

**Draft decisions on the items of the Ordinary General Meeting of Shareholders
of the Société Anonyme under the trade 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 31 May 2024**

Item 1: Submission for approval of the Annual (Company and Group) Financial Report for the tax year 2023, which includes the Corporate and Consolidated Annual Financial Statements with the relevant Reports, including the Non-Financial Reports, the Corporate Governance Statement, and Declarations of the Board of Directors and the Auditor. Approval of the profit appropriation for the tax year 2023.

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 01.01.2023 - 31.12.2023, which includes:

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

- o Statement of Financial Position
- o Income Statement
- o Statement of Comprehensive Income
- o Changes 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 Corporate and Consolidated Financial Statements for the financial year 01.01.2023 to 31.12.2023, the Explanatory Report (Article 4 par. 7 and 8 of Law 3556/2007), the Corporate Governance Statement and the consolidated non-financial information (NFR); 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/investor-relations/financial-information/annual-financial-report/>.

It will be suggested that **a)** the annual (Company and Group) financial report for the year 01.01.2023 to 31.12.2023, with the Annual Corporate 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 31.12.2023, in accordance with the applicable legal and regulatory framework.

Draft resolution on the aforementioned item on the agenda:

"The Annual General Meeting having voted legally with valid votes which correspond to percent of the share capital with voting rights, adopted with votes, namely percent of the attending shareholders, a) the Annual (Company and Group) Financial Report for the tax year 2023,

the Annual Corporate 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 tax year 2023, in accordance with the applicable legal and regulatory framework”.

Item 2: Presentation by the Chairman of the Audit Committee, of the Activity Report for the financial year 2023.

In compliance with the provisions of Article 44, paragraph 1 (case f) of Law 4449/2017, the Activity Report of the Audit Committee for the year 2023 shall be submitted to the Ordinary General Meeting, it will be presented by the Chairman of the Audit Committee, with detailed reference to its actions and the matters with which it dealt during the financial year 2023, 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 auditors' Audit Schedule prior to its implementation, assessment 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,
- Outsourcing to an external partner for the evaluation of the Internal Audit system and of Corporate Governance system in order for the Company to fully comply with the requirements of Law 4706/2020 and with decision No. 1/891/2020 of the Hellenic Capital Market Commission,
- Consideration of Sustainable Development Issues,
- Awareness of the main risks for the Company,
- Conducting an annual self-assessment and an assessment of the sufficiency of its current Rules of Procedures.

The aforementioned Annual Activity Report of the Audit Committee for 2023 was presented to the Shareholders and is available on the Company's website and in particular at the link <https://ellaktor.com/en/investor-relations/general-assemblies/>.

Item 3: Submission of the Joint Report of the Independent Non-Executive Members of the Company's Board of Directors for the year 2023, in accordance with Article 9, paragraph 5 of Law 4706/2020.

This item which is not put to the vote is a joint Report of the Independent Non-Executive Members of the Board of Directors of the Company for the year 2023 and is submitted to the General Meeting of Shareholders, in accordance with the provisions of paragraph 5 of Article 9 of Law 4706/2020.

The full text of the Joint Report of the Independent Non-Executive Members of the Board Directors is posted on the Company's website, specifically at the link <https://ellaktor.com/en/investor-relations/general-assemblies/>.

Item 4: Approval of the overall management that took place during the tax year 2023, pursuant to Article 108 of Law 4548/2018 and release of the certified auditors from liability for the tax year 2023, 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 recommends to the Ordinary General Meeting to approve, in accordance with Article 108 of Law 4548/2018, the overall management during the financial year 01.01.2023 to 31.12.2023, and release pursuant to Article 117 par. 1 case (c) of Law 4548/2018, the certified auditors from any liability for the financial year 01.01.2023 to 31.12.2023.

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 tax year 2023, and the release of the certified auditors from any liability for the tax year 2023, in accordance with Article 117 par. 1 case (c) of Law 4548/2018."

Item 5: Submission for discussion and adoption by the General Meeting of the Remuneration Report of the Board of Directors for the corporate year 2023 (01/01/2023-31/12/2023)

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

The Board of Directors, following the prior agreement of the Nominations and Remuneration Committee on the final draft of the Remuneration Report for the 2023 tax year in accordance with the provisions of Article 11(c), of Law 4706/20, submits the Report to the Regular General Meeting for discussion and voting, in accordance with Article 112 of Law 4548/2018.

This Report was prepared based on the principles contained in the current Remuneration Policy of the Company and includes an overview of all the remuneration received by the executive and non-executive Members of the Board of Directors within the financial year 2023 by all the companies of the ELLAKTOR group, in accordance with the specific provisions of article 112 of Law 4548/2018.

