

EKTER S.A.

EXECUTION OF TECHNICAL PROJECTS – 15 NIKIS St. 105 57 ATHENS tel. 210 3259700, fax: 210 3259710

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DRAFT OF DECISIONS
of the Extraordinary General Meeting of the shareholders of the Company
dated February 2021
(pursuant to the provision of article 123 par. 4 of Law 4548/2018)

Number of Shares and Voting Rights

Pursuant to article 123 par. 3 of Law 4548/2018, the Company discloses that the total number of shares and voting rights, existing as of the date of the invitation of the shareholders of the Company to the Extraordinary General Meeting, amounts to:

eleven million two hundred fifty thousand (11,250,000) common registered shares with voting right.

Pursuant to the provisions of article 123 par. 3 of Law 4548/2018, the investor community is hereby provided with information and specific drafts of decisions on the items of the agenda included in the Board of Directors' notice of convocation of the relevant General Meeting, published on

Specifically, the drafts of the relevant decisions, per item of the agenda, are as follows:

1st ITEM: Election of Board of Directors and appointment of the independent members thereof, pursuant to article 87 par. 5 of Law 4548/2018 and the relevant provisions of Law 4706/2020.

Required quorum: 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

Majority: Absolute majority of the represented votes

On the first item of the agenda, the Board of Directors, taking into consideration the principles of corporate governance, article 9 of the Articles of Association of the Company, the Bylaws of the Company, the provisions of article 87 of Law 4548/2018 and Law 4706/2020 and Circular 60/2020 of the Hellenic Capital Market Commission, proposes the election of a new Board of Directors, in compliance with the new institutional framework and corporate rules. In particular, the Board of Directors proposes the following:

(I) Regarding the number of members of the Board of Directors

Proposes that the members of the Board of Directors should amount to eight (8), given the fact that the size and the organization of the Company do not render necessary a provision for a higher number of members in the Board of Directors.

Said proposed 8-member composition allows for an effective exercise of the competencies of the Board of Directors, reflects the size and the activities of the Company and represents the diversity of knowledge, skills and experience that can contribute to the achievement of its business goals.

(II) Regarding the proposed candidacies

Taking into consideration the interests of the Company and the shareholders, employees and partners thereof, the ability and suitability of the members suggested for the position of directors was assessed based on five criteria: experience, reputation, conflict of interest and independence of will, time availability and collective suitability.

Based on the foregoing, some new members are proposed for election by the former composition of the Board of Directors, in order to renew the composition of the Board. Specifically, the following executive and non-executive members of the new Board of Directors are proposed, i.e. Messrs.:

Athanasios Sipsas

Konstantinos Stoubos

Apostolos Bakogiannis

Konstantinos Bouzas

Androniki Ioannidou

Furthermore, it is proposed to appoint as non-executive members of the B.o.D. Messrs.:

Georgios Pliatsikas

Vasiliki Krokou

Konstantinos Krassas

The C.V.s of the proposed members are available at the website of the Company at the link
(add link to the post).

II.1. With regard to the personal suitability of the executive and non-executive members of the Board proposed for election, the following applies:

Athanasios Sipsas

Born in 1950 and holds a degree in mechanical engineering.

From 1972 to 1979 worked as supervisor engineer in electromechanical projects from the company I.G. KORONTZIS S.A. In 1979 he became director of the construction department of the company and from 1983 to 1999 served as General Manager and member of the B.o.D. of I.G. KORONTZIS S.A.

From 1999 to 2001 served as Managing Director of EKTER S.A., whereas from 2002 to date holds the position of Chairman of the B.o.D. of EKTER S.A., therefore he has sufficient knowledge of the industry in which the Company operates.

Mr. Sipsas is a well-known and esteemed member of the Greek construction community and has served for many years the construction industry from the Boards of Directors of the institutional associations of the Greek Technical Bodies. He served as a member of the B.o.D. of the Association

of Greek Contracting Companies (SATE) from 1991-1998, as a representative of contractors in the Public Works Council (2010) and as a member of the B.o.D. of the Association of Technical Companies of the Highest Classes in 2010 and from 2015 to date.

