

**Draft decisions of the Ordinary General Meeting of Shareholders
of the société anonyme under the registered name
and the distinctive title «ELLAKTOR SA»
(the «Company»)
GENERAL COMMERCIAL REGISTER NO.: 251501000 (SA Reg. No: 874/06/B/86/16)
of 22 June 2021**

Item 1: Submission for approval of the Annual (Company and Group) Financial Report for the financial year 01.01.2020 - 31.12.2020, which includes the Annual Corporate and Consolidated Financial Statements with the relevant Reports and Declarations of the Board of Directors and the Auditor. Approval of the profit appropriation for the year 01.01.2020 - 31.12.2020.

| Required quorum | Required majority |
|-----------------|--|
| 1/5 (20%) | 50% + 1 of the votes represented in the General Meeting |

The following shall be presented:

The **Annual (Company and Group) Financial Report** for the year 01.01.2020 - 31.12.2020, which includes:

A. The Annual Corporate and Consolidated Financial Statements with the:

- Statement of Financial Position
- Income Statement
- Statement of Comprehensive Income
- Statement of Changes in Equity
- Statement of Cash Flows

Together with the accompanying Notes.

B. The Annual Report of the Board of Directors to the Shareholders on the Corporate and Consolidated Financial Statements for the financial year 01.01.2020 to 31.12.2020, the Explanatory Report in accordance with Article 4 of Law 3556/2007, the Corporate Governance Statement and the consolidated non-financial statement; all the foregoing in accordance with the provisions of Articles 150-154 of Law 4548/2018.

C. The Audit Report of “PriceWaterhouseCoopers” audit firm.

The Annual Financial Report is already available on the Company's website <https://ellaktor.com/en/finances/annual-financial-report/>.

It will be suggested that **a)** the annual (Company and Group) financial report for the year 01.01.2020 to 31.12.2020, with the Annual Corporate and Consolidated Financial Statements, the Reports and Declarations be approved, and that **b)** the results be allocated and that no dividend be distributed for the year ended on 31.12.2020, in accordance with the applicable legal and regulatory framework and carrying the resulting loss forward to the next year to be offset with future profits.

Draft decision on the aforementioned item on the agenda:

«The Annual General Meeting having voted legally with valid votes which correspond to percent of the paid up share capital with voting rights, adopted with votes, namely percent of the attending shareholders, a) the Annual (Company and Group) Financial Report for the year 01.01.2020 to 31.12.2020, the Annual Corporate and Consolidated Financial Statements, the Annual Report of the Board of Directors and its other Reports and Declarations, the Audit Report of the auditors, as approved by the Board of Directors and b) the allocation of results and the non distribution of dividends for the financial year 01.01.2020 to 31.12.2020, in accordance with the applicable legal and regulatory framework, as well as carrying the resulting loss forward to the next year to be offset with future profits.»

Item 2: Approval of the overall management that took place during the financial year 01.01.2020 - 31.12.2020, pursuant to Article 108 of Law 4548/2018 and release of the certified auditors from liability for the financial year 01.01.2020 - 31.12.2020, in accordance with Article 117 par. 1 case (c) of Law 4548/2018.

| Required quorum | Required majority |
|-----------------|--|
| 1/5 (20%) | 50% + 1 of the votes represented in the General Meeting |

The Board of Directors, in view of the Company's claims against members of the previous Board of Directors, for losses caused by their acts or omissions in the Company and / or affiliated companies, in the context of conducted and ongoing audits, which have either been exercised or will be exercised in the future, is unable to propose to the Ordinary General Meeting the approval, according to article 108 of Law 4548/2018, of the total management that took place during the financial year 01.01.2020 to 31.12.2020.

The Board of Directors will recommend to the General Meeting the release, pursuant to Article 117 par. 1 case (c) of Law 4548/2018, the certified auditors from any liability for the financial year 01.01.2020 to 31.12.2020.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved, with votes, namely percent of the attending shareholders, the release of the certified auditors from any liability for the financial year 01.01.2020 to 31.12.2020, in accordance with Article 117 par. 1 case (c) of Law 4548/2018». Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved, with votes, namely percent of the attending shareholders, the release of the certified auditors from any liability for the financial year 01.01.2020 to 31.12.2020, in accordance with Article 117 par. 1 case (c) of Law 4548/2018».

