



**SUITABILITY POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS OF
ELLAKTOR SA**

Approved by the Board of Directors on 01.06.2021 and by the Ordinary
General Meeting of Shareholders on 22.06.2021

June 2021

1. General

The Suitability Policy for the members of the Board of Directors (hereinafter referred to as the 'Suitability Policy') of the company 'ELLAKTOR SOCIETE ANONYME' (hereinafter the 'Company' or 'Ellaktor') was drawn up and approved by the Board of Directors of the Company by virtue of its decision of 01.06.2021 and subsequently approved by the Ordinary General Meeting of Shareholders of 22.06.2021, in accordance with the provisions of Article 3 of Law 4706/2020 on corporate governance of sociétés anonymes, as in force, and the Hellenic Capital Market Commission Circular No 60/18.09.2020. This Suitability Policy is posted on the Company's website (<https://ellaktor.com/>).

The Suitability Policy contains all the principles and criteria applicable during the selection, replacement and renewal of the term of office of the members of the Board of Directors (BoD) of Ellaktor SA, in the context of the evaluation of individual and collective suitability.

Individual suitability is the degree to which a person is considered to have, as a member of the Board of Directors, adequate knowledge, skills, experience, independence of judgment, moral character and good reputation for the purpose of performance of their duties as a member of the Board of the Company, in accordance with the eligibility criteria set out in this Policy.

Collective suitability is the suitability of the members of the Board as a whole.

2. Purpose and scope of the Suitability Policy

The Suitability Policy is governed by the principles of transparency and proportionality and concerns all members of the Board of Directors (executive, non-executive, independent non-executive.)

The Suitability Policy aims to ensure quality of staffing, efficient operation and fulfillment of the role of the Board of Directors based on the overall strategy and business aspirations of the Company with the object of promoting the corporate interest. In this context, it seeks, inter alia, the election and retention as members of the Board of Directors of fit and proper persons, who will ensure the exercise of sound and effective management for the benefit of the Company and all interested parties.

The Board of Directors is responsible for the approval of the Suitability Policy and its submission for approval by the General Meeting. The Suitability Policy is valid from the date of its approval by the General Meeting of the Company's Shareholders until its amendment by the Board of Directors, or the General Meeting in the case of material amendments.

Material amendments are considered to be those that introduce derogations or that significantly alter the content of the Suitability Policy, in particular as regards the general principles and criteria that are applied.

3. Basic Principles

In formulating the Policy, the general framework of corporate governance applied by the Company, its corporate culture, the risk-taking disposition it has adopted, the size, the internal

organisation, the nature, the scale and the complexity of the Company's activities have been taken into account.

The Policy has also taken into account the more specific description of the responsibilities of each member of the Board of Directors, their participation or non-participation in committees, the nature of their duties (as executive or non-executive member of the Board), their characterisation as independent members or otherwise of the Board of Directors, as well as, in particular, incompatibilities or characteristics or contractual commitments related to the nature of the Company's activity and the Corporate Governance Code that it applies.

The Suitability Policy conforms to the Company's Operating Regulation, as in force at any given time, as well as to the Corporate Governance Code applied by the Company.

4. Principles concerning the selection, replacement or renewal of the term of office of the members of the Board of Directors.

4.1. The Board of Directors of the Company consists of five (5) to eleven (11) members.

Specifically, the Board of Directors of Ellaktor consists of a non-executive Chairperson, a non-executive Vice-Chairperson, an executive Chief Executive Officer, who is an executive member of the Board of Directors, and two (2) independent non-executive members.

The capacity of Chief Executive Officer and that of Chairperson or the Vice-Chairperson may coincide in the same person.

The Chairperson of the Board is a non-executive member. If by way of derogation, the Board of Directors appoints a Chairperson from among the executive members, then the Vice-Chairman shall be a non-executive member.

4.2. The persons who staff the Board of Directors of the Company shall have the moral character, reputation, sufficiency of knowledge, trustworthiness and suitability for the role they are to undertake as members of the Board of Directors and/or its Committees, and shall have sufficient time to perform their duties. The members of the Board of Directors shall have the experience and skills required to perform the tasks assigned to them.

4.3. When selecting, renewing the term of office, or replacing a member of the Board of Directors, the assessment of individual and collective suitability is taken into account, in accordance with the criteria provided for in Article 5 of this Suitability Policy.

4.4. Prospective candidates for membership of the Board of Directors must, before taking office, make sure that they are adequately informed about their duties and responsibilities and should be aware of, as far as possible, the general strategy of the Company, its culture, and the values governing the Company.

