

# **ARTICLES OF COMPANY STATUTE**

## **CHAPTER I**

### **INCORPORATION - TRADE NAME - REGISTERED SEAT - DURATION - SCOPE**

#### **ARTICLE 1**

##### **Incorporation - Trade Name**

Under these Articles of Incorporation, a Greek société anonyme is incorporated under the trade name "EKTER - BUILDING - REAL ESTATE - HOTEL - COMMERCIAL - INDUSTRIAL SOCIETE ANONYME" and the distinctive title "EKTER SA."

For the company's international transactions, the trade name may be used in an exact translation or written in Latin characters and the distinctive title shall be "EKTER SA."

#### **Article 2**

##### **Registered seat**

The Company's seat shall be in the Municipality of Athens. By a decision of the Board of Directors, the Company may establish branches also in other cities in Greece or abroad. The same decision of the Board of Directors shall determine the operating conditions, the nature, and extent of the operations of the branches.

#### **Article 3**

##### **Duration**

The Company's term shall expire on 4.10.2033.

#### **Article 4**

##### **Purpose**

The corporate purpose is:

**4.1.** The undertaking and execution, both in Greece and abroad, of technical works of any kind and form, whether Public, Municipal, of Legal Persons governed by Public and Private Law and natural persons or Organizations or Cooperatives, such as constructions, road construction,

bridge building, railways, harbours, industrial facilities, airports, refineries, plumbing, electromechanical, energy, environmental, and other related projects.

**4.2.** The undertaking and execution of designs and surveys of all kinds relating to the above-mentioned technical works and operations.

**4.3.** The purchase of real estate in general for resale; the purchase, for any consideration, of land or buildings for the construction of all types of buildings, apartments, offices, shops, warehouses, hotels, etcetera, for resale or exploitation thereof by lease or otherwise.

**4.4.** The establishment and operation of plants manufacturing all kinds of construction products and, in general, materials used in the construction of technical works and their marketing, as well as the construction and operation of plants for the destruction and recycling of industrial products.

**4.5.** The construction and/or purchase and/or lease of hotels and tourist establishments and related undertakings in general.

**4.6.** The import of materials, machines, and items used in activities related to the corporate purposes; the representation in Greece of any commercial and industrial firms, either domestic or foreign, having the same or a similar purpose.

**4.7.** The carrying out of any relevant technical, hotel, and tourist business as well as commercial or industrial business with a purpose similar to the above.

**4.8.** The carrying out, in Greece or abroad, of business activity in the field of wind energy and electricity production from the exploitation of wind potential. The relevant activities of the Company include (but are not limited to) the creation and operation of wind farms within or outside Greece and the disposal of electricity produced in accordance with local legislation; the import and marketing of wind turbines and any related mechanical or other equipment necessary for installation and operation of wind farms; the creation in Greece of a plant for the production (or joint production) of wind turbines and the equipment mentioned above; the marketing thereof; the execution of infrastructure works for the installation and operation of wind farms; the preparation of the relevant designs and the provision of consultancy services in the wind energy sector; in general, the carrying out of any other activity which, directly or indirectly, is related to or promotes the achievement of the corporate purpose mentioned above.

**4.9.** The sale, representation, marketing, design, supply, and installation of medical equipment, materials, machinery, parts and all equipment and tools in general, whether of domestic or foreign origin, in the context of undertaking works and procurement of the public and private sector.

**4.10.** To achieve the corporate purpose the Company may:

**a.** Establish other companies and participate, in any form, in any related undertakings, whether now existing or to be formed in the future; establish branches in Greece and abroad and cooperate in any way with natural or legal persons established either in Greece or abroad, pursuing purposes similar or related to those of the Company; making investments of any kind in Greece and abroad, and the creation of joint ventures in Greece and abroad.

**b.** Participate in or cooperate in any way with companies and technical, commercial, industrial, hotel undertakings, in general, having the same or a similar purpose, whether existing or established in the future.

**c.** Merge with other companies or take over other related undertakings, whether a sole proprietorship or a corporation or contribute a branch to an existing or a newly established company.

**d.** All the activities mentioned above may be performed either on behalf of the Company, or on behalf of third parties on commission, or in cooperation or partnership with third parties, either natural or legal persons (Consortium).

**4.11.** For the achievement of the Company's purposes, by a decision of the Board of Directors, the Company may provide guarantees to companies and undertakings or Joint Ventures, in general, which the Company participates in or cooperates with in any way, providing all types of security, in personam and in rem.

