

## INVITATION

**to the 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)  
to an Extraordinary General Meeting**

Pursuant to the Law and the Company's Articles of Association and following a decision of its Board of Directors adopted at its meeting of December 24<sup>th</sup>, 2024, the Shareholders of the Company are invited to an Extraordinary General Meeting, to be held on Thursday, January 30<sup>th</sup>, 2025, at 11:00 a.m., at the Company's Headquarters at 25, Ermou St., Kifissia.

The BoD of the Company, decided, in accordance to the Article 125 of the Law 4548/2018, as in force, article 16 par. 3 of the Articles of Association, as in force and in accordance with the procedures set out in this Invitation, the Extraordinary General Meeting of the Company and any Reiterative Meeting will be held exclusively through electronic means, with no physical presence of the shareholders, who will be able to participate and exercise their voting rights remotely, via a real time teleconference, with no physical presence of the shareholders at the place where is being held, in person or by proxy, in order to discuss and decide upon the following items of the Agenda:

### ITEMS ON THE AGENDA

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.
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.
3. Amendment of article 5 of the Company's Articles of Association.

If the quorum required by Law and the Company's Articles of Association is not achieved and, as a result, decision-making on all or some of the items on the agenda becomes impossible, a potential Reiterative General Meeting shall be held by 06.02.2025, at 11:00, in the same way and with the same items of the initial agenda, which were not discussed; no invitation shall be required to be published for the Resumed General Meeting, pursuant to par. 2 of Article 130 of Law 4548/2018.

In accordance with Articles 121, para. 4, 124 par. 6 and 128 of Law 4548/2018, as in force, the Company informs its shareholders about the following:

### I. RIGHT TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING

The Extraordinary General Meeting of January 30<sup>th</sup>, 2025 may be attended with voting rights by persons who appear as shareholders (holders of common, registered shares of the Company) in the Dematerialized Securities System ("DSS"), managed by the company "Hellenic Central Securities Depository Société Anonyme" ("ELKAT") as of the start of the 5<sup>th</sup> day prior to the date of the initial General Meeting ("Record Date"), i.e. January 25<sup>th</sup>, 2025. The above Record Date shall also apply in case of a Reiterative General Meeting.

The shareholder status as of the Record Date shall be certified online by ELKAT via direct connection of the Company to the DSS files. Therefore, for a shareholder to attend and vote at the General Meeting, he is not required to furnish a relevant written certificate issued by ELKAT.

The Company shall regard that only those listed as shareholders on the respective Record Date are entitled to participate in and vote at the Extraordinary General Meeting, or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4569/2018, L. 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

Please note that attendance at the Extraordinary General Meeting no longer requires the blocking of shares or observance of any other similar procedure which would limit the shareholders' ability to sell and transfer shares in the period between the Record Date and the date of the Extraordinary General Meeting.

Each common share grants the right to one vote.

The Extraordinary General Meeting of January 30<sup>th</sup>, 2025 will be held exclusively through electronic means (teleconference) without shareholders' (or proxies') physical presence. Shareholders (or their proxies) will remotely participate in the General Meeting via a real time teleconference and exercise their voting rights on the items of the Agenda, and submit their questions (see II (b)).

## II. EXERCISING THE RIGHT TO ATTEND AND VOTE

### a) Voting by proxy

Shareholders may attend the Extraordinary General Meeting and vote either in person or via legally authorized representatives (proxies). Each Shareholder may appoint up to three (3) proxies. A proxy acting on behalf of more than one shareholders may cast a different vote for each shareholder. If a shareholder holds shares which appear in more than one securities account, such shareholder may appoint a different representative for the shares appearing in each securities account.

Representation forms for the appointment or revocation of a proxy (**Representation - Authorisation /Proxy Form**) are available on the Company's website (<https://ellaktor.com/en/investor-relations/general-assemblies/>) or in printed format at the Company's Headquarters at 25, Ermou St., Kifissia (Shareholder Service Department). The filled in and signed representation forms must be submitted or sent by the shareholder by post to the Company's Headquarters at 25, Ermou St., Kifissia (Shareholders Service Department) or by fax to +30 210 8184909 or by email to the addresses [amichou@ellaktor.com](mailto:amichou@ellaktor.com) and [gfotogianni@ellaktor.com](mailto:gfotogianni@ellaktor.com), in any case at least forty-eight (48) hours before the date of the Extraordinary General Meeting, i.e. by 11:00 of January 28<sup>th</sup>, 2025. Any declaration of replacement or withdrawal of a designated proxy must be submitted or provided to the Company as per the above within the same deadline. After this deadline, voting via a legally authorized representative before the General Meeting will not be possible.

