

TO

ELLAKTOR SA
SHAREHOLDERS SERVICE OFFICE
25, ERMOU STR., GR 145 64 -ATTIKI
TEL.: +30 210 8185078 & 210 8185076
FAX. : +30 210 8184909

**PROXY FORM FOR PARTICIPATION AT THE ANNUAL GENERAL
MEETING OF THE SHAREHOLDERS ELLAKTOR SA, DATED MAY 31ST, 2024
OR AT ANY REPETITIVE OR ADJOURNED MEETING THEREOF**

The undersigned shareholder with the following details:

FULL NAME/TRADE NAME:
ADDRESS / HEADQUARTERS:
ID No / G.E.MI. (SA Reg. No.)
NUMBER OF SHARES & VOTING RIGHTS:.....
INVESTOR SHARE CODE IN DSS :
FULL NAME OF LEGAL REPRESENTATIVE(S) (for legal person only):
.....

I hereby appoint and empower ¹:

REPRESENTATIVES DETAILS:

FULL NAME	
ID No	
ADDRESS	
E-MAIL ADDRESS	
MOBILE PHONE NUMBER	

FULL NAME	
ID No	
ADDRESS	
E-MAIL ADDRESS	
MOBILE PHONE NUMBER	

FULL NAME	
ID No	
ADDRESS	
E-MAIL ADDRESS	
MOBILE PHONE NUMBER	

to represent me / the legal person in connection with any issue (*procedural or other*) that may be discussed at the upcoming Annual General Meeting of the Shareholders of "ELLAKTOR S.A." to be held on Friday, 31st May, 2024, at 11:00 a.m., or at any repetitive or adjourned meeting thereof and

¹ Please appoint up to three (3) representatives

furthermore and in the manner detailed in the Invitation, to vote in my name and on my behalf / in the name and on behalf of the legal person for the aforementioned number of voting rights which I hold / the legal person holds, by virtue of the Law or under an agreement, on the Record Date, in connection to the following items of the agenda:

ITEM OF THE AGENDA	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
1. Submission for approval of the Annual Financial Report (Company and Group) for the financial year 01.01.2023 - 31.12.2023, which includes the Standalone and Consolidated Annual Financial Statements along with the relevant Reports, including the Non-Financial Report, the Corporate Governance Statement and the Declarations of the Board of Directors and the Statutory Auditor. Approval of the profit appropriation for the year 01.01.2023 - 31.12.2023.				
2. Presentation by the Chairman of the Audit Committee, of the Annual Activity Report for the financial year 2023.	<i>Non voting item</i>			
3. Submission by the independent non-executive Board members to the Shareholders' General Meeting of their joint report, pursuant to article 9 par. 5 of law 4706/2020.	<i>Non voting item</i>			
4. Approval of the overall management that took place during the financial year 01.01.2023 - 31.12.2023, pursuant to Article 108 of Law 4548/2018 and release of the certified auditors from liability for the financial year 01.01.2023 - 31.12.2023, in accordance with Article 117 par. 1 case (c) of Law 4548/2018.				
5. Submission for discussion and adoption by the General Meeting of the Remuneration Report of Article 112 of Law 4548/2018 for the financial year 2023.	<i>The vote is advisory</i>			
6. Election of an Audit Firm for the statutory audit of the standalone and consolidated financial statements of the Company and the provision of the tax certificate of the financial year 01.01.2024 - 31.12.2024 and review of the interim financial statements of the same financial year and determination of their fee.				
7. Offsetting of the account "Share premium account" with accumulated accounting losses of the Company amounting to €55,458,750.84 in the account "Retained profit or loss" according to article 35 par. 3 of Law 4548/2018, as in force.				
8. Distribution of part of Other Reserves formed from already taxed profits of previous years, to members of the Board of Directors, executives and employees. Authorisation to the BoD.				
9. Increase of the Company's Share Capital by the amount of €174,096,002.50, by capitalization of part of the account "Share premium account" and increase of the nominal value of each share by the amount of €0.50 (fifty cents) - Authorisation to the BoD.				
10. Reduction of the Company's Share Capital by the amount of €174,096,002.50, by reducing the nominal value of each share by the amount of €0.50 (fifty cents) and returning the amount of the Share Capital reduction to shareholders by cash payment - Authorisation to the BoD.				

ITEM OF THE AGENDA	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
11. Amendment of article 5 of the Company's Articles of Association.				
12. Establishment of a plan of shares free of payment, owned by the Company, to executive members of the Board of Directors, and/or senior executives, and/or the staff of the Company, as well as its affiliated companies within the meaning of article 32 of Law 4308/2014, in accordance with article 114 of Law 4548/2018 as in force. Granting specific authorization to the Board of Directors to decide on the determination of the beneficiaries and any other terms of the share distribution pursuant to Art. 114 of Law 4548/2018 as in force.				
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.				
14. Various announcements.	<i>Non voting item</i>			

- Indicate with an **X** how you wish to vote.

(A shareholder selecting to vote via a representative hereby appointed, and at the latter's discretion, must check for any obligation to communicate the granting of this particular power of proxy pursuant to the provisions of Law 3556/2007.)

I hereby inform you that I have already notified the representative(s) about the obligation of disclosure, pursuant to the provisions of article 128(5) of Law 4548/2018. This proxy form will not be valid following my written communication to the Company at least forty-eight (48) hours before the relevant date of the General Meeting about its revocation.

_____05.2024
The authorizing Shareholder

 [signature & full name of natural person or legal representative of legal person]

NOTES:

- 1. In case of shareholders that are legal entities, the Form of Proxy must bear the name of the company, be signed by its duly authorized officer/s and be accompanied by the required legalization documents.*
- 2. In the case of joint shareholders, the Form of Proxy can be signed solely by the person whose name appears first in the DSS's registry.*
- 3. Access to remote teleconference requires a valid email address and a mobile phone number (shareholder or proxy). In case of appointment of more than one and for identification purposes, only the details of the first declared representative will be taken into account.*
- 4. The filled in and signed representation forms must be submitted or sent by the shareholder by post to the Company's Headquarters at 25, Ermou St., Kifissia (Shareholders Service Department) or by fax to +30 210 8184909 or by email to the addresses amichou@ellaktor.com and gfotogianni@ellaktor.com, in any case at least forty-eight (48) hours before the date of the General Meeting, i.e. by 11:00 of 29th of May 2024. Any declaration of replacement or withdrawal of a designated proxy must be submitted or provided to the Company as per the above within the same deadline. After this deadline, voting via a legally authorized representative before the General Meeting will not be possible.*
- 5. The present appointment shall be automatically revoked in case the shareholder attends in person the General Meeting. It can also be revoked by notifying the Shareholders' Registry Department of the Company in writing or via email no later than 29th of May 2024, at 11:00 hours.*