

## Announcement of Decisions of the Extraordinary General Meeting of the shareholders of 11.01.2024.

The societe anonyme under the name "ELLAKTOR SOCIETE ANONYME" and the distinctive title "ELLAKTOR SA" (hereinafter the "Company"), announces, in accordance with the provisions of Law 3556/2007 and the article 4.1.3.3 par.1 and 2 of the Regulations of the Athens Stock Exchange Market, the following:

On January 11, 2024, Thursday at 11:00 a.m. the Extraordinary General Meeting of the Shareholders of ELLAKTOR SA was held at its headquarters (Ermou St. 25, 14564, Kifissia) by electronic means, with no physical presence of the shareholders and a discussion was held and a decision was taken on all the issues on the agenda.

83 shareholders participated, representing 308,702,687 common registered shares (308,702,687 voting rights), i.e. 88.89% of the paid-up share capital. It is noted that the Company holds 909,683 own shares, which are not counted for the quorum and majority.

In particular, the Extraordinary General Meeting of ELLAKTOR shareholders on January 11, 2024, decided the following:

### **Subject 1: Election of a new additional Member of the Board of Directors.**

The Extraordinary General Meeting, following the proposal of the Board of Directors, and the recommendation of the Nominations and Remuneration Committee (hereinafter the "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), **elected**, following a legal vote, **as an additional member of the Company's Board of Directors, Ms. Ioanna Dretta.**

In particular, during the evaluation process of Ms. Ioanna Dretta by the Nominations and Remuneration Committee, the Committee unanimously came to the conclusion and thereby recommended to the Board of Directors 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/>.

The voting on this matter in detail:

<i>Number of shares for which valid votes were cast</i>	<b>308,702,687</b>	<i>Percentage of votes cast and represented</i>
<i>Percentage of voting share capital</i>	<b>88.89%</b>	
<i>Number of votes In Favor</i>	300,911,337	97.48%
<i>Number of votes Against</i>	7,762,472	2.51%
<i>Number of votes of Abstention</i>	28,878	0.01%

**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.**

The Board of Directors announced to the General Meeting that, following the resignation of Ms. Ioanna Dretta, Independent Non-Executive Member from the said management body, **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, following a special recommendation by the Company's Nomination and Remuneration 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 the above 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.

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 9 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 Stamatis
3. Evgenia Leivadarou, daughter of Ioannis and
4. Aristides Xenofos, son of Ioannis.

The voting on this matter in detail:

<i>Number of shares for which valid votes were cast</i>	<b>308,702,687</b>	<i>Percentage of votes cast and represented</i>
<i>Percentage of voting share capital</i>	<b>88.89%</b>	
<i>Number of votes In Favor</i>	308,673,809	99.99%
<i>Number of votes Against</i>	0	0.00%
<i>Number of votes of Abstention</i>	28,878	0.01%

**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.**

It was announced at the Extraordinary General Meeting of the Company's shareholders, the replacement of the Audit Committee member Ms. Ioanna Dretta, an 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.

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, the Extraordinary General Meeting approved 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.

Specifically, the Extraordinary General Meeting confirms that the Audit Committee 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.

The voting on this matter in detail:

<i>Number of shares for which valid votes were cast</i>	<b>308,702,687</b>	<i>Percentage of votes cast and represented</i>	
<i>Percentage of voting share capital</i>	<b>88.89%</b>		
<i>Number of votes In Favor</i>	308,673,809		99.99%
<i>Number of votes Against</i>	0		0.00%
<i>Number of votes of Abstention</i>	28,878		0.01%

**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.**

Following a relevant proposal by the Company's Board of Directors, the Extraordinary General Meeting of its shareholders **approved**, following a legal vote, **the sale of shares of ANEMOS RES SA, owned by the Company, to MOTOR OIL RENEWABLE ENERGY SINGLE MEMBER S.A.**, in accordance with the Offer and the basic terms of the share buyback agreement, granted authority to the Board of Directors to take any action required by the Company for the implementation and completion of the Transaction without restrictions, including any amendments to the contractual texts to be concluded.

In particular:

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:

A) 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. 123,059,250 registered shares, for a total price of 123,520,000 euros 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.

The voting on this matter in detail:

<i>Number of shares for which valid votes were cast</i>	<b>308,702,687</b>	<i>Percentage of votes cast and represented</i>	
<i>Percentage of voting share capital</i>	<b>88.89%</b>		
<i>Number of votes In Favor</i>	307,206,403		99.52%
<i>Number of votes Against</i>	958,872		0.31%
<i>Number of votes of Abstention</i>	537,412		0.17%

**Subject 5: No other announcements were made.**

**Kifissia, 11.01.2024**