4.5. The Board of Directors shall, on behalf of the Company, ensure that there is an appropriate plan of succession in order to secure the continuity of management of the Company's affairs and decision-making after the departure of members of the Board of Directors, especially executive members and members of committees, in accordance with the legislative framework in force at any given time. To this end, the Nominations and Remuneration Committee shall assist the Board of Directors, as part of its responsibilities, in identifying the appropriate persons and submitting proposals to the Board of Directors. The

Nominations and Remuneration Committee may, at its discretion, be assisted by an independent third-party advisor.

4.6. The suitability of the members of the Board of Directors is constantly reviewed and re-evaluated in any case deemed necessary. Reassessment of suitability is primarily necessary in the following cases:

- i) whenever there is any doubt as to the individual suitability of a member or members of the Board of Directors or its composition;
- ii) when circumstances have a significant impact on the reputation of a member of the Board of Directors, which could substantially adversely affect the Company;
- iii) in any case of occurrence of an event that may significantly affect the suitability of a member of the Board of Directors, including the case of occurrence of a conflict of interest for a member of the Board of Directors.

5. Suitability Assessment Criteria for members of the Board of Directors.

Suitability is divided into individual and collective. Individual suitability is the degree to which a person is deemed to have, as a member of the Board of Directors, adequate knowledge, skills, experience, independence of judgment, moral character and good reputation for the purpose of performance of their duties as a member of the Board of Directors of the Company, in accordance with the eligibility criteria set out in this Policy. The suitability of the members of the Board of Directors as a whole constitutes collective suitability. When selecting candidate members of the Board of Directors, the Nominations and Remuneration Committee takes into account criteria of individual and collective suitability as defined in this Suitability Policy and submits respective recommendations to the Board of Directors.

A. Individual Suitability

The individual suitability of the members of the Board of Directors is evaluated according to the criteria indicated below which are applicable to all members of the Board of Directors, regardless of whether they are executive or non-executive or independent non-executive members. The eligibility criteria are applied regardless of the specific obstacles, obligations and conditions provided for in the relevant legislation (Article 3(4, 5, and 6), Article 9(1 and 2) of Law 4706/2020 and Article 44(1) of Law 4449/2017, as in force).

A precondition for the election or retention of membership of the Board of Directors is compliance with the provisions of Article 3(4) of Law 4706/20 as in force. Each prospective member must declare to the Company, as per the statement contained in Annex 1 to this Suitability Policy, that there are no impediments pursuant to this paragraph. Each member of the Board of Directors must notify the Company regarding the issuance of any respective final court judgment affecting them without delay.

If one or more of the suitability criteria should cease to apply to any person who is a member of the Board of Directors, pursuant to this Suitability Policy, for reasons that could not be prevented by that person even with extreme diligence, then the General Meeting of the Company shall proceed with their suspension and replacement within a period of three (3) months.

5.1. Adequacy of knowledge and skills.

The members of the Board of Directors shall have sufficient knowledge, skills and experience as required to perform their duties, according to their position and role. Experience includes professional experience as well as the theoretical knowledge which has been acquired by individual members of the Board of Directors.

When evaluating the theoretical knowledge of any member of the Board of Directors, the type and level of education and training are taken into account (for example, their field of study and specialisation), especially if their knowledge pertains to the sectors in which the Company operates. To ensure the fullest evaluation of candidate members, a comprehensive review of their experience is conducted in relation to the capacity, role and duties of each member of the Board. Sufficient theoretical and practical experience of members may be acquired due to their level of responsibility, their duties, and the performance of a professional activity over a satisfactory period of time. The skills of Board members include those related to the independence of their judgment. In addition, Board members must be aware of and clearly understand matters relating to the Board of Directors, the structure of the Company, their role and the responsibility they assume as members of the Board and/or as members of committees, potential conflicts of interest that may arise during the exercise of their duties, and must understand the principles of corporate governance of the Company, in accordance with the relevant provisions of the Law, the Code of Ethics that may be applicable due to their profession and the Code of Corporate Governance.

The evaluation of professional experience takes into account the years of service, the responsibilities and duties that the prospective members undertook in the respective position, the business activity in question, and the size of the company in which they worked.

In particular, the number of years of professional experience in the fields (or related fields) of activity in which the Company and its subsidiaries are engaged are taken into account, given that this will allow prospective members to comprehend the activities of the Company as well as the business risks it faces. In addition, overall professional behaviour over time and the career of the candidate member of the Board of Directors is taken into account, as well as factors such as the complexity of the business activity, areas of competence, any positions of responsibility for and/or number of subordinates and the nature of the business activity.