## **CHAPTER II**

### **CAPITAL STOCK - SHARES - SHAREHOLDERS**

#### **Article 5**

The Company's capital stock, which, under the Articles of Incorporation, was initially set to the amount of GDR 5,000,000 and was divided into 1,000 shares of a nominal value of GDR 5,000 each (OJHR 1715/04.10.73), was successively increased, under the following resolutions of the General Meeting, by the corresponding amounts and with the issue of a respective number of new shares of a nominal value of GDR 5,000 each:

1. By a resolution dated 06.03.1974, by GDR 7,000,000 in cash (OJHR 1391/22.06.1974).
2. By a resolution dated 26.12.1977, by GDR 5,000,000 in cash (OJHR 729/04.02.1978).
3. By a resolution dated 20.03.1978, by GDR 3,000,000 in cash (OJHR 2720/06.09.1978).

4. By a resolution dated 30.06.1978, by GDR 15,000,000 in cash (OJHR 1775/25.05.1979).
5. By a resolution dated 29.12.1979, by GDR 11,500,000 in cash (OJHR 446/11.03.1980).
6. By a resolution dated 30.06.1982, by GDR 500,000 in cash (OJHR 3315/02.08.1982).
7. By a resolution dated 25.05.1983, by GDR 23,000,000 in cash (OJHR 1868/15.06.1983).
8. By a resolution dated 30.06.1985, by GDR 30,000,000, of which GDR 25,000,000 came from the capitalization of the extraordinary reserve and GDR 5,000,000 were paid in cash (OJHR 3170/20.09.1985).
9. By a resolution dated 30.06.1990, by GDR 2,000,000, of which GDR 1,838,416 came from the capitalization of the capital gain resulting from the revaluation of the price of corporate properties, under the provisions of joint decision E2665/88 of the Ministers of the National Economy, and Finance, and GDR 161,584 were paid in cash (National Printing House Employees' Mutuality 30876/10.06.1992).
10. By a resolution dated 30.12.1993, by GDR 59,220,000, of which GDR 59,219,194 came from the capitalization of taxed reserve funds, under the provisions of Article 42, paragraph 6, of Law 2065/1992, and GDR 806 were paid in cash (OJHR 458/04.02.94).
11. By a resolution of the General Meeting of Shareholders dated 14.03.1994, the share's nominal value was set from GDR 5,000 to GDR 100 and the number of shares increased from 32,224 to 1,612,200, while the capital stock increased by GDR 38,780,000 with the issue of 387,800 ordinary bearer shares of a nominal value of GDR 100 and a sale price of GDR 1,000 each. The difference between the marketing price and the nominal value of GDR 900 per share, i.e., GDR 349,020,000 in total (387.800 x 900), was transferred, under the law and the articles of incorporation, to a share premium reserve. Of the new shares, 260,900 were issued for general subscription under the provisions of Presidential Decree 350/1985, while the remaining 126,900 concern a private placement subscribed by the old shareholders and associates of the Company. By the same resolution of the General Meeting, it was decided to have all the Company's shares listed in the Second-tier Market of the Athens Stock Exchange (OJHR 7043/22.12.94).
12. By a resolution of the General Meeting of Shareholders dated 24.06.1998, the capital stock was increased by GDR 100,000,000 of which: (a) the amount of GDR 9,332,213 came from the capital gain resulting from the revaluation of the price of real property under Law 2065/92; and (b) the amount of GDR 90,667,787 was received from the reserves with the issue of 1,000,000 new shares of a nominal value of GDR 100 each, which were distributed free of charge to the shareholders in a ratio of one (1) new share to two (2) old shares.

