

ANNOUNCEMENT

RESULTS OF THE VOLUNTARY TENDER OFFER OF "RB ELLAKTOR HOLDING B.V." FOR THE ACQUISITION OF ALL COMMON REGISTERED SHARES WITH VOTING RIGHTS OF THE COMPANY UNDER THE CORPORATE NAME "ELLAKTOR S.A." WITH OFFER PRICE EUR 1.75 PER SHARE IN CASH

27 July 2022

1. Pursuant to the provisions of article 23 of law 3461/2006 (the "**Law**"), the company RB Ellaktor Holding B.V. (the "**Offeror**") announces the results of the voluntary tender offer (the "**Tender Offer**") which the Offeror launched on 06.05.2022 (the "**Tender Offer Date**").

*The capitalized words and phrases as well as the combination of capitalized words and phrases, the definition of which is given in the Information Memorandum ("**IM**") prepared by the Offeror and approved by the board of directors of the Hellenic Capital Market Commission (the "**HCMC**") on 23.06.2022 and published in accordance with the Law shall have the same meaning when used in this announcement, unless otherwise defined herein or the context otherwise requires.*

2. The Tender Offer was launched to all shareholders of the company "ELLAKTOR S.A." (the "**Company**") holding common registered shares with voting rights of nominal value of EUR 0.04 each (the "**Shares**") which were not directly or indirectly held as at the Tender Offer Date by the Offeror or Reggeborgh Invest B.V., a person acting in concert with the Offeror in accordance with article 2 (e) of the Law, on 06.05.2022, i.e., 241,916,230 Shares, representing approximately 69.5% of the Company's fully paid-up share capital and voting rights, against an offer price of EUR 1.75 per Share (the "**Offer Price**").
3. On 23.06.2022, the board of directors of the HCMC approved the IM, pursuant to the provisions of article 11 par. 4 of the law. The Acceptance Period (as defined in the IM) lasted four weeks and two business days, starting on 24.06.2022 and lapsing on 26.07.2022. During the Acceptance Period 1,083 shareholders lawfully and validly accepted the Tender Offer (the "**Accepting Shareholders**"), tendering 54,404,755 Shares in aggregate, corresponding to 15.63% of the Company's paid-up share capital and voting rights (the "**Tendered Shares**").
4. During the period between the Tender Offer Date and the lapse of the Acceptance Period, the Offeror and the Persons Acting in Concert with the Offeror (as defined in the IM) did not acquire any Shares other than the Tendered Shares.
5. As a result, following the completion of the acquisition of the Tendered Shares, the Offeror and the Persons Acting in Concert with the Offeror will hold an aggregate of 160,680,530 Shares, corresponding to 46.15% of the Company's paid-up share capital and voting rights. Any additional Shares which may be acquired by the Offeror or the Persons Acting in Concert with the Offeror following the lapse of the Acceptance Period and prior to the completion of the transfer of the Tendered Shares is not included in this percentage.
6. **The payment of the Offer Price shall begin on 01.08.2022** and shall be made as follows. The Offeror shall pay the Offer Price to HCSD's account at Target-2, as well as all the fees/rights of HCSD and corresponding taxes, as per decision no 18/22.02.2021 of the

board of directors of the HCSD as amended and in force, at the latest until the date set by the HCSD for the payment of the Offer Price to the Accepting Shareholders (by crediting the cash settlement accounts of their Intermediaries).

7. Immediately following the payment of all the amounts referred to under (6) above, the HCSD shall pay, on the same day, the amounts of the Offer Price corresponding to each Participant in favour of the Accepting Shareholders by crediting these amounts to the accounts of the relevant Participants/Intermediaries in Target-2 and following that, and in any event within the next business day, the HCSD shall proceed to the transfer of the Transferred Shares from the Securities' Accounts of the Accepting Shareholders to the Securities' Account of the Offeror held by its Participant/Intermediary.
8. The Offeror will undertake on behalf of the Accepting Shareholders the payment of the charges provided in the Annex of Decision 18 (Charges List) of the board of directors of HCSD (meeting 311/22.02.2021), as amended and in force, for the registration of the transfer of Shares, currently amounting to 0.08% of the value of the transfer with a minimum charge equal to the lesser of EUR 20 and 20% of the value of the transfer for each Accepting Shareholder per Securities Account. The Offeror will not undertake the payment of the amount corresponding to the tax provided under article 9 Law 2579/1998, currently amounting to 0.20% over the transaction value. Such tax will be borne by Accepting Shareholders. Consequently, the Accepting Shareholders will receive the total amount of the Offer Price without deducting the charges in favour of the HCSD but reduced by the amount of the aforementioned tax.
9. It is noted that the Offeror and the Persons Acting in Concert with the Offeror hold Shares which are below the threshold of ninety per cent (90%) of the entirety of the voting rights in the Company and so the requirements of articles 27 (squeeze out right) and 28 (exit right) of the Law are not met.
10. Goldman Sachs Bank Europe SE has acted as the Offeror's Advisor and Eurobank S.A. as Participant/Intermediary of the Offeror in the context of the Tender Offer.