

Announcement of the decisions of Extraordinary General Meeting on 21st of May, 2019

The *société anonyme* "ELLAKTOR S.A." ("ELLAKTOR") discloses, according to the applicable provisions of the Law 3556/2007 and the article 4.1.3.3 par. 1 & 2 of the ATHEX Regulation, that the Extraordinary General Meeting Shareholders, held on 21st of May, 2019, was attended by 130 shareholders, representing 89,262,377 ordinary registered voting shares, out of a total 177,001,313 ordinary registered shares. It is noted that the Company holds 4,570,034 own shares which, however, attach no voting rights and were not counted for the quorum at the General Meeting, thus the quorum stood at 51.77% of the voting share capital.

The above Extraordinary General Meeting discussed and decided on the item of the agenda, with votes 89,262,377, by majority exceeding the threshold of the law, as follows:

With regard to item 1: *«Merger by absorption of the société anonyme "ELTECH ANEMOS SA" by the Company in accordance with the applicable provisions of articles 68 et seq. of Codified Law 2190/1920 and articles 1-5 of Law 2166/1993, as in force and approval of the Draft Merger Agreement. - Increase of the Company's share capital as a result of the merger by a total amount of €38,388,810.70 by means of contribution of part of the share capital of "ELTECH ANEMOS SA" and capitalization of part of the Company's "Share Premium Reserve". - Amendment of articles 3 and 5 of the Company's Articles of Association in order to expand the Company's objects and reflect the increase of its share capital, respectively, as a result of the merger. - Authorizations to the Board of Directors for the execution of the Merger Agreement and the completion of the merger, the arrangement of procedural issues and technical details for the issue and listing of the new shares of the Company resulting from the merger, the sale of any fractional balances that might result from the aforementioned increase and the return of the sale proceeds to the beneficiaries.»*

Number of shares representing validly cast votes: 89,262,377

Percentage of voting share capital: 51.77%

Total number of validly cast votes: 89,262,377

Number of votes for: 89,262,377 (100.00% of votes present and represented) – Number of votes against: 0- Abstained: 0

- (i) It approved the merger of the Company with ELTECH ANEMOS by absorption of the latter from the Company, in accordance with the applicable provisions of articles 68 et seq. of Codified Law 2190/1920 and articles 1-5 of Law 2166/1993, all as in force.
- (ii) It approved the Draft Merger Agreement and the drafting and execution of the merger agreement under the basic terms included in the Draft Merger Agreement.
- (iii) It approved the Company's share capital increase as a result of the merger by a total amount of thirty eight million three hundred eighty eight thousand eight hundred ten euros and seventy cents (€38,388,810.70), with the issuance of thirty seven million two hundred seventy thousand six hundred ninety (37,270,690) new common registered shares, having each a nominal value of €1.03, as follows:
 - (a) an increase by an amount of eight million eight hundred four thousand one hundred euros (€8,804,100.00), which shall be covered by contribution of the nominal share capital of ELTECH ANEMOS following a write-off, of the Company's participation in

ELTECH ANEMOS, of an amount of fifteen million ninety hundred ninety six thousand euros (€15,996,000) as a result of the merger. The difference resulting from the write-off, of the Company's participation in ELTECH ANEMOS and of such part of the nominal share capital of ELTECH ANEMOS owned by the Company shall be transferred to the Company's account "Difference from merger" and

- (b) an increase, in order to achieve the determined participation ratio in the Company's share capital after the merger, by an amount of twenty nine million five hundred eighty four thousand seven hundred ten euros and seventy cents (€29,584,710.70) which shall be covered by capitalization of part of the Company's account "Share Premium Reserve".

Following the aforementioned increase, the Company's share capital shall amount to two hundred twenty million seven hundred thousand one hundred sixty three euros and nine cents (€220,700,163.09) divided into two hundred fourteen million two hundred seventy two thousand and three (214,272,003) common registered shares, having each a nominal value of €1.03.

- (iv) It approved the amendment of article 3 of the Company's Articles of Association in order to expand its object.
- (v) It approved the amendment of article 5 of the Company's Articles of Association due to the share capital increase as a result of the merger.
- (vi) It authorized, the Board of Directors:
 - (a) to appoint one or more representatives of the Company to execute the notarial merger agreement based on the Draft Merger Agreement and any other document related to the merger, irrespective of its nature and legal form and, generally, to proceed with transactions, actions or acts, of any kind, that are necessary, advisable or required for the completion and effectiveness of the merger,
 - (b) to arrange, with a right to subdelegate, following communications with the competent authorities, any procedural issues and technical details for the issue and listing to the Athens Exchange of the new shares issued by the Company as a result of the merger, and
 - (c) to proceed immediately with the sale, through the Athens Exchange, of the shares that result by adding any fractional balances that might stem from the increase of the Company's share capital, in order to form integer numbers of shares and to ensure the return of the proceeds of the sale to the beneficiaries.

With regard to item 2: «Various Announcements»

No specific announcement was made.

Kifissia, 21st May, 2019