

I N V I T A T I O N

**to the shareholders of the société anonyme with the registered name
and the distinctive title "ELLAKTOR S.A."**

(the "Company")

General Electronic Commercial Registry No.: 251501000 –

(SA Reg.No. 874/06/B/86/16)

to an Extraordinary General Meeting

In accordance with Law and the Company's Articles of Association, and following a decision of its Board of Directors adopted at its meeting dated the 24th of April 2019, the Company's Shareholders are invited to an Extraordinary General Meeting to be held on the twenty one of May two thousand nineteen (21.05.2019), Tuesday, at 10:00 a.m, at the Company's Offices at 25 Ermou street, Kifissia, to discuss and resolve on the following items of the agenda:

ITEMS OF THE AGENDA

1. Merger by absorption of the *société anonyme* "ELTECH ANEMOS S.A." by the Company in accordance with the applicable provisions of articles 68 et seq. of Codified Law 2190/1920 and articles 1-5 of Law 2166/1993, as in force and approval of the Draft Merger Agreement. - Increase of the Company's share capital as a result of the merger by a total amount of €38,388,810.70 by means of contribution of part of the share capital of "ELTECH ANEMOS S.A." and capitalization of part of the Company's account "Share Premium Reserve". - Amendment of articles 3 and 5 of the Company's Articles of Association in order to expand the Company's object and reflect the increase of its share capital, respectively, as a result of the merger. Authorizations to the Board of Directors for the execution of the Merger Agreement and the completion of the merger, the arrangement of procedural issues and technical details for the issue and listing of the new shares of the Company resulting from the merger, the sale of any fractional balances that might result from the aforementioned increase and return of the sale proceeds to the beneficiaries.
2. Various announcements.

Should the quorum required by law not be achieved, and for such reasons no decision can be made for all or some of the items of the agenda, any Repetitive General Meeting will take place on Tuesday, 28th of May, 2019, at 10:00 a.m. at the same place and with the same items as of the initial agenda that have not been discussed, without the publication of a further invitation.

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

I. RIGHT TO ATTEND AND VOTE IN THE GENERAL MEETING

The Extraordinary General Meeting of 21st of May 2019 may be attended by any person registered as shareholder (holder of common registered shares in the Company) in the records of the Dematerialised Securities System ("DSS") kept by the "Hellenic Central Security Depository" ("HCSD"), as at the beginning of the 5th day preceding the initial General Meeting ("Record Date"), i.e. the 16th of May 2019. The aforementioned Record Date is applicable for any Repetitive General Meeting as well.

A shareholder's capacity as at the Record Date will be verified electronically by HCSD through the Company's online connection to the DSS. Therefore, in order to participate and vote at the General Meeting, the shareholder is not required to submit any written confirmation from HCSD.

Only those who have shareholder's capacity on the Record Date shall have the right to participate and vote at the Extraordinary General Meeting. The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the date of the Extraordinary General Meeting.

Each share is entitled to one vote.

II. PROCEDURE FOR PARTICIPATING AND VOTING BY PROXY

Shareholders may participate in the Extraordinary General Meeting and vote either in person or by proxy, and in any case through physical presence. Each shareholder may appoint up to three (3) proxies. A proxy holding proxies from several shareholders may cast votes differently for each shareholder. In cases where a shareholder owns shares that are held in more than one investor securities account, the shareholder may appoint separate proxies for the shares appearing in each account.

Proxy forms for the appointment of representatives are available electronically on the Company's site (www.ellaktor.com) and in printed form at the Company's Offices, at 25 Ermou str., Kifissia (Shareholder Service Department). Proxy forms must be filled in, signed and submitted, or received by post, at the Company's Offices, 25 Ermou str., Kifissia (Shareholder Service Department) or received electronically by the Company's Shareholders Department at the fax no. 210 8184909 or by email at gfotojianni@ellaktor.com and amichou@ellaktor.com, in each case at least forty eight (48) hours before the date of the General Meeting, i.e. by Sunday 19th 10:00 a.m. of May 2019. The same deadline applies for the submission to, or receipt by, the Company of any proxy substitution or revocation in the way described above.

A shareholder may appoint a representative for one or more general meetings and for a certain period of time.

A representative will vote as per the shareholder's instructions, if any.

A shareholder's representative must, prior to the commencement of the General Meeting, notify the Company of any specific circumstances which the shareholders might find useful to assess the risk that such representative could serve interests other than those of the shareholder.