Item 3: Election of certified auditors to audit the annual financial statements of the financial year 01.01.2021 - 31.12.2021, review of the interim financial statements of the same financial year and determination of their fee.

| Required quorum | Required majority |
|-----------------|--|
| 1/5 (20%) | 50% + 1 of the votes represented in the General Meeting |

The Board of Directors, upon the recommendation of the Company's Audit Committee, in accordance with the provisions of Regulation (EU) no. 537/2014 (Article 16), will recommend to the General Meeting of the Shareholders to elect the audit firm "PriceWaterhouseCoopers" to audit the annual corporate and consolidated financial statements for the financial year from 01.01.2021 to 31.12.2021 and review the interim financial statements of the same financial year. It will also propose the appointment as a regular and substitute auditor of the persons proposed by the said audit firm, namely the Chartered Accountants Fotios Smirnis son of Gregory, SOEL no. 52861 and Marios Psaltis son of Thomas, SOEL no. 38081, respectively. Lastly, it will recommend that the fee of "PriceWaterhouseCoopers" for the provision of the above services be determined after a relevant quote by the above company.

It must be noted that all independent Directors agreed to the assignment of the audit of the annual corporate and consolidated financial statements to "PriceWaterhouseCoopers" and the aforementioned natural persons, in accordance with Article 124, par. 8 of Law 4548/2018.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the election of the audit firm "PriceWaterhouseCoopers" to audit the annual corporate and consolidated financial statements of the financial year from 01.01.2021 to 31.12.2021 and review the interim financial statements of the same financial year, to appoint the Certified Auditors Mr Fotios Smirnis son of Gregory, SOEL No. 52861, and Marios Psaltis son of Thomas, SOEL No. 30081 as the ordinary and substitute auditor - accountant respectively, and that the fee of "PriceWaterhouseCoopers" for the provision of the above services be determined after a relevant quote by the above company.»

Item 4: Submission for discussion and adoption by the General Meeting of the Remuneration Report of Article 112 of Law 4548/2018 for the financial year 2020.

| Required quorum | Required majority |
|-----------------|--|
| 1/5 (20%) | 50% + 1 of the votes represented in the General Meeting |

The Board of Directors, upon the recommendation and suggestion of the Nomination and Remuneration Committee will submit for discussion and voting at the Annual General Meeting, the Remuneration Report of the Directors for the year 2020, in accordance with Article 112 of Law 4548/2018.

This Report provides an overview of the total remuneration received by the Directors in 2020, as more specifically defined in Article 112 of Law 4548/2018.

The full text of the Remuneration Report for 2020 was submitted to the Shareholders and is available on the Company's website for a period of ten years <https://ellaktor.com/en/informations/general-meetings/annual-general-assembly-june21/> as required by law.

It is noted, that under par. 3 of Article 112 of Law 4548/2018, the shareholders' vote on the aforementioned Remuneration Report is of advisory nature. The Board of Directors will explain in the next remuneration report the manner in which it was taken into consideration the above result of the vote at this Annual General Meeting.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes,

namely percent of the attending shareholders, the proposed Remuneration Report of the Directors for the financial year 2020.»

Item 5: Presentation of the Annual Activity Report for the fiscal year 2020 by the Chairman of the Audit Committee.

The Annual Activity Report of the Audit Committee will be presented, as it was approved by the Board of Directors, with detailed reference to its actions and the matters with which it dealt during the financial year 2020, the most salient of which are as follows:

- Examination and evaluation of the effectiveness and efficiency of the procedures of the Internal Control System.
- Discussion of the external auditor's audit schedule prior to its implementation, and evaluation of the audit fields and the areas of focus of the audit.
- Information of the Board of Directors on the procedures for the preparation of the financial statements and on other issues related to auditing by a chartered accountant.
- Examination and evaluation of the Company's financial statements.
- Evaluation of the Internal Auditor reports.
- Compliance with the Corporate Governance framework.

The aforementioned Annual Activity Report of the Audit Committee for 2020 was presented to the Shareholders and is available on the Company's website and in particular at the link <https://ellaktor.com/en/informations/general-meetings/annual-general-assembly-june21/>.

