

**Draft decisions on the items of the Annual Ordinary 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)

July 10th, 2025

Item 1: Submission for approval of the Annual Financial Report (Company and Group) for the financial year 01.01.2024 - 31.12.2024, which includes the Standalone and Consolidated Annual Financial Statements along with the relevant Reports, including the Sustainability 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 01.01.2024 - 31.12.2024.

Required quorum	Required majority
1/5 (20%)	50% + 1 of the votes represented in the General Meeting

The following shall be presented:

The **Annual** (Company and Group) **Financial Report** for the year 01.01.2024 - 31.12.2024, which includes:

A. The Annual Corporate and Consolidated Financial Statements with the:

- Statement of Financial Position
- Income Statement
- Statement of Comprehensive Income
- Changes of Changes in Equity
- Statement of Cash Flows

Together with the accompanying Notes.

B. The Annual Report of the Board of Directors to the Shareholders on the Corporate and Consolidated Financial Statements for the financial year 01.01.2024 to 31.12.2024, the Explanatory Report (Article 4 par. 7 and 8 of Law 3556/2007), the Corporate Governance Statement and Sustainability Report, all the foregoing in accordance with the provisions of Articles 150-154 as well as 154A and 154C of Law 4548/2018, as amended and supplemented by Law 5164/2024 and currently in force.

C. The Audit Report of "Grant Thornton" audit firm.

The Annual Financial Report is already available on the Company's website <https://ellaktor.com/en/investor-relations/financial-information/annual-financial-report/>.

It will be suggested that **a)** the annual (Company and Group) financial report for the year 01.01.2024 to 31.12.2024, with the Annual Corporate and Consolidated Financial Statements, the Reports and Declarations be approved, and that **b)** the results be allocated and that no dividend be distributed for the year ended on 31.12.2024, in accordance with the applicable legal and regulatory framework.

Draft resolution on the aforementioned item on the agenda:

"The Annual General Meeting having voted legally with valid votes which correspond to percent of the share capital with voting rights, adopted with votes, namely percent of the attending shareholders, a) the Annual (Company and Group) Financial Report for the tax year 2024,

the Annual Corporate and Consolidated Financial Statements, the Annual Report of the Board of Directors and its other Reports and Declarations, the Audit Report of the auditors and b) the allocation of results and the non distribution of dividends for the tax year 2024, in accordance with the applicable legal and regulatory framework”.

Item 2: Presentation by the Chairman of the Audit Committee, of the Activity Report for the financial year 2024.

In compliance with the provisions of Article 44, paragraph 1 (case f) of Law 4449/2017, the Activity Report of the Audit Committee for the year 2024 shall be submitted to the Ordinary General Meeting, it will be presented by the Chairman of the Audit Committee, with detailed reference to its actions and the matters with which it dealt during the financial year 2024, the most salient of which are as follows:

- Examination and evaluation of the effectiveness and efficiency of the procedures of the Internal Control System,
- Discussion of the external auditors’ Audit Schedule prior to its implementation, assessment of the audit fields and the areas of focus of the audit,
- Information of the Board of Directors on the procedures for the preparation of the financial statements and on other issues related to auditing by a chartered accountant,
- Examination and evaluation of the Company’s financial statements,
- Evaluation of the Internal Auditor reports,
- Compliance with the Corporate Governance framework,
- Consideration of Sustainable Development Issues, the monitoring and oversight of which have been assigned by the Board of Directors to the Sustainability Committee,
- Awareness of the main risks for the Company,
- Conducting an annual self-assessment and an assessment of the sufficiency of its current Rules of Procedures.

The aforementioned Annual Activity Report of the Audit Committee for 2024 was presented to the Shareholders and is available on the Company’s website and in particular at the link <https://ellaktor.com/en/investor-relations/general-assemblies/>.

Item 3: Submission of the Joint Report of the Independent Non-Executive Members of the Company’s Board of Directors for the year 2024, in accordance with Article 9, paragraph 5 of Law 4706/2020.

This item which is not put to the vote is a joint Report of the Independent Non-Executive Members of the Board of Directors of the Company for the year 2024 and is submitted to the General Meeting of Shareholders, in accordance with the provisions of paragraph 5 of Article 9 of Law 4706/2020.

The full text of the Joint Report of the Independent Non-Executive Members of the Board Directors is posted on the Company’s website, specifically at the link <https://ellaktor.com/en/investor-relations/general-assemblies/>.

Item 4: Approval of the overall management that took place during the tax year 2024, pursuant to Article 108 of Law 4548/2018 and release of the certified auditors from liability for the tax year 2024, in accordance with Article 117 par. 1 case (c) of Law 4548/2018.