Therefore, he has been involved for a long time in corporate affairs, as Chairman of the Board of Directors of the Company, has many years of experience in the sector of technical companies, has held various positions of responsibility, has an excellent reputation, no conflict of interest exists with regard to his person and the interests of the Company and has time for handling corporate affairs.

Konstantinos Stoubos

Born in 1958 and holds a degree in Electrical Engineering from the National Technical University of Athens. From 1984 to 1999 he was a key executive of the company I.G. KORONTZIS S.A. and worked as supervisor engineer in various projects in Athens and in the provinces. Furthermore, since 2008 he is member of the Board of Directors of the company IFIKLIS S.A., a subsidiary of EKTER S.A.

From 2012 to date he holds the position of Vice Chairman and Managing Director of the B.o.D. of EKTER S.A., therefore he has sufficient knowledge of the industry in which the Company operates.

Consequently, he has been involved for a long time in corporate affairs, as member of the Board of Directors of the Company and the subsidiary IFIKLIS S.A. Furthermore, he has the necessary theoretical knowledge, a long and remarkable experience in the technical sector, an excellent reputation, no conflict of interest exists with regard to his person and the interests of the Company and has time for handling corporate affairs.

Apostolos Bakogiannis

Born in 1973 and holds a degree in Electrical Engineering from the National Technical University of Athens. From 1997 to 1999 he was a key executive of the company I.G. KORONTZIS S.A. and worked as on-site engineer in various projects in Athens and in the provinces. In 2000 he joined EKTER S.A.'s personnel and since then he works as supervisor engineer and Project Director in various projects executed entirely by EKTER S.A. or in a Consortium with other companies.

Since 2008 he is a member of the Board of Directors of the company IFIKLIS S.A., a subsidiary of EKTER S.A. Moreover, from 2012 to 2014 served as a member of the Board of Directors of EKTER S.A., therefore he has sufficient knowledge of the industry in which the Company operates.

Consequently, he has excellent knowledge of the corporate affairs, due to his active participation in the Company's activities as well as due to his past service as a member of the Company's Board of Directors and his involvement in the management of the subsidiary IFIKLIS S.A. Furthermore, he has the necessary theoretical knowledge, a long and remarkable experience in the technical sector, has served in management positions of responsibility, has an excellent reputation, no conflict of interest exists with regard to his person and the interests of the Company and has time for handling corporate affairs.

Konstantinos Bouzas

Born in 1978 and holds a degree in Electrical Engineering & Computer Engineering from the National Technical University of Athens. Since 2005 he is a key executive of the company EKTER S.A., on-site engineer and Project Director of the Company. Since 2005 he is member of the Board of Directors of the company IFIKLIS S.A., a subsidiary of EKTER S.A. therefore he has sufficient knowledge of the industry in which the Company operates.

Consequently, his daily involvement in corporate affairs, as executive of the Company and his participation in the management of the subsidiary IFIKLIS S.A., confirm his knowledge of the industry of the Company's activities. Furthermore, he has the necessary theoretical knowledge, a long and remarkable experience in the technical sector, has served management positions, has an excellent reputation, no conflict of interest exists with regard to his person and the interests of the Company and has time for handling corporate affairs.

Androniki Ioannidou

Mrs. Androniki Ioannidou holds a degree from the School of Architecture of the National Technical University of Athens. She exercises the profession of Architect Engineer from 1991 to date, having as main activity the preparation of architectural studies and the supervision/in-house supervision of the construction of private building projects. Mrs. Ioannidou is a member of the Board of Directors of the Company since June 2009.

Consequently, Mrs. Ioannidou's participation in the management of the Company since 2009, her appropriate theoretical education and her professional activity in the technical sector, demonstrate her sufficient knowledge of the sectors in which the Company operates. Furthermore, no conflict of interest exists with regard to her person, she has excellent reputation and has time for handling corporate affairs.

II.2. With regard to the personal suitability of the independent non-executive members of the Board proposed for election, the following applies:

Georgios Pliatsikas

Mr. Georgios Pliatsikas is a graduate of the Department of Economics and Political Sciences of the School of Law of the University of Athens. In 1998 he joined the staff of the accounting department of the construction company AEGEK S.A., first in the capacity of Assistant Accountant, then in 1990 as an Accountant and from 1994 to 2008 as Director of the Accounting Department of said company and all its subsidiaries. During the period 1990-1995 he also maintained a private Accounting – Tax Practice. From 2009 to 2017 he was a Director of financial and administrative services in the company ELECTOR S.A.

