

**I N V I T A T I O N**  
**to the shareholders of the societe anonyme with the registered name**  
**“ELLAKTOR SOCIETE ANONYME”, and the distinctive title “ELLAKTOR SA”**  
**General Electronic Commercial Registry No.: 251501000 – (SA Reg.No.**  
**874/06/B/86/16)**  
**to an Ordinary General Meeting**

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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 3.6.2015, the Company's Shareholders are invited to an **Ordinary General Meeting to be held on the twenty-six of June two thousand fifteen (26.06.2015), Friday, at 13:00 hours**, at the Company's Offices at 25 Ermou street, Kifissia, to discuss the following:

**ITEMS OF THE AGENDA**

1. Submission for approval of the Annual Financial Statements and the Annual Consolidated Financial Statements for the financial year that ended on 31.12.2014, together with the relevant Director and Certified Auditor-Accountant Reports.
2. Release of the Board of Directors and the Certified Auditor-Accountant from any liability for damages, for the financial year 2014, in accordance with article 35 of Codified Law 2190/1920.
3. Approval of fees and remunerations, which have been paid to members of the Board of Directors, pursuant to article 24 par. 2 of Codified Law 2190/1920, for the financial year 2014 and preliminary approval of relevant fees and remunerations, which will be paid, for the current year 2015, for the same reason.
4. Election of one ordinary and one replacement Certified Auditor-Accountant to perform the audit for the financial year 2015, and determination of their fees.
5. Granting, pursuant to article 23 par. 1 of Codified Law 2190/1920, of permission to the members of the Board of Directors and the General Management of the Company, as well as to Directors, to participate in Boards of Directors or in the Management of companies pursuing similar or contiguous purposes as those of the Company.
6. Grant of permission pursuant to article 23(a) of Codified Law 2190/1920, to enter into, extend or renew the validity of contracts concluded by the Company with its affiliates, within the meaning of article 42(e) par. 5 of Codified Law 2190/1920.
7. Various announcements.

If the quorum required by Law and the Company's Articles is not achieved and, as a result, decision-making on all or some of the items on the agenda becomes impossible, the 1<sup>st</sup> Adjourned General Meeting will take place on Tuesday, 7 July 2015, at 13:00, at the same place,

with the same subjects as of the initial agenda that have not been discussed, and a possible 2<sup>nd</sup> Adjourned General Meeting will take place on Tuesday, 21 July 2015, at 13:00, at the same place, with the same subjects as of the initial agenda that have not been discussed.

Pursuant to articles 26 par. (2)(b) and 28(a) of Codified Law 2190/1920, as in force, the Company informs its shareholders about the following:

## **I. RIGHT TO ATTEND THE GENERAL MEETING**

The General Meeting 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 (SAT) kept by "Hellenic Exchanges SA" (HELEX) [formerly Central Securities Depository], as at the beginning of the 5<sup>th</sup> day preceding the General Meeting (Record Date), i.e. the 21<sup>st</sup> of June 2015. A shareholder's capacity as such as of the Record Date will be proven by procuring a relevant written certificate or, alternatively, by direct online connection of the Company to the HELEX records. The relevant written certificate or electronic confirmation of shareholder capacity must be available to the Company no later than the third (3<sup>rd</sup>) day preceding the General Meeting, i.e. 23 June 2015.

All persons appearing in the HELEX records as Company's shareholders as at the beginning of the fourth (4<sup>th</sup>) day preceding the 1<sup>st</sup> Adjourned General Meeting, i.e. 3 July 2015 (Record Date of 1<sup>st</sup> Adjourned General Meeting), will have the right to attend and vote at such meeting. The relevant written certificate or electronic confirmation of shareholder capacity must be available to the Company no later than the third (3<sup>rd</sup>) day preceding the General Meeting, i.e. 4 July 2015.

All persons appearing in the HELEX records as Company's shareholders as at the beginning of the fourth (4<sup>th</sup>) day preceding the 2<sup>nd</sup> Adjourned General Meeting, i.e. 17 July 2015 (Record Date of 2<sup>nd</sup> Adjourned General Meeting), will have the right to attend and vote at such meeting. The relevant written certificate or electronic confirmation of shareholder capacity must be available to the Company no later than the third (3<sup>rd</sup>) day preceding the General Meeting, i.e. 18 July 2015.

