

«ELLAKTOR S.A.»**V.A.T. No: 094004914, General Commercial Registry (G.E.MI)****No.: 000251501000, (the «Company»)****Announcement****According to article 101 par.2 of Law 4548/2018****(Disclosure of Transactions with Related Parties)**

ELLAKTOR SA (hereinafter the "**Company**"), announces to the investment community that the meeting of its Board of Directors on 15.01.2025, resolved on the following:

The renewal and re-granting, in accordance with the provisions of articles 99, 100 and 101 of Law 4548/2018, as in force, of an authorization for the execution of a contract of the Company with a Related Party (within the meaning of article 99 par. 2 (a) of Law 4548/2018), due to the expiry of the maximum time limit of six months from the relevant permission already granted by the Board of Directors, pursuant to its resolution of 10.06.2024.

Specifically, the Board of Directors granted again its approval for the implementation and completion of the contract signed on 03.07.2024 for the Sale and Purchase of all the Company's shares in HELECTOR SA, including the conclusion of all individual contracts, with the Cypriot company under the legal "**MANETIAL LIMITED**" which, as a 100% subsidiary of the existing shareholder, "**MOTOR OIL HELLAS CORINTH REFINERIES S.A.**", is an affiliated company, as defined in per. a of para. 2 of article 99 of Law 4548/2018, of the Company, according to which:

1. The Company, on 03.07.2024, agreed to sell and transfer, subject to the approval of the Competition Commission which is pending, 185,793 registered voting shares of HELECTOR SA, corresponding to 94.44% of its fully paid-up share capital, owned by the Company, to "MANETIAL LIMITED", for a total consideration of €114,731,111.00, in accordance with the specific terms included in the Sale and Purchase dated 03.07.2024 (the "SPA"). The authorization of the Board of Directors for the signing of the Share Purchase Agreement was granted by virtue of its resolution of 10.06.2024, which was legally published in the General Commercial Register (G.E.M.I.) with Registration Number 4220705/13.06.2024.
2. It is noted that the above decision of the Board of Directors was taken on the basis of the -valuation report ("fairness opinion") dated 13.01.2025 of the independent financial adviser "AXIA Ventures Group Limited", on the fairness and reasonableness of the transaction, which was accepted by the Board of Directors of the Company.
3. Given that on 11.12.2024 the maximum period of six months from the date of the relevant decision for the duration of the aforementioned permit provided for in par. 1 of Art. 100 of L. 4548/2028 as in force, while the approval of the Competition Commission is still pending, which does not yet allow the completion of the licensed transaction as above, the Board of Directors, by virtue of its decision of 15.01.2025, renews its approval of 10.06.2024 pursuant to no. 99, which it grants again in accordance with the provisions of the art. 99-101 of L. 4548/2018, for the implementation and completion of the Share Purchase and Sale Agreement, regarding the transfer of all shares of HELECTOR S.A, the Company's ownership, to the Cypriot limited liability company "MANETIAL

LIMITED" as purchaser, which is a 100% subsidiary of the existing shareholder, the company "MOTOR OIL HELLAS CORINTH REFINERIES S.A.", and is a related company as defined in case (a) of the par. 2 of the article 99 of Law 4548/2018 of the Company. The granting of the above special license was also carried out based on the evaluation report ("fairness opinion") of the independent auditing company "AXIA Ventures Group Limited", dated 13.01.2025, on the fairness of the transaction, which was accepted by the Board of Directors of the Company.

4. The approval of the above contract was granted by the Board of Directors of the Company, in accordance with the provisions of articles 99 et seq. of Law 4548/2018, as in force and complied with no. 101 of Law 4548/18, publicity formalities. The aforementioned transaction is subject to the approval of all legally required approvals and licenses, including the approval of the Hellenic Competition Commission.

Kifissia, 15.01.2025

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