Mr. Pliatsikas is a member of the Economic Chamber of Greece since 01.04.1995 and holds a professional license of Accountant Class A' (Reg. No. 31118) since 28.08.2001.

Concurrently, Mr. Pliatsikas, as holder of a professional license of Tax Technician Class A' of Law 2515/1997, during the period 2002-2010 served as an auditor of the financial statements of a large number of public limited companies, pursuant to the provisions of Codified Law 2190/1920 (e.g. for the companies "HOTEL – TOURIST – TECHNICAL & COMMERCIAL ENTERPRISES ATHENS HOTEL S.A." for fiscal year 2003, "COMMERCIAL, TEXTILE & REAL ESTATE PUBLIC LIMITED COMPANY INVESTMENT ADVISORS MATHEW & MARY PAPAZOGLU S.A." for fiscal year 2004, etc.).

Furthermore, he is member of the Board of Directors since 2017.

Consequently, the participation of Mr. Pliatsikas in the Board of Directors of the Company and the Audit Committee since 2017, as well as his long practical and professional experience from previous activities in technical companies and his theoretical knowledge and auditing experience, provide him sufficient knowledge of the industry in which the Company operates. Furthermore, he has served in management positions, no conflict of interest exists with regard to his person, he has excellent reputation and has sufficient time for the Company.

Vasiliki Krokou

Mrs. Vasiliki Krokou is a graduate of the Athens University of Economics and Business and holds a professional license of Accountant Tax Technician Class A'. She has many years of experience (since 1980) in exercising the profession of Accountant in various commercial and technical public limited companies. During the period from 1997 to 2010 she exercised the profession as a freelance professional in the companies "DIETHNIS PLIROFORIKI S.A.", "ANELIXI S.A." and "G. NATSIKAS & CO. S.A.". From 2002 to 2012 served as Head of the Accounting Department of the Consortium AEGEK KATASKEVASTIKI S.A. – VIOTER S.A. – AKTOR S.A. – EKTER S.A. that executed the project "New Military Hospital of Thessaloniki", with a budget of approximately 164,000,000. She has attended numerous training seminars in accounting and International Financial Reporting Standards matters.

Consequently, Mrs. Krokou has served in management positions of responsibility in the sector of technical companies and therefore she has practical and professional experience from previous activities, as well as the theoretical knowledge acquired from education and training in the industry in which the Company operates. Furthermore, no conflict of interest exists with regard to her person, she has excellent reputation and has sufficient time for the Company.

Konstantinos Krassas

Mr. Krassas is a graduate of the Agricultural University of Athens, with postgraduate studies in the field of business administration and management (with specialization in the food and agricultural sector) and has attended numerous training seminars. Since 2014 he is Product Manager of the company HELLAGRO S.A. which operates in the sectors of industrial packaging materials trade, food packaging and agricultural application products. Mr. Krassas is specialized in matters of strategic planning (improvement of market share of commercial companies, improvement of procedures for the reduction of operating costs of companies, etc.).

Therefore, Mr. Krassas' occupation with general corporate organization management and strategic planning issues, his practical and professional experience from previous activities and his service in

positions of responsibility, provide him sufficient knowledge in the industry in which the Company operates. Furthermore, no conflict of interest exists with regard to his person, he has excellent reputation and has sufficient time for the Company.

II.3. Furthermore, the criterion of independence is met, within the meaning of article 9 of Law 4706/2020, with regard to all the proposed independent non-executive members of the Board, i.e.:

(A) At the date of their appointment, none of the abovementioned independent non-executive members of the Board hold, directly or indirectly, more than zero point five percent (0.5%) of the voting rights of the share capital of the Company and all are free of any financial, business, family or other dependence relationships that could influence their decisions and their independent and objective judgment.

