proposed Increase, depending on market conditions.

The Company undertakes the commitment to provide the required information during the implementation of the investment plan, in accordance with paragraph 4.1.3.13.2 (2) of the ATHEX Rulebook, and also to fulfil all its regulatory obligations arising from current legislation.

C. Notifications by major shareholders

The Company's major shareholders, within the meaning of paragraph 4.1.3.13.2 (e) of the ATHEX Rulebook, are expected to notify their intentions regarding their participation in the Increase and whether or not they intend to maintain the percentage of their interest until the completion of the Increase and the listing of the New Shares, also for a period of six (6) months after the commencement of trading of the New Shares, at the upcoming General Meeting, which is to decide on the Increase.

D. Issue price

The Board of Directors proposes that it be granted authorisation, in accordance with Article 25, para. 2 of Law 4548/2018, as in force, to determine the Issue Price of the New Shares at a time subsequent to the GM that is to decide on the specific Increase, and also to take any other actions deemed necessary under the Law or by the Board of Directors in order to determine the Issue Price, in accordance with the provisions of Law 4548/2018.

The above authorisation shall apply for one (1) year after it is granted. It is further proposed that the Issue Price of the New Shares be higher than the stock market price of the Company's share on the ex-rights date.

Kifissia, 4 February 2022

The Board of Directors