Item 6: Granting permission, pursuant to Article 98 of Law 4548/2018, to Company Directors and Managers to participate in the Board of Directors or in the management of subsidiary and affiliated Group companies, as well as in legal entities in which the Company or Group companies hold(s) a direct or indirect participation and which are engaged in objects similar or related to those of the Company.

| Required quorum | Required majority |
|-----------------|--|
| 1/5 (20%) | 50% + 1 of the votes represented in the General Meeting |

Due to the wide objects of the Company, including the establishment of and direct and indirect participation in other companies, in accordance with the Law and the Articles of Association, the Board of Directors will recommend to the Ordinary General Meeting to give permission to the Company Directors, as well as the Managers of the Company to participate in the Board of Directors or the Management of subsidiary or affiliated Group companies, as well as of economic entities in which the Company or other Group companies participate directly or indirectly and which are engaged in objects similar or related to the Company's objects.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the participation of the Directors, as well as the Executives of the General Management and the Managers of the Company, in the Board of Directors or the Management of subsidiary or affiliated Group companies as well as of economic entities in which the Company or other Group companies participate directly or indirectly and which are engaged in objects similar or related to the Company's objects.»

Item 7: Approval of amendment of the Remuneration Policy of the Company's BoD.

| Required quorum | Required majority |
|-----------------|--|
| 1/5 (20%) | 50% + 1 of the votes represented in the General Meeting |

The Board of Directors, following the recommendation and proposal of the Nomination and Remuneration Committee, unanimously recommends to the General Meeting to approve the amendment of the Remuneration Policy of the Company's BoD, which was approved by virtue of the Annual General Meeting decision of 11.07.2019, and shall be valid for four years from the date of initial approval unless it is reviewed and amended earlier by virtue of another General Meeting decision. The Policy has been prepared in accordance with the EU Directive in regards to the rights of Shareholders, as it was transposed into national legislation with Law 4548/2018.

The aim of the amendment of the Remuneration Policy is to replace the Performance Share Plan approved on 11.07.2019 by the General Meeting of Shareholders with a Stock Option Plan, i.e. a right to acquire shares at the current price at the time of their disposal. In this way creating an "ownership interest" that is intended to connect of the performance of each participating executive/employee to the Company's performance, aligning the interests of the Company's executives and staff to those of its shareholders.

The Stock Option Plan aligns with market practices and, at the same time, serve the long-term interests and the viability of the Company and contribute to the implementation of the business strategy, balancing between fixed and variable fees at an appropriate level, in a reasonable and fair manner, taking into account the market conditions and the need to improve the efficiency of the Company.

The full text of the amendment of the Remuneration Policy has been considered by the Shareholders and is available at the website of the Company <https://ellaktor.com/en/informations/general-meetings/annual-general-assembly-june21/>.

Draft decision on the aforementioned item on the agenda:

"The Ordinary General Meeting, following a lawful vote with valid votes, representing percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the proposed Remuneration Policy of the Company, which will be in force for the next four years, and authorised the Board of Directors to manage and implement the approved amended Remuneration Policy as per the foregoing."

Item 8: Grant of authorization to the Board of Directors to establish a plan to award stocks in accordance with the provisions of article 113 par.4 of law 4548/2018 to executives and employees of the Company and its affiliated companies, within the meaning of article 32 of law 4308/2014, in the form of stock option rights (stock options).

| Required quorum | Required majority |
|-----------------|---|
| 1/2 (50%) | 2/3, of the votes represented in the General Meeting |

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, proposes that the General Meeting grants authorisation to the Board of Directors to establish a Stock Option Plan for the members of the Board of Directors, the managers/executives and the staff of the Company and its affiliated companies in the form of an option for the acquisition of shares in accordance with the provisions of Article 113 of Law 4548/2018 and within the framework of the Remuneration Policy for the Members of the company's Board of Directors, as

applicable at times. The persons entitled to participate in the Stock Option Plan will be determined by the Board of Directors, based on the authorisation granted by this General Meeting.

The total nominal value of shares to be allocated will not exceed, in aggregate, one twentieth (1/20) of the capital paid up on the date on which the Board of Directors issues the decision on the Stock Option Plan in exercise of the authorisation granted by this General Meeting. To satisfy the option, the Company will issue an equal Share Capital Increase by cash payment, with the issuance of new shares.

The price in case of exercising the option will be the current price at their placement.

It is proposed that the authorisation shall apply for five (5) years from the date of this General Meeting.