(B) None of the abovementioned independent non-executive members of the Board have a dependence relationship with the Company. A relationship is considered as such especially (B1) when the member receives any significant compensation or benefit from the Company, or from an affiliated company, or participates in a stock option plan for the purchase of shares or in any other system of compensation or benefits linked to performance, other than the remuneration for the participation in the Board of Directors or committees thereof, as well as the collection of fixed benefits in the context of a pension plan, including deferred benefits for prior services to the Company. The criteria that form the basis for the definition of the concept of significant compensation or benefit are specified in the remuneration policy of the Company. (B2) When the member, or a person that has a close relationship with the member, maintains, or maintained during the previous three (3) fiscal years before the appointment, a business relation with: (a) the company or (b) a person affiliated with the Company or (c) a shareholder that, either directly or indirectly holds a share of ten percent (10%) or more of the share capital of the Company, or of an affiliated company thereof, during the previous three (3) fiscal years before the appointment, if said relationship affects or could potentially affect the business activities of the Company or of the person of par. 1 of article 9 of Law 4706/2020 or of the person that has a close relationship with him. Such a relationship exists especially when the person is an important vendor or important customer of the Company.

(C) None of the abovementioned independent non-executive members of the Board, or the person that has a close relationship with each member: (C1) have served as a member of the Board of Directors of the Company or of an affiliated company for more than nine (9) fiscal years, cumulatively, at the date of their election, (C2) have served as a manager or maintained an employment, project, service or retainer contractual relationship with the Company, or an affiliated company thereof, during the previous three (3) fiscal years before the appointment, (C3) have kinship up to the second degree by blood or by marriage, or are the spouse or partner equivalent to spouse, of a member of the Board of Directors or are an upper management executive or a shareholder with a participation share equal or exceeding ten percent (10%) of the share capital of the Company, or any affiliated company thereof, (C4) have been appointed by a certain shareholder of the Company, pursuant to the articles of association, as per the provisions of article 79 of Law 454/2018, (C5) represent shareholders that hold, directly or indirectly, a share of five percent (5%) or more of the voting rights in the general meeting of the Company during their term, without written instructions, (C6) have conducted a mandatory audit in the Company or to an affiliated company thereof, either through a company, or personally, or a relative up to the second degree by blood or by marriage, or their spouses, during the previous three (3) fiscal years before the appointment, (C7) are executive members in another company in the Board of Directors of which participates an executive member of the Company as non-executive member.

II.4. Furthermore, the condition of article 3, par. 5 of Law 4706/2020 is met for the appointment of all the proposed members (executive, non-executive and independent), i.e. no final court decision, recognizing culpability for injurious transactions of the Company with affiliated parties, has been issued against any of the proposed members within one (1) year before their appointment or in general.

III. Regarding the collective suitability of the proposed member

The proposed Board is suitable for the performance of its duties and its composition contributes to an efficient corporate governance and the management of corporate affairs to the benefit of the Company and all the shareholders thereof, ensuring the implementation of corporate strategy, a fair and equal treatment of all shareholders and a balanced decision making process. In particular, some of the proposed members have already collaborated perfectly in the past, and, as a group, they have, at the very least, sufficient experience and knowledge of the most important operations and activities of the Company, in order to have the capability of exercising supervision, either directly or through the Committees of the Board. Furthermore, the proposed members are distinguished for their integrity, objectivity and professionalism and with the regard to the proposed independent, non-executive members of the B.o.D., they meet the independence criteria of article 9 of Law 4706/2020. Lastly, all the members are able to dedicate sufficient time to the performance of their duties.

IV. The term of office of the Board of Directors

The term of office of the new B.o.D. is five years, pursuant to article 9.1 of the articles of association of the Company, ending on02.2026.

The General Meeting, following lawful vote, by a majority of of the represented shares and votes, with the negative vote of of the represented shares and with..... of the represented shares abstaining from the vote, i.e. by a majority of% of the represented shares, elects the following executive and non-executive members of the B.o.D., i.e. Messrs.:

.....

Furthermore, it elects and appoints as independent, non-executive members of the B.o.D. Messrs.:

.....

The term of office of the new B.o.D. shall be five years, ending on02.2026.