Required quorum	Required majority
1/5 (20%)	50% + 1 of the votes represented in the General Meeting

The Board of Directors recommends to the Ordinary General Meeting to approve, in accordance with Article 108 of Law 4548/2018, the overall management during the financial year 01.01.2024 to 31.12.2024, and release pursuant to Article 117 par. 1 case (c) of Law 4548/2018, the certified auditors from any liability for the financial year 01.01.2024 to 31.12.2024.

Draft decision on the aforementioned item on the agenda:

"The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the overall management, in accordance with Article 108 of Law 4548/2018, during the tax year 2024, and the release of the certified auditors from any liability for the tax year 2024, in accordance with Article 117 par. 1 case (c) of Law 4548/2018."

Item 5: Submission for discussion and adoption by the General Meeting of the Remuneration Report of the Board of Directors for the corporate year 2024 (01.01.2024-31.12.2024)

Required quorum	Required majority
1/5 (20%)	50% + 1, of the votes represented in the General Meeting

The Board of Directors, following the prior agreement of the Nominations and Remuneration Committee on the final draft of the Remuneration Report for the 2024 tax year in accordance with the provisions of Article 11(c), of Law 4706/20, submits the Report to the Regular General Meeting for discussion and voting, in accordance with Article 112 of Law 4548/2018.

This Report was prepared based on the principles contained in the current Remuneration Policy of the Company and includes an overview of all the remuneration received by the executive and non-executive Members of the Board of Directors within the financial year 2024 by all the companies of the ELLAKTOR group, in accordance with the specific provisions of article 112 of Law 4548/2018.

There were no deviations from the Company's Remuneration Policy during the 2024 financial year.

It is noted that the Company's auditors have confirmed that the Remuneration Policy includes the required information of Article 112 of Law 4548/2018, as applicable.

The full text of the Remuneration Report for 2024 was submitted to the Shareholders and is available on the Company's website for a period of ten years <https://ellaktor.com/en/investor-relations/general-assemblies/> as required by law.

It is noted, that under par. 3 of Article 112 of Law 4548/2018, the shareholders' vote on the aforementioned Remuneration Report is of an advisory nature. The Board of Directors will explain in the next remuneration report, the manner in which the above voting result was obtained during the Ordinary General Meeting.

Draft resolution on the aforementioned item on the agenda:

"The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, provided a positive advisory vote pursuant to Article 112, of Law 4548/2018, with votes....., i.e. a percentage of of the shareholders in attendance, for the Remuneration Report of the Board of Directors for Fiscal Year 2024, which covers the total salaries earned by the Board of Directors during the fiscal year 2024, in accordance with the Company's applicable Remuneration Policy".

Item 6: Election of an Auditing Firm for the regular audit of the Individual and consolidated financial statements of the Company and the granting of the annual tax certificate of the current corporate year 2025 (01.01.2025– 31.12.2025)- Determination of its fee.

Required quorum	Required majority
1/5 (20%)	50% + 1, of the votes represented in the General Meeting

The Board of Directors, following a recommendation by the Company's Audit Committee and in accordance with the provisions of Regulation (EU) No. 537/2014 (Article 16), proposes to the Annual General Meeting of Shareholders the appointment of the audit firm 'Grant Thornton' (SOEL Reg. No. 127) for the statutory audit of the annual standalone and consolidated financial statements for the fiscal year 2025, the review of the interim standalone and consolidated financial statements for the same period, and the issuance of the tax compliance certificate. Finally, it proposes that the remuneration of 'Grant Thornton' for the provision of the aforementioned services be determined following a relevant offer submitted by the firm.

It must be noted that all independent Directors agreed to the assignment of the audit of the annual corporate and consolidated financial statements to "Grant Thornton" and the aforementioned persons, in accordance with Article 124, par. 8 of Law 4548/2018.

Draft resolution on the aforementioned item on the agenda:

"The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the election of the audit firm "Grant Thornton" (SOEL Reg. No. 127), to audit the annual corporate and consolidated financial statements of the financial year from 01.01.2025 to 31.12.2025, to review the interim financial statements of the same financial year, and to issue a tax certificate, and that its fee for the provision of the above services be determined after a relevant quote by the above company."

Item 7: Appointment of an Audit Firm to provide assurance on the Sustainability Report for the current fiscal year 2025 (01.01.2025–31.12.2025).