There were no deviations from the Company's Remuneration Policy during the 2023 financial year.

It is noted that the Company's auditors have confirmed that the Remuneration Policy includes the required information of Article 112 of Law 4548/2018, as applicable.

The full text of the Remuneration Report for 2023 was submitted to the Shareholders and is available on the Company's website for a period of ten years <https://ellaktor.com/en/investor-relations/general-assemblies/> 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 an advisory nature. The Board of Directors will explain in the next remuneration report, the manner in which the above voting result was obtained during the Ordinary General Meeting.

Draft resolution 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, provided a positive advisory vote pursuant to Article 112, of Law 4548/2018, with votes....., i.e. a percentage of of the shareholders in attendance, for the Remuneration Report of the Board of Directors for Fiscal Year 2023, which covers the total salaries earned by the Board of Directors during the fiscal year 2023, in accordance with the Company's applicable Remuneration Policy".

Item 6: Election of an Auditing Firm for the regular audit of the Individual and consolidated financial statements of the Company and the granting of the annual tax certificate of the current corporate year 2024 (01.01.2024– 31.12.2024)- Determination of its fee.

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

The Audit Committee sent on 19.6.2023 a Public Call for Interest for the nomination of the most suitable candidate for the assignment of the Project "Regular Audit Services of the individual and consolidated financial statements of the ELLAKTOR Company and the ELLAKTOR Group, for the year ending 31.12.2024". After evaluating the financial offers, the Audit Committee unanimously decided to award the project to the Grant Thornton Audit Firm, (SOEL Reg. No. 127), which was approved by the Board of Directors. The approval of the assignment was forwarded, as planned, for discussion and approval by the Ordinary General Meeting of the Company's shareholders.

Following this, the Board of Directors, following a recommendation from the Company's Audit Committee, in accordance with the provisions of Regulation (EU) no. 537/2014 (article 16), proposes to the Ordinary General Meeting of Shareholders the election of the auditing company "Grant Thornton" (SOEL Reg. No. 127) for the audit of the annual corporate and consolidated financial statements for the fiscal year 2024, the overview of the corporate and consolidated interim financial statements for the same use and the issuance of a tax certificate. Finally, it proposes that the fee of "Grant Thornton" for the provision of the above services be determined after a relevant offer from 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 "Grant Thornton" and the aforementioned persons, in accordance with Article 124, par. 8 of Law 4548/2018.

Draft resolution 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 "Grant Thornton" (SOEL Reg. No. 127), to audit the annual corporate and consolidated financial statements of the financial year from 01.01.2024 to 31.12.2024, to review the interim financial statements of the same financial year, and to

issue a tax certificate, and that its fee for the provision of the above services be determined after a relevant quote by the above company."

Item 7: Clearance of account "Share premium account" with accumulated accounting losses of the Company of €55,458,750.84 from the account "Results carried forward" pursuant to Article 35 para. 3 of Law 4548/2018, as in force.

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

The Board of Directors, upon a relevant proposal of the Financial Directorate, shall submit for discussion and approval by the Ordinary General Meeting, the clearance of account "Share premium account" with the accumulated uncovered accounting losses 31.12.2023 of the Company of €55,458,750.84, from the account "Results carried forward" pursuant to Article 35 (3) of Law 4548/2018, as applicable, as these are illustrated in the published Annual Financial Report 2023 of ELLAKTOR SA.

Draft resolution on the aforementioned item on the agenda:

"The Annual General Meeting, following a lawful vote with..... valid votes corresponding to percent of the paid-up share capital with voting rights, approved by votes....., i.e. percent of the shareholders in attendance, the offsetting of the account "Share premium account" with the Company's accumulated accounting losses totaling €55,458,750.84 against the account "Retained profit or loss" in accordance with Article 35 (3) of Law 4548/2018, as in force."

Item 8: Distribution of part of Other Reserves formed by taxed profits of previous years of the Company to members of the Board of Directors, to management executives and to employees. Granting relevant authorization.

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

Following the relevant recommendation of the Remuneration and Nominations Committee, the Board of Directors proposes to the current General Meeting the distribution to members of the Board of Directors, executives, and employees of a part of the Company's Other extraordinary Reserves, formed from taxable profits from previous fiscal years, up to €6,950,000.

The aforementioned distribution is within the scope of the approved Remuneration Policy and aims to reward the efforts of Board of Directors members, executives, and employees, as well as to increase their efficiency, and is directly based on their performance and contribution to the Company's and Group's overall long-term development.

It also recommends to the General Meeting that the Board of Directors be empowered to determine the beneficiaries and other other conditions for the implementation of this decision.