The main features of the Stock Option Plan within the framework of the company's Remuneration Policy, which was approved by the Annual General Meeting of July 11th, 2019, are the following:

Beneficiaries of the Options Plan will be those specific executives[/ jobs], who will be determined by the Board of Directors of the Company and who provide services to both the Company and its affiliated companies on a regular basis, for the purpose of:

- rewarding their active participation in achieving the strategic objectives of the Company;
- creating a "proprietary" interest on the part of the participating executives, which strives to link the performance of each participating executive with the performance of the Company;
- aligning the interests of the Company's executives and staff with the interests of the shareholders, as well as
- attracting and retaining Group executives and providing them with incentives, ensuring proper corporate governance and promoting its values in application of the Company's remuneration policies.

The Stock Option Plan provides for a vesting period of four years.

The performance measures and targets shall be set by the Board of Directors at the beginning of each maturation period in accordance with the financial and strategic objectives of the Company.

Following (a recommendation/opinion) of the Nomination and Remuneration Committee, the Board of Directors may adjust the measures and assessment ratios to reflect the Company's major strategic objectives.

The vesting/maturation of the benefits of the Stock Option Plan requires the achievement of specific criteria relating to the Group's financial performance, as specified by the Board of Directors following a recommendation of the Nomination and Remuneration Committee.

The maximum annual benefits under the Plan for each financial year shall be 100% of the basic salary (based on the current price of the shares at their placement).

The Board of Directors shall, in accordance with the applicable legislation, notify the terms of the Program which will be established pursuant to the authorization granted by this General Meeting.

Draft resolution on the aforementioned item on the agenda:

«The Ordinary General Meeting, having voted lawfully with valid votes, which correspond to percent of the paid-up share capital with voting rights, approved with votes, i.e. percent of the shareholders present, the granting of an authorisation to the Board of Directors to establish a Stock Option Plan in accordance with the provisions of Article 113 of Law 4548/2018 for the managers/executives and the staff of the Company and its affiliated companies within the meaning of article 32 of law 4308/2014, in the form of stock option rights (stock options) and within

the framework of the Remuneration Policy for the Members of the company's Board of Directors, as applicable at times.

The total nominal value of shares to be allocated will not exceed, in aggregate, one twentieth (1/20) of the share capital paid up on the date on which the Board of Directors issues the decision on the Stock Option Plan in exercise of the authorisation granted by this General Meeting. To satisfy the option, the Company will issue an equal Share Capital Increase by cash payment, with the issuance of new shares.

It is proposed that the authorisation shall apply for five (5) years from the date of this General Meeting.»

Item 9: Approval of the Suitability Policy of the Members of the Board of Directors of ELLAKTOR SA, in accordance with article 3 of L. 4706/2020.

| Required quorum | Required majority |
|-----------------|--|
| 1/5 (20%) | 50% + 1 of the votes represented in the General Meeting |

The General Meeting is invited to approve the Suitability Policy of the Members of the Board of Directors, which was written by the Nomination and Remuneration Committee, in accordance with Article 3 par. 3 of Law 4706/2020 and guidelines of the Hellenic Capital Market Commission (Circular no 60/18.9.2020). The Suitability Policy of the Members of the Board of Directors was approved by the BoD on 01.06.2021, according to article 3 par. 1 L. 4706/2020.

The text of the Suitability Policy of the Members of the Board of Directors, is available as a separate document on the website of the Company

<https://ellaktor.com/en/informations/general-meetings/annual-general-assembly-june21/>.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the Suitability Policy of the Members of the Board of Directors of ELLAKTOR SA, in accordance with article 3 of L. 4706/2020.»

Item 10: Election of a new members of the Board of Directors and appointment of the Independent non-Executive members.

| Required quorum | Required majority |
|-----------------|--|
| 1/5 (20%) | 50% + 1 of the votes represented in the General Meeting |

The BoD of the Company, according to the recommendation of the Nomination and Remuneration Committee in compliance with the law 4706/2020 and to strengthen its corporate governance, proposes the increase of the number of the members of the current Board of Directors. The participation of new people will result in the increase of the number of the BoD members and the new executives will renew the BoD, will strengthen its independence in the decision-making and will make it more effective, in order to optimally serve the company to better meets its targets.

The specific proposals broaden the Board of Directors of the Company with skills in the field of tourism and infrastructure, as well as in the field of green energy and sustainable development, which are the main axes of the Recovery Fund and the dynamics of our country and strengthen its BoD in order to meet the increased challenges of the coming years.