A shareholder may designate a proxy for one or more general meetings, for a definite period of time.

The proxy shall vote in accordance with the instructions of the shareholder, if any.

A shareholder's proxy must, prior to the commencement of the Extraordinary General Meeting, notify the Company of any specific event which the shareholders might find useful for assessing the risk that said proxy could serve interests other than those of the shareholder.

A conflict of interests might particularly arise if the representative is:

- i. a controlling shareholder of the Company or another legal person or entity subject to the control of such shareholder;
- ii. a member of the Board of Directors or of the management in general of the Company or of a shareholder exercising control over the Company or another legal person or entity which is controlled by a shareholder exercising control over the Company;
- iii. an employee or certified auditor of the Company or of a shareholder exercising control over the Company or another legal person or entity which is controlled by a shareholder exercising control over the Company;
- iv. the spouse of or first degree relative to any of the natural persons mentioned in points i to iii.

#### **b) Participating by teleconference**

Shareholders, or their proxies, may participate and vote remotely in the Extraordinary General Meeting of January 30<sup>th</sup>, 2025, using audiovisual and electronic media. Those, who wish to make use of this option, are kindly requested to notify the Company of their intention, by completing the relevant application available at the Company' website at the following link <https://ellaktor.com/en/investor-relations/general-assemblies/> (**Declaration of participation via teleconference**) and by sending the form for the participation in the teleconference, completed and signed, by post to the Company's Headquarters, at 25, Ermou St., Kifisia (Shareholders Service Department) or by fax to +30 210 8184909 or by email to the addresses [amichou@ellaktor.com](mailto:amichou@ellaktor.com) and [gfotogianni@ellaktor.com](mailto:gfotogianni@ellaktor.com), in any case at least forty-eight (48) hours before the date of the Extraordinary General Meeting, i.e. by 11:00 of January 28<sup>th</sup>, 2025. The shareholders or their proxies are requested to verify the successful dispatch of the form and receipt thereof by the Company at +30 210 8185078 and +30 210 8185076.

**In the context of the identification process for the verification of the information send by the shareholders or their proxies, via the participation statement, a valid email address and mobile phone number will be required, in addition to the necessary identification information (Full Name-I.D./Corporate Name, DSS number etc.) listed in the relevant form. For this purpose, shareholders are requested to contact without delay the Operator of their Account, where the shares of the Company are kept, or any other intermediary, that provides them with custody services for the shares of the Company, as the case may be, in order to notify them and update all above mentioned (or requested) information in DSS of ELKAT.**

Upon confirmation of the shareholder status of each beneficiary, the shareholder or his proxy will receive confirmation of his participation and the relevant instructions for the monitoring and/or voting procedure during the Extraordinary General Meeting.

Shareholders, or their proxies, who will participate in the Extraordinary General Meeting through the teleconference are considered for the formation of the quorum and majority, and will be able to exercise their rights effectively during the Extraordinary General Meeting.

Shareholders or their proxies, who will participate in the teleconference of the Extraordinary General Meeting via Internet or by phone, will be able to submit their questions during the Extraordinary Meeting on the issues of the Agenda. In any case, for the optimal preparation and coordination of the General Meeting, shareholders are invited to send in advance and in writing their questions, via e-mail to the addresses [IR@ellaktor.com](mailto:IR@ellaktor.com), [amichou@ellaktor.com](mailto:amichou@ellaktor.com) and [gfotogianni@ellaktor.com](mailto:gfotogianni@ellaktor.com) or by fax to the number +30 210 8184909, at least forty-eight (48) hours before the date of the Extraordinary General Meeting, i.e. by 11:00 of January 28<sup>th</sup>, 2025.

