

**ELLAKTOR S.A.**  
**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**  
**Tuesday, 21<sup>ST</sup> of May 2019, 10:00 a.m.**  
**25 Ermou Street, Kifissia**

Should the quorum required by law not be achieved, the General Meeting of the shareholders of the Company will take place in Repeat Meeting on Tuesday, May 28<sup>th</sup>, 2019, at 10:00 a.m. at the Company's Offices, 25 Ermou Street, Kifissia, without the publication of a further invitation.

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## 1. INVITATION

### INVITATION

**to the shareholders of the société anonyme with the registered name and the distinctive title "ELLAKTOR S.A."**

**(the "Company")**

**General Electronic Commercial Registry No.: 251501000 –**

**(SA Reg.No. 874/06/B/86/16)**

**to an Extraordinary General Meeting**

In accordance with Law and the Company's Articles of Association, and following a decision of its Board of Directors adopted at its meeting dated the 24<sup>th</sup> of April 2019, the Company's Shareholders are invited to an Extraordinary General Meeting to be held on the twenty one of May two thousand nineteen (21.05.2019), Tuesday, at 10:00 a.m, at the Company's Offices at 25 Ermou street, Kifissia, to discuss and resolve on the following items of the agenda:

#### ITEMS OF THE AGENDA

1. Merger by absorption of the *société anonyme* "ELTECH ANEMOS S.A." 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 S.A." and capitalization of part of the Company's account "Share Premium Reserve". - Amendment of articles 3 and 5 of the Company's Articles of Association in order to expand the Company's object 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 return of the sale proceeds to the beneficiaries.

2. Various announcements.

Should the quorum required by law not be achieved, and for such reasons no decision can be made for all or some of the items of the agenda, any Repetitive General Meeting will take place on Tuesday, 28<sup>th</sup> of May, 2019, at 10:00 a.m. at the same place and with the same items as of the initial agenda that have not been discussed, without the publication of a further invitation.

In accordance with articles 121 par. 4, 124 par. 6 and 128 of Law 4548/2018, as in force, the Company informs its shareholders of the following:

#### I. RIGHT TO ATTEND AND VOTE IN THE GENERAL MEETING

The Extraordinary General Meeting of 21<sup>st</sup> of May 2019 may be attended by any person registered as shareholder (holder of common registered shares in the Company) in the records of the Dematerialised Securities System ("DSS") kept by the "Hellenic Central Security Depository" ("HCSD"), as at the beginning of the 5<sup>th</sup> day preceding the initial General Meeting ("Record Date"), i.e. the 16<sup>th</sup> of May 2019. The aforementioned Record Date is applicable for any Repetitive General Meeting as well.

A shareholder's capacity as at the Record Date will be verified electronically by HCSD through the Company's online connection to the DSS. Therefore, in order to participate and vote at the General Meeting, the shareholder is not required to submit any written confirmation from HCSD.

Only those who have shareholder's capacity on the Record Date shall have the right to participate and vote at the Extraordinary General Meeting. The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the date of the Extraordinary General Meeting.

Each share is entitled to one vote.

## **II. PROCEDURE FOR PARTICIPATING AND VOTING BY PROXY**

Shareholders may participate in the Extraordinary General Meeting and vote either in person or by proxy, and in any case through physical presence. Each shareholder may appoint up to three (3) proxies. A proxy holding proxies from several shareholders may cast votes differently for each shareholder. In cases where a shareholder owns shares that are held in more than one investor securities account, the shareholder may appoint separate proxies for the shares appearing in each account.

Proxy forms for the appointment of representatives are available electronically on the Company's site ([www.ellaktor.com](http://www.ellaktor.com)) and in printed form at the Company's Offices, at 25 Ermou str., Kifissia (Shareholder Service Department). Proxy forms must be filled in, signed and submitted, or received by post, at the Company's Offices, 25 Ermou str., Kifissia (Shareholder Service Department) or received electronically by the Company's Shareholders Department at the fax no. 210 8184909 or by email at [gfotogianni@ellaktor.com](mailto:gfotogianni@ellaktor.com) and [amichou@ellaktor.com](mailto:amichou@ellaktor.com), in each case at least forty eight (48) hours before the date of the General Meeting, i.e. by Sunday 19<sup>th</sup> 10:00 a.m. of May 2019. The same deadline applies for the submission to, or receipt by, the Company of any proxy substitution or revocation in the way described above.

