

DISCLAIMER - IMPORTANT

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Announcement of the Publication of the Prospectus of “Athens International Airport S.A.”

“Athens International Airport S.A.” (the “**Company**” or “**AIA**”) and “Hellenic Republic Asset Development Fund S.A.”, (the “**HRADF**” or the “**Selling Shareholder**”) announce that, as of 24.01.2024, they make available to investors in Greece the prospectus, as approved by the Board of Directors of the Hellenic Capital Market Commission (“**HCMC**”) at its meeting held on 24.01.2024, which was drafted in English and includes a Greek translation of the Summary (ΠΕΠΛΗΘΙΣΤΙΚΟ ΣΗΜΕΙΩΜΑ) thereof, in accordance with Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), the delegated Regulations (EU) 2019/979 and 2019/980, articles 57-68 of Greek Law 4706/2020, as in force, and Resolution 1/892/13.10.2020 of the HCMC (the “**Prospectus**”), in relation to the offering by HRADF, to the public in Greece of existing ordinary registered voting shares issued by the Company (the “**Greek Public Offering**”) and the listing of all 300,000,000 ordinary shares issued by the Company (the “**Ordinary Shares**”) for trading on the Regulated Securities Market of the Athens Stock Exchange (the “**ATHEX**”), by virtue of the resolutions of the board of directors of HRADF, dated December 21, 2023 and January 22, 2024 and the resolutions of the general meeting of the Company’s shareholders, dated December 4, 2023.

The Company is not offering any shares in the Greek Public Offering and will not receive any proceeds from the sale of the Offer Shares, the net proceeds of which will be received by the Selling Shareholder.

HRADF’s board of directors, *inter alia*, approved the offering of its 30% shareholding in the Company, corresponding to 90,000,000 existing ordinary registered voting shares, each with a nominal value of €1.00 (the “**Offer Shares**”) through a combined offering consisting of the Greek Public Offering and an offering to institutional investors outside of Greece, pursuant to a private placement (the “**Institutional Offering**”), in the context of the listing of the Ordinary Shares for trading on the Regulated Securities Market of the ATHEX.

More specifically, the Offer Shares will be initially split between the Greek Public Offering and the Institutional Offering as follows: (i) 12,545,455 Offer Shares will be offered in the Greek Public Offering and (ii) 72,272,727 Offer Shares will be offered in the Institutional Offering. In case of excess demand, the Selling Shareholder may sell to investors up to 5,181,818 over-allotment shares as follows: (i) up to 954,545 over-allotment shares in the Greek Public Offering, and (ii) up to 4,227,273 over-allotment shares, in the Institutional Offering.

The underwriters of the Greek Public Offering (Alpha Bank, Eurobank, National Bank of Greece, Piraeus Bank, Ambrosia Capital, Euroxx and Pantelakis Securities, collectively, the “**Greek Underwriters**”) do not guarantee that all of the shares allocated in the Greek Public Offering will be subscribed by investors and, in such case, the Greek Underwriters are not required to subscribe and pay for any unsubscribed shares, as they have undertaken only to place Offer Shares to investors in Greece, on a best effort basis.

Additional information regarding AIA, the Offer Shares, the Selling Shareholder and the Greek Public Offering (including, for example, but not limited to, the process that investors need to follow in order to participate in the Greek Public Offering of the Offer Shares) and the terms and conditions of the Greek Public Offering and allocation of the Offer Shares is set out in the Prospectus, and more specifically under section 19 «TERMS AND CONDITIONS OF THE COMBINED OFFERING».

Set out below is the expected timetable for the Greek Public Offering:

Event	Date⁽¹⁾
Ascertainment by the Listings and Market Operation Committee of ATHEX, of the fulfillment, in principle, of the prerequisites for the listing of the Company's Ordinary Shares on the Main Market of the ATHEX	January 23, 2024
Approval of the Prospectus by the HCMC	January 24, 2024
Publication of the Prospectus on the Company's, the Selling Shareholder's, the Greek Public Offering Underwriters', and ATHEX's websites	January 24, 2024
Publication of an announcement regarding the availability of the Prospectus in the Daily Statistical Bulletin of the ATHEX, the Greek Public Offering Coordinators' and the Company's and Selling Shareholder's websites	January 24, 2024
Publication of an announcement inviting investors to participate in the Greek Public Offering in the Daily Statistical Bulletin of the ATHEX, the Company's, the Selling Shareholder's and the Greek Public Offering Coordinators websites	January 24, 2024
Commencement of the Greek Public Offering	January 25, 2024
Finalization of the Greek Public Offering	February 1, 2024
Determination of the Offering Price	February 1, 2024
Publication of an announcement setting the Offering Price in the Daily Statistical Bulletin of the ATHEX, the Company's and Selling Shareholder's websites	February 2, 2024
Publication of a detailed announcement concerning the outcome of the Greek Public Offering in the Daily Statistical Bulletin of the ATHEX and on the Company's and Selling Shareholder's websites	February 6, 2024
Release of blocked funds of Retail Investors and payment day for all investors	February 6, 2024
Publication of the announcement stating the Trading Date of the Ordinary Shares in the Daily Statistical Bulletin of the ATHEX and on the Company's and Selling Shareholder's websites	February 6, 2024
Commencement of trading of the Ordinary Shares	February 7, 2024
Commencement of Stabilization Period	February 7, 2024
End of Stabilization Period (no later than)	March 7, 2024
Last day to exercise Put Option	March 15, 2024