In this respect, and following a detailed proposal from the Committee on Nominations and Fees, it is proposed to elect the following persons as new members of the existing Board of Directors whose term will expire at the same time as the term of the other members of the BoD:

1. **Mrs. Ioanna Dretta**, holds a degree in Civil Engineering from NTUA, and postgraduate degrees in Imperial College London (MSc) and Harvard Kennedy School (Master in Public Administration). She is the CEO of Marketing Greece, a company of the Greek Tourism Confederation (SETE) aiming to promote Greece. During her 20-year career, she has held senior positions in the private and public sector in different areas of economic activity, and has a proven track record in creating impact in complex environment. Since 2012, she has been serving greek tourism.
1. **Mrs. Evgenia (Jenny) Leivadarou**, MEng in Civil Engineering, NTUA, MSc in Water Resources Science, NTUA, Cert. in The Challenges of Global Poverty, MIT, MPhil in Planning, Growth and Regeneration Policies, University of Cambridge, PhD in Applied Mathematics, University of Cambridge. She is Innovation Engineer at Hellenic Petroleum Group of Companies, (10/19 – present)- Division of Strategic Planning & New Activities: Head of R&D, managing 14 programs, supported by National and European funds, focused on alternative energy sources, digitalization, biofuels and energy efficiency. Analysis of long-term technological trends on energy and transportation with a special focus on the energy transition towards lower CO2 emissions, proposing new activities and services. Following competitive business trends and conducting cost benefit analysis for new activities. Support of innovative technologies and provision of guidance for startup companies.

It is noted that **Mrs. Evgenia (Jenny) Leivadarou**, meets all the independent criteria and guarantees envisaged by the provisions of par. 1 of Article 4 of Law 3016 and para. 1 and 2 of Article 9 of Law 4706/2020 from its entry into force, the Corporate Governance Code of the Company and the Greek Corporate Governance Code.

For the proposal on this Item the Board of Directors has taken into consideration the proposed for approval under item 9th of this General Meeting "Suitability Policy of the members of the BoD of ELLAKTOR SA", the requirements of Law 4706/20120 for the composition of the Board of Directors, the detailed CVs of the proposed members and the result of the integrity check carried out by the head of the Company's Regulatory Compliance.

It is also noted that the BoD has taken into consideration for the proposal of the Independent Non-Executive Members the suggestion of the Nomination and Remuneration Committee of the Boards of Directors.

The CVs of the above members are analytically available in the Company's website: at the link https://ellaktor.com/en/informations/general-meetings/annual_general_assembly_june21/

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the election of Mrs. Ioanna Dretta and Mrs. Evgenia (Jenny) Leivadarou, as a new members of the BoD and appointed Mrs. Evgenia (Jenny) Leivadarou, as Independent Non-Executive Member of the Board of Directors whose term will expire at the same time as the term of the other members of the BoD.».

Item 11: Granting of power to the Board of Directors of the Company to increase the share capital of the Company, by virtue of articles 24 par. 1(b) of Law 4548/2018, as in force.

| Required quorum | Required majority |
|-----------------|---|
| 1/2 (50%) | 2/3, of the votes represented in the General Meeting |

The Board of Directors proposes to the Ordinary General Meeting of the shareholders granting to the Board of Directors of the Company the power to resolve on the increase of the Company's share capital of the Company according to the provisions of article par. 1(b) of Law 4548/2018, as in force. The provisions of the article will apply to such power, i.e. it will be valid for five (5) years and the share capital may be increased by an amount not exceeding three times the share capital as at the date the power is granted to the Board of Directors. The BoD may exercise the above power once or in part.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, granting of power to the Board of Directors of the Company to increase the share capital of the Company, by virtue of article 24 par. 1(b) of Law 4548/2018, as in force. Such power will be valid for five (5) years and the share capital may be increased by an amount not exceeding three times the share capital as at the date the power is granted to the Board of Directors. The BoD may exercise the above power once or in part».

Item 12: Announcement of the election a new member of the BoD, in replacement of the resigned member and various announcements.

The Board of Directors is going to announce the election of Mr. Efthymios Bouloutas as a new member of the BoD of the Company in replacement of the resigned Member, Mr. Dimitrios Kondylis, by its decision on 21.05.2021, in accordance to art. 82 par. 1 of the Law 4548/2018, and the term of the new member will expire at the same time as the term of the other members of the BoD.

The Management of the Company will refer to the projects, the course of operations and other matters concerning its smooth operation.