

DRAFT RESOLUTION
of the Annual General Meeting of the Company's shareholders
of 15 July 2022
(in accordance with the provision of article 123 paragraph 4 of Law 4548/2018)

Number of Shares and Voting Rights

Pursuant to Article 123 par. 3 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 Company's shareholders to the Annual General Meeting amounts to:

eleven million two hundred and fifty thousand (11,250,000) ordinary registered shares with voting rights

In application of the provisions of Article 123 par. 4 of Law 4548/2018, information is hereby provided to the investing public and in particular draft resolutions on the agenda items contained in the invitation of the Board of Directors published on 24.06.2022 for the convening of the General Meeting.

In particular, per agenda item, the draft of the respective resolutions is as follows:

ITEM 1: Submission and approval of the Annual (Corporate and Consolidated) Financial Statements of the Company for the financial year 2021, accompanied by the relevant reports of the Board of Directors and the Certified Auditor.

Required quorum: *1/5 of the share capital at the initial General Meeting.*

Any part of the share capital present at the reconvened General Meeting

Majority: *Absolute majority of votes represented*

On the first item of the agenda, the Board of Directors (BoD) presents the annual, corporate and consolidated financial statements for the financial year 01.01.2021 - 31.12.2021, which were approved by the BoD at its meeting of 29.04.2022 and were posted by law in electronic form on the company's website (<http://www.ekter.gr>), in which they are incorporated:

- the annual financial report of the Board of Directors for the financial year 2021,
- the Explanatory Report of the Board of Directors, pursuant to Article 4 § 7, 8 of Law 3556/2007,
- the corporate governance statement, *pursuant to Articles 152 -153 of Law 4548/2018*, and
- the report of the Certified Auditor.

The Summary Data and Information of the above financial statements are posted on the company's website for the immediate information of its investors, without the need for publication in other forms, provided that the company's website address is registered in the company's section of the relevant Register and the company has informed the competent authorities without delay of the above posting, in accordance with Law 4072/2012 (Article 232).

A further summary of the invitation to this meeting was submitted in due time to the competent supervisory authority, was posted at the company's offices and was published within the deadlines set by law and the company's Articles of Association through the website of the General Commercial Registry ([www/businessportal.gr](http://www.businessportal.gr)), and was posted on the company's website for the immediate information of its investors, without any publication in other forms required by law, provided that the company's website address is registered in the company's section of the relevant Register and the company informed the competent authorities without delay of the above posting, in accordance with Law 4072/2012 (Article 232).

Finally, the full text of this invitation, the form for the appointment of a representative and the draft resolutions for the items on the agenda, have been legally posted in electronic form on the company's website (<http://www.ekter.gr>).

Following the presentation of the above financial statements and the information of the shareholders, these statements are submitted for approval.

The General Meeting, after a legal vote, with a majority of shares and votes represented, with a negative vote of shares represented and with abstention of represented shares from voting, i.e. with a majority% of represented shares, approves the Annual (corporate and consolidated) Financial Statements of the Company in accordance with International Financial Reporting Standards (IFRS) for the financial year 2021, accompanied by the relevant reports of the Board of Directors and the Certified Auditor.

ITEM 2: Approval of the allocation of the profit for the financial year 2021 and decision on the distribution of the dividend for the financial year. Authorization to the Board of Directors to implement the decision.

Required Quorum: *1/5 of the share capital at the initial General Meeting.*

Any part of the share capital present at the reconvened General Meeting.

Majority: *..... Absolute majority of votes represented*

The Company's results for the financial year 2021 are as follows:

.....

The Chairman invites the General Meeting to approve the distribution of the results for the financial year 2021 and the decision on the dividend distribution **0.04** €/ share. Note: because treasury shares do not receive a dividend, the exact dividend amount will be calculated after deducting the treasury shares held by the company on the ex-dividend date

Dividend date of the right proposed to be Monday, August 1, 2022. Beneficiaries of the dividend is proposed to be the shareholders who are registered in the DSS on Tuesday, August 2, 2022 (Record date) and dividend payment is proposed to take place on Friday, August 5, 2022.