A shareholder may appoint a representative for one or more general meetings and for a certain period of time.

A representative will vote as per the shareholder's instructions, if any.

A shareholder's representative must, prior to the commencement of the General Meeting, notify the Company of any specific circumstances which the shareholders might find useful to assess the risk that such representative could serve interests other than those of the shareholder.

A conflict of interests might particularly arise if the representative is:

- a) a controlling shareholder or other legal person or entity controlled by such shareholder; b) a member of the Board of Directors or of the general management of the Company, or of a controlling shareholder or other legal person or entity subject to the control of such controlling shareholder;
- c) an employee or certified auditor of the Company or of a controlling shareholder or other legal person or entity subject to the control of such controlling shareholder;
- d) the spouse of or relative to the first degree to any of the natural persons mentioned in points a) to c).

### III. MINORITY SHAREHOLDERS' RIGHTS

Pursuant to article 121 par. 4 of Law 4548/2018, the Company informs the shareholders that they have, among others, the following rights provided for in article 141 par. 2, 3, 6 and 7 of Law 4548/2018:

- i. Upon request of shareholder(s) representing 1/20 of the paid up share capital, the Board of Directors must proceed to the addition of items on the agenda of the convened General Meeting, provided that such request has been received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by the 6<sup>th</sup> of May 2019. The request to add items on the agenda must be accompanied by a relevant justification or a draft decision to be subject to the approval of the General Meeting. Any revised agenda will be published in the same manner as the previous agenda, thirteen (13) days prior to the date of the General Meeting, i.e. on the 8<sup>th</sup> of May 2019, and simultaneously will be made available to shareholders on the Company's website, together with the relevant justification or the draft decision submitted by the shareholders. If such proposed items are not published, the requesting shareholders are entitled to ask for an adjournment of the General Meeting, in accordance with article 141 par. 5 of Law 4548/2018 and to proceed themselves with the publication, pursuant to the provisions of article 141 par. 2, subpar. 2 of Law 4548/2018, at the expense of the Company. The Board of Directors is not obliged either to add items in the agenda or to publish or disclose such items along with their relevant justification and the draft decisions submitted by the shareholders if their content contradicts the law or fair practice.
- ii. Shareholder(s) representing 1/20 of the paid up share capital may submit draft decisions on items included in the original or any revised agenda provided that such request is received by the Board of Directors at least seven (7) days prior to the General Meeting, i.e. by the 14<sup>th</sup> of May 2019 at the latest. Such draft decisions are made available to shareholders pursuant to article 123 par. 3 of Law 4548/2018, at least six (6) days prior to the General Meeting, i.e. no later than the 15<sup>th</sup> of May 2019. The Board of Directors is not obliged to publish or disclose draft decisions submitted by the shareholders if their content contradicts the law or fair practice.
- iii. Upon request of any shareholder, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by the 15<sup>th</sup> of May 2019 at the latest, the Board of Directors must make available to the General Meeting the specific information required in relation to the Company's affairs, to the extent that such information is relevant to the

items of the agenda. The Board of Directors may issue a single reply to shareholder requests, having the same content. No obligation to provide information exists when the relevant information is already posted on the Company's website, especially in the form of questions and answers. Moreover, the Board of Directors may deny the provision of information for significant reasons, mentioned in the minutes. Such reason may be, based on the circumstances, the participation of the requesting shareholders in the Board of Directors, according to articles 79 or 80 of Law 4548/2018.

- iv. Upon request of shareholder(s) representing 1/10 of the paid up share capital, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by the 15<sup>th</sup> of May 2019 at the latest, the Board of Directors must provide information to the General Meeting about the course of corporate affairs and the Company's assets. The Board of Directors may deny the provision of information for significant reasons, mentioned in the minutes. Such reason may be, based on the circumstances, the participation of the requesting shareholders in the Board of Directors, according to articles 79 or 80 of Law 4548/2018, as long as the respective members of the Board of Directors have received the relevant information in a sufficient manner.
- v. Upon request of shareholder(s) representing 1/20 of the paid up share capital, submitted to the Company, the Chairman of the General Meeting must adjourn only once the making of decisions by the General Meeting for all or some of the items, setting as date to continue the meeting such date provided in the shareholders' request, which cannot be more than 20 days from the adjournment date.