(1) Investors should note that the above timetable is indicative and subject to change, in which case AIA and the Selling Shareholder will duly and timely inform the investors pursuant to a public announcement that will be published on the ATHEX Daily Statistical Bulletin, the website of the Selling Shareholder and the website of the Company.

This Prospectus will be made available to investors in electronic form as of 24.01.2024 on the following websites:

- ATHEX: <http://www.helex.gr/el/web/guest/company-prospectus>
- Company: <https://www.aia.gr/investors>
- Selling Shareholder: <https://hradf.com/en/athens-international-airport/>

Greek Underwriters:

- Eurobank: <https://www.eurobank.gr/en/group/investor-relations/prospectuses/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae/>
- Alpha Bank: <https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia>
- National Bank of Greece: <https://www.nbg.gr/el/footer/enimerwtika-deltia>
- Piraeus Bank: <https://www.piraeusholdings.gr/aia>
- Ambrosia Capital: <https://ambrosiacapital.gr/aia>
- Euroxx: <https://www.euroxx.gr/gr/content/article/aia>
- Pantelakis Securities: <https://www.pantelakis.gr/pantelakis/services/el-venizelos-airport/>

According to article 21 paragraph 5 of the Prospectus Regulation, the HCMC shall publish on its website (http://www.hcmc.gr/el_GR/web/portal/elib/delta) all prospectuses approved.

In addition, throughout the Greek Public Offering, printed copies of the Prospectus will be made available to investors at no extra cost, if requested, at the premises of the Company (Athens International Airport, Administration Building (17), Spata 190 19, Attica), the premises of the Selling Shareholder (6 Karageorgi Servias St., 10562 Athens, Greece), the central offices and branch network of Eurobank Alpha Bank, National Bank of Greece and Piraeus Bank and also the central offices of Ambrosia Capital, Euroxx and Pantelakis Securities.

Athens, January 24th, 2024

Athens International Airport S.A. and Hellenic Republic Asset Development Fund S.A.

IMPORTANT DISCLAIMER

The information contained in this announcement is for background purposes only and does not purport to be full or complete.

Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any Offer Shares except on the basis of the information contained in the Prospectus.

This announcement has been prepared for information purposes only and does not constitute or form a part of any offer of securities for sale or solicitation of an offer to purchase or subscribe for securities in any jurisdiction in which such offers or sale are unlawful, including the United States, Australia, Canada, Japan, South Africa, or in any jurisdiction in which such offers or sales are unlawful or constitute a breach of any applicable regulations (the "Excluded Territories"). The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") and may not be offered or sold in the United States absent registration or an exemption from, or in a transaction not subject to, registration under the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. The Offer Shares may be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the US Securities Act, and outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act. There will be no public offer of securities in the United States. Further, the Offer Shares referred to herein will not be registered and may not be offered or sold under any applicable securities laws of any state, province, territory, country or jurisdiction of the Excluded Territories. Accordingly, unless an exemption under relevant securities laws is applicable, any such Offer Shares may not be offered, sold, resold, taken up, exercised, renounced, transferred, delivered or distributed, directly or indirectly, in or into the Excluded Territories or any other jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration of such Offer Shares in, the relevant jurisdiction.

Any offer of Offer Shares in any member state of the European Economic Area (the "EEA") (each a "Member State") (with the exception of Greece) will be made pursuant to an exemption under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the "Prospectus Regulation") from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in any Member State pursuant to an exemption under the Prospectus Regulation. In any member state of the EEA, other than Greece, that has implemented the Prospectus Regulation (each a "Relevant Member State"), the announcement is only addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation ("Qualified Investors").

Any offer of the Offer Shares in the United Kingdom will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation") from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in the United Kingdom pursuant to an exemption under the UK Prospectus Regulation. In the United Kingdom, the announcement is being distributed only to, and is directed only at, "qualified investors" within the meaning of Regulation 2(e) of the UK Prospectus Regulation as amended and supplemented (including by the UK Prospectus Amendment Regulations 2019 and Financial Services and Markets Act 2000 (Prospectus) Regulation 2019), who are also persons: (i) who have professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "Order"); (ii) who are high net worth bodies

corporate, unincorporated associations and partnerships or the trustee of high value trusts falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated.

The offering of the Offer Shares may be influenced by a range of circumstances, such as market conditions, and there is no guarantee that the offering will proceed to closing and that the listing will occur.