



ELLAKTOR SA

**SUMMARY DESCRIPTION – DRAFT DECISIONS ON THE ITEMS OF
THE AGENDA FOR THE ORDINARY GENERAL MEETING ON 24.06.2016**

ITEM 1:

Submission of the Annual Financial Statements and the Annual Consolidated Financial Statements for the year ended on 31.12.2015, together with the relevant Director and Certified Auditor-Accountant Reports, for approval.

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

Required majority: 50%+1 of votes represented at the Meeting.

The Annual Financial Statements for fiscal year 2015 (Company and Consolidated) will be presented, comprising:

1. STATEMENT OF FINANCIAL POSITION
INCOME STATEMENT
STATEMENT OF COMPREHENSIVE INCOME
STATEMENT OF CHANGES IN EQUITY
STATEMENT OF CASH FLOWS
together with the accompanying Notes
2. Annual Management Report of the Board of Directors to Shareholders for fiscal year 2015
3. Audit Report of PRICEWATERHOUSECOOPERS Audit Firm.

(The Annual Financial Statements for fiscal year 2014 are available on the Company's website at www.ellaktor.com)

The BoD will propose no dividend distribution for the FY 2015, as well as the transfer of the relevant loss to the next FY, in order to offset it by future earnings.

The General Meeting approves the aforementioned Financial Statements with votes.

ITEM 2:

Release of the Directors and the Certified Auditor-Accountant from all liability to compensation with regard to the Company's management and the financial statements for 2015, respectively, pursuant to the article 35 of Codified Law 2190/1920.

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

Required majority: 50%+1 of votes represented at the Meeting.

The Secretary of the Meeting will invite Shareholders to vote for the release of Messrs. Anastasios Kallitsantsis, Dimitrios Koutras, Dimitrios Kallitsantsis, Leonidas Bobolas, Maria Bobola, Angelos Giokaris, Edward Sarantopoulos, Ioannis Tzivelis, Theodoros Pantalakis, Dimitrios Hatzigrigoriadis and Iordanis Aivazis, BoD Members, and Mr. Dimitrios A. Sourbis, Auditor, from all liability or compensation claims arising from the exercise of their duties for fiscal year 2015.

The General Meeting releases the BoD Members and the Auditor from all liability or compensation claims arising from the exercise of their duties for fiscal year 2015 with votes.

ITEM 3:

Approval of fees and remunerations, which had been paid, to members of the Board of Directors, pursuant to article 24 par. 2 of Codified Law 2190/1920, for fiscal year 2015 and preliminary approval of relevant, which will be paid, for the current year 2016, for the same reason.

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

Required majority: 50%+1 of votes represented at the Meeting.

It will be approved the payment of €715,000.00 for fees (remuneration) to members of the Board of Directors, pursuant to article 24 par. 2 of Codified Law 2190/1920, for fiscal year 2015.

The above fees have been preliminary approved by the Ordinary General Meeting on 26.06.2015.

The aforementioned fees (remuneration) are subject to tax withholding according to the provisions of the applicable tax legislation, and are also charged with legal stamp duties.

Also will be proposed to the General Meeting the preliminary approval of amount of €715,000.00 which will concern the payment for fees (remuneration) to members of the Board of Directors, pursuant to article 24(2) of Codified Law 2190/1920, for current year 2016.

The aforementioned fees (remuneration) are subject to tax withholding according to the provisions of the applicable tax legislation, and are also charged with legal stamp duties.

The General Meeting approves the aforementioned payment of fees and remunerations to members of the Board of Directors, pursuant to article 24(2) of Codified Law 2190/1920, with votes.

ITEM 4:

Election of one ordinary and one replacement Certified Auditor-Accountant to perform the audit for fiscal year 2016, and determination of fees.

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

Required majority: 50%+1 of votes represented at the Meeting.

Upon proposal of the Audit Committee, will be proposed the election of PRICEWATERHOUSECOOPERS Audit Firm, for the audit on the Company and Consolidated Financial Statements for 2016. The proposal of the PWC will be Mr. Dimitrios A. Sourbis as Ordinary Certified Auditor-Accountant and Mr. Marios Psaltis as his replacement. Further,

the fee for the audit of the year 2016 will be proposed, according to the art. 18 of the L.2231/94.