### III. MINORITY RIGHTS

Pursuant to par. 4 of Article 121 of Law 4548/2018, the Company hereby informs its shareholders, among other things, that they also have the following rights provided for in paragraphs 2, 3, 4, 5, 6 and 7 of Article 141 of Law 4548/2018:

- i. At the request of one or more shareholders representing 1/20 of the paid-up share capital, the Board of Directors must include additional items to the agenda of an already convened Extraordinary General Meeting, provided that said request has been received by the Board of Directors at least fifteen (15) days before the Extraordinary General Meeting, i.e. by 15<sup>th</sup> of January 2025. The request to add items to the agenda must be accompanied by the reasons for the addition or by a draft resolution to be submitted to the Extraordinary General Meeting for approval. Any revised agenda shall be disclosed in the same manner as that used for the present agenda thirteen (13) days before the date of the Extraordinary General Meeting, i.e. by 17<sup>th</sup> January, 2025, and shall also be made available to shareholders on the Company's website, together with the reasons for the addition or the draft resolution submitted by the shareholders. If these issues are not published, the applicant shareholders are entitled to request the postponement of the Extraordinary General Meeting, pursuant to par. 5 of Article 141 of N.4548/2018 and publish them themselves, as specified in the second indent of Article 141 par. 2, at the expense of the Company. The Board of Directors are not under obligation to add any items to the agenda or to disclose these items or make them publicly available together with the reasons for the addition and the draft resolutions submitted by the requesting shareholders if the contents thereof are apparently incompatible with the law or fair practices.
- ii. One or more shareholders representing 1/20 of the paid-up share capital may submit draft resolutions on items included in the initial or any revised agenda, together with a relevant application which must be submitted to the Board of Directors at least seven (7) days prior to the Extraordinary General Meeting, i.e. by 23<sup>rd</sup> of January, 2025. The draft decisions shall be made available to the shareholders, in accordance with the provisions of Article 123, par. 3 of Law 4548/2018, at least six (6) days before the Extraordinary General Meeting. The Board of Directors are not under obligation to disclose the draft resolutions submitted by the requesting shareholders if the contents thereof are apparently incompatible with the law or fair practices.
- iii. At the request of any shareholder, submitted to the Company at least five (5) clear days prior to the Extraordinary General Meeting, i.e. by 24<sup>th</sup> of January, 2025, the Board of Directors must provide the General Meeting with the specific information required in relation to the Company's affairs, to the extent that such information is useful to effectively assess the items on the agenda. The Board of Directors may give a single reply to shareholders' requests with the same content. There is no obligation to provide information where the relevant information is already available on the

Company's website, particularly in the form of questions and replies. Also, the Board of Directors may refuse to provide such information owing to a valid material reason, which shall be recorded in the minutes. Such a reason may include, as the case may be, the representation of the requesting shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018.

- iv. At the request of one or more shareholders representing 1/10 of the paid-up share capital, to be submitted to the Company at least five (5) complete days prior to the Extraordinary General Meeting, i.e. by 24<sup>th</sup> of January, 2025, the Board of Directors must provide information to the General Meeting about the course of corporate affairs and the Company's assets. The Board of Directors may refuse to provide such information owing to a valid material reason, which shall be recorded in the minutes. Such a reason may include, as the case may be, the representation of the requesting shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018, if the relevant members of the BoD have been provided with sufficient information.
- v. At the request of one or more shareholders representing one twentieth (1/20) of the paid-up capital, the Chairman of the Extraordinary General Meeting shall adjourn only once the decision-making process of the Extraordinary General Meeting in relation to all or some of the items on the agenda, also explaining that the adjourned meeting shall resume on the date specified in the shareholders' application, which may not be later than twenty (20) days after the date of adjournment.

Similar deadlines for exercising any shareholder minority rights shall also apply in case of a Reiterative Extraordinary General Meeting.

For shareholders to exercise their rights in all the above cases, the shareholder status shall be certified online by ELKAT via direct connection of the Company to the DSS files.

Detailed information about the aforementioned minority rights and the conditions of the exercise thereof are available on the Company's website at [www.ellaktor.com](http://www.ellaktor.com) in the following link <https://ellaktor.com/en/investor-relations/general-assemblies/>.

#### IV. AVAILABLE DOCUMENTS AND INFORMATION

As of the date of publication hereof, this invitation, as well as the other documents, as provided for pursuant to par. 3 and 4 art. 123 L. 4548/2018, i.e. the draft resolutions proposed by the Board of Directors on the agenda items, any draft resolutions proposed by the shareholders, the forms to be used for voting by proxy, the declaration of participation via teleconference, the total number of the existing shares and of the voting rights, as well as any other document defined by Law or the Regulation of Athens Stock Exchange shall be posted on the Company's website at <https://ellaktor.com/en/investor-relations/general-assemblies/>, until the date of the General Meeting. Also, Company shareholders may obtain the aforementioned documents in printed format copies from the Company's Shareholders Service Department (25, Ermou St., 145 64 Kifissia).

Kifissia, December 24<sup>th</sup>, 2024

**THE BOARD OF DIRECTORS**