When evaluating knowledge and professional experience, the following are considered:

1. Knowledge and experience of fields with strategic importance for the Company (construction, concessions, environment, renewable energy sources (RES), real estate development)
2. Financial knowledge and experience (financial indicators, financial systems, money and capital markets, risk management, accounts)
3. Managerial knowledge and experience (Administrative/Chief Executive Officer, top executive management experience at national and international levels, participation in Boards of Directors and a variety of committees)
4. Knowledge and experience in matters pertaining to legislation, regulatory compliance, regulatory framework, competition law.

5. Knowledge and experience related to sustainable development (workforce, cultural and organisational changes, diversity, sustainability)
6. Knowledge and experience of accounting and/or auditing
7. Educational background (university degree, postgraduate degree and/or MBA)
8. Experience in an international environment
9. Social networking
10. Excellent knowledge of English for business purposes

The evaluation is not limited to the academic qualifications of the prospective member or to proof of a specific length of service in a specific subject or role. Evaluation extends to the experience of the candidate member, in the sense of ascertaining skills acquired during previous employment in relation to the nature and complexity of the business activity. In addition, duties that may have been assigned to the candidate Board member in the context of his previous professional activity and responsibilities assumed within that context are also taken into account.

Sufficient theoretical and practical experience of an executive member may have been acquired, either due to occupying a position of responsibility or exercising a professional activity for an appropriate period of time.

The abovementioned criteria need not be met cumulatively by all members of the Board of Directors.

Skills

The evaluation includes a further assessment of the personal skills and personality of the prospective member of the Board of Directors. Indicatively, the following skills are taken into account when assessing the suitability of candidates for membership of the Board of Directors:

☐ Critical thinking: Ability to weigh information and different courses of action in order to arrive at logical conclusions. Ability to review, recognise and understand material issues and information. To be open-minded and able to think beyond their own area of responsibility, especially when problems arise that might jeopardise the continuity of the company.

☐ Strategic thinking: Ability to assess market developments and adapt corporate strategy accordingly.

☐ Leadership skills: Ability to lead a team and contribute to the creation of team spirit.

☐ Communications skills: Ability to express themselves in an understandable and acceptable way, so that the message conveyed is immediately understood. Fluent in Greek and English, spoken and written.

☐ Personal commitment and dedication: To devote a sufficient amount of time to their work and to perform their duties properly, defend corporate interests, and act objectively and critically. To be able to recognise and anticipate potential conflicts of personal and business interests and to act accordingly.

☒ Teamwork: Ability to function as a member of a team effectively and not competitively. To advocate for corporate interests and to contribute to the achievement of common goals.

☒ Responsibilities: To understand the interests of all financial groups involved within the framework of enterprise (employees, shareholders, etc.) and to evaluate them. To have the capacity to understand that her/his actions affect the interests of stakeholders and to seek to gain their trust.

☒ Decisiveness: To make timely decisions and act promptly and effectively.

☒ Persuasiveness: Ability to influence the views of others by exerting influence and using persuasive arguments. To have a strong personality and to show consistency and motivation.

☒ Negotiating skills: To point out common interests in order to secure the consensus and at the same time seek to achieve the goals through methods of negotiation.

☒ Authenticity: To openly communicate their intentions, ideas and feelings and to candidly inform the Board of Directors about the real situation facing the Company, and at the same time to acknowledge risks and problems.

☒ Tolerance to stress: To demonstrate resilience and the ability to perform consistently even under high pressure and in times of uncertainty.

☒ Inquiring mindset: To follow current events and stay up to date with the relevant financial, social and other developments at national and international levels, as well as the issues that affect the Company and the interests of employees and shareholders.

☒ Innovative approach: To demonstrate a willingness to conduct a dialogue with management and to promote new alternative ideas and proposals to the Board. To seek diversity in the composition of the Board of Directors and to encourage pluralism and the expression of different views which reflect the social and business environment of the Company.

☒ Acting in good conscience: To operate with independent judgment based on their conscience and personal and business ethics.

☒ Motivational: To clearly define the goals pursued and to encourage innovative ideas.

5.2. Moral character and reputation.

Ethics, good reputation, honesty and integrity are elements that members of the Board of Directors must have, and they are criteria of particular importance for the selection of Board members by the Company. The latter may conduct a respective investigation without prejudice to the provisions pertaining to the protection of personal data. A member of the Board of Directors is presumed to have these characteristics, as long as there are no objective reasons proving otherwise.