The General Meeting approves with votes, the election of PRICEWATERHOUSECOOPERS Audit Firm, for the audit on the Company and Consolidated Financial Statements for year 2016. Also appoints Mr. Dimitrios A. Sourbis as Ordinary Certified Auditor-Accountant and Mr. Marios Psaltis as his replacement. The fee for the audit of the year 2016 will be determined following the audit firm's offer, according to the art. 18 of the L.2231/94.

ITEM 5:

Authorisation, pursuant to article 23(1) of Codified Law 2190/1920, to members of the Board of Directors and Company Managers to participate in Boards of Directors or in the Management of Group Companies or of other companies, even if pursuing similar objectives.

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

Required majority: 50%+1 of votes represented at the Meeting.

Due to the extended objectives of the Company with the establishment of or participation in other companies, the Law and the Articles of Association require that authorisation be granted by the General Meeting to the Members of the Board of Directors and Managers of the Company to participate in Boards of Directors or in the management of Group Companies, or of other companies, even if pursuing similar objectives.

The General Meeting authorises the participation of Members of the Board of Directors and Managers of the Company in Boards of Directors or in the management of Group Companies or other companies, even if pursuing identical objectives, with votes.

ITEM 6:

Authorisation, pursuant to article 23(a) of Codified Law 2190/1920, to enter into, extend or renew contracts made between the Company and its affiliates, within the meaning of article 42(e)(5) of Codified Law 2190/1920, as in force.

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

Required majority: 50%+1 of votes represented at the Meeting.

For financial and business purposes, it will be proposed that the Company monitor, assist in, and enhance the operations of its affiliates, and receive related services as may be necessary from such affiliates, or enter into other general transactions with such affiliates, in pursuance of its objectives. In accordance with Law and the Articles of Association, a permission (an authorization) must be granted by the General Meeting, pursuant to article 23(a) of Codified Law 2190/1920, to enter into, extend or renew contracts concluded by the Company with its affiliates, within the meaning of article 42(e) par. 5 of Codified Law 2190/1920, under competitive terms as currently exist in the market for similar transactions.

Finally, it is proposed to grant an authorization to the Board of Directors to proceed with the realization of the abovementioned transactions.

Pursuant to article 23(a)(2) of Codified Law 2190/1920, the General Meeting grants its authorisation to enter into, extend or renew contracts made between the Company and its affiliates, within the meaning of article 42(e)(5) of Codified Law 2190/1920, as in force, with votes.

ITEM 7:

Approval of an own share buyback plan pursuant to article 16 par. 1 c.l. 2190/1920, as in force.

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

Required majority: 50%+1 of votes represented at the Meeting.

The adoption of an own share buyback plan by the Company, pursuant to (among others) article 16 par. 1 c.l. 2190/1920, will be proposed, for any permitted according to the law use and purpose, until the completion of a percentage of 10% of its, each time, paid-up share capital, including to the above percentage the own shares that the Company already holds by virtue of the resolutions of the General Meeting dated 10.12.2007 and 09.12.2008, and which correspond to 2.58% of its current paid-up share capital.

The duration of the plan is proposed for two (2) years as of the date of its approval by the General Meeting, i.e. until 23 June 2018, and any purchases under it, will be effected with a minimum purchase price equal to sixty cent (0.60) and a maximum purchase price equal to three euro (3.00) per purchased share.

Finally, it will be proposed to authorize the Board of Directors of the Company to arrange all formalities and procedures for the said issue, including to ensure the prior written consent of bondholders lending banks of the Company, as provided in the relevant agreement.

The General Meeting approves the adoption of an own share buyback plan by the Company, pursuant to article 16 par. 1 c.l. 2190/1920, with votes and grants a relevant authorization to the Board of Directors of the Company to arrange all formalities and procedures for the said issue, including to ensure the prior written consent of bondholders lending banks of the Company, as provided in the relevant agreement.

Various Announcements