The proposed dividend cut-off date is 2022, as dividend record date 2022 and as the dividend payment start date 2022.

Finally, it is proposed that the Board of Directors be given the power to regulate all procedural matters for the implementation of the decision, including the selection of the paying bank. A communication from the Company will follow on these matters.

The General Meeting, after a legal vote, with a majority of shares and votes represented, with a negative vote of shares represented and with abstention of shares represented from voting, i.e. with a majority% of shares represented, approves the allocation of profits and the distribution of dividends as above and grants the relevant authorization to the Board of Directors.

ITEM 3: Approval of the remuneration of the members of the Board of Directors of the Company for the financial year 2021 and pre-approval of the remuneration of the members of the Board of Directors for their services from 01.01.2022 to 31.12.2022.

Required quorum: *1/5 of the share capital at the initial General Meeting.
Any part of the share capital present at the reconvened General Meeting.*

Majority: *Absolute majority of votes represented*

The Chairman proposes to the General Meeting to approve the payment of the net, after tax, remuneration to the members of the Board of Directors for the financial year 2021, within the framework of the pre-approval granted by last year's General Meeting, which amounts to a total of..... thousand euros (€.....,00), as shown in the Company's Annual Financial Statements approved as aforesaid, and further proposes the pre-approval of remuneration for the services provided by the aforementioned members in financial year 2022, amounting to thousand euros (€.....,00).

The General Meeting, after a legal vote, with a majority of shares and votes represented, with a negative vote of shares represented and with abstention of shares represented from voting, i.e. with a majority% of shares represented, approves the remuneration paid to the members of the Board of Directors for the financial year 2021, amounting to thousand euros (€.....,00), as shown in the Company's Annual Financial Statements, and pre-approves remuneration, amounting to thousand euros (€.....,00), for the services provided by the aforementioned members in the financial year 2022. The determination of the individual remuneration is delegated to the Board of Directors.

ITEM 4: Discussion and vote on the Remuneration Report for the financial year 2021, pursuant to article 112 of Law 4548/2018.

Required Quorum: *1/5 of the share capital at the initial General Meeting.
Any part of the share capital present at the reconvened General Meeting.*

Majority: *..... Absolute majority of votes represented*

The Remuneration Report for the financial year 2021 as proposed by the Board of Directors, following the recommendation of the Company's Remuneration and Nomination Committee, is submitted for discussion and vote and is posted on the Company's website (<http://www.ekter.gr>).

The Remuneration Report includes a comprehensive overview of the total remuneration received by the members of the Board of Directors during the financial year 2021, as well as the other information required by article 112 par. 2 Law 4548/2018, and has been prepared on the basis of the principles and assumptions underlying the Remuneration Policy approved by the Annual General Meeting of Shareholders of 28.06.2019.

It is noted that the shareholders' vote on the Remuneration Report is advisory in nature, in accordance with article 112 par. 3 of Law 4548/2018. After the Annual General Meeting, the Report will be available on the corporate website for a period of ten (10) years, as required by law.

The Chairman invites the General Meeting to vote on the Remuneration Report for the financial year.

The General Meeting, accepting the Chairman's proposal, with a majority of represented shares and votes, with a negative vote of represented shares and with abstention of represented shares from voting, i.e. with a majority% of represented shares, voted in favor of the submitted Remuneration Report of the members of the Board of Directors for financial year 2021.

ITEM 5: Update by the Chairman of the Audit Committee on the activities of the Audit Committee during the financial year 2021.

Requires Quorum: *1/5 of the share capital at the initial General Meeting.
Any part of the share capital present at the reconvened General Meeting.*

Majority: *..... Absolute majority of votes represented*

The Chairman of the Audit Committee informs the General Meeting of Shareholders on the activities of the Audit Committee during the fiscal year 2021, submitting a report in accordance with the provisions of article 44 par. 1(i) of Law 4449/2017.

