

**Draft decisions on the items of the Ordinary General Meeting of Shareholders
of the société anonyme under the registered name "ELLAKTOR SOCIETE ANONYME"
and the distinctive title "ELLAKTOR SA"
(the "Company")
GENERAL COMMERCIAL REGISTER NO.: 251501000 (SA Reg. No: 874/06/B/86/16)
of 28 July 2022**

Item 1: Submission for approval of the Annual Financial Report (Company and Group) for the fiscal year 01.01.2021 - 31.12.2021, which includes the Annual Standalone and Consolidated Financial Statements with the relevant Reports, including Non-Financial Report, Corporate Governance Statement and Declarations of the Board of Directors and the Certified Auditor. Approval of the profit appropriation for the year 01.01.2021 - 31.12.2021.

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

The following shall be presented:

The **Annual** (Company and Group) **Financial Report** for the year 01.01.2021 - 31.12.2021, which includes:

A. The Annual Standalone and Consolidated Financial Statements with the:

- o Statement of Financial Position
- o Income Statement
- o Statement of Comprehensive Income
- o Statement of Changes in Equity
- o Statement of Cash Flows

Together with the accompanying Notes.

B. The Annual Report of the Board of Directors to the Shareholders on the Standalone and Consolidated Financial Statements for the financial year 01.01.2021 to 31.12.2021, the Explanatory Report in accordance with Article 4 of Law 3556/2007, the Corporate Governance Statement and the consolidated non-financial statement; all the foregoing in accordance with the provisions of Articles 150-154 of Law 4548/2018.

C. The Audit Report of "PriceWaterhouseCoopers" audit firm.

The Annual Financial Report is already available on the Company's website <https://ellaktor.com/en/finances/annual-financial-report/>.

It will be suggested that **a**) the annual (Company and Group) financial report for the year 01.01.2021 to 31.12.2021, with the Annual Standalone and Consolidated Financial Statements, the Reports and Declarations be approved, and that **b**) the results be allocated and that no dividend be distributed for the year ended on 31.12.2021, in accordance with the applicable legal and regulatory framework and carrying the resulting loss forward to the next year to be offset with future profits.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting having voted legally with valid votes which correspond to percent of the paid up share capital with voting rights, adopted with votes, namely percent of the attending shareholders, a) the Annual (Company and Group) Financial Report for the year 01.01.2021 to 31.12.2021, the Annual Standalone and Consolidated Financial Statements, the Annual Report of the Board of Directors and its other Reports and Declarations, the Audit Report of the auditors and b) the allocation of results and the non distribution of dividends for the financial year 01.01.2021 to 31.12.2021, in accordance with the applicable legal and regulatory framework, as well as carrying the resulting loss forward to the next year to be offset with future profits.»

Item 2: Approval of the overall management that took place during the financial year 01.01.2021 - 31.12.2021, pursuant to Article 108 of Law 4548/2018 and release of the certified auditors from liability for the financial year 01.01.2021 - 31.12.2021, in accordance with Article 117 par. 1 case (c) of Law 4548/2018.

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

The Board of Directors will propose that the Ordinary General Meeting approves, in accordance with Article 108 of Law 4548/2018, the overall management during the financial year 01.01.2021 to 31.12.2021, and release pursuant to Article 117 par. 1 case (c) of Law 4548/2018, the certified auditors from any liability for the financial year 01.01.2021 to 31.12.2021.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the overall management, in accordance with Article 108 of Law 4548/2018, during the financial year 01.01.2021 to 31.12.2021, and the release of the certified auditors from any liability for the financial year 01.01.2019 to 31.12.2019, in accordance with Article 117 par. 1 case (c) of Law 4548/2018.»

Item 3: Election of certified auditors to audit the annual financial statements of the financial year 01.01.2022 - 31.12.2022, review of the interim financial statements of the same financial year and determination of their fee.

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

The Board of Directors, upon the recommendation of the Company's Audit Committee, in accordance with the provisions of Regulation (EU) no. 537/2014 (Article 16), will recommend to the Ordinary General Meeting of the Shareholders to elect the audit firm "PriceWaterhouseCoopers" to audit the annual corporate and consolidated financial statements for the financial year from 01.01.2022 to 31.12.2022 and review the interim financial statements of the same financial year as well as issue a tax certificate. It will also propose the appointment as a regular and substitute auditor of the persons proposed by the said audit firm, namely the Chartered Accountants son of, SOEL no. and son of, SOEL no., respectively. Lastly, it will recommend that the fee of "PriceWaterhouseCoopers" for the provision of the above services be determined after a relevant quote by the above company.

It must be noted that all independent Directors agreed to the assignment of the audit of the annual corporate and consolidated financial statements to "PriceWaterhouseCoopers" and the aforementioned natural persons, in accordance with Article 124, par. 8 of Law 4548/2018.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the election of the audit firm "PriceWaterhouseCoopers" to audit the annual corporate and consolidated financial statements of the financial year from 01.01.2022 to 31.12.2022 and review the interim financial statements of the same financial year, to issue a tax certificate, to appoint the Certified Auditors Mr. son of, SOEL No., and son of, SOEL No. as the ordinary and substitute auditor - accountant respectively, and that the fee of "PriceWaterhouseCoopers" for the provision of the above services be determined after a relevant quote by the above company.»

