

## **CONVOCAATION**

**to the Extraordinary General Meeting  
of the Shareholders of the Company named  
“AKTOR SOCIETE ANONYME HOLDING COMPANY TECHNICAL AND ENERGY PROJECTS”  
with General Commercial Registry (GEMI) no: 000408501000**

According to the provisions of Law and the Articles of Association of the Company, by virtue of a resolution of the Board of Directors at its Meeting held on 15.09.2025, the Shareholders of the Company named “AKTOR SOCIETE ANONYME HOLDING COMPANY TECHNICAL AND ENERGY PROJECTS” are invited to attend the Extraordinary General Meeting to be held on **Monday, October 6 at 10:00 a.m.**, which will meet in a hybrid manner, i.e. with the physical presence of shareholders at the Municipality of Paiania, Attica (19<sup>th</sup> km Markopoulou Avenue, Building B7, Auditorium, 2<sup>nd</sup> floor) and with the participation of shareholders remotely real time by teleconferencing, in order to discuss and decide on the following Agenda items:

### **AGENDA ITEMS**

1. (a) Approval of the Demerger by Spin-Off of the Construction Sector from the Company ("Company", "Contributing Company" or "Divided Company") and the contribution to its 100% subsidiary (spin-off of the sector by absorption) under the corporate name “AKTOR HOLDING COMPANY CONSTRUCTIONS, TECHNICAL AND ENERGY PROJECTS SINGLE MEMBER SOCIETE ANONYME” and the distinctive title “AKTOR CONSTRUCTIONS”, with registered offices at the 19<sup>th</sup> km Paianias-Markopoulou Avenue, Paiania Attica, P.C. 19002, with G.E.MI. No. 185305301000 and Tax Identification Number 802918297 of the Tax Office of KEFODE Attica, and as legally represented ("Beneficiary Company"), against the allocation to the Company of a 100% shareholding in the Beneficiary Company (“Spin-off of the Construction Sector”), (b) Submission and Approval of the Draft Demerger Agreement by Spin-Off and Contribution of the Construction Sector dated 27.06.2025, pursuant in particular to Articles 54, 57 par. 2, 59-73 and 83-88 of Law 4601/2019, articles 47 to 59 of Law 5162/2024, and the relevant provisions of Law 4548/2018, including the Transformation Balance Sheet of the Construction Sector of 31.12.2024 and the Valuation Report of the Construction Sector dated 25.06.2025 based on article 17 of Law 4548/2018, signed by the Company and its 100% subsidiary Beneficiary Company, (c) Submission and Approval of the Detailed Report of the Board of Directors of the Company dated 27.06.2025 on the above Draft Demerger Agreement by Spin-Off and Contribution of the Construction Sector (pursuant to article 61 of Law 4601/2019), (d) Submission and Approval of the Expert Report dated 27.06.2025 on the above Draft Demerger Agreement by Spin-Off and Contribution of the Construction Sector, in accordance with the provisions of articles 10 and 62 of Law 4601/2019, (e) Approval of all decisions and actions taken to date by the Board of Directors and the representatives of the Company, as well as the management bodies and representatives of the Beneficiary Company, regarding the Spin-Off of the Construction Sector and (f) Provision of relevant approvals and authorizations for the implementation of the Spin-Off.
2. (a) Approval of the Demerger by Spin-Off of the Concessions and the Public-Private Partnerships (PPP) Sector by the Company ("Company", "Contributing Company" or "Divided Company") and the contribution to its 100% subsidiary (spin-off of the sector by absorption) under the corporate name “AKTOR SYMMETOCES SE ERGA PARACHORISEON KAI SDIT SINGLE MEMBER SOCIETE ANONYME” and the distinctive title “AKTOR PARTICIPATIONS CONCESSIONS- PPP PROJECTS SINGLE MEMBER S.A.”, with registered offices at the 19<sup>th</sup> km Paianias-Markopoulou Avenue, Paiania Attica, P.C.



19002, with G.E.MI. No. 183641001000 and Tax Identification Number 802835246 of the Tax Office of KEFODE Attica, and as legally represented ("Beneficiary Company"), against the allocation to the Company of a 100% shareholding in the Beneficiary Company ("Spin-off of the Concessions and PPP Sector"), (b) Submission and Approval of the Draft Demerger Agreement by Spin-Off and Contribution of the