

**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 25th April 2023**

Item 1: Approval of the sale of the total shares of AKTOR SA owned by the Company and its 100% subsidiary AKTOR CONCESSIONS S.A., to the company under the name "INTRAKAT SOCIETE ANONYME OF TECHNICAL AND ENERGY PROJECTS".

| 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 27.03.2023, taking into account:

(A) The negotiations that have taken place between, on the one hand, the Company and AKTOR CONCESSIONS S.A. as sellers and, on the other hand, INTRAKAT S.A. as the purchaser, for the sale of all the shares of AKTOR S.A., owned by ELLAKTOR S.A. and AKTOR CONCESSIONS S.A., for a total consideration of €214 million, in accordance with the specific terms and agreements of the approved draft of the Contract (hereinafter the "Transaction"),

(B) The subsequent signing of the Agreement on March 30, 2023, the validity of which, inter alia, is subject to the approval of the Hellenic Competition Commission,

(C) The final draft of the Purchase and Sale Agreement, as agreed between the contracting parties, the basic terms and conditions of which were delivered to the members of the Board of Directors as a Share Purchase Summary (the document is available on the Company's website and specifically at the link <https://ellaktor.com/en/informations/general-meetings/ellaktor-s-extraordinary-general-assembly-apr-23/> The Board of Directors considered that the terms of this agreement are standard terms and their conclusion is fair and in the interest of the Company.

(D) The Financial Report of NATIONAL BANK OF GREECE dated 24.03.2023, in accordance with the provisions of article 101 of Law 4548/2018, regarding the reasonableness and fairness of the aforementioned transaction under A, which was posted on the Company's website and specifically on link <https://ellaktor.com/en/informations/general-meetings/ellaktor-s-extraordinary-general-assembly-apr-23/>, for the information of shareholders.

Having taken into account the above, the Board of Directors unanimously recommends to the Extraordinary General Meeting that:

(a) to approve the sale of all the shares of AKTOR S.A. by the Company and its 100% subsidiary AKTOR CONCESSIONS S.A., to the company under the name "INTRAKAT SOCIETE ANONYME OF TECHNICAL AND ENERGY PROJECTS"

(b) to authorize the Board of Directors to take any action that may be required by ELLAKTOR for the implementation and completion of the Transaction.

Finally, it is noted that for the transaction in question, an Information Note is prepared, in accordance with the decision 25/06.12.2017 of the Steering Committee of the Stock Markets of the Athens Stock Exchange.

Item 2: Approval of the revision of the Remuneration Policy.

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

Following the recommendation of the Nominations and Remuneration Committee to the Company's Board of Directors, it was deemed appropriate to revise the Company's Remuneration Policy to reflect the Company's needs and be fully harmonized with the current legislative framework and the legislation of the Capital Market. The new text of the Remuneration Policy was posted to the Company's website and specifically on the link <https://ellaktor.com/en/informations/general-meetings/ellaktor-s-extraordinary-general-assembly-apr-23/>, after its processing by the Nomination and Remuneration Committee and the relevant approval of the BoD, for the information of shareholders, together with a relevant report of the BoD to the shareholders' General Assembly, in accordance with the specific provisions of para. 2 of no. 111 of Law 4548/18, which describes and explains all the changes made to the revised Remuneration Policy, in order for shareholders to more easily monitor and decide on the changes made.

Item 3: Various Announcements