More specifically, in order to evaluate the reputation, honesty and integrity of a prospective or existing member of the Board of Directors, the Company may conduct an investigation and, subject to the provisions of the legislation pertaining to personal data protection, may request information and supporting documents regarding any final court decisions against said persons, in particular for infringements and offences related to their capacity as a member of the Board, or generally in relation to financial criminal offences. Without prejudice to the

impediment referred to in paragraph 5.A above, the evaluation shall take into account in particular the relevance of the offence or measure to the role of the member, the seriousness of the offence or measures taken, the general circumstances, including mitigating factors, the role of the person involved, the sentence imposed, the stage reached in legal proceedings, any remedial measures implemented, time elapsed and the conduct of the person subsequent to commission of the infringement or offense. In the course of the evaluation, the Company may also take into account any decision to exclude candidates from acting as members of Boards of Directors, which has been issued by any competent authority.

5.3. Conflicts of interest.

The members of the Board of Directors have an obligation of fidelity to the Company. In this context, members of the Board of Directors are prohibited from pursuing their own interests that are contrary to the interests of the Company, and must disclose such own interests that may arise from the Company's transactions in a timely manner to the other members of the Board of Directors and to the Head of the Regulatory Compliance Unit, as well as any other conflicts between their own interests and those of the Company or related companies that arise in the course of the performance of their duties. They must also maintain confidentiality regarding corporate affairs and refrain from making decisions on issues where a conflict of interest arises between the Company and the member of the Board in question or persons with whom said member is associated by specific relationships as defined in the legislation.

Members of the Board of Directors must be aware of the Conflicts of Interest Policy, if any, as applied by the Company and included in its Operating Regulation, having regard in particular to the procedures it contains that are designed to prevent conflicts of interest for Board members, as well as measures for their disclosure, management and resolution. The Conflicts of Interest Policy may indicate any cases and conditions under which, by way of exception, it would be acceptable for a Board member to have conflicting interests if they are significantly limited or suitably managed.

All actual and/or potential conflicts of interest at Board level must be duly notified, documented, discussed, decided upon and properly handled by the Board of Directors.

5.4. Independent judgment

The members of the Board of Directors must actively participate in meetings and act with independent and objective judgment in the exercise of their duties and during the discussions and decision-making.

'Independence of mind' or 'independence of judgment' is the standard for behaviour during discussions and decision-making within the Board and it is required of all its members (whether executive, non-executive, or independent non-executive).

Objective judgment is the impartial attitude and mentality of members which allows them to perform their duties as they deem fit and not to accept qualitative compromises.

Independence means exemption from conditions that prevent a member of the Board of Directors from using impartial judgment in the exercise of their duties.

In order to effectively evaluate the independence of judgment exercised the members of its Board of Directors, the Company takes into account whether they have the necessary behavioural skills, which include in particular whether: (a) they possess the courage of their convictions and the fortitude to proceed with substantive assessment and questioning of the proposals and views of other members of the Board; (b) the ability to ask reasonable questions of members of the Board of Directors, in particular of its executive members, and to offer a critique; and

(c) the ability to resist the phenomenon of groupthink.

5.5. Availability of sufficient time.

The members of the Board of Directors must have the necessary time at their disposal in order to carry out their duties effectively based on their defined position and their role. In order to determine the amount of time that should be made available, the responsibilities and the position of the specific member as part of the Board of Directors are taken into account in relation to the number of positions they hold as a member of other boards, any other capacities in which the member also acts, as well as their overall personal and professional circumstances. The Company will inform each prospective member regarding the amount of time that they need to allow for the exercise of their duties, including participation in Board meetings and any other committees.

B. Collective Suitability.

a. The members of the Board of Directors must collectively be able to make appropriate decisions, set clear goals and contribute to the effective management of the Company. They must be able to identify and manage risk, ensure compliance with the legal and regulatory framework, taking into account the business model, strategy and markets in which the Company operates, as well as collectively monitoring and critiquing the decisions of senior executives in order to effectively manage the Company. The members of the Board of Directors should collectively have the knowledge, skills and experience necessary for the exercise of their competences.

