

**Comments-Draft decision of the Extraordinary General Meeting of Shareholders
of the Société Anonyme under the registered name "ELLAKTOR SOCIETE ANONYME"
and the distinctive title «ELLAKTOR S.A.» (the «Company»)
GENERAL COMMERCIAL REGISTER NO.: 251501000 (SA Reg. No: 874/06/B/86/16)
dated 8th July 2024**

Item : Approval of the sale of the total shares held by ELLAKTOR S.A. in its subsidiary company HELECTOR S.A. corresponding to 94.44% of its issued and fully paid-up share capital, to the foreign company MANETIAL LIMITED, a 100% subsidiary of the company under the name "MOTOR OIL (HELLAS) CORINTH REFINERIES S.A." - Granting specific authorization to the Board of Directors of the Company.

Required quorum	Required majority
1/2 (50%)	2/3 (66.67%) of the votes represented in the General Meeting

The Board of Directors of the Company at its meeting of 11.06.2024, taking into account:

(A) The negotiations that have taken place with the Cypriot company MANETIAL LIMITED for the conclusion of an agreement, according to which, the latter will acquire all the shares of ELLAKTOR in its subsidiary HELECTOR S.A., i.e. 185,793 common registered voting shares, representing 94.44% of its total paid-up share capital ("Transferred Shares") for a total consideration of € 114,731,111.00, in accordance with the specific terms and conditions included in the share purchase agreement (the "SPA"), the basic terms of which have been lawfully posted on the Company's official website.

(B) The relationship between the Company and MANETIAL LIMITED which, as a 100% subsidiary of the existing shareholder "MOTOR OIL HELLAS CORINTH REFINERIES S.A.", held by 29.87% of the share capital of the Company, is an affiliated company, as defined in per. a of para. 2 of article 99 of Law 4548/2018, of the Company

(C) The final draft of the Purchase and Sale Agreement, as agreed between the contracting parties, approved by the Bod at its meeting dated on 10.06.2024, the basic terms and conditions of which were posted to the Company's website as a Share Purchase Summary for the information of shareholders (the document is available on the Company's website and specifically at the link <https://ellaktor.com/en/investor-relations/general-assemblies/general-assemblies-2024/extraordinary-general-assembly-july-2024/>) The Board of Directors considered that the terms of this agreement are standard terms and their conclusion is fair and in the interest of the Company.

(D) The Fairness Opinion of AXIA Ventures Group Limited dated 10.06.2024, in accordance with the provisions of article 101 of Law 4548/2018, regarding the reasonableness and fairness of the aforementioned transaction, which was posted on the Company's website and specifically on link <https://ellaktor.com/en/investor-relations/general-assemblies/general-assemblies-2024/extraordinary-general-assembly-july-2024/>, for the information of shareholders.

(E) The decision of the Board of Directors dated 10.06.2024 granting permission by the BoD of the Company for the preparation and signing of the Purchase and Sale Agreement of the Transferred Shares, and indeed by all its Independent non-executive members, in accordance with the provisions of articles 99, 100 and 101 of law 4548/2018, as in force and the fact that the provisions of no. 101 of Law 4548/18, publicity formalities in the GEMI and the Athens Stock Exchange and

(F) The aforementioned transaction is subject to the approval of the General Meeting of ELLAKTOR shareholders as well as all other legally required approvals and licenses, including the approval of the Hellenic Competition Commission.

Having taken into account the above, the Board of Directors **unanimously recommends** to the Extraordinary General Meeting that:

(a) to approve the sale of all shares of HELECTOR S.A. held by ELLAKTOR and corresponds to 94.44% of its total paid-up share capital, to MANETIAL LIMITED, a 100% subsidiary company of MOTOR OIL (HELLAS) CORINTH REFINERIES S.A. in accordance with the terms of the Purchase and Sale Agreement, and

(b) to authorize the Board of Directors to take any action that may be required by ELLAKTOR for the implementation and completion of the Transaction, without restriction, including any amendments to the contractual texts to be concluded.

Finally, it is noted that for the transaction in question, the preparation of an **Information Note is not required**, in accordance with the decision 25/15.04.2024 of the Stock Exchange Management Committee of the Athens Stock Exchange.