

**Draft Decisions / Comments on the items of the Extraordinary General Meeting of the Shareholders**

of the societe anonyme under the name

**"ELLAKTOR SOCIETE ANONYME" and the distinctive title "ELLAKTOR SA"  
(the "Company")****GENERAL ELECTRONIC COMMERCIAL REGISTRY No.: 251501000 (AP.M.A.E. 874/06/B/86/16)  
of January 11, 2024****Subject 1: Election of a new additional Member of the Board of Directors.**

Required Quorum	Required Majority
1/5 (20%)	50% + 1 of those represented at the G.M. votes

The Company's Board of Directors, following a relevant recommendation of the Nominations and Remuneration Committee, proposes the election of Ms. Ioanna Dretta as a new additional Member to the Board of Directors of ELLAKTOR, which will contribute to strengthening its work. Taking into account the knowledge and experience of the new Member, who until recently participated in the Board of Directors of the Company, the Board of Directors will be strengthened, in terms of the efforts it makes to achieve the business goals and maximize the value of the Company and the Group to the benefit of all the Company's shareholders.

In particular, during the evaluation process of Ms. Ioanna Dretta by the Nominations and Remuneration Committee (in accordance with the principles set by the Eligibility Policy, the Corporate Governance Code adopted by the Company and the relevant legal and regulatory framework), the Committee unanimously came to the conclusion and thereby recommends to the Body that the aforementioned candidate has morals, reputation, sufficient knowledge, reliability and is suitable for the implementation of the work of the Board of Directors and the achievement of corporate goals, both individually and collectively taking into account the collective composition and competence of the Board of Directors. She also has sufficient time to perform her duties, as well as the required skills and relevant experience for the duties she will be called upon to undertake as a member of the Company's Board of Directors.

It is noted that the term of office of Ms. Ioanna Dretta is valid for the following period of time, i.e. until the end of the term of the existing Board of Directors and specifically until the formation of the new Board of Directors which will be elected by the Ordinary General Meeting of the year 2026, without being possible to be extended beyond six (6) years.

Ms. Dretta's detailed CV is posted on the Company's website and more specifically at the link <https://ellaktor.com/ependitikies-sxeseis/general-assemblies/>

**Subject 2: Announcement of the election of an Independent Non-Executive Member to replace a resigned one. Designation of Independent Non-Executive Members of the Board of Directors for the entire Board of Directors.**

Required Quorum	Required majority
1/5 (20%)	50% + 1 of those represented at the G.M. votes

The Board of Directors will announce to the General Meeting that, in accordance with its decision of 15.12.2023, following the resignation of Ms. Ioanna Dretta, Independent Non-Executive Member from the said management body, from 14.12.2023, **Ms. Evgenia (Jenny) Leivadarou was elected as a new Independent Non-Executive Member** of the Board of Directors to replace the resigned Independent Non-Executive Member, in accordance with article 82 par. 1 of Law 4548/2018 and following a special recommendation by the Company's Nomination and Remuneration Committee (hereinafter the "**Committee**"), in the context of which the Committee reviewed the fulfillment of the independence criteria, any conflict of interest, as well as the individual and collective eligibility of the candidate independent non-executive member and former member of the Board of Directors, Evgenia Leivadarou, in accordance with Article 9 of Law 4706/2020, as applicable, and the approved Eligibility Policy of the Company.

It is pointed out that with regard to the review carried out for Ms. Evgenia (Jenny) Leivadarou by the Committee, it unanimously concluded that all the conditions required for the position of the independent non-executive member of the Company's Board of Directors are met, in the context of the implementation of the provisions of article 9 of Law 4706/2020 and the Eligibility Policy of the members of the Board of Directors. In addition, the Committee unanimously came to the conclusion that the aforementioned candidate has morals, reputation, sufficient knowledge, credibility and is suitable for the implementation of the work of the Board of Directors and the achievement of the company's goals, both individually and taking into account the collective composition and adequacy of the Board of Directors, and has sufficient time for the performance of her duties, as well as the required skills and relevant experience, for the duties she will be called upon to undertake as an independent non-executive member of the Company's Board of Directors and therefore recommends to the Board her designation as an Independent Non-Executive Member to replace the resigned Ioanna Dretta. In view of the aforementioned, the Committee decided and the Board of Directors unanimously confirmed that the independence criteria of Ms. Evgenia (Jenny) Leivadarou, for the position of the independent non-executive member of the Company's Board of Directors, are met, in the context of the implementation of the provisions of article 9 of Law 4706/2020 and the Eligibility Policy of the members of the Board of Directors, whom they elected as a new independent non-executive member, in place of the resigned Ioanna Dretta.