The relevant Annual Report of the Audit Committee for the fiscal year 2021 was issued together with the Company's annual financial report, forming a separate part of its contents, and is also available on the Company's website (<http://www.ekter.gr>)

No resolution on this update is foreseen to be adopted by the General Meeting.

ITEM 6: Update on the activities of the independent non-executive members of the Board of Directors during the financial year 2021.

Required Quorum: *1/5 of the share capital at the initial General Meeting.
Any part of the share capital present at the reconvened General Meeting.*

Majority: *Absolute majority of votes represented*

The independent non-executive members of the Board of Directors shall inform the General Meeting of Shareholders of their activities during the financial year 2021 by submitting a report in accordance with the provisions of article 9 par. 5 of Law 4706/2017.

The relevant Annual Report of the independent members for the financial year 2021 was issued together with the Company's annual financial report and is also available on the Company's website (<http://www.ekter.gr>)

No resolution on this update is foreseen to be adopted by the General Meeting.

ITEM 7: Approval of the overall management of the Company, in accordance with article 108 of Law 4548/2018, as in force, and discharge of the Certified Auditor from any liability for compensation for the financial year 2021.

Required Quorum: *1/5 of the share capital at the initial General Meeting.
Any part of the share capital present at the reconvened General Meeting.*

Majority: *Absolute majority of votes represented*

The Chairman invites the General Meeting to approve the overall management of the Company in the financial year 2021, in accordance with article 108 of Law 4548/2018, and to discharge the members of the Board of Directors and the Certified Auditors from any liability arising from the performance of their duties in the financial year under review.

The General Meeting, after a legal vote, with a majority of shares and votes represented, with a negative vote of shares represented and with abstention of shares represented from voting, i.e. with a majority% of shares represented, approves the overall management of the Company, discharges the members of the Board of Directors of the Company and the Certified Auditors from any liability for compensation arising from the performance of their duties in the financial year 2021.

ITEM 8: Revision of the Company's Remuneration Policy, which has been approved by the Annual General Meeting of the shareholders on 28.06.2019

Required Quorum: *1/5 of the share capital at the initial General Meeting.
Any part of the share capital present at the reconvened General Meeting.*

*Meeting.***Majority:** *Absolute majority of votes represented*

The Chairman referred to the proposal of the Board of Directors, following the recommendation of the Company's Remuneration and Nomination Committee, that the General Meeting approve the proposed amendments to the Company's current Remuneration Policy.

The current Remuneration Policy is the one approved by the Ordinary General Meeting of Shareholders of 28 June 2019, with a four-year term of validity, and applies to the remuneration of the members of the Board of Directors, executive and non-executive, in accordance with the specific provisions of Articles 110 and 111 of Law 4548/2018.

The full text of the proposed revision of the Remuneration Policy, with the proposed amendments clearly marked, was made available to shareholders and is available on the Company's website (<http://www.ekter.gr>)

The General Meeting, after a legal vote, with a majority of shares and votes represented, with a negative vote of shares represented and with abstention of shares represented from voting, i.e. with a majority% of shares represented, approves the proposed revision of the Remuneration Policy for the members of the Board of Directors of the Company.

ITEM 9: Approval of a program for the free allocation of treasury shares of the Company to executive members of the Board of Directors and/or to the Company's personnel, in accordance with the provisions of article 114 of Law 4548/2018

Required quorum: *1/2 of the share capital at the initial General Meeting.**1/3 of the share capital at the reconvened General Meeting.***Majority:** *2/3 of the votes represented*

The Chairman referred to the proposal of the Board of Directors, following the recommendation of the Company's Remuneration and Nomination Committee, that the present General Meeting approve the free allocation of up to two hundred thousand (200,000) of the Company's treasury shares (ordinary registered shares with voting rights), which have been or will be acquired under the Treasury Share Acquisition Plan approved by the resolution of the Extraordinary General Meeting of the Company's shareholders held on 26.02.2021 and which will be granted to executive members of the Company's Board of Directors and/or the Company's personnel, with a retention obligation for a period of two (2) years from the time of acquisition. The nominal value of the shares to be allotted as above, added to the nominal value of the shares that may be allotted based on any outstanding stock options of article 113 of Law 4548/2018, may not exceed in total one tenth (1/10) of the capital paid up on the date of the decision of the General Meeting.