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

- a) a controlling shareholder or other legal person or entity controlled by such shareholder;
- b) a member of the Board of Directors or of the general management of the Company, or of a controlling shareholder or other legal person or entity subject to the control of such controlling shareholder;
- c) an employee or certified auditor of the Company or of a controlling shareholder or other legal person or entity subject to the control of such controlling shareholder;
- d) the spouse of or relative to the first degree to any of the natural persons mentioned in points a) to c).

III. MINORITY SHAREHOLDERS' RIGHTS

Pursuant to article 121 par. 4 of Law 4548/2018, the Company informs the shareholders that they have, among others, the following rights provided for in article 141 par. 2, 3, 6 and 7 of Law 4548/2018:

- i. Upon request of shareholder(s) representing 1/20 of the paid up share capital, the Board of Directors must proceed to the addition of items on the agenda of the convened General Meeting, provided that such request has been received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by the 6th of May 2019. The request to add items on the agenda must be accompanied by a relevant justification or a draft decision to be subject to the approval of the General Meeting. Any revised agenda will be published in the same manner as the previous agenda, thirteen (13) days prior to the date of the General Meeting, i.e. on the 8th of May 2019, and simultaneously will be made available to shareholders on the Company's website, together with the relevant justification or the draft decision submitted by the shareholders. If such proposed items are not published, the requesting shareholders are entitled to ask for an adjournment of the General Meeting, in accordance with article 141 par. 5 of Law 4548/2018 and to proceed themselves with the publication, pursuant to the provisions of article 141 par. 2, subpar. 2 of Law 4548/2018, at the expense of the Company. The Board of Directors is not obliged either to add items in the agenda or to publish or disclose such items

along with their relevant justification and the draft decisions submitted by the shareholders if their content contradicts the law or fair practice.

- ii. Shareholder(s) representing 1/20 of the paid up share capital may submit draft decisions on items included in the original or any revised agenda provided that such request is received by the Board of Directors at least seven (7) days prior to the General Meeting, i.e. by the 14th of May 2019 at the latest. Such draft decisions are made available to shareholders pursuant to article 123 par. 3 of Law 4548/2018, at least six (6) days prior to the General Meeting, i.e. no later than the 15th of May 2019. The Board of Directors is not obliged to publish or disclose draft decisions submitted by the shareholders if their content contradicts the law or fair practice.
- iii. Upon request of any shareholder, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by the 15th of May 2019 at the latest, the Board of Directors must make available to the General Meeting the specific information required in relation to the Company's affairs, to the extent that such information is relevant to the items of the agenda. The Board of Directors may issue a single reply to shareholder requests, having the same content. No obligation to provide information exists when the relevant information is already posted on the Company's website, especially in the form of questions and answers. Moreover, the Board of Directors may deny the provision of information for significant reasons, mentioned in the minutes. Such reason may be, based on the circumstances, the participation of the requesting shareholders in the Board of Directors, according to articles 79 or 80 of Law 4548/2018.
- iv. Upon request of shareholder(s) representing 1/10 of the paid up share capital, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by the 15th of May 2019 at the latest, 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 deny the provision of information for significant reasons, mentioned in the minutes. Such reason may be, based on the circumstances, the participation of the requesting shareholders in the Board of Directors, according to articles 79 or 80 of Law 4548/2018, as long as the respective members of the Board of Directors have received the relevant information in a sufficient manner.
- v. Upon request of shareholder(s) representing 1/20 of the paid up share capital, submitted to the Company, the Chairman of the General Meeting must adjourn only once the making of decisions by the General Meeting for all or some of the items, setting as date to continue the meeting such date provided in the shareholders' request, which cannot be more than 20 days from the adjournment date.

The deadlines to exercise any shareholder minority rights will apply accordingly in case of a Repetitive General Meeting.

In all of the above cases of exercise of their rights, shareholder capacity shall be verified electronically by HCSD through the Company's online connection to the DSS.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the Company's website www.ellaktor.com.

IV. AVAILABLE DOCUMENTS AND INFORMATION

From the date of publication of the present, this invitation, the documents that shall be submitted to the General Meeting, the draft decisions proposed to the Board of Directors for the items of the agenda, the proxy forms as well as the total number of existing shares and the voting rights shall be uploaded at the Company's website www.ellaktor.com. Moreover, the Company's shareholders may receive such documents in printed form from the Shareholder Service Department (25 Ermou str., 145 64 Kifissia).

Kifissia, 24 April 2019

THE BOARD OF DIRECTORS