Ms. Leivadarou's detailed CV is posted on the Company's website and more specifically at the link <https://ellaktor.com/ependitikies-sxeseis/general-assemblies/>

The term of office of Ms. Leivadarou will end at the same time as the term of office of the remaining members of the Company's Board of Directors.

Following these, and the recommendation of the Nominations and Remuneration Committee, which re-verified the eligibility of the independent non-executive members of the Board of Directors, as well as their fulfillment of the independence criteria of article 4 of Law 4706/20 as applicable, as well as the lack of irreconcilability and obstacles, the following are determined as independent non-executive members of the Company's Board of Directors:

1. Athina Chatzipetrou, daughter of Konstantinos
2. Odysseus Christoforou, son of Stamatias
3. Evgenia Leivadarou, daughter of Ioannis and
4. Aristides Xenofos son of Ioannis.

**Subject 3: Announcement of the election of a member of the Audit Committee to replace a resigned member. Redefinition of the Audit Committee (type, composition, number, status**

**of members and term of office), in accordance with article 44 of Law 4449/2017, as applicable.**

Required Quorum	Required Majority
1/5 (20%)	50% + 1 of those represented at the G.M. votes

The Company's Board of Directors, referring to the replacement of the member of the Audit Committee Ms. Ioanna Dretta, independent non-executive member of the Company's Board of Directors by Ms. Evgenia Leivadarou, likewise an independent non-executive member of the Company's Board of Directors, requested to be announced at the upcoming Extraordinary General Meeting of the Company's shareholders, the appointment of a new member of the Audit Committee to replace a resigned one, as above, in accordance with the provisions of article 82 par. 1 of law 4548/2018.

It is pointed out that Ms. Evgenia (Jenny) Leivadarou fulfills the conditions of eligibility and independence from the Company within the meaning of art. 44 par. 1 part δ' of law 4449/2017 combined with article 9 of law 4706/2020, of the Articles of Association, the Code of Corporate Governance and the Operating Regulations of the Audit Committee and there are no obstacles or incompatibilities in her person. Additionally, based on her CV, she has knowledge of the Company's activity, as Ms. Leivadarou is a Civil Engineer and has extensive experience in infrastructure, sustainable development, natural resource management and investment strategy for the energy transition, and was an independent non-executive member of the Company's Board of Directors from 22.06.2021 until 28.04.2023.

The Audit Committee of the Company in accordance with the provisions of article 44 of law 4449/17 as applicable, currently consists of three members with a term equal to the term of the Board of Directors and specifically of two members from the Independent Non-Executive Members of the Company's Board of Directors and one member, independent of the Company who has been elected by the General Meeting of Shareholders, who has sufficient knowledge and proven experience in auditing and accounting.

Following the election of the new Independent Non-Executive Member of the Board and the re-appointment of the Independent Non-Executive Members of the Board by the present General Meeting, it was deemed appropriate to submit to the judgment of the Extraordinary General Meeting the proposal of the Board regarding the re-appointment of the Audit Committee and in particular of its type, structure, composition and term of office.