The Company will allocate the shares in order to reward the executives for their efforts and their contribution to the Company's performance in the last financial years, when the Company achieved, among other things, a significant increase in earnings per share, a stable dividend distribution, while maintaining a low level of borrowings, while in 2021 in particular, the Company recorded operating profitability despite the effects of the pandemic, and to link the beneficiaries' future remuneration to the

Company's performance. The allocation of shares to beneficiaries will be made in tranches in 2022, 2023 and 2024. For the first year 2022, it will be related to the Company's overall performance in recent financial years, while for each of the following years 2023 and 2024, it will primarily depend on the achievement of corporate and individual targets. It is proposed that such allocation of free shares be made subject to the obligation to retain such shares for a period of two (2) years from the time of acquisition. Said allocation shall be considered a voluntary grant, paid at the Company's discretion, subject to the Company's right to revoke, modify or cancel it at any time, without prejudice to the exercise of the Company's right of revocation of acquired rights.

It is also proposed to authorize the Board of Directors to take all the necessary actions to implement the decision, such as determining the beneficiaries and the specific conditions of the allocation (including, but not limited to, setting the corporate and, where applicable, individual objectives as a condition for the distribution of shares, the criteria and/or the procedure for determining how the shares will be allocated to the persons concerned, etc.), always in accordance with the approved Remuneration Policy and the relevant recommendations of the Remuneration and Nomination Committee.

The General Meeting, after a legal vote, with a majority of of shares and votes represented, with a negative vote of shares represented and with abstention of shares represented from voting, i.e. with a majority of% of shares represented, approves the above free allocation of shares to executive members of the Board of Directors and/or the Company's personnel, with an obligation to retain them for a period of two (2) years from the time of acquisition, and authorized the Board of Directors to take all necessary actions for the implementation of the present plan, including the determination of the terms of allocation and the beneficiaries, always in accordance with the approved Remuneration Policy and the recommendations of the Company's Remuneration and Nomination Committee.

ITEM 10: Election of the Audit Office (regular and substitute Auditor) for the financial year 2022 and determination of their remuneration.

Required Quorum: *1/5 of the share capital at the initial General Meeting.
Any part of the share capital present at the reconvened General Meeting.*

Majority: *..... Absolute majority of votes represented*

Following the recommendation of the competent Audit Committee of the Company, the Chairman proposes that the audit of the financial year from 01.01.2022 to 31.12.2022 be entrusted to the joint-stock auditing company, based in Athens (.....), with SOEL R.N. and that the regular and the alternate auditor be appointed by this company.

It is further proposed that the Board of Directors be authorized to enter into a final agreement with the Auditor's Office regarding its remuneration for the audit of the current financial year assigned to it, as well as to send the written notice - mandate to the elected auditing company within five (5) days from the date of its election.

The General Meeting, after a legal vote, with a majority of the shares and votes represented, with a negative vote of the shares represented and with abstention of the shares represented from voting, i.e. with a majority% approves to entrust the audit of the financial

EKTER SA

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year from 01.01.2022 to 31.12.2022 to the joint-stock auditing company, based in Athens (.....), with SOEL R.N., and that this company appoints the regular and alternate auditor. The remuneration of the audit company will be determined by the Board of Directors.

ITEM 11: Various communications.

Communications of corporate interest will be made if there are relevant events to report.

June 2022
THE BOARD OF DIRECTORS

EKTER SA

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