The deadlines to exercise any shareholder minority rights will apply accordingly in case of a Repetitive General Meeting.

In all of the above cases of exercise of their rights, shareholder capacity shall be verified electronically by HCSD through the Company's online connection to the DSS.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the Company's website [www.ellaktor.com](http://www.ellaktor.com).

#### **IV. AVAILABLE DOCUMENTS AND INFORMATION**

From the date of publication of the present, this invitation, the documents that shall be submitted to the General Meeting, the draft decisions proposed to the Board of Directors for the items of the agenda, the proxy forms as well as the total number of existing shares and the voting rights shall be uploaded at the Company's website [www.ellaktor.com](http://www.ellaktor.com). Moreover, the Company's shareholders may receive such documents in printed form from the Shareholder Service Department (25 Ermou str., 145 64 Kifissia).

Kifissia, 24 April 2019

**THE BOARD OF DIRECTORS**

## 2. SUMMARY OF ISSUES ON THE AGENDA

ELLAKTOR SA

(THE "COMPANY")

SUMMARY DESCRIPTION – DRAFT DECISIONS ON THE ITEMS OF THE AGENDA

FOR THE EXTRAORDINARY GENERAL MEETING ON 21.05.2019

### 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.

Required quorum: 1/2 (50%) of the Company's paid up share capital.

Required quorum in case of repetitive General Meeting: 1/5 (20%) of the Company's paid up share capital.

Required majority: 2/3 of votes represented at the Meeting.

The parameters and expected benefits resulting from the merger by absorption of ELTECH ANEMOS, as were considered by the Board of Directors of both the Company and ELTECH ANEMOS for the commencement of the merger process and the approval of the draft merger agreement, executed by the merging companies on March 18, 2019 (the "Draft Merger Agreement") will be presented. Moreover the basic terms and legal effects of the contemplated merger, as provided in the Draft Merger Agreement and in the other documents related with the

merger which have been made available to the Company's shareholders on the 18<sup>th</sup> of April 2019, in accordance with its announcement on 18<sup>th</sup> of April 2019 will be presented.

The approval of the merger and the Draft Merger Agreement, the Company's share capital increase and the amendment of articles 3 and 5 of its Articles of Association, in order to expand the Company's object to include ELTECH ANEMOS' activities (licensing, installation, operation, maintenance, receipt of financing and exploitation of electricity and other similar activities) as well as to reflect the share capital increase.

Finally, as a result of the approved merger, it is proposed to authorize 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, 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 of the Company resulting from the merger and (c) to proceed with the sale of any fractional balances that might result from the aforementioned increase of the Company's share capital and return to the beneficiaries the proceeds of the sale.

Draft decision on the aforementioned item of the agenda:

"The General Meeting [with votes [●]/by majority exceeding the threshold of the law]:

- (i) Approves 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) Approves the Draft Merger Agreement and the drafting and execution of the merger agreement under the basic terms included in the Draft Merger Agreement.
- (iii) Approves 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) Approves the amendment of article 3 of the Company's Articles of Association in order to expand its object as follows:

### **ARTICLE 3**

#### ***Scope***

3.1. *The scope of the Company is:*

(a) *to undertake and execute technical projects of any nature for the State, municipalities and private individuals as well as to undertake and execute designs and research work of every kind;*

(b) *to undertake the technical management, planning, execution and operation of technical projects or investments in general (project management);*

(c) *the obtain licensing, establish, operate, maintain, grant security interests for financing in respect of, and exploit projects for generation of electric energy from renewable energy sources in Greece and/or abroad;*

(d) *to acquire from third parties any rights relating to the establishment, operation, maintenance, financing and exploitation of projects for generation of electric energy from renewable energy sources in Greece and/or abroad;*

(e) *to acquire or secure in general rights to use land for the licensing, establishment, operation, maintenance and exploitation of projects for generation of electric energy from renewable energy sources in Greece and/or abroad;*

(f) *to participate in investment(s) and/or financing of projects for generation of electric energy from renewable energy source;*