13. By a resolution of the General Meeting of Shareholders dated 01.04.1999, the capital stock was increased by GDR 600,000,000 through the issue of 6,000,000 new registered shares of a nominal value of GDR 100 each, a sale price of GDR 900 per share and a ratio of two (2) new shares to one (1) old share. The difference between the issue price and the nominal value of GDR 800 per share, i.e., GDR 4,800,000,000 (6,000,000 x 800), will be transferred, under the law and the articles of incorporation, to a share premium reserve.
14. By a resolution of the General Meeting of Shareholders dated 27.06.2001, it was decided to convert and round, under the provisions of Law 2842/2000, the nominal value of the share and the capital stock of the company so that they are both expressed in Euros. For this reason, it was decided to increase the capital stock by GDR 20,025,000 through the capitalization of reserves from the revaluation of the price of real estate assets and to increase the share's nominal value from GDR 100 to GDR 102,225 or EUR 0.30.
15. Finally, by a resolution of the 1st Repeat Extraordinary General Meeting of shareholders dated 20.08.2002, the company's capital stock was increased by three million six hundred thousand Euros (3,600,000.00), due to the equivalent contribution of the capital stock of the company IFAISTOS ATE, in the context of the approved merger by acquisition of the latter by EKTER SA, under the provisions of Codified Law 2190/1920 and Law 2166/1993.
16. By the same resolution of the 1st Repeat Extraordinary General Meeting of shareholders dated 20.08.2002, the nominal value of the existing 9,000,000 registered ordinary shares was increased from EUR 0.30 to EUR 0.56 each, and 2,250,000 new registered ordinary shares of a new nominal value of EUR 0.56 each were issued and were distributed, according to the agreed exchange ratio, to the shareholders of the acquired company IFAISTOS SA.

Thus, the Company's capital stock amounted to six million three hundred thousand Euros (€6,300,000), divided into 11,250,000 registered ordinary shares of a nominal value of €0.56 each.

17. By a resolution of the 1st Repeat Ordinary General Meeting of Shareholders dated 08.07.2015, it was decided to increase the Company's capital stock by the amount of EUR 6,750,000.00 through the capitalization of part of the "Share premium" reserve, with an increase in the share's nominal value by EUR 0.60 (i.e., an increase from EUR 0.56 to EUR 1.16), with a simultaneous equivalent reduction of the capital by EUR 6,750,000.00 through a corresponding reduction of the share's nominal value by EUR 0.60 (i.e., a reduction from EUR 1.16 to EUR 0.56) to absorb accumulated losses entered in the sub-account "Differences from the revaluation of assets" of the "Retained earnings" account.

Thus, the Company's capital stock amounted to six million three hundred thousand Euros (€6,300,000), divided into 11,250,000 registered ordinary shares of a nominal value of EUR 0.56 each.

18. Lastly, by the same resolution of the 1st Repeat Ordinary General Meeting of Shareholders dated 08.07.2015, a further reduction of the Company's capital stock was decided by the amount of four hundred fifty thousand Euros (€450,000.00), through a reduction of the share's nominal value by EUR 0.04 (reduction from EUR 0.56 to EUR 0.52), to return a capital of EUR 0.04 per share in cash to shareholders.

Thus, the Company's capital stock amounts to five million eight hundred fifty thousand Euros (€5,850,000.00), divided into 11,250,000 registered ordinary shares of a nominal value of EUR 0.52 each.

19. By decision of the Ordinary General Meeting of Shareholders held on 28.06.2024, it was determined to split all the existing shares of the Company (stock split), without changing the share capital, at a ratio of two (2) new shares replacing one (1) old share, through a simultaneous reduction of the nominal value of each new share from EUR 0.52 to EUR 0.26.

Thus, the share capital of the Company amounts to five million eight hundred and fifty thousand (€5,850,000.00) euros, divided into twenty-two million five hundred and fifty thousand (22,500,000) ordinary registered shares, with a nominal value of 0.26 euros each.

## **Article 6**

**6.1.** The shares are registered and dematerialized.

**6.2.** To the extent permitted by the Law, registered shares may be converted to bearer shares and vice versa, by a resolution of the General Meeting of Shareholders adopted by a simple majority of the ordinary quorum and by amendment of this article.

## **Article 7**

**7.1.** Each shareholder, wherever he/she resides, is considered, for his/her relations with the Company, to be permanently domiciled at the Company's registered seat and is subject to the laws of Greece. If a shareholder resides outside the registered seat of Company, they must appoint an agent for service of process at the Company's registered seat. In the absence of the appointment of an agent for service of process, the Company has the right to make any judicial or extrajudicial notifications and services relating to such shareholder to the Clerk of the First-instance Court of the place of the Company's registered seat.

**7.2.** Any dispute between the company and its shareholders, as well as any dispute between the company and third parties, is subject to the exclusive jurisdiction of the courts of the place where the company has its registered seat, before which the company can only be sued unless the law prescribes otherwise.

### **CHAPTER III**

## **GENERAL MEETING OF SHAREHOLDERS**

### **Article 8**

**8.1.** The President of the Board of Directors and, in he/she is impeded, his/her deputy and, if the latter is also impeded, the senior member of the Board of Directors present temporarily presides over the General Meeting of Shareholders and elects a Secretary, from among the shareholders present, until the list of shareholders entitled to participate in the General Meeting is ratified by the General Meeting, which elects the Presiding board consisting of the President and a Secretary, who also acts as a scrutineer.