2nd ITEM: Grant of permission to members of the Board of Directors and managers of the Company to participate in Boards of Directors of other companies and participate as general partners, or as sole shareholders or partners in companies that pursue objectives identical, related or similar to those of the Company, pursuant to article 98 of Law 4548/2018, as currently in force.

Required quorum: 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

Majority: Absolute majority of the represented votes

The Chairman invites the General Meeting to approve the grant of permission to members of the Board of Directors and managers of the Company to participate in Boards of Directors of other companies and participate as general partners, or as sole shareholders or partners in companies that pursue objectives identical, related or similar to those of the Company, pursuant to article 98 of Law 4548/2018, as currently in force.

The General Meeting, following lawful vote, by a majority of of the represented shares and votes, with the negative vote of of the represented shares and with..... of the represented shares abstaining from the vote, i.e. by a majority of% of the represented shares, grants permission to members of the Board of Directors and managers of the Company to participate in Boards of Directors of other companies and participate as general partners, or as sole shareholders or partners in companies that pursue objectives identical, related or similar to those of the Company, pursuant to article 98 of Law 4548/2018, as currently in force, however applying the provision of paragraph 1a of article 97 of Law 4548/2018 (prohibition of pursuing own interests that conflict with the interests of the company).

3rd ITEM: Grant of permission to members of the Board of Directors and managers of the Company or to companies controlled by the aforementioned persons to enter into agreements with the Company, pursuant to article 99 of Law 4548/2018, as currently in force.

Required quorum: 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

Majority: Absolute majority of the represented votes

The Chairman invites the General Meeting to approve the grant of permission to members of the Board of Directors and managers of the Company or to companies controlled by the aforementioned persons to enter into agreements for the provision of services to the Company, pursuant to article 99 of Law 4548/2018, as currently in force.

The General Meeting, following lawful vote, by a majority of of the represented shares and votes, with the negative vote of of the represented shares and with..... of the represented shares abstaining from the vote, i.e. by a majority of% of the represented shares, grants permission to members of the Board of Directors and managers of the Company or to companies controlled by the aforementioned persons to enter into agreements for the provision of services to the Company, pursuant to article 99 of Law 4548/2018, as currently in force.

4th ITEM: Redefinition of the type, composition, number of members and of the term of office of the Audit Committee, pursuant to the provisions of article 44 of Law 4449/2017, as amended by the provisions of article 74 of Law 4706/2020 and currently in force.

Required quorum: 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

Majority: Absolute majority of the represented votes

On the fourth item of the agenda, the Chairman of the General Meeting took the floor and informed the General Meeting about the issuance of Law 4706/2020 (Official Government Gazette, Issue A' 136/17.07.2020), article 74 of which amends provisions of Law 4449/2017, including provisions of article 44 of Law 4449/2017 regarding the Audit Committees of listed companies.

Specifically, pursuant to article 44 of Law 4449/2017, as amended and currently in force, and the Hellenic Capital Market Commission's notes, clarifications and recommendations document with prot. No. 1508/17.07.2020, the General Meeting, before the election of the persons – members of the Audit Committee, must specify the type of Committee (i.e. if it will be a Board Committee or an independent committee), its composition (number of members and capacities thereof) and its term of office.

In the case of the Company, the current Bylaws of the Company, posted in the website of the company (<http://www.ekter.gr/corporate-social-responsibility/operating-regulations>), specifies, among else, that:

“The Audit Committee has three members, is appointed by the General Meeting and consists of at least two (2) Non-Executive Members and one Independent Non-Executive Member of the Board of Directors. The Independent Non-Executive Member must have sufficient and demonstrable knowledge in Accounting and Auditing matters (art. 37 Law 3693/2008) and chairs the committee.

The term of office of the Committee generally corresponds to the term of office of the members of the Board of Directors, unless the General Meeting decides otherwise (...).”

In view of the foregoing and given the fact that the provisions of article 74 of the new law are effective immediately, the following is proposed to the General Meeting:

With regard to the Audit Committee of the Company, specify the minimum lawful number of members, i.e. three (3) members and specify that the Audit Committee is a committee of the Board of Directors, consisting exclusively of non-executive members of the Board. Furthermore, in view of the fact that - according to article 44 of Law 4449/2017 as henceforth in force - the majority of the members of the audit committees must be independent from the audited entity, it is suggested to include in the composition of the Auditing Committee at least two (2) independent non-executive members and one (1) non-executive member of the Board of Directors and to amend the Company's Bylaws in order to comply with the provisions of article 44 of Law 4449/2017.

