

INVITATION

for the Annual General Meeting

to the shareholders of the societe anonyme with the registered name

“ELTECH ANEMOS S.A.” (hereinafter, “Company”)

Number of Commercial Registry: 2567001000

In accordance with Law and the Company’s Articles of Association, and following the decision of its Board of Directors adopted at its meeting held on 24th April, 2019, the Company’s Shareholders are invited to the **Annual General Meeting** to be held on Tuesday, 21st May, 2019, at 13:00 hours, at the Company’s Offices at 25, Ermou street, Kifissia, to discuss and resolve on the following items of the agenda:

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.
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.
3. Election of the audit company to perform the audit of the financial statements for the fiscal year 2019 and determination of their fees.
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.
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.
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 23⁹ of Codified Law 2190/1920.
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.
8. Shareholders briefing – 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, 28th May, 2019, at 13:00 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 General Meeting of 21st 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 5th day preceding the initial General Meeting ("Record Date"), i.e. the 16th 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 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 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.eltechanemos.gr) 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 8184601 or by email at mangelopoulou@ellaktor.com, in each case at least forty eight (48) hours before the date of the General Meeting, i.e. by Sunday, 19th May, 2019, at 13:00. 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 6th 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 8th 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 14th 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 15th 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 15th 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. In addition, upon request of shareholder(s) representing 1/20 of the paid up share capital, the Board of Directors must announce to the General Meeting, be it an Ordinary Meeting, the amounts that have been paid within the last two (2) years to every member of the Board of Directors or the Management of the Company, as well as every benefit to those persons due to any cause or contract between

them and the Company. 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 15th 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.eltechanemos.gr.

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.eltechanemos.gr. Moreover, the Company's shareholders may receive such documents in printed form from the Shareholder Service Department (25 Ermou str., 145 64 Kifissia).

Kifissia, 24th April, 2019

FOR THE BOARD OF DIRECTORS

The Chairman of the Board and Managing Director

THEODOROS-MARGARITIS A. SIETIS