

**Comments-Draft decisions 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 29th November 2022**

Item 1: Approval of the separation of the Company by the spin-off of the renewable energy sector and establishment of a new company under articles 57 para. 3 and 59 to 74 of I. 4601/2019, I. 4548/2018 and LD 1297/1972, as in force, the draft of separation terms by spin-off dated 23.10.2022, including the assets and liabilities of which are included in the balance sheet of the spun-off sector dated 31.12.2021 and the articles of association of the Société Anonyme being incorporated. Appointment of the Company’s representatives for the signing before a notary of the Notarial Deed for the spin-off of the renewable energy sector.

Required quorum	Required majority
1/2 (50%)	2/3 (66.67%) of the votes represented in the General Meeting

The Board of Directors of the Company at its meeting of 23.10.2022, inter alia, approved:

- (a) The Terms of the draft of separation of ELLAKTOR SA by the spin-off of the Company's renewable energy sector and establishment of a new company, under articles 57 para. 3 and 59 to 74 of I. 4601/2019, I. 4548/2018 and LD 1297/1972, as in force,
- (b) The relevant balance sheet of the above spun-off sector dated 31.12.2021,
- (c) The BoD Report of the Company, according to the art. 61. of the I.4601/2019

and authorized the Chief Executive Officer of the Board of Directors of the Company, Mr. Efthymios Bouloutas and the Chief Financial Officer of the Company, Mr. Dimosthenis Revelas, to jointly or separately, and among others, sign and submit all the above documents to the General Meeting of the Shareholders of the Company, which was convened for the approval of the above division.

In the context of the above, the General Meeting of Shareholders is requested to approve:

1. The Draft of Separation of ELLAKTOR SA, dated 23.10.2022, by the spin-off of the Company's renewable energy sector and establishment of a new company, under articles 57 para. 3 and 59 to 74 of I. 4601/2019, I. 4548/2018 and LD 1297/1972, as in force,
2. All the actions carried out by the Board of Directors of the Company and the authorized persons by it for the purpose of completing the spin-off of the above sector of the Company, including the Balance sheet dated 31.12.2021 of the spun-off sector and the draft of the articles of association of the Société Anonyme being incorporated and the provision of authorization to the CEO of the Company Mr. Efthymios Bouloutas, the Chairman of the Board of Directors Mr. Georgios Mylonogiannis, the CFO of the Company Mr. Dimosthenis Revelas, the Legal Advisor Mr. Vasiliki Niatsou and the Head of Strategy Development Mrs. Apfrodite Avramea, as, after approval by the General Meeting, acting separately, each of them signs the notarial Deed of Separation on behalf of the Company, as well as any other document, statement, application, certificate, etc., but also to take any necessary action for the implementation and completion of the said division by the spin-off of the renewable energy sector of the Company with the formation of a new company, including any corrections to the above notarial deed.

Explanations on the 1st item and related documents have been posted on the Company's corporate website at the link <https://ellaktor.com/informations/spin-off-res-2022/> as well as at <https://ellaktor.com/en/informations/general-meetings/ellaktor-s-extraordinary-general-assembly-nov-22/>.

Also, the above links direct, among others, to:

- The Draft of Separation of ELLAKTOR SA, dated 23.10.2022,
- The BoD Report of the Company dated 23.10.2022 (article 61 of Law 4601/2019) which explains and justifies from a financial and legal point of view the The Draft of Separation
- The Account Statement of Spin-off (Transformation Balance Sheet) dated 31.12.2021,
- The Valuation Report of the assets of the spin-off sector of the auditing firm "Grant Thornton Tax and Consulting Services S.A." dated 22.10.2022,
- The Opinion Report on the Draft of Separation of the auditing company "Grant Thornton Tax and Consulting Services S.A" dated 22.10.2022 και
- Draft Articles of Association of the Société Anonyme being incorporated.

Item 2o: Various Announcements