Draft resolution on the aforementioned item on the agenda:

"The Annual General Meeting, following a legal vote with..... valid votes equivalent to a percentage..... of the paid-up share capital with voting rights, approved by votes....., i.e. a percentage of..... of the shareholders in attendance, the distribution of a part of the Company's Other Reserves derived from prior years' taxable profits, up to the total amount of €6,950,000, to members of the Board of Directors, executives, and employees, as a reward based on the evaluation of their performance, during the financial year 2023 in accordance with the Company's Remuneration Policy. Grant of relevant authorization to the Board of Directors to determine the beneficiaries, the final amount per person and other conditions for the implementation of this decision, in accordance with the Company's Remuneration Policy and its internal procedures."

Item 9: Increase of the Company's Share Capital by the amount of €174,096,002.50 (one hundred seventy-four million ninety-six thousand two and fifty euros), with capitalization of part of the account "Share premium account" and an increase of nominal value of each share in the amount of fifty euro cents (€0.50)- Provision of relevant authorizations to the Company's Board of Directors.

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

Following its decision of 10.05.2024, the Board of Directors proposes to the General Meeting of Shareholders, the increase of the Company's share capital, by the amount of one hundred seventy-four million ninety-six thousand two euros and fifty cents (174,096,002.50), with capitalization of part of the account "Share premium account" and a corresponding increase in the nominal value of each share by the amount of fifty cents of the euro (€0.50).

As a result of the above increase, the company's share capital will amount to 188,023,682.70 euros, divided into 348,192,005 registered shares, with a nominal value of fifty-four euro cents (€0.54) each.

The proposed increase in the share capital, combined with the decrease in the share capital proposed in the next item, aims to provide a monetary reward to the shareholders.

Item 10: Reduction of the Company's Share Capital by the amount of €174,096,002.50 (one hundred seventy-four million ninety-six thousand two euros and fifty cents), with a reduction of the nominal value of each share by the amount of fifty euro cents (€ 0.50) and return of the amount of the reduction of the Share Capital to the shareholders by cash payment- Provision of relevant authorizations to the Company's Board of Directors.

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

Following the previous decision to increase the share capital, the Board of Directors of the Company proposes to the Ordinary General Meeting the reduction of the share capital by the total amount of one hundred seventy-four million ninety-six thousand two euros and fifty cents (€174,096,002.50), with a reduction in the nominal value of each share by fifty euro cents (€0.50), i.e. from €0.54 to €0.04 per

share and the equal return of the above capital to the shareholders, by cash payment, i.e. a return of fifty euro cents (€0.50) for each share.

After the above changes, the Company's share capital will amount to thirteen million nine hundred and twenty seven thousand, six hundred and eighty euros and twenty euro cents (**€13,927,680.20**), divided into three hundred and forty eight million one hundred and ninety two thousand and five (**348,192,005**) **common registered shares**, with a nominal value of four euro cents (**€0.04**) each.

After the completion of the above and the return of capital to the shareholders, it is estimated that the business activity, strategic priorities and expected returns of the Company will not be negatively affected, while the financial indicators will remain strong.

In particular, for the Return of Capital to the Company's shareholders, **the estimated dates** regarding the return of capital, subject to the relevant approvals from the competent supervisory authorities, are listed, namely:

- a) Cut-off Date 22.07.2024 (i.e. after 19.07.2024 which marks the expiry date of Future Contracts on the share and on the FTSE/ATHEX Large Cap Index in which the Company is included).
- b) Date of Beneficiaries 23.07.2024
- c) Commencement of repayment of capital 26.07.2024.

The payment of the return of capital to the shareholders will be made through a paying Bank in accordance with the provisions of the Athens Stock Exchange and ELKAT Regulations. The details and exact dates will be given with a further announcement from the Company.

It is pointed out that the corporate actions under items 9 and 10 do not bring about any percentage change to the existing shareholders.

Item 11: Amendment to Article 5 of of the Company's Articles of Association.

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

Following the above increase and subsequent equal reduction of the Company's share capital, the Company's Board of Directors unanimously proposes to the Ordinary General Meeting of Shareholders the corresponding amendment of article 5 ("Share Capital- Shareholders") of the Company's Articles of Association as follows:

"Article 5

Share Capital- Shareholders

5.1 The Company's share capital currently amounts to the total amount of 13,927,680.20 Euro divided into 348,192,005 common, registered, voting, immaterial shares with a nominal value of 0.04 Euro each.