Required quorum	Required majority
1/5 (20%)	50% + 1, of the votes represented in the General Meeting

The Board of Directors, following a recommendation by the Company's Sustainability Committee and in accordance with the relevant provisions of Law 5164/2024, proposes to the Annual General Meeting of Shareholders the appointment of the audit firm 'Grant Thornton' (SOEL Reg. No. 127) for the provision of assurance services on the Sustainability Report for the current fiscal year 2025 (01.01.2025–31.12.2025). Finally, it proposes that the remuneration of 'Grant Thornton' for the provision of the aforementioned services be determined based on a relevant offer submitted by the said firm."

"The Annual General Meeting, following a lawful vote with valid votes, corresponding to% of the paid-in share capital with voting rights, approved with votes, i.e.% of the shareholders present, the appointment of the audit firm 'Grant Thornton' (SOEL Reg. No. 127) for the provision of assurance services on the Sustainability Report for the current fiscal year 2025 (01.01.2025–31.12.2025). Finally, the remuneration of 'Grant Thornton' for the provision of the aforementioned services shall be determined based on a relevant offer submitted by the said firm."

Item 8: Distribution of part of Other Reserves formed by taxed profits of previous years of the Company to members of the Board of Directors, to management executives and to employees. Granting relevant authorization.

Required quorum	Required majority
1/5 (20%)	50% + 1, of the votes represented in the General Meeting

Following the relevant recommendation of the Remuneration and Nominations Committee, the Board of Directors proposes to the current General Meeting the distribution to members of the Board of Directors, executives, and employees of a part of the Company's Other extraordinary Reserves, formed from taxable profits from previous fiscal years, up to €11,750,000.

The aforementioned distribution is within the scope of the approved Remuneration Policy and aims to reward the efforts of Board of Directors members, executives, and employees, as well as to increase their efficiency, and is directly based on their performance and contribution to the Company's and Group's overall long-term development.

It also recommends to the General Meeting that the Board of Directors be empowered to determine the beneficiaries and other other conditions for the implementation of this decision.

Draft resolution on the aforementioned item on the agenda:

"The Annual General Meeting, following a legal vote with..... valid votes equivalent to a percentage..... of the paid-up share capital with voting rights, approved by votes....., i.e. a percentage of..... of the shareholders in attendance, the distribution of a part of the Company's Other Reserves derived from prior years' taxable profits, up to the total amount of €11,750,000 to members of the Board of Directors, executives, and employees, as a reward based on the evaluation of their performance, during the financial year 2024 in accordance with the Company's Remuneration Policy. Grant of relevant authorization to the Board of Directors to determine the beneficiaries, the final amount per person and other conditions for the implementation of this decision, in accordance with the Company's Remuneration Policy and its internal procedures."

Item 9: Approval of an Own Share Buyback Program, pursuant to Article 49 of Law 4548/2018, for all uses permitted by law, including, inter alia, the distribution of shares to employees and/or members of the management of the Company and affiliated companies, within the meaning of the Article 32 of the Law 4308/2014, according to the provisions of the Article 114 of the L. 4548/2018. Granting of relevant authorization to the Board of Directors for the implementation of the Program.

Required quorum	Required majority
1/5 (20%)	50% + 1, of the votes represented in the General Meeting

The Board of Directors proposes to the present General Meeting the approval of a Share Buyback Program in accordance with Article 49 of Law 4548/2018, for any legally permissible use, including, among others, the distribution of shares to employees and/or members of the management of the Company and its affiliated entities, as defined in Article 32 of Law 4308/2014, pursuant to the provisions of Article 114 of Law 4548/2018, as in force. The acquisition of treasury shares shall be conducted directly or indirectly by the Company through the Athens Stock Exchange, as follows:

- The nominal value of the treasury shares to be acquired shall not exceed ten percent (10%) of the Company's paid-in share capital at any given time.
- The proposed buyback program shall be completed within the legally prescribed period of twenty-four (24) months, i.e., from 10.07.2025 to 10.07.2027, provided such purchases are, as applicable, to the benefit of the Company and subject to the availability of sufficient funds.
- The treasury shares may be used for any and all purposes permitted by applicable legislation, including capital reduction and distribution to personnel.
- The maximum purchase price per treasury share shall be three euros (€3.00), and the minimum purchase price shall be thirty euro cents (€0.30) per share.

The Board of Directors further proposes that it be granted the authority to determine all details of the program, to handle all required formalities and procedures, and to generally implement the Program."

