

### **Commencement of merger process by absorption of EL.TECH. ANEMOS SA by ELLAKTOR SA**

In accordance with Regulation (EU) 596/2014, the Rule Book of the Athens Exchange and Law 3556/2007, the Board of Directors of EL.TECH. ANEMOS SA (the Company) met on the 28<sup>th</sup> of December 2018, announces that it has unanimously decided to commence the process for the merger by absorption by ELLAKTOR SA (ELLAKTOR, together with the Company, the Merging Companies) of the Company, in accordance with articles 68 et seq. of Codified Law 2190/1920 and articles 1-5 of Law 2166/1993, as in force (the "Merger" or the "Transaction").

In particular, the Board of Directors during the above mentioned meeting resolved to commence the Merger process setting 31/12/2018 as the date of the transformation balance sheet and to appoint the audit firm "RSM GREECE BUSINESS ADVISORS LTD" for the purpose of certifying the book value of the assets of the Company.

The proposed share exchange ratio of the merging companies is 1.27x new ordinary ELLAKTOR share having a nominal value of €1.03 for every 1 EL.TECH. ANEMOS existing ordinary share having a nominal value of €0.30.

The proposed ELLAKTOR/Company share exchange ratio is higher than 8.9% of the closing Company's share price (as on Friday, 28 December 2018).

The proposed share exchange ratio is subject to receiving a fairness opinion from independent experts of recognised international standing to be appointed by each Merging Company and obtaining approval by the General Assembly of their shareholders as set out below.

On the basis of such proposed share exchange ratio, the pro-forma shareholding in the combined entity will be:

- Shareholders of ELLAKTOR will hold 82.606%
- Shareholders of EL.TECH. ANEMOS will hold 17.394%.

It is noted that the existing ELLAKTOR shareholders will maintain the same number of shares in ELLAKTOR after the Merger.

Completion of the Merger is subject to obtaining approvals from the General Meetings of shareholders of the Merging Entities as well as any other necessary approvals, including by relevant authorities.

The Transaction is intended to be completed until 30/06/2019.

The Merging Companies are expected to enjoy multiple benefits as a result of the Merger. Given ELLAKTOR's leading role in the Greek infrastructure sector, the combined entity is set to benefit from ELLAKTOR's long-term business outlook, widening its scope of growth and providing the minority shareholders with the opportunity to participate in any future share price appreciation. At the same time, the combined entity's share trading and liquidity are expected to improve.

Furthermore, the enhanced cash flow of the new post-Merger company would increase the available liquidity and provide potential to enhance future capital returns. It is also expected that the combined entity will have broader flexibility to allocate capital across segments with attractive risk-adjusted returns, improved access to capital and expanded growth potential, compared to the standalone prospects of each merging company.

The Group's financial performance is also expected to be enhanced due to synergies that could be created from financial costs, administrative costs and tax benefits. In terms of capital adequacy, the balance sheet of the combined entity would expand the investment capacity to RES projects also, and create prospects for growth while maximising the potential improvements to the cost of capital.

Finally, the aim is that management remains unchanged, so that the combined entity benefits from continuity of its leadership team; this should minimize integration risk and disruption of the business continuity.

In the context of the Merger, the firms NBG Securities and Karatzas and Partners Law Firm are acting to the Company as financial advisers and legal counsel, respectively.

Kifissia, 28<sup>th</sup> December, 2018