Item 4: Submission for discussion and adoption by the General Meeting of the Remuneration Report of Article 112 of Law 4548/2018 for the financial year 2021.

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

The Board of Directors, upon the recommendation and suggestion of the Nomination and Remuneration Committee will submit for discussion and voting at the Ordinary General Meeting, the Remuneration Report of the Directors for the year 2021, in accordance with Article 112 of Law 4548/2018.

This Report provides an overview of the total remuneration received by the Directors in 2021, as more specifically defined in Article 112 of Law 4548/2018.

The full text of the Remuneration Report for 2021 was submitted to the Shareholders and is available on the Company's website for a period of ten years <https://ellaktor.com/en/informations/general-meetings/> as required by law.

It is noted, that under par. 3 of Article 112 of Law 4548/2018, the shareholders' vote on the aforementioned Remuneration Report is of advisory nature. The Board of Directors will explain in the next remuneration report the manner in which it was taken into consideration the above result of the vote at this Ordinary General Meeting.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the proposed Remuneration Report of the Directors for the financial year 2021.»

Item 5: Presentation of the Annual Activity Report for the fiscal year 2021 by the Chairman of the Audit Committee.

In compliance with the provisions of article 44, par. 1 (verse i) of Law 4449/2017, the Annual Activity Report of the Audit Committee for the year 2021 is submitted to the Ordinary General Meeting, presented by the Chairman of the Audit Committee, with a detailed reference to its actions and the matters with which it dealt during the financial year 2021, the most salient of which are as follows:

- Examination and evaluation of the effectiveness and efficiency of the procedures of the Internal Control System.

- Discussion of the external auditor’s audit schedule prior to its implementation, and evaluation of the audit fields and the areas of focus of the audit.
- Information of the Board of Directors on the procedures for the preparation of the financial statements and on other issues related to auditing by a chartered accountant.
- Examination and evaluation of the Company’s financial statements.
- Evaluation of the Internal Auditor reports.
- Compliance with the Corporate Governance framework.
- Examination of Sustainable Development issues.
- It became aware of the main risks of the Company.
- Carrying out of a self-evaluation and an evaluation of the sufficiency of its current Rules of Procedures.

The aforementioned Annual Activity Report of the Audit Committee for 2021 was presented to the Shareholders and is available on the Company's website and in particular at the link <https://ellaktor.com/en/informations/general-meetings/>.

Item 6: Submission by the independent Board members of their report to the Shareholders’ General Meeting, pursuant to article 9 par. 5 of law 4706/2020.

Under this item, which is an announcement to the General Meeting and not subject to voting, the relevant Report of the Independent Non –Executive Members of the Board of Directors of the Company in accordance with article 9, para. 5 of Law 4706/2020, is submitted to the General Meeting of shareholders for information purposes only as prescribed by law 4706/2020.

The aforementioned Report of the independent Board members is available on the Company's website and in particular at the link <https://ellaktor.com/en/informations/general-meetings/>.

Item 7: Granting permission, pursuant to Article 98 of Law 4548/2018, to Company Directors and Managers to participate in the Board of Directors or in the management of subsidiary and affiliated Group companies, as well as in legal entities in which the Company or Group companies hold(s) a direct or indirect participation and which are engaged in objects similar or related to those of the Company.

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

Due to the wide objects of the Company, including the establishment of and direct and indirect participation in other companies, in accordance with the Law and the Articles of Association, the Board of Directors will recommend to the Ordinary General Meeting to give permission to the Company Directors, as well as the Managers of the Company to participate in the Board of Directors or the Management of subsidiary or affiliated Group companies, as well as of legal entities in which the Company or other Group companies participate directly or indirectly and which are engaged in objects similar or related to the Company’s objects.

Draft decision on the aforementioned item on the agenda:

«The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the participation of the Directors, as well as the Executives of the General Management and the Managers of the Company, in the Board of Directors

or the Management of subsidiary or affiliated Group companies as well as of legal entities in which the Company or other Group companies participate directly or indirectly and which are engaged in objects similar or related to the Company's objects.»

Item 8: Election of a new member of the Board of Directors.

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

The BoD of the Company, according to the recommendation of the Nomination and Remuneration Committee in compliance with the law 4706/2020 and to strengthen its corporate governance, proposes the increase of the number of the members of the current Board of Directors. The participation of new people will result in the increase of the number of the BoD members and the new executive will renew the BoD and will make it more effective, in order to optimally serve the company to better meets its targets.

The specific proposal broaden the Board of Directors of the Company with skills in the infrastructure, as well as in the field of green energy and sustainable development, which are the main axes of the Recovery Fund and the dynamics of our country and strengthen its BoD in order to meet the increased challenges of the coming years.

In this respect, and following a detailed proposal from the Committee on Nominations and Fees, it is proposed to elect a new member to the existing Board of Directors whose term will expire at the same time as the term of the other members of the BoD.

The CV of the above member is analytically available in the Company's website: at the link <https://ellaktor.com/en/informations/general-meetings/> .

Item 9: Other Announcements

The Management of the Company will refer to the projects, the course of operations and other matters concerning its smooth operation