- (g) any business activity relating to the generation, transfer, distribution, trade, etc. of electric energy in accordance with applicable laws;*
- (h) to provide counsel services, including technical / design consultant services and project manager services, concerning the:
  - (i) elaboration of any technical, feasibility or financial studies,*
  - (ii) construction of technical works of any category as well as provision of other services (e.g. computerization, public relations, relations with investors, reserves management, relations with banks, credit and financial institutions and insurance companies, internal audit, tax matters, as well assistance in keeping accounting standards, economic analysis and financial reports, market research, support upon drawing up – analysis of business plans, support and entering into business deals and corporate transformations, etc.).*
  - (iii) licensing, establishment, operation, maintenance, financing and exploitation of projects for generation of electric energy from renewable energy sources*
  - (iv) industrial and/or non-industrial manufacturing and trade in any possible way of raw materials, material, machinery and equipment in Greece and/or abroad;**

*3.2 To attain its scope of business, according to Article 3.1 hereof, the Company may:*

- (a) establish or take part in, in any possible way, including through equity contributions, or obtaining securities or otherwise, in other companies of any legal form, existing or to be established, regardless of the scope of business pursued, to establish affiliates, branches, factories, agencies, offices or simply appoint agents anywhere in Greece or abroad or to act as an agent for various Greek or foreign trade and industrial firms;*
- (b) participate, both in Greece and abroad, in enterprises and consortiums of persons of any kind, form and scope (whether relevant or not with the business scope of the company);*
- (c) collaborate, in any possible way, with any legal entity or individual in Greece and abroad;*
- (d) materialize by means of appropriate investments in Greece and/or abroad, including investments in securities, all the aforementioned purposes and activities, and*
- (e) to proceed to any action that is, directly or indirectly, similar, complementary or ancillary to the scope of article 3.1, including indicatively the provision of guarantees and other (personal and in rem) security interests in favour of companies, consortia, etc. and any business in which it participates or cooperates with.*

*3.3. The Company may carry-out any of the above activities on its own account or on behalf of third parties (against fees, commission or any other payment that may be agreed), in cooperation with or as part of a consortium with legal persons or individuals.*

- (v) Approves the amendment of article 5 of the Company's Articles of Association as follows:*

"5.1 *The share capital of the Company amounts today to a total of 220,700,163.09 Euros divided into 214,272,003 common, registered, dematerialized shares with their voting rights, having each a nominal value of 1,03 Euro.*

*The share capital of the Company was formed as follows:*

(a) *The share capital initially amounting to 1,000,000 drachmas was successively increased by the relevant resolutions of the General Meetings of shareholders or, as the case may be by the Board of Directors of September 2nd 1963, June 28th 1969, June 30th 1973, October 15th 1984, March 19th 1986, June 24th 1987, June 28th 1991, October 12th 1992, January 18th 1994, January 19th 1994, January 18th 1996, May 8th 1997, January 1st 1998, September 7th 1998, September 20th 1999, February 28th 2000 and September 21st 2000.*

(b) *By resolution of the General Meeting of the Company's Shareholders adopted on June 27th 2001, the share capital was increased as stated below:*

(i) *by 155,000,000 drachmas, coming from partial capitalization of the surplus value of various reevaluations of the Company's assets in accordance with Law 2065/1992, and*

(ii) *by virtue of Law 2842/2000, the par value of the shares and the share capital were transformed and rounded off, in order to be denominated in Euro, and, after the necessary rounding offs, the share capital decreased by 28,500,000 drachmas, through transfer of credit into the account "differential due to share capital conversion in Euro".*

(c) *By resolution of the Extraordinary General Meeting of shareholders adopted on June 28th, 2002 the share capital was increased as stated below:*

(i) *by the share capital contributed by the absorbed company "TEB S.A.", amounting to 25,745,640.00 Euro, in accordance with Article 2 par. 2 of Law 2166/1993 and concluded by the transformation balance sheet of the above absorbed company, dated December 31st 2001, though, pursuant to the combined provisions of articles 16 and 75 par. 4 of C.L.2190/1920, reduced by the amount of:*

(x) *11,554,482.34 Euro, owing to a cancellation of 15,828,058 ordinary, registered shares with voting rights of the absorbed company, with a total par value of 11,554,482.34 Euro, which are in the possession of the absorbing Company;*

(xi) *1,089,864.52 Euro, due to a cancellation of 1,757,846 ordinary, registered shares with voting rights of the Company, with a total par value of 1,089,864.52 Euro, which the absorbed company possessed, and*