Considering that the type and composition of the Committee has already been decided with the decision of the Extraordinary General Meeting of the Company's Shareholders on 27.01.2021, meaning that the Audit Committee recommends, according to article 44 par. 1 of law 4449/17, an independent "mixed" committee consisting of two independent non-executive members of the Board of Directors and one non-member of the Board of Directors, independent of the Company, within the meaning of the law on Corporate Governance, and given that the Ordinary General Meeting of Shareholders of 28.07.2022 elected an additional Independent Non-Executive Member of the Board of Directors and redefined its Independent Non-Executive Members, this Extraordinary General Meeting redefines the Audit Committee.

Specifically, it confirms that it will constitute a three-member mixed Committee, with a duration equal to the term of office of the members of the current Board of Directors, consisting of two, Independent Non-Executive Members of the Board of Directors within the meaning of article 9 of Law 4706/20, who meet the conditions of independence of the above article and a third member, independent from the Company and specifically, the already elected during the Extraordinary General Meeting of 27.01.2021, Chairman of the Audit Committee until today, Mr. Panagiotis Alamanos, who has proven experience and sufficient knowledge in auditing and accounting in

accordance with the requirements of article 44 (par. 1 ζ) of Law 4449/2017, as well as sufficient knowledge in the field in which the Company operates.

The composition of the Audit Committee after verification of the independent members meeting the independence criteria of article 9 of law 4706/20 as well as the eligibility criteria by the Nomination and Remuneration Committee, and as approved, following a legal vote, by the Extraordinary General Meeting of 11.01.2024, is as follows:

- 1) **Panagiotis Alamanos, son of Charilaos, third person- non-member of the Board of Directors**, who meets the independence criteria of article 9 of law 4706/20, with proven and sufficient knowledge and experience in auditing and accounting in accordance with the requirements of article 44 (par. 1 ζ) of law 4449/2017, sufficient knowledge in the field in which the Company operates and Chairman of the Audit Committee to date.
- 2) **Athina Chatzipetrou, daughter of Konstantinos, Independent Non-Executive Member of the Board of Directors**, who meets the independence criteria of article 9 of law 4706/20, with proven and sufficient knowledge and experience in auditing and accounting in accordance with the requirements of article 44 (par. 1 ζ) of law 4449/2017, sufficient knowledge in the field in which the Company operates.
- 3) **Evgenia Leivadarou, daughter of Ioannis, Independent Non-Executive Member of the Board of Directors**, who meets the independence criteria of article 9 of law 4706/20, with proven and sufficient knowledge in the field in which the Company operates.

The Committee with the above composition will be reconstituted in a body, while according to article 44 of law 4449/2017 and the Committee's Operating Regulations, the President of the Committee is appointed by its members.

**Subject 4: Approval of the sale of shares of ANEMOS RES SA, owned by the company, to the societe anonyme with the name MOTOR OIL RENEWABLE ENERGY SINGLE MEMBER S.A.**

Required Quorum	Required majority
1/2 (50%)	2/3 of those represented at the G.M. votes

On 14.12.2023 the MORE company submitted a binding offer (the "Offer") for the acquisition of all the company's shares to ANEMOS RES S.A. ("ANEMOS"). In particular, the Board of Directors having taken into account that:

B) The company MORE, already a shareholder of ANEMOS RES S.A. with a percentage of 75%, intends to acquire all of the company's ownership shares in ANEMOS RES S.A., i.e. one hundred twenty-three million fifty-nine thousand two hundred and fifty registered shares (123,059,250) (the "Transferred Shares"), for a total price of one hundred and twenty-three million five hundred and twenty thousand euros (123,520,000), in accordance with the more specific conditions included in its Offer.

B) For the above transaction, PKF Euroauditing S.A. was requested to give an opinion as to the fair and reasonable price of the transaction from a financial point of view and that

C) MORE is a 100% subsidiary of "MOTOR OIL S.A.", a company that owns 29.87% of the Company's share capital and is a related party to it in accordance with the provisions of the case (a) of paragraph 2 of article 99 of law 4548/2018.

In view of the above, the Board of Directors recommended that the sale of Transferable Shares be approved by this Extraordinary General Meeting of the Company's shareholders in accordance with the Offer and the basic terms of the share buyback agreement, which are posted on the Company's official website.

**Subject 5: Various announcements**