Whether or not the composition of the Board reflects the knowledge, skills and experience required to exercise its competences is taken into account when assessing collective suitability. More specifically, the Board as a whole must adequately understand the areas for which members are collectively responsible, and have the necessary skills to exercise the practical management and supervision of the Company, in particular as regards:

- its business activity and the key risks associated with it;
- strategic planning;
- financial reporting;
- compliance with the legislative and regulatory framework;
- understanding of environmental, social and corporate governance (ESG) issues;
- the ability to identify and manage risks;

- the impact of technology on its activity and
- adequate gender representation.

The Company has primary responsibility for identifying gaps in terms of collective suitability. To this end, the Board of Directors conducts annual self-evaluations.

b. Adequate representation by gender.

The Company must ensure adequate representation on the Board of Directors by gender, at least 25% of the total number of members of the Board of Directors being female (in case of a fraction this percentage is rounded to the previous whole number), and in general ensure equal treatment, equal opportunities and provision of gender equality training. This criterion must be taken into account by the Nominations and Remuneration Committee when submitting proposals for the appointment of members of the Board of Directors.

6. Criteria for diversity.

The Company adopts and implements a diversity policy with regard to appointment of new members to the Board of Directors, in order to promote an appropriate level of diversity in the composition of the Board and create an inclusive team of members, so that, through aggregation of a wide range of qualifications and skills among the membership of the Board, there will be sufficient variety of opinions and experiences and thus the greatest possible plurality of views, with the object of making sound decisions. Members shall not be excluded due to discrimination on grounds of sex, race, colour, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

7. Independent non-executive Directors

The appointment of independent non-executive members to the Board of Directors of the Company is governed by the provisions of law as applicable (Article 9(1) and (2) of Law 4706/2020, as in force). The Board of Directors takes the necessary measures to ensure compliance with the requirements of the law.

Prospective independent non-executive members must declare to the Company that they meet the criteria of independence provided for in the relevant provisions, in accordance with the declaration contained in Annex 2 to this Suitability Policy.

8. Implementation, Monitoring and Amendment of the Suitability Policy.

The Board of Directors is responsible for the monitoring of the implementation of the Suitability Policy. The Board of Directors is also responsible for periodically evaluating the Suitability Policy and amending it whenever deemed necessary. The Board of Directors may seek assistance, if considered necessary, from the Internal Audit Unit, the Nominations and Remuneration Committee, as well as from the organisational departments with associated

areas of responsibility (such as Human Resources and/or Regulatory Compliance and/or Legal Services). The Nominations and Remuneration Committee follows guidelines of the Suitability Policy and implements it within the framework of its relevant responsibilities. The annual Corporate Governance Statement of the Company references the Suitability Policy adopted and implemented by the Company.

The Company monitors and evaluates the effectiveness of this Suitability Policy every three (3) years, or when significant events or changes occur. It mainly takes note of any weaknesses and deficiencies that may be identified, as well as measures to be taken to address these weaknesses and deficiencies.

The Suitability Policy is subject to amendment and its design and implementation shall be reviewed whenever necessary, taking into account, inter alia, the recommendations of the Nominations and Remuneration Committee, the Regulatory Compliance Department and any other external bodies, as well as potential changes in the regulatory framework. Any substantial amendment is valid from the date of its approval by the General Meeting of the Company's shareholders. Material amendments are considered to be those that introduce derogations or that significantly alter the content of the Policy, in particular as regards the general principles and criteria that are applied. Amendments imposed in accordance with current legislation do not require the approval of the General Meeting. In this case the Board of Directors will duly amend the Policy as soon as possible.

9. Suitability assessment procedure for membership of the Board of Directors.

The Company monitors the suitability of the members of the Board of Directors on an ongoing basis, in particular to identify circumstances arising from new events due to which re-evaluation may be deemed necessary. In particular, the reassessment of suitability is carried out in the following circumstances:

- When doubts arise regarding the individual suitability of a member of the Board or the suitability of the composition of the body as a whole;
- When circumstances have a significant impact on the reputation of a member of the Board which could substantially adversely affect the Company;
- When any event occurs that may significantly affect the suitability of a Board member, including cases in which any member fails to comply with the Company's Conflict of Interest Policy.

The Company has primary responsibility for identifying gaps with regard to collective suitability.

10. Record keeping

The business units under the responsibility of the Head of the Regulatory Compliance Unit are responsible for maintaining an electronic file that includes the documentation regarding approval of this Suitability Policy and any amendments thereto.

In addition, the Head of the Regulatory Compliance Unit is responsible for documenting the results of evaluations of individual and collective suitability of Board members.