(xii) *861,697.74 Euro, due to an equal partial capitalization of the Company's account "differential owing to the issuance of shares above par".*

(ii) by the increase of the par value of the Company shares, according to the above, to 0.71 Euro from 0.62 Euro, and

(iii) by the issue of 8,747,974 new ordinary, registered voting shares, with a new par value of 0.71 Euro each, which are distributed to the shareholders of the absorbed company "TEB S.A.", excepting the absorbing Company, according to the numeral proportions defined in article 5 of the Company's merger draft agreement of absorbing TEB S.A., as approved by the above mentioned General Meeting.

(d) By resolution of the General Meeting dated June 24th 2004 the share capital was increased by 15,192,598.46 Euro coming from capitalization of the surplus value of reevaluation of the company's real estate (Law 3229/2004) and specifically by:

(i) the amount of 11,046,881.61€ of surplus value of plots, and

(ii) the amount of 4,145,716.82€ of surplus value of buildings

through the issue of 21.398.026 new common, registered shares with voting rights of 0.71 Euro par value each and distribution of these shares free of charge to shareholders to a proportion of 2 new shares for 10 old ones.

(e) By resolution of the Extraordinary General Meeting of Shareholders dated December 15th 2005, the share capital increased as follows:

(i) by increase of the par value of the Company shares to 0.81 Euro from 0.71 Euro.

(ii) by increase of the share capital of the Company by the amount of 37,510,746.34 Euro deriving from:

(x) the contributed to the Company share capital of the absorbed company by way of split-up "AKTOR S.A.", amounting to 36,135,655.32 Euro, as this results from the transformation balance sheet of the latter dated September 30th 2005, and

(xi) the amount of 1,375,091.02 Euro, due to an equal partial capitalization of the extraordinary taxable reserve of the Company.

(f) By resolution of the Extraordinary General Meeting of Shareholders dated December 10th 2007, the share capital increased as follows:

(i) by increase of the par value of the Company shares to 0.81 Euro from 1.03 Euro.

(ii) by increase of the share capital of the Company by the amount of 53,645,016.71 Euro, through the issue and distribution of 18,153,985 new ordinary, registered, dematerialized shares with voting rights of a par value equal to 1.03 Euro each, deriving from:

(x) *the conferred to the Company share capital of the absorbed company "PANTECHNIKI S.A." by way of split-up, amounting to 52,614,195.00 Euro, and*

*(xi) the equal capitalization of part of the reserve account of the Company from the issue of shares above par amounting to 1,030,821.71 Euro.*

(g) *From the share capital increase decided by the Extraordinary General Meeting on the 21<sup>st</sup> of May 2019 by an amount of 38,388,810.70 Euros, and specifically by an amount of:*

(i) *8,804,100.00 Euros, namely the amount of the share capital of the société anonyme "ELTECH ANEMOS SA" absorbed by the Company which was contributed to the latter, following write-off, of the Company's participation in the absorbed entity amounting to 15,996,000 Euros,*

(ii) *29,584,710.70 Euros by capitalization of an equal part of the Company's account "Share Premium Reserve",*

*by issuing 37,270,690 new common registered shares with their voting rights, having each a nominal value of €1,03 and distribution of them to the shareholders of the aforementioned absorbed entity."*

(vi) Authorizes 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.

## ITEM 2:

### Various Announcements

The Company's Management will refer to the Company's projects and developments, and other issues that concern its regular operation.

### 3. DOCUMENTS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

From the 18<sup>th</sup> of April 2019, the following documents are available to ELLAKTOR's shareholders on its website ([www.ellaktor.com](http://www.ellaktor.com)) as well as at its registered seat in Kifissia, 25 Ermou Street, 145 64 (tel. +30 210 8185078):

- the announcement for the completion of publicity formalities of the Draft Merger Agreement between "ELLAKTOR S.A." (ELLAKTOR) and "ELTECH ANEMOS S.A." (ELTECH ANEMOS) dated 18.4.2019;
- the Draft Merger Agreement dated 18.03.2019 between ELLAKTOR and ELTECH ANEMOS;
- the transformation balance sheet of ELTECH ANEMOS dated 31.12.2018;
- the annual financial statements of ELLAKTOR and the relevant Board of Directors' reports for the last three (3) financial years;
- the explanatory report of the Board of Directors of ELLAKTOR to its shareholders on the Draft Merger Agreement;
- the report of the auditing firm "RSM Greece Certified Auditors and Management Consultants SA" on the transformation balance sheet of ELTECH ANEMOS concerning the determination of the book value of its assets on 31.12.2018; and
- the report of the auditing firm "Grant Thornton S.A." on behalf of ELLAKTOR relating to its opinion on the fairness and reasonableness of the share exchange ratio.