2. (addition of new subparagraph j)

(j) The Ordinary General Meeting of Shareholders of May 31, 2024, decided to increase the share capital by the amount of one hundred seventy-four million ninety-six thousand two euros and fifty cents (€174,096,002.50), with capitalization of part of the account "Share premium account" and a corresponding increase in the nominal value of each share by the amount of fifty euro cents (€0.50) and the subsequent equal reduction of the share capital by the amount of one hundred seventy-four million ninety-six thousand two euro and fifty cents (174,096,002.50), with a corresponding reduction in the nominal value of each share by the amount of fifty euro cents (€0.50), i.e. from €0.54 to €0.04 per share and the equal return of the above capital to the shareholders, by cash payment, i.e. a return of fifty cents of the euro (€0.50) for each share.

After the above changes, the Company's share capital remains unchanged and amounts to the amount of thirteen million nine hundred and twenty seven thousand, six hundred and eighty euros and twenty euro cents (**€13,927,680.20**), divided into three hundred and forty eight thousand one hundred and ninety two thousand and five (**348,192,005**) **common registered shares**, with a nominal value of four euro cents (**€0.04**) each."

The Board of Directors proposes to the General Meeting to grant the special mandate and authority to the Managing Director, the Financial Director of the Company and the Legal Advisor of the Company, such that, acting each of them individually on behalf of the Company draw up, codify and sign the new Articles of Association of the Company with the above changes and proceed with the prescribed publication and all the necessary actions for the implementation of this decision.

Item 12: Establishment of a program for the free distribution of own shares to executive members of the Board of Directors, and/or senior managers, and/or the staff of the Company, as well as its affiliated companies within the meaning of Article 32 of Law 4308/2014, according to article 114 of Law 4548/2018. Grant of special authorization to the Board of Directors to decide on the determination of the beneficiaries and any other condition of the distribution of the shares according to article 114 of Law 4548/2018 as applicable.

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

The President of the General Meeting referred to the broad program of economic and operational transformation that was completed with great success in the last 3 years at ELLAKTOR Group.

The capital structure was shielded, significant cash reserves were created which today exceed €700m, while both operating and net profitability recorded in 2023 the highest levels for over 10 years, while after many years, the Group is now in a position to reward its shareholders through a return of capital.

The stock market value rose on 10.5.2024 to €937m, which translates into value production for shareholders (as of 31.12.2020 and adjusting for the 2021 Share Capital Increase) amounting to €447m. over a period of 3.5 years, recording an average annual increase of ~27%.

Return on equity and invested capital rose in 2023 to 9.9% and 24.9% respectively, from negative in 2020.

During the same period and alongside this remarkable financial performance, a series of complex and demanding transactions were implemented, the most decisive being the sale of the entire (100%) participation in Anemos RES, AKTOR and Smart Park, while it was repaid early, 2 years before the contractual expiration, the international corporate Bond of €670m. with significant savings in debit interest of over €40m. annually.

The total of executed transactions amounted to €3.3 billion, of which €1.3 billion in Equity Capital Markets and €2 billion in Debt Capital Markets.

The Board of Directors proposes to this General Meeting, following a relevant recommendation of the Remuneration and Nominations Committee, the establishment of a program for the free distribution of 1,650,000 own shares that will be acquired or have already been acquired subject to the occurrence of specific events, with an obligation to hold the shares for two (2) years and the provision of authorization to the Board of Directors to determine the other granting conditions as well as the beneficiaries of the Company's shares in question. Beneficiaries will be executive members of the Board of Directors, and/or senior managers, and/or the staff of the Company, as well as of its affiliated companies within the meaning of Article 32 of Law 4308/2014 in accordance with Article 114 of Law 4548/2018, as a recognition, reward, assurance and reinforcement of their dedication regarding the completion of the Company's investment plans and business plan.

The shares will be allocated under the following conditions:

(a) the beneficiaries will continue to provide their services to the Company after the Annual General Meeting of the year 2024.

(b) the beneficiaries will sign a unilateral, binding declaration to the Company, stating that they will remain with the Company, performing their duties, for the next two (2) consecutive years.

The Company will allocate the same shares to the specific executives only after fulfilling the above conditions.

The Company expressly reserves the right, at its absolute discretion, to revoke, modify or abolish the above disposal of its own shares at any time until the acquisition of the above-mentioned shares by each of the above-mentioned persons. The above program is a voluntary provision of the Company.

The proposed Program corresponds to 0.47% of the Company's paid-up Share Capital.

The Board of Directors also recommends to the General Meeting the granting of relevant authorization to the Board of Directors to decide on the determination of the beneficiaries and any other conditions for the distribution of shares according to Article 114 of Law 4548/2018 as applicable for the implementation of this decision.

The General Meeting also authorizes the Company's Board of Directors to take charge of all those procedural issues related to the transfer of the Company's 1,650,000 own shares to the personal investor shares held by the beneficiaries in the Dematerialised Securities System (DSS).

Item 13: Grant of 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 14: Various Notifications

The Management of the Company will refer to the projects, the important developments and other matters concerning its smooth operation.