Moreover, it is suggested that, also in accordance with the currently applicable Bylaws of the Company, (a) the term of office of the Audit Committee should be five years in order to correspond to the term of office of the Board of Directors, in accordance with the currently applicable Articles of Association and (b) in case of resignation, death or loss of the capacity of member of the Audit Committee, the Board should appoint a new member, selecting from its members, in replacement of the missing one, for the duration of the period remaining until the end of the term of office,

complying, if applicable, with the conditions of par. 1 and 2 of article 82 of Law 4548/2018, which applies mutatis mutandis.

Lastly, it is suggested to authorize the Board to appoint the Audit Committee, subject to the conditions of par. 1 of article 44 of Law 4449/2017, as amended and currently in force.

The General Meeting, following lawful vote, by a majority of of the represented shares and votes, with the negative vote of of the represented shares and with..... of the represented shares abstaining from the vote, i.e. by a majority of% of the represented shares, approves the establishment of an Audit Committee for the Company, with a five-year term of office, corresponding to the term of office of the Board of Directors, which shall consist exclusively of members of the Board and specifically of (a) two (2) independent non-executive members of the Board that fulfill the conditions of independence of article 4 of Law 3016/2002 and article 9 of Law 4706/2020 and (b) one (1) non-executive member of the Board, whereas (c) the Chairman of the Audit Committee shall be appointed by its members that meet the criteria of article 44 par. 1e of Law 4706/2020.

Furthermore, it is approved that in case of resignation, death or loss of the capacity of member of the Audit Committee, the Board shall appoint a new member, selecting from its members, in replacement of the missing one, for the duration of the period remaining until the end of the term of office, complying, if applicable, with the conditions of par. 1 and 2 of article 82 of Law 4548/2018 (A' 104), which applies mutatis mutandis.

Lastly, the General Meeting authorizes the Board of Directors to appoint the members of the Audit Committee, subject to the conditions of par. 1 of article 44 of Law 4449/2017, as amended and currently in force.

5th ITEM: Approval of an own stock repurchase (buyback) scheme, pursuant to the conditions of article 49 of Law 4548/2018, for any use permitted by the law and grant of authorization to the Board of Directors to arrange all the relevant formalities and procedures.

Required quorum: 1/5 of the share capital in the initial G.M. Any part of the share capital attending the adjourned G.M.

Majority: Absolute majority of the represented votes

On the fifth item of the agenda, the Chairman of the General Meeting took the floor and informed the General Meeting that the Board of Directors proposes the approval of an own stock repurchase (buyback) scheme, in accordance with article 49 of Law 4548/2018, for the purposes of every legal use (i.e. currently for the reduction of the share capital of the Company and the cancellation of the own stocks purchased by the Company and/or for the establishment of an incentive program for executives and other employees of the Company and/or other lawful purposes, in accordance with the relevant decision of the Board of Directors).

Specifically, it is suggested to approve the purchase of own stock up to 10% of the paid-up share capital of the Company, i.e. up to 1,125, 000 (11,250,000 X 10%) shares, in a range of prices ranging from €0.20 (minimum price) to €5.00 (maximum price) per share, during a period of twenty-four (24) months from the date that this Extraordinary General Meeting takes the relevant decision. The implementation of the own stock repurchase (buyback) scheme shall always take into consideration

the financial capability of the Company and its medium-term liquidity requirements, whereas the applicable legal and regulatory framework must also be complied with.

The General Meeting, following lawful vote, by a majority of of the represented shares and votes, with the negative vote of of the represented shares and with..... of the represented shares abstaining from the vote, i.e. by a majority of% of the represented shares, approves the own stock repurchase (buyback) scheme and authorizes the Board of Directors to arrange, at its discretion, any other detail and to proceed to all the necessary actions for the implementation of this decision.

February 2021

The BOARD OF DIRECTORS