Draft resolution on the above agenda item:

"The Annual General Meeting, following a lawful vote with valid votes, corresponding to% of the paid-in share capital with voting rights, approved with votes, i.e.% of the shareholders present, the Share Buyback Program pursuant to Article 49 of Law 4548/2018, for any legally permissible use, including, among others, the distribution of shares to employees and/or members of the management of the Company and its affiliated entities, as defined in Article 32 of Law 4308/2014, in accordance with Article 114 of Law 4548/2018, as in force, up to a limit of ten percent (10%) of the Company's paid-in share capital, with a duration of twenty-four (24) months from the date of its approval by the General Meeting, i.e., from 10.07.2025 to 10.07.2027, with a minimum purchase price of thirty euro cents (€0.30) and a maximum purchase price of three euros (€3.00) per share, and grants authority to the Board of Directors to implement the Program."

Item 10: 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.

Required quorum	Required majority
1/5 (20%)	50% + 1, of the votes represented in the General Meeting

Due to the wide objects of the Company, including the establishment of and direct and indirect participation in other companies, in accordance with the Law and the Articles of Association, the Board of Directors will recommend to the Ordinary General Meeting to give permission to the Company Directors, as well as the Managers of the Company to participate in the Board of Directors or the Management of subsidiary or affiliated Group companies, as well as of legal entities in which the Company or other Group companies participate directly or indirectly and which are engaged in objects similar or related to the Company's objects.

Draft decision on the aforementioned item on the agenda:

"The Ordinary General Meeting, following a lawful vote with valid votes, corresponding to percent of the paid-up share capital with voting rights, approved with votes, namely percent of the attending shareholders, the participation of the Directors, as well as the Executives of the General Management and the Managers of the Company, in the Board of Directors or the Management of subsidiary or affiliated Group companies as well as of legal entities in which the Company or other Group companies participate directly or indirectly and which are engaged in objects similar or related to the Company's objects."

Item 11: Approval of the sale of the 100% subsidiary company, AKTOR CONCESSIONS SINGLE-MEMBER S.A., to the company under the name 'Aktor Société Anonyme of Holdings, Technical and Energy Projects'. Granting of special authorization to the Board of Directors of the Company."

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

The Board of Directors, following its meetings held on **April 30, 2025**, and **June 19, 2025**, and after taking into consideration that:

A. In March 2025, the company "Aktor Société Anonyme of Holdings, Technical and Energy Projects" ("Aktor") submitted a non-binding offer (the "**Offer**") to acquire all the shares of the 100% subsidiary company, AKTOR CONCESSIONS SINGLE MEMBER SOCIÉTÉ ANONYME (the "**Target Company**"). The Offer was subject to the usual terms and conditions for transactions of this nature. The Company's Board of Directors decided to grant Aktor an exclusivity period for negotiating and finalizing the agreement until April 30, 2025, during which the Parties negotiated the transaction documents and Aktor conducted the required due diligence in relation to the Target Company.

B. The subsequent signing of the Share Purchase Agreement (the "SPA") on April 30, 2025, whose effectiveness is subject, among other things, **to the approval of the Hellenic Competition**

Commission, the approval of the Company's shareholders, and the receipt of all other necessary approvals from the Company's competent bodies and the relevant authorities. The total consideration for the transaction is based on an Enterprise Value of €367 million, on a cash-free, debt-free basis.

C. The final draft of the SPA, as agreed between the contracting parties, including its key terms and conditions, was delivered to the members of the Board of Directors as a **Share Purchase Summary**, which is available on the Company's website, specifically at the link: <https://ellaktor.com/informations/genikes-syneleyseis/>. During its meeting on April 30, 2025, the Board of Directors concluded that the terms are customary and that entering into the agreement is fair and in the Company's best interest.

D. The Fairness Opinion provided by **ALPHA BANK** (April 2025), in accordance with Article 101 of Law 4548/2018, regarding the fairness and reasonableness of the transaction mentioned under point A above, which has been published on the Company's website at the link: <https://ellaktor.com/informations/genikes-syneleyseis/>, for the shareholders' information.

Accordingly, the Board of Directors unanimously recommends to the Ordinary General Meeting that it:

- (a) Approves the sale of all the shares of the 100% subsidiary company AKTOR CONCESSIONS SINGLE MEMBER SOCIÉTÉ ANONYME to the company "Aktor Société Anonyme of Holdings, Technical and Energy Projects";
- (b) Approves the specific terms and conditions of the Share Purchase Agreement dated April 30, 2025, as published on the Company's official website; and
- (c) Authorizes the Board of Directors to take any actions required by ELLAKTOR for the execution and completion of the transaction under review.

Finally, it is noted that for the transaction in question, the preparation of an Information Memorandum is not required, pursuant to decision 25/15.04.2024 of the Executive Committee of the Athens Stock Exchange.

Item 12: Various Notifications

The Management of the Company will refer to the important developments and other matters concerning its smooth operation.