ANNEX 1

SOLEMN DECLARATION
(Article 3(4) of Law 4706/2020)

TO:	THE CHAIRPERSON OF THE BOARD OF DIRECTORS OF ELLAKTOR SA						
First Name:				Surname:			
Father's name and surname:							
Mother's name and surname:							
Date of Birth:							
Place of birth:							
Identity Card Number:				Tel.:			
Place of residence:			Street:			Number:	Postcode:
Fax No.:				E-mail :			

In my capacity as candidate for election as a member of the Board of Directors of ELLAKTOR SA (ELLAKTOR or the Company), in the context of item 9 on the agenda of the Ordinary General Meeting of Shareholders of ELLAKTOR SA held on 22 June 2021, and having taken into account the provisions of paragraph 4 of Article 3 of Law 4706/2020, I hereby declare that:

- A)** No final court decision has been issued within one (1) year prior to my election recognising my liability for the loss-making transactions of a listed or unlisted public limited company with related parties.
- B)** I assume responsibility for notifying you immediately, by submission of a new solemn declaration, in the event of any change with regard to the above.

Date / /.....

The Declarant

ANNEX 2

SOLEMN DECLARATION

TO:	THE CHAIRPERSON OF THE BOARD OF DIRECTORS OF ELLAKTOR SA						
First Name:		Surname:					
Father's name and surname:							
Mother's name and surname:							
Date of Birth:							
Place of birth:							
Identity Card Number:				Tel:			
Place of residence:			Street:			Number:	Postcode:
Fax No.:				E-mail :			

I. In my capacity as candidate for election as an Independent Non-Executive Member of the Board of Directors of ELLAKTOR SA (ELLAKTOR or the Company), in the context of item 9 on the agenda of the Ordinary General Meeting of Shareholders of ELLAKTOR SA held on 22 June 2021, and having taken into account the provisions of Article 9 of Law 4706/2020, I hereby declare that:

A) I do not directly or indirectly hold a percentage of voting rights greater than 0.5% of the Company's share capital and I have no financial, business, family or other dependent relationships which might affect my decisions or my independent and objective judgment and more specifically:

- a) I do not receive any significant remuneration or benefit from the Company, or from any company affiliated thereto; I do not participate in any stock option system or any other remuneration or benefit system related to performance, or receive fixed benefits under a pension scheme, including deferred benefits, arising from previous services to the Company.
- b) I do not myself maintain nor have I maintained (and neither do persons with whom I have/had close ties) a business relationship during the last three (3) financial years with:
 - ba) the Company or
 - bb) a person affiliated with the Company or
 - bc) a shareholder who directly or indirectly holds a participation percentage equal to or greater than 10% of the share capital of the Company or a company affiliated with it during the last three (3) financial years, where such relationship affects or might affect the business activity of either the Company, or myself, or persons with whom I have close ties. Neither I myself nor any person with whom I have close ties is a significant supplier or a significant customer of the Company.
- c) ca) I have not been a member of the Board of Directors of the Company or any affiliated company thereof for a period of more than nine (9) financial years in total at the time of my election;

cb) I have not been a manager, nor have I held an employment or a project-based or provision of services relationship, or any salaried mandate with the Company or a company affiliated thereto during the last three (3) financial years;

cc) I do not have kinship by blood or marriage up to the second degree, neither am I a spouse or a partner equivalent to a spouse, of any member of the Board of Directors or senior management or any shareholder with a participation rate equal to or greater than 10% of the Company's share capital or any company affiliated thereto;

cd) I have not been appointed by a designated shareholder of the Company, pursuant to the Articles of Association, as provided for under Article 79 of Law 4548/2018;

ce) I do not represent shareholders who directly or indirectly hold a percentage equal to or greater than 5% of the voting rights at the General Meeting of the Company's shareholders, without written instruction;

cf) I have not carried out a mandatory audit of the Company or a company affiliated thereto, either via a company or myself personally, and neither has any relative of mine up to the second degree by blood or by marriage, or my spouse, during the last three (3) financial years;

cg) I am not an executive member of the Board of any other company in which an executive member of the Company participates as a non-executive member of its Board of Directors.

B) I assume responsibility for informing you immediately, by submission of a new sworn declaration, in the event of any change in these circumstances as far as I myself or members of my close family are concerned.

II. In my capacity as candidate for election as an (Independent) Member of the Audit Committee of ELLAKTOR SA, and having taken into account the provisions of paragraph 1 of Article 44 of Law 4449/2017, as in force, I hereby declare that I have sufficient knowledge in the field of electronic communications and¹

Date / /.....

The Declarant