



ELLAKTOR SA

**SUMMARY DESCRIPTION – DRAFT DECISIONS ON THE ITEMS ON
THE AGENDA FOR THE ORDINARY GENERAL MEETING ON 27.06.2013**

ITEM 1:

Submission of the Annual Financial Statements and the Annual Consolidated Financial Statements for the year ended on 31.12.2012, 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 2012 (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 2012
3. Audit Report of PRICEWATERHOUSECOOPERS Audit Firm.

(The Annual Financial Statements for fiscal year 2012 are available on the Company's website at www.ellaktor.com)

The BoD will propose no dividend distribution for the FY 2012, 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:

- 1. 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 2012, 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, Leonidas Bobolas, Dimitrios Kallitsantsis, Dimitrios Koutras, Loukas Giannakoulis, Angelos Giokaris, Edward Sarantopoulos, Georgios Sossidis, Ioannis Koutras, Dimitrios Hatzigrigoriadis and Georgios Bekiaris, BoD Members, and of Mrs Despina Marinou, Auditor, from all liability or compensation claims arising from the exercise of their duties for fiscal year 2012.

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 2012 with votes.

ITEM 3:

Approval of fees and remunerations, which had been paid, to members of the Board of Directors, pursuant to article 24(2) of Codified Law 2190/1920, for

fiscal year 2012 and preliminary approval of relevant, which will be paid, for the current year 2013, 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.

Will be approved the payment of €599,000.00 for fees (remuneration) to members of the Board of Directors, pursuant to article 24(2) of Codified Law 2190/1920, for fiscal year 2012.

The above fees have been preliminary approved by the Ordinary General Meeting on 29.06.2012.

Also will be proposed to the General Meeting the preliminary approval of amount 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 2013.

The aforementioned fees (remuneration) are subject to tax withholding (40%) 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 2013, 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 2013. Further, the fee for the audit of the year 2013 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 2013. The fee for the audit of the year 2013 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)(2) 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.

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, authorisation must be granted by the General Meeting, pursuant to article 23(a)(2) 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.

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, with votes.

ITEM 7:

Election of new Board of Directors, appointment of its independent members, in accordance with law 3016/2002, as in force, and the Company's Articles of Association.

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

Required majority: 50%+1 of shareholders present or represented at the Meeting.

On this subject, at the proposal of the Chair, the General Meeting will elect a new Board of Directors with a five year term in office, due to the expiry of the term of the current BoD.

Also, the General Meeting will appoint the independent members of the Board of Directors, as per Article 4 of Law 3016/2002, as applicable.

ITEM 8:

Election of the members of the Audit Committee as per Article 37 of Law 3693/2008.

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

Required majority: 50%+1 of shareholders present or represented at the Meeting.

On this subject, the General Meeting will elect the members of the Audit Committee, in accordance with Article 37 of Law 3693/2008, due to the expiry of their term in office. Persons with significant experience in the various areas of the Company's objects will be recommended, as in fact required by the provisions of the above law and by the Company's corporate governance.

ITEM 9:

The renewal , as per Article 13(1), section c, Law 2190/1920, of the power of the Board of Directors to issue bond loans in accordance with the provisions of paragraph 2, Article 1, Law 3156/2003.

Required quorum: 2/3 (20%) of the Company's paid up share capital.

Required majority: 2/3 of shareholders present or represented at the General Meeting of shareholders.

On this subject, the General Meeting will decide on the renewal for a further five years of the right of the Board of Directors, already provided for in the Company's Articles, to decide on the issue of bond loans, as per Articles 6-7 of Law 3156/2003, as well as 3a(1)(b) and 13(1) of Law 2190/20, with the purpose of refinancing the Company's loan obligations and which will be covered in their entirety by banks.

ITEM 10:

The renewal, as per Article 13(1)(c) of Law 290/1920, of the Board of Directors' power to increase the Company's share capital.

Required quorum: 2/3 (20%) of the Company's paid up share capital.

Required majority: 2/3 of shareholders present or represented at the General Meeting of shareholders.

In this case, the General Meeting will decide with regard to the renewal for another five years of the power that it has already awarded to the Board of Directors, to increase, with a decision taken with a majority of 2/3 of all its members, the Company's share capital, and for an amount which cannot exceed the paid-up capital on the date that the decision of the General Meeting will be made for the renewal of this power.

ITEM 11:

Various Announcements