**8.2.** The General Meeting of the Company's shareholders is its supreme body and is entitled to decide on any affair concerning the Company.

**8.3.** The matters concerning the invitation to, constitution in body and holding of the General Meetings of the Company's shareholders are regulated by the relevant provisions of Law 4548/2018, as applicable.

## **CHAPTER IV**

### **MANAGEMENT AND REPRESENTATION OF THE COMPANY**

#### **Article 9**

**9.1.** The Company is managed by the Board of Directors consisting of three (3) to nine (9) members, elected by the General Meeting of Shareholders and may be shareholders or not, as well as legal persons. In this case, the legal entity is obliged to appoint a natural person to exercise the powers of the legal entity as a member of the Board of Directors.

The term of office of the members of the Board of Directors is five years and is extended until the ordinary General Meeting that will be convened immediately after the expiry of their term of office.

**9.2.** In the event of resignation, death or loss, in any other way, of the capacity of member or members of the board of directors, the remaining members may continue to manage and represent the Company even without replacing the missing members, provided that their number exceeds half of the members, as they were before the occurrence of the above events; in any case, such members may not be less than 3 (three).

**9.3.** Also, if a member of the Board of Directors resigns, passes away or otherwise loses his/her capacity, the Board of Directors, if it has at least three remaining members, may elect members to replace the members who resigned, passed away or otherwise lost their capacity.

**9.4.** The Board of Directors is responsible for issuing common bond loans or exchangeable bond loans.



## **Article 10**

**10.1.** The Board of Directors elects among its members, for its term of office, the President, the Vice-president, and the Managing Director of the Company. The capacities of the Managing Director and the President or Vice-President may coincide in the same person.

**10.2.** When the President is prevented from exercising his/her duties, he/she is replaced by the Vice-president or any Director appointed by the Board of Directors for this purpose.

## **Article 11**

**11.1.** The Board of Directors shall meet at the Company's registered seat whenever the law, the articles of incorporation or the Company's needs so require.

**11.2.** By way of exception, the Board of Directors validly meets outside its headquarters in another place, either in Greece or abroad, provided that all members are present or represented at the meeting, and none of them opposes the holding of the meeting and decision-making.

**11.3.** The Board of Directors may also meet via videoconference. In this case, the invitation to the members of the Board Directors shall include the information necessary for their participation in the meeting.

**11.4.** The minutes of the Board of Directors are signed by all the members of the Board of Directors and authenticated by the President or the Managing Director or any executive member of the Board of Directors.

## **Article 12**

In the case of a tie vote during the decision-making by the Board of Directors, the President of the Board of Directors shall have a casting vote.

## **Article 13**

The Board of Directors may decide to assign directly the representation of the Company for specific operations to other Board members, or Company employees or third parties.

## **CHAPTER E**

### **YEAR OF ACCOUNT**

## **Article 14**

The Company's year of account begins on the 1st of January and ends on the 31st of December each year.

## **CHAPTER VI**

### **ALLOCATION OF PROFITS – FINAL PROVISION**

## **Article 15**

**15.1.** The Company's net profits are shown in the income statement and are those resulting in application of the current legislation.

**15.2.** Net profits, if and insofar as they can be appropriated in accordance with Article 159 of Law 4548/2019, shall be distributed in the following order:

(a) The credit amounts of the profit and loss account, which are not realized gains, are deducted;

(b) The deduction for the legal reserve under Law 4548/2018 is made;

(c) The amount required for the payment of minimum dividend provided for by Article 161 of Law 4548/2018 is deducted;

(d) the remaining amount shall be allocated by decision of the General Meeting as an additional dividend or for the creation of extraordinary reserves or as remuneration of the Board of Directors or shall be carried forward to a new fiscal year, in accordance with the law, or shall be allocated otherwise as the General Meeting of the Company may determine by its decision.

## **Article 16**

For each case not provided for and regulated by these Articles of Incorporation, the provisions of Law 4548/2018 on the reform of the law of sociétés anonymes, as applicable, shall apply.

True copy of the Statute, as amended and harmonised with the provisions of Law 4548/2018, and adopted by the Ordinary General Meeting of 28.06.2024.

True copy 28.06.2024

The President of the BoD