

Comments of the BoD meeting dated 17.06.2022 on the Items of the Extraordinary General Meeting of Shareholders of the Société Anonyme under the registered name “ELLAKTOR SOCIETE ANONYME” and the distinctive title «ELLAKTOR S.A.» (the «Company») GENERAL COMMERCIAL REGISTER NO.: 251501000 (SA Reg. No: 874/06/B/86/16) dated 30th June 2022

Item 1: Election of additional Members of the Board of Directors with separate voting for each candidate member to be elected.

Required quorum	Required majority
1/5 (20%)	50% +1 of the votes represented in the General Meeting

Following the notification dated 09.06.2022 of the Company's Board of Directors, in connection to the request of the shareholder MOTOR OIL (HELLAS) CORINTH REFINERIES S.A. dated 06.06.2022 (hereinafter "MOH") representing 29.87%, regarding the election of three additional members of the Board of Directors, and following the shareholder's letter of 15.06.2022, which identifies the proposed members for election along with their CVs, in accordance with the provisions of Art. 18 of Law 4706/2020 as in force, which have already been posted on the Company's website on the link [ELLAKTOR's Extraordinary General Assembly - June'22 - Ellaktor](#), the Board of Directors of the Company after its meeting of 17.06.2022, informs about the following:

1. It accepts the members of the Board of Directors for election, proposed by the minority shareholder MOH, within the framework of the convened for the 30.06.2022 Extraordinary General Meeting due to the request of the MOH, which it considers, taking into account their knowledge and experience, that they will enhance the Board of Directors in terms of its efforts to achieve business objectives and maximize the value of the Company and the Group, for the benefit of all the Company's shareholders.
2. It accepts the recommendation of the Nominations and Remuneration Committee dated 16.06.2022, according to which it was established that the suitability criteria of the members of the Board of Directors proposed for election were met in accordance with the Company's Suitability Policy and the provisions of Law 4706/20 as in force.
3. Proposes to the Extraordinary General Meeting of Shareholders on 30.06.2022 the election of Messrs.:
 - Panagiotis Kyriakopoulos,
 - Georgios Triantafyllou and
 - Georgios Prousanides
 as additional members of the Company's Board of Directors.

Item 2: Appointment of the Independent non-Executive members of the Board of Directors for the whole of the Board of Directors.

Required quorum	Required majority
1/5 (20%)	50% +1 of the votes represented in the General Meeting

The Board of Directors refers to its commentary on the 1st item of the agenda, furthermore, and following the meeting of the Company's Board of Directors dated 17.06.2022, and the Recommendation of the Nominations and Remuneration Committee of 16.06.2022 on the determination of the fulfilment of the eligibility criteria, in accordance with the Company's Suitability Policy, as well as the fulfilment of the criteria of Art. 9 of Law 4706/20 in the case of any candidates of independent non-executive members of the Board of Directors, the Board of Directors of the Company, after its meeting of 17.06.2022, informs about the following:

1. It accepts the recommendation of the Nominations and Remuneration Committee dated 16.06.2022 and
2. Proposes to the EGM of the Shareholders on 30.06.2022 the approval of the redefinition of the capacity of the member Mrs. Ioanna Dretta from non-executive member as an independent Member of the Board of Directors, for the remainder of his term of office, which exceeds all the independence criteria as defined in art. 9 of Law 4706/20, in the Company's Suitability Policy and in the Company's Corporate Governance Code, to enhance the transparency of the Board of Directors and to assist the work of its Committees.

Following these, independent non-executive members of the Company's Board of Directors are defined as follows:

1. Athina Hadjipetrou
2. Konstantinos Toumbouros
3. Evgenia Livadarou
4. Ioanna Dretta.

Item 3: Announcement of the appointment of a new member of the Audit Committee in replacement of the resigned member - Other announcements.

The Board of Directors of the Company, referring to the replacement of the member of the Audit Committee, Mr. Konstantinos Toumbouros, an independent non-executive member of the Company's Board of Directors by Mrs. Evgenia Livadarou, similarly an independent non-executive member of the Company's Board of Directors, requested that the appointment of a new member of the Audit Committee in replacement of a resigned person be announced at the upcoming Extraordinary General Meeting of the Company's shareholders, as above, in accordance with the provisions of Article 82 para. 1 of Law 4548/2018.

It is duly noted that Mrs. Livadarou: (a) meets the conditions of suitability and independence from the company within the meaning of Article 44 (1d) of Law 4449/2017, as well as Article 9 of Law 4706/2020, in combination with the Articles of Association, the Code of Corporate Governance, and the Operating Regulation of the Audit Committee, and that she is not subject to any impediments or incompatibilities, and (b) the above person, based on its curriculum vitae, has sufficient knowledge of the sectors in which the Company operates.