

## INVITATION

**to the shareholders of the société anonyme under the registered name  
and the distinctive title «ELLAKTOR S.A.» (the «Company»)  
General Commercial Register No.: 251501000 (SA Reg. No: 874/06/B/86/16)  
to the Annual Ordinary General Assembly**

Pursuant to the Law and the Company's Articles of Association and following a decision of its Board of Directors adopted at its meeting of 10<sup>th</sup> of May 2024, the Shareholders of the Company are invited to an Annual Ordinary General Assembly, which will be held on Friday, May 31<sup>st</sup>, 2024, at 11:00 a.m.

The BoD of the Company, decides, in accordance with the procedures set out in this Invitation and according to the Article 125 of the Law 4548/2018, as in force, the par. 3 of the Article 16 of the Company's Articles of Association, the Annual Ordinary General Assembly as well as any Reiterative Meeting to be held by electronic means but also with the physical presence of shareholders, who will have the opportunity to participate in it and exercise their voting rights either remotely, via a real time teleconference, or with the physical presence of shareholders at the venue, in person or by proxy.

More specifically, the Company points out that:

*(a) Remote participation in the meeting is possible through audiovisual and electronic means (teleconference), as well as remote voting either before or during the meeting, according to the provisions of this invitation.*

*(b) Participation of the shareholders in the general meeting is possible by person or through representative who shall vote in accordance with the shareholder's written instructions. For the restriction to the minimum necessary of the number of individuals which shall be present at the place of the meeting at the Company's premises, the Company has indicated specific persons among its employees, which shareholders may authorize to represent them and vote on their behalf in the meeting in accordance with their instructions. Shareholders wishing to make use of the relevant possibility, are kindly requested to contact Investor Relations at (+30) 210 818 5078 and 210 8185076 or by email [IR@ellaktor.com](mailto:IR@ellaktor.com).*

## ITEMS ON THE AGENDA

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.
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.
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.
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.
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.

If the quorum required by Law and the Company's Articles of Association is not achieved and, as a result, decision-making on all or some of the items on the agenda becomes impossible, a potential Reiterative General Meeting shall be held on Thursday, June 6<sup>th</sup>, 2024, at 11:00, in the same way. The agenda items which were not discussed in the first General Meeting shall be discussed in the Reiterative General Meeting; no invitation shall be required for the Resumed General Meeting, pursuant to par. 2 of Article 130 of Law 4548/2018.

In accordance with Articles 121, par. 4, 124 par. 6 and 125 of Law 4548/2018, as in force, the Company informs its shareholders about the following:

#### **I. RIGHT TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING**

The Ordinary General Meeting of May 31<sup>st</sup>, 2024 may be attended with voting rights by persons who appear as shareholders (holders of common, registered shares of the Company) in the Dematerialized Securities System ("DSS"), managed by the company "Hellenic Central Securities Depository Société

Anonyme" ("ELKAT") as of the start of the 5<sup>th</sup> day prior to the date of the initial General Meeting ("Record Date"), i.e. May 26<sup>th</sup>, 2024. The above Record Date shall also apply in case of a Reiterative General Meeting.

The shareholder status as of the Record Date shall be certified online by ELKAT via direct connection of the Company to the DSS files. Therefore, for a shareholder to attend and vote at the General Meeting, he is not required to furnish a relevant written certificate issued by ELKAT.

The Company shall regard that only those listed as shareholders on the respective Record Date are entitled to participate in and vote at the General Meeting, or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

Please note that attendance at the Ordinary General Meeting no longer requires the blocking of shares or observance of any other similar procedure which would limit the shareholders' ability to sell and transfer shares in the period between the Record Date and the date of the General Meeting.

Each common share grants the right to one vote.

The Annual Ordinary General Meeting of May 31<sup>st</sup>, 2024, as well as any Reiterative Meeting, will be held by electronic means but also with the physical presence of shareholders, who will have the opportunity to participate in it and exercise their voting rights either remotely, via a real time teleconference, or with the physical presence of shareholders at the venue, in person or by proxy and submit their questions (see II (b)).

## II. EXERCISING THE RIGHT TO ATTEND AND VOTE

### a) In person or Voting by proxy

Shareholders may attend the Ordinary General Meeting and vote either in person or via legally authorized representatives (proxies). Each Shareholder may appoint up to three (3) proxies. A proxy acting on behalf of more than one shareholders may cast a different vote for each shareholder. If a shareholder holds shares which appear in more than one securities account, such shareholder may appoint a different representative for the shares appearing in each securities account.