Only persons having the capacity of the shareholder as of the relevant record date will be considered as having the right to attend and vote at the General Meeting. In case of non-compliance with the provisions of article 28(a) of Codified Law 2190/1920, as in force, Shareholders will attend the General Meeting only after the General Meeting has authorized them to do so.

It is noted that attendance at the General Meeting no longer requires the blocking of shares or adherence to any other similar procedure which would limit the shareholders' ability to sell and transfer the shares during the period between the record date and the date of the General Meeting.

Each common share grants the right to one vote.

## II. EXERCISE OF VOTING RIGHTS VIA REPRESENTATIVE

Shareholders may attend the General Meeting and vote either in person or via legally authorised representatives. Each Shareholder may appoint up to three (3) representatives. Legal persons participate in the General Meeting by appointing as representatives up to three (3) natural persons.

Proxy forms for the appointment of representatives are available on the Company's website at [www.ellaktor.com](http://www.ellaktor.com) and at the Company's Central Offices at 25 Ermou str., Kifissia (Shareholder Service Department). Proxy forms must be submitted, filled in and signed, and received at the Company's Central Offices, 25 Ermou str., Kifissia (Shareholder Service Department) at least three (3) days prior to the date for the General Meeting, i.e. by 23 June 2015.

A representative acting on behalf of more than one Shareholder may cast a different vote for each Shareholder. If a Shareholder holds shares which appear in more than one securities account, such Shareholder may appoint a different representative for the shares appearing in each securities account.

A Shareholder may appoint a representative for a single general meeting or for as many meetings take place within a certain period of time.

A representative will vote as per the Shareholder's instructions, if any, and must archive the voting instructions for at least one (1) year from the submission of the General Meeting minutes to the competent authority or, if a decision is subject to publicity, from recording thereof in the Register of Societes Anonyme.

A Shareholder representative must, prior to the commencement of the General Meeting, notify the Company of any specific circumstances which 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).

Shareholders may not attend the General Meeting using electronic means, without physical presence at the place of the General Meeting, and may not exercise distance voting (by

electronic means or by post) nor appoint and revoke the appointment of a representative using electronic means.

### **III. MINORITY INTEREST**

Pursuant to article 26 par. 2(b) of Codified Law 2190/1290, Shareholders are informed that they have, among others, the following rights provided for in article 39 par. 2, 2(a), 4 and 5 of Codified Law 2190/20:

- i. Upon request of Shareholders 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 General Meeting convened, 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 10 June 2015. 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. The 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 12 June 2015, and made available to Shareholders on the Company's website, together with the relevant justification or the draft decision submitted by the Shareholders.
- ii. Upon request of Shareholders representing 1/20 of the paid up share capital, the Board of Directors must make available to Shareholders, provided for in article 27 par. 3 of Codified Law 2190/20, at least six (6) days prior to the date of the General Meeting, i.e. no later than 21 June 2015, draft decisions on issues included in the original or revised agenda, provided that such request is received by the Board of Directors at least seven (7) days prior to the date of the General Meeting, i.e. by 18 June 2015 at the latest.
- iii. Upon request of any Shareholder, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by 20 June 2015 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 useful to effectively assess 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.
- iv. Upon request of Shareholders representing 1/20 of the paid up share capital, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by 20 June 2015 at the latest, the Board of Directors must announce to the Ordinary General Meeting the amounts paid over the past two years to each member of the Board of Directors or Company managers, as well as any benefits to such persons, for any reason or under any contract between such persons and the Company.
- v. Upon request of Shareholders representing 1/5 of the paid up share capital, to be submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by

20 June 2015 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 deadlines to exercise any shareholder minority rights will apply accordingly in case of a 1<sup>st</sup> and a 2<sup>nd</sup> Adjourned General Meeting.

In all of the above cases of exercise of their rights, requesting Shareholders must prove their shareholder capacity and the number of shares held as at the time of exercise of the relevant right. The capacity of shareholder will be proven upon procurement of a relevant written certificate or, alternatively, by direct online connection of the Company to the HELEX records.

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

This invitation, the documents to be submitted to the General Meeting, the draft decisions proposed by the Board of Directors, the proxy forms and other information under article 27 par. 3 of Codified Law 2190/20, are posted on the Company's website at [www.ellaktor.com](http://www.ellaktor.com). Further, Shareholders may obtain the aforementioned documents in paper copies from the Company's Shareholder Service Department (25 Ermou str., 145 64, Kifissia).

Kifissia, 3 June 2015

**THE BOARD OF DIRECTORS**