**4. PROXY**

**PROXY FORM FOR ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING OF  
 SHAREHOLDERS OF "ELLAKTOR S.A." ON**

**21<sup>st</sup> OF MAY 2019**

I, the undersigned shareholder with the following details:

**FULL NAME/CORPORATE NAME:** .....

**ADDRESS / REGISTERED OFFICE:** .....

**ID Card No. / G.E.MI. (SA Reg. No.):** .....

**NUMBER OF SHARES & VOTING RIGHTS:**.....

**NUMBER OF INVESTOR SHARE:** .....

**NUMBER OF SECURITIES ACCOUNT:** .....

**FULL NAME OF LEGAL REPRESENTATIVE(S)** (for legal person only):

.....

I hereby appoint the following representative(s)<sup>1</sup>:

**REPRESENTATIVE DETAILS:**

S/N	FULL NAME	ID Card No.	ADDRESS
1			
2			
3			

**Voting method in case of more than one representative appointed**

*(Describe sufficiently. E.g. all representatives act jointly or each of them acts separately and individually from the other, where more than one representative acting separately appears at the General Meeting, the first excludes the second and the third, the second excludes the third, etc.)*

.....

.....

<sup>1</sup> Please appoint up to three (3) representatives.

**to represent me / the legal person** in connection with any issue (procedural or other) that may be discussed at the upcoming Extraordinary General Meeting of the Shareholders of "ELLAKTOR S.A." to be held on Tuesday, 21<sup>st</sup> of May, 2019, at 10:00 a.m. at the Company's registered office, 25 Ermou street, Kifissia, or at any repetitive or adjourned meeting thereof **and furthermore, to vote in my name and on my behalf / in the name and on behalf of the legal person** for the aforementioned number of voting rights which I hold / the legal person holds, by virtue of the Law or under an agreement, on the Record Date, in connection to the following item of the agenda:

ITEM OF THE AGENDA	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DIRECTION
Merger by absorption of the <i>société anonyme</i> "ELTECH ANEMOS S.A." 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 S.A." 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 object 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 to the beneficiaries of the sale proceeds.				

- Indicate with an X how you wish to vote.

or

- Other (Describe sufficiently)



.....  
.....

*(A shareholder selecting to vote via a representative hereby appointed, and at the latter's discretion, must check for any obligation to communicate the granting of this particular power of proxy pursuant to the provisions of Law 3556/2007.)*

I hereby inform you that I have already notified the representative(s) about the obligation of disclosure, pursuant to the provisions of article 128(5) of Law 4548/2018. This proxy form will not be valid following my written communication to the Company at least forty-eight (48) hours before the relevant date of the General Meeting about its revocation.

\_\_\_\_\_, ...../05/2019

The authorizing Shareholder

\_\_\_\_\_  
[signature & full name of natural person or legal representative of legal person]

***Please send this proxy form to the Company's Department of Shareholders by fax at +30 210 8184909 or email at [gfotogianni@ellaktor.com](mailto:gfotogianni@ellaktor.com) and [amichou@ellaktor.com](mailto:amichou@ellaktor.com) or by post to the Company's offices, Shareholder Service Department of the Company at 25 Ermou Str. - 145 64 Kifissia, Greece.***

## 5. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The company with the corporate name ELLAKTOR S.A., in accordance with article 123(3)(b) of Law 4548/2018, as in force, hereby announces that the total number of shares and voting rights of the Company as on the 24<sup>th</sup> of April 2019, being the date of publication of the Invitation to its Shareholders to an Extraordinary General Meeting which will take place on Tuesday, 21<sup>st</sup> of May 2019, at 10:00 a.m., **stands at 177,001,313 common registered shares with equal voting rights**. It should be noted that the Company holds 4,570,034 shares in treasury.