

**DRAFT DECISIONS ON THE ITEMS OF THE AGENDA  
OF THE ANNUAL GENERAL MEETING CONVENED FOR THE 21<sup>st</sup> MAY 2019  
OF THE SHAREHOLDERS OF THE COMPANY**

**“ELTECH ANEMOS S.A.”**

**Number of Commercial Registry: 2567001000 (hereinafter, “Company”)**

**ITEM 1**

**Submission for approval of the Annual Financial Statements and the Annual Consolidated Financial Statements for the fiscal year that ended on 31.12.2018, together with the relevant Board of Directors and Certified Auditor-Accountants Reports. Appropriation of company's profits.**

<b>Required quorum:</b>	1/5 of the Company's paid up capital  1/2 of the Company's paid up capital for the item referring to the non-distribution of minimum dividend
<b>Required majority voting:</b>	50% of the Company's voting capital present/represented plus one vote  80% of the Company's capital present/represented for the item referring to the non-distribution of minimum dividend

The Annual Financial Statements and the Annual Consolidated Financial Statements for the fiscal year that ended on 31.12.2018, together with the audit report by the certified auditor-accountant and the annual report of the Company's Board of Directors are submitted to the annual general meeting of the shareholders for their approval.

The above-mentioned financial statements and relevant reports are available to the Company's shareholders and have been uploaded on the Company's website since 18.04.2019 ([www.eltechanemos.gr/investor-relations/financial-data/financial-situations](http://www.eltechanemos.gr/investor-relations/financial-data/financial-situations)).

The Chairman of the Company's Board of Directors, Managing Director and Chairman of the General Meeting Mr. Theodoros – Margaritis Sietis suggests the approval of the Annual Financial Statements and the Annual Consolidated Financial Statements for the fiscal year that ended on 31.12.2018, together with the annual management report issued by the Company's Board of Directors and the audit report issued by the Certified Auditors-Accountants, which the Company's Board of Directors has already approved by its decision dated 16.04.2019.

Furthermore, the Chairman of the General Meeting suggests:

- a) the non-distribution of dividend for 2018; and
- b) the disposal of the following amounts of the Company's profits (after taxes) of 2018:
  1. 553,580.16 Euro as ordinary reserve; and
  2. the remaining amount out of the Company's profits (after taxes) of 2018 as retained earnings.

## ITEM 2

### **Approval of the management performed by all members of the Board of Directors for the fiscal year 2018. Release of the Certified Auditor-Accountants from any liability for the fiscal year 2018.**

<b>Required quorum:</b>	1/5 of the Company's paid up capital
<b>Required majority voting:</b>	50% of the Company's voting capital present/represented plus one vote

The Chairman of the Company's Board of Directors, Managing Director and Chairman of the General Meeting Mr. Theodoros – Margaritis Sietis suggests the approval of the management performed by each of the members of the Board of Directors individually, in his/her capacity, and by all members of the Company's Board of Directors as a body for actions undertaken during the year that ended on 31.12.2018, in accordance with article 108 of Law 4548/2018.

Furthermore, the release from any liability of the auditing firm "PRICEWATERHOUSECOOPERS", with registered seat on Kifisias Avenue 268, Chalandri, and its Chartered Auditors – Accountants, namely, Messrs Fotios Smyrnis son of Greogory (registration no SOEL 52861) and his substitute Marios Psaltis son of Thomas (registration no SOEL 38081) with respect to the acts undertaken during 2018 (fiscal year 01.01.18 to 31.12.18) is also suggested.

## ITEM 3

### **Election of the audit company to perform the audit of the financial statements for the fiscal year 2019 and determination of their fees.**

<b>Required quorum:</b>	1/5 of the Company's paid up capital
<b>Required majority voting:</b>	50% of the Company's voting capital present/represented plus one vote

The Chairman of the Company's Board of Directors, Managing Director and Chairman of the General Meeting Mr. Theodoros – Margaritis Sietis suggests, in accordance with the relevant proposal made by the Company's Audit Committee to assign to the auditing firm "PRICEWATERHOUSECOOPERS", with registered seat on Kifisias Avenue 268, Chalandri, the audit of the financial statements of the Company and its Group for the year from 01.01.2019 to 31.12.2019, as well as the review of the interim financial statements of the Company and its Group for the period from 01.01.2019 to 30.06.2019.

The total fee to be paid to the above-mentioned auditing firm will be announced to general meeting of shareholders during the meeting.

#### ITEM 4

**Approval of remuneration paid to members of the Board of Directors for the fiscal year 2018 and preliminary approval of relevant remuneration of the Board of Directors, which will be paid during the fiscal year 2019.**

<b>Required quorum:</b>	1/5 of the Company's paid up capital
<b>Required majority voting:</b>	50% of the Company's voting capital present/represented plus one vote

The Chairman of the Company's Board of Directors, Managing Director and Chairman of the General Meeting Mr. Theodoros – Margaritis Sietis informs the General Meeting that during 2018 the amount of 24,000.00 euro has been paid as remuneration to the Board of Directors. The above-mentioned remuneration has been pre-approved by the annual general meeting of the Company's shareholders met on 26.07.2018.

The above amounts have been subject to withholding tax, according to the applicable legislation, and stamp duty has also been imposed on them.

Furthermore, the Chairman of the Company's Board of Directors, Managing Director and Chairman of the General Meeting Mr. Theodoros – Margaritis Sietis suggests the preliminary approval of an amount of up to 125,000.00 euro referring to remuneration to be paid to the Board of Directors during 2019.

#### ITEM 5

**Granting of permission to the members of the Board of Directors and the Management of the Company pursuant to article 98 of Law 4548/2018.**

<b>Required quorum:</b>	1/5 of the Company's paid up capital
<b>Required majority voting:</b>	50% of the Company's voting capital present/represented plus one vote

The Chairman of the Company's Board of Directors, Managing Director and Chairman of the General Meeting Mr. Theodoros – Margaritis Sietis suggests the granting of permission to the Board of Directors and the General Management, as well as Company's executives to participate in the management of other Group companies or other companies that pursue the same or similar corporate objectives as the Company's objectives.

## ITEM 6

### **Approval of the agreements concluded by the Company during 2018 with its affiliates within the meaning of article 32 of Law 4308/2014, pursuant to article 23a of Codified Law 2190/1920.**

<b>Required quorum:</b>	1/5 of the Company's paid up capital
<b>Required majority voting:</b>	50% of the Company's voting capital present/represented plus one vote

The Chairman of the Company's Board of Directors, Managing Director and Chairman of the General Meeting Mr. Theodoros – Margaritis Sietis informs the Company's shareholders that following the restructuring of the Group and mainly for financial and operational reasons the Company must, as the parent company of other companies with multiple business activities, to monitor, assist and promote their activities, and in parallel it must accept other services that the Company needs by its affiliates, or to enter into other transactions with such companies.

Following the above, the Chairman of the Company's Board of Directors, Managing Director and Chairman of the General Meeting Mr. Theodoros – Margaritis Sietis suggests the granting of the required pursuant to article 23<sup>a</sup> of Codified Law 2190/1920 permission to conclude services agreements or other agreements and in general to enter into transactions between the Company and all of its affiliates as defined in article 32 of Law 4308/2014, in which, apart from other ordinary transaction terms and special agreements the following special agreements have been concluded:

- a) Services and in general transactions that are provided or performed by the Company to its affiliates or vice versa, as follows:
- 1) Data processing;
  - 2) Investors' Relations;
  - 3) Public Relations;
  - 4) Asset Management;
  - 5) Relationships with banks and insurance companies, financing;
  - 6) Tax services and assistance in ensuring compliance with accounting standards;
  - 7) Financial analysis and economic reporting;
  - 8) Market and Competition Surveys;
  - 9) Support in drafting and analysis business plans;
  - 10) Support and Implementation of take overs and mergers;
  - 11) Sale and Purchase of Goods;
  - 12) Sale and Purchase and leases of real estate or distinct part of them;
  - 13) Works Contracts;
  - 14) Shares sale and purchase;
  - 15) Financing and lending agreements;
  - 16) Expenses Invoicing.

- b) The consideration and other special terms of such transactions will be determined ad hoc by the contracting parties.

**ITEM 7**

**Approval of the merger by absorption of the Company by the societe anonyme under the name “ELLAKTOR S.A.”, pursuant to the provisions of Codified Law 2190/1920 and Law 2166/1993. Approval a) of the Draft Merger Agreement dated 18.03.2019, for the merger by absorption of the Company by the societe anonyme under the name “ELLAKTOR S.A.” and b) of the Board of Directors explanatory report in relation to above mentioned Draft Merger Agreement dated 15.03.2019, pursuant to article 69 par. 4 of Codified Law 2190/1920. Granting of relevant authorizations.**

<b>Required quorum:</b>	1/2 of the Company's paid up capital
<b>Required majority voting:</b>	2/3 of the Company's voting capital present/represented

The Board of Directors informs the shareholders with respect to the contemplated merger of the Company by absorption of the latter by the company under the registered name “ELLAKTOR S.A.” in accordance with the provisions of Codified Law 2190/1920 and Law 2166/1993:

1. The Board of Directors of the company under the name “ELLAKTOR S.A.” (the “Absorbing Company”) and the Company (the “Absorbed Company”, together with the Absorbing Company, the “Merging Companies”) decided on 28<sup>th</sup> December 2018 to initiate the process of the merger by absorption of the Absorbed Company by the Absorbing Company, in accordance with the provisions of articles 68 et seq of Codified Law 2190/1920 and Law 2166/1993, as currently applicable (the “Merger”).
2. The Company by means of the decision of its Board of Directors dated 28 December 2018 determined as the date of the transformation balance sheet the 31<sup>st</sup> of December 2018. A copy of the Transformation Balance Sheet of the 31<sup>st</sup> of December 2018 has been uploaded on the Company’s website since 18.04.2019. “RSM Greece Certified Auditors and Management Consultants S.A.”, with registered seat in Marousi Attica, at 14, Paradeisou Str. and 1, Patroklou Str., P.C. 15125, which is registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 104 and with the Public Register of the Hellenic Accounting and Auditing Standards Oversight Board under Reg. No. 016, has delivered to the Company’s Board of Directors, following relevant assignment in accordance with the relevant provisions of Law 2166/1993, a report dated 12 February 2019 on the certification of the book value of the assets and liabilities of the Absorbed Company on 31 December 2018.
3. The Board of Directors of the Merging Companies have drafted and approved a Draft Merger Agreement which was executed by the authorised representatives of the Merging Companies on 18 March 2019 (the “DMA”). The DMA was subsequently submitted by each of them to the publicity formalities in accordance with article 69 par. 3 and art. 7b of Codified Law 2190/1920. A copy of the DMA has been uploaded on the Company’s website since 18.04.2019.

4. The Board of Directors of the Absorbed Company drafted a report dated 15 March 2019 on the DMA and the Merger pursuant to article 69 par. 4 of Codified Law 2190/1920 (the "Report"), which explains and justifies, from a legal and financial perspective, the DMA and, in particular, the share exchange ratio between the shares of the Absorbed Company and the new shares that the Absorbing Company will issue for the shareholders of the Absorbed Company due to the Merger. The text of the Report has been uploaded on the Company's website since 18.04.2019.
5. As already mentioned in the Report, the Absorbed Company assigned to the credit institution under the name "ALPHA BANK S.A.", with registered seat in Athens, 40, Stadiou Str., P.C. 10564, to deliver a fairness opinion on the fair and reasonable of the share exchange ratio mentioned below. After employing acceptable valuation methods, the share exchange ratio of the shares of the Absorbed Company to the shares of the Absorbing Company suggested in the DMA has been expressed by Alpha Bank S.A. to be fair and reasonable, as per the analysis made in their report dated 12 March 2019. The text of this report has been uploaded on the Company's website since 18.04.2019.
6. According to article 70 par. 2 of Codified Law 2190/1920, the 20-day period for the exercise of the right of the creditors of the Merging Companies to request for sufficient assurances expires on 01.05.2019.
7. The documents and information listed in article 73 par. 1 of Codified Law 2190/1920 have been made available to the shareholders since 18.04.2019.
8. According to the DMA and the Report, the share exchange ratio of the shares of the Absorbed Company to the shares of the Absorbing Company that the shareholders of the Absorbed Company shall receive from the share capital increase of the Absorbing Company due to the Merger is the following: for every 1 existing ordinary, nominal voting share, having a nominal value of thirty cents (€0.30) of the Absorbed Company, the beneficiary shareholder shall receive 1.27 new ordinary, nominal voting shares, having a nominal value of one Euro and three cents (€1.03) on the share capital of the Absorbing Company.
9. Any shares' fractions that may exist following the share capital increase of the Absorbing Company due to the Merger will be settled by means of a decision of the Board of Directors of the Absorbing Company that will be called to approve the Merger. It is clarified that such fractions, if existing, do not create a right to receive a fractional share.
10. It is not provided that a cash amount is paid to the beneficiary shareholders pursuant to article 68 par. 2 of Codified Law 2190/1920.
11. The Board of Directors further informs that, from the date of the DMA until today, there has been no substantial change on the assets and liabilities of the Absorbed Company.

Taking into account all the above, the Company's Board of Directors suggests:

- A. The approval:
  - a) the merger by absorption of the Absorbed Company by the Absorbing Company according to the provisions of articles 68 et seq. of Codified Law 2190/1920 and Law 2166/1993, each as currently applicable, based on the 31.12.2018 transformation

balance sheet of the Absorbed Company and the relevant report by “RSM Greece Certified Auditors and Management Consultants S.A.” dated 12.02.2019;

- b) the DMA and all its terms with no amendment;
- c) the Report;
- d) all acts performed by the Board of Directors of the Absorbed Company and of the persons that the latter authorised to conclude the Merger; and

B. The authorisation of the Chairman of the Company’s Board of Directors and Managing Director Mr. Theodoros – Margaritis Sietis to act, in the name and on behalf of the Company, in the context of implementing this decision and to proceed to all necessary actions to complete the Merger, including the drafting of the final merger agreement together with the Absorbing Company, as law provides, as well as any other required document to comply with the publicity and registration requirements set by applicable legislation for the completion of the Merger.

## **ITEM 8**

### **Shareholders briefing – Announcements**

The Chairman of the Audit Committee will inform the shareholders on the actions undertaken by the Audit Committee during 2018 in accordance with Law 4449/2017.