Representation forms for the appointment or revocation of a proxy (**Representation - Authorisation /Proxy Form**) are available on the Company's website (<https://ellaktor.com/en/investor-relations/general-assemblies/>) or in printed format at the Company's Headquarters at 25, Ermou St., Kifissia (Shareholder Service Department). 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](mailto:amichou@ellaktor.com) and [gfotogianni@ellaktor.com](mailto: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 May 29<sup>th</sup>, 2024. Any declaration of replacement or withdrawal of an 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 Ordinary General Meeting will not be possible.

A shareholder may designate a proxy for one or more general meetings, for a definite period of time.

The proxy shall vote in accordance with the instructions of the shareholder, if any.

A shareholder's proxy must, prior to the commencement of the Ordinary General Meeting, notify the Company of any specific event which the shareholders might find useful for assessing the risk that said proxy could serve interests other than those of the shareholder.

A conflict of interests might particularly arise if the representative is:

- i. a controlling shareholder of the Company or another legal person or entity subject to the control of such shareholder;
- ii. a member of the Board of Directors or of the management in general of the Company or of a shareholder exercising control over the Company or another legal person or entity which is controlled by a shareholder exercising control over the Company;
- iii. an employee or certified auditor of the Company or of a shareholder exercising control over the Company or another legal person or entity which is controlled by a shareholder exercising control over the Company;
- iv. the spouse of or first degree relative to any of the natural persons mentioned in points i to iii.

#### **b) Participating by teleconference**

Shareholders, or their proxies, may participate and vote remotely in the Ordinary General Meeting of May 31st, 2024, using audiovisual and electronic media. Those, who wish to make use of this option, are kindly requested to notify the Company of their intention, by completing the relevant application at <https://ellaktor.com/en/investor-relations/general-assemblies/> (**Declaration of participation via teleconference**) and by sending the form for the participation in the teleconference, completed and signed, 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](mailto:amichou@ellaktor.com) and [gfotogianni@ellaktor.com](mailto: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 May 29<sup>th</sup>, 2024. The shareholders or their proxies are requested to verify the successful dispatch of the form and receipt thereof by the Company at +30 210 8185078 and +30 210 8185076.

**In the context of the identification process for the verification of the information send by the shareholders or their proxies, via the participation statement, a valid email address and mobile phone number will be required, in addition to the necessary identification information (Full Name-I.D./Corporate Name, DSS number etc.) listed in the relevant form. For this purpose, shareholders are requested to contact without delay the Operator of their Account, where the shares of the Company are kept, or any other intermediary, that provides them with custody services for the shares of the Company, as the case may be, in order to notify them and update all above mentioned (or requested) information.**

Upon confirmation of the shareholder status of each beneficiary, the shareholder or his proxy will receive confirmation of his participation and the relevant instructions for the monitoring and/or voting procedure during the Ordinary General Meeting.

Shareholders, or their proxies, who will participate in the Ordinary General Meeting through the teleconference are considered for the formation of the quorum and majority, and will be able to exercise their rights effectively during the Ordinary General Meeting.

Shareholders or their proxies, who will participate in the teleconference of the Ordinary General Meeting via Internet or by phone, will be able to submit their questions during the Ordinary Meeting on the issues of the Agenda. In any case, for the optimal preparation and coordination of the General Meeting, shareholders are invited to send in advance and in writing their questions to Company's Shareholders Service Department, via e-mail to the addresses [IR@ellaktor.com](mailto:IR@ellaktor.com), [amichou@ellaktor.com](mailto:amichou@ellaktor.com) and [gfotogianni@ellaktor.com](mailto:gfotogianni@ellaktor.com) or by fax to the number +30 210 8184909, at least forty-eight (48) hours before the date of the General Meeting, i.e. by 11:00 of May 29<sup>th</sup>, 2024.

### **III. MINORITY RIGHTS**

Pursuant to par. 4 of Article 121 of Law 4548/2018, the Company hereby informs its shareholders, among other things, that they also have the following rights provided for in paragraphs 2, 3, 4, 5, 6 and 7 of Article 141 of Law 4548/2018:

- i. At the request of one or more shareholders representing 1/20 of the paid-up share capital, the Board of Directors must add items to the agenda of an already convened Ordinary General Meeting, provided that said request has been received by the Board of Directors at least fifteen (15) days before the Ordinary General Meeting, i.e. by 16<sup>th</sup> May 2024. The request to add items to the agenda must be accompanied by the reasons for the addition or by a draft resolution to be submitted to the Ordinary General Meeting for approval. Any revised agenda shall be disclosed in the same manner as that used for the previous agenda thirteen (13) days before the date of the Ordinary General Meeting, i.e. by 18<sup>th</sup> May 2024, and shall also be made available to shareholders on the Company's website, together with the reasons for the addition or the draft resolution submitted by the shareholders. If these issues are not published, the applicant shareholders are entitled to request the postponement of the Ordinary General Meeting, pursuant to par. 5 of Article 141 of N.4548/2018 and publish them themselves, as specified in the second indent of Article 141 par. 2, at the expense of the company. The Board of Directors are not under obligation to add any items to the agenda or to disclose these items or make them publicly available together with the reasons for the addition and the draft resolutions submitted by the requesting shareholders if the contents thereof are apparently incompatible with the law or fair practices.
- ii. One or more shareholders representing 1/20 of the paid-up share capital may submit draft resolutions on items included in the initial or any revised agenda, together with a relevant application which must be submitted to the Board of Directors at least seven (7) days prior to the Ordinary General Meeting, i.e. by 24<sup>th</sup> May 2024. The draft decisions shall be made available to the shareholders, in accordance with the provisions of Article 123, par. 3 of Law 4548/2018, at least six (6) days before the Ordinary General Meeting. The Board of Directors are not under obligation to disclose the draft resolutions submitted by the requesting shareholders if the contents thereof are apparently incompatible with the law or fair practices.
- iii. At the request of any shareholder, submitted to the Company at least five (5) clear days prior to the Ordinary General Meeting, i.e. by 25<sup>th</sup> May 2024, the Board of Directors must provide the General Meeting with the specific information required in relation to the Company's affairs, to the extent that such information is useful to effectively assess the items on the agenda. The Board of Directors may give a single reply to shareholders' requests with the same content. There is no obligation to provide information where the relevant information is already available on the Company's website, particularly in the form of questions and replies. Also, the Board of Directors may refuse to provide such information owing to a valid material reason, which shall be recorded in the minutes. Such a reason may include, as the case may be, the representation of the requesting shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018.
- iv. At the request of one or more shareholders representing 1/10 of the paid-up share capital, to be submitted to the Company at least five (5) complete days prior to the Ordinary General Meeting, i.e. by 25<sup>th</sup> May 2024, the Board of Directors must provide information to the General Meeting about the course of corporate affairs and the Company's assets. The Board of Directors may refuse to provide such information owing to a valid material reason, which shall be recorded in the minutes. Such a reason may include, as the case may be, the representation of the requesting shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018, if the relevant members of the BoD have been provided with sufficient information.
- v. At the request of one or more shareholders representing one twentieth (1/20) of the paid-up capital, the Chairman of the Ordinary General Meeting shall adjourn only once the decision-making process of the General Meeting in relation to all or some of the items on the agenda, also explaining that the adjourned meeting shall resume on the date specified in the shareholders' application, which may not be later than twenty (20) days after the date of adjournment.

Similar deadlines for exercising any shareholder minority rights shall also apply in case of a Resumed General Meeting.

For shareholders to exercise their rights in all the above cases, the shareholder status shall be certified online by ELKAT via direct connection of the Company to the DSS files.

Detailed information about the aforementioned minority rights and the conditions of the exercise thereof are available on the Company's website at [www.ellaktor.com](http://www.ellaktor.com) (link <https://ellaktor.com/en/investor-relations/general-assemblies/>).

#### **IV. AVAILABLE DOCUMENTS AND INFORMATION**

As of the date of publication hereof, this invitation, as well as the other documents, as provided for pursuant to par. 3 and 4 art. 123 L. 4548/2018, i.e. the draft resolutions proposed by the Board of Directors on the agenda items, any draft resolutions proposed by the shareholders, the forms to be used for voting by proxy, the declaration of participation via teleconference, the total number of the existing shares and of the voting rights, as well as any other document defined by Law or the Regulation of Athens Stock Exchange shall be posted on the Company's website at <https://ellaktor.com/en/investor-relations/general-assemblies/> until the date of the General Meeting. Also, Company shareholders may obtain the aforementioned documents in printed format copies from the Company's Shareholders Service Department (25, Ermou St., 145 64 Kifissia).

Kifissia, May 10<sup>th</sup>, 2024

**THE BOARD OF DIRECTORS**