

**Draft decisions on the items of the Extraordinary 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 30 January 2025**

Item 1: Increase of the Company's Share Capital by the amount up to €295,963,204.25, by capitalization of part of the account "Share premium account" and increase of the nominal value of each share by an amount of up to €0.85 (eighty-five cents) - Authorisation to the BoD.

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

Following its decision of 24.12.2024, the Board of Directors proposes to the General Meeting of Shareholders, the increase of the Company's share capital, by an amount of up to €295,963,204.25, with capitalization of part of the account "Share premium account" and a corresponding increase in the nominal value of each share by an amount of up to eighty-five cents of the euro (€0.85).

As a result of the above increase by the maximum proposed amount of €295,963,204.25, the share capital of the company will amount to €309,890,884.45, divided into 348,192,005 registered shares, with a nominal value of eighty-nine euro cents (€0.89) 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 2: Reduction of the Company's Share Capital by the amount up to €295,963,204.25, by reducing the nominal value of each share by an amount of up to €0.85 (eighty-five cents) and returning the amount of the Share Capital reduction to shareholders by cash payment - Authorisation to the BoD.

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 General Meeting the reduction of the share capital by an amount of up to €295,963,204.25, with a reduction in the nominal value of each share up to eighty-five euro cents (€0.85), i.e. from up to €0.89 to up to €0.04 per share and the equal return of the above capital to the shareholders, by cash payment, i.e. a return an amount up to eighty five euro cents (€0.85) 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.

It is noted that the amount of capital return to be paid per share is increased by the capital return corresponding to the own shares, which are not entitled to a capital return, held by the Company on the date of determination of the beneficiaries.

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.

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) **Ex-rights date 24.03.2025** (The ex-date is after the expiration, on March 21st 2025, of the Futures Contracts that are traded in the derivatives market and have the Company's share as an underlying security.). From 24.03.2025 the shares of the Company will trade on the Athens Stock without the right to participate in the return of capital.
- b) **Record date** (Date of determination of Beneficiaries) **26.03.2025**
- c) **The payment of the return of share capital is set to begin on 31.03.2025**

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 EL.KAT 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 1 and 2 do not bring about any percentage change to the existing shareholders.

Item 3: 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 Extraordinary 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 ja)

(ja) The Extraordinary General Meeting of Shareholders of January 30, 2025, decided to increase the share capital of the Company by the amount of euro two hundred ninety-five million nine hundred sixty-three thousand two hundred four and twenty-five cents (€295,963,204.25), by capitalizing part of the account "Share premium account" and increasing the nominal value of each share by the amount of eighty-five euro cents (€0.85) and the consequent equal reduction of the share capital by the amount of two hundred ninety-five million nine hundred sixty-three thousand two hundred four and twenty-five cents (€295,963,204.25), with a corresponding reduction of the nominal value of each share by the amount of eighty-five euro cents (€0.85), i.e. from €0.89 to €0.04 per share and the equal return of the above capital to shareholders, by cash payment, i.e. a return of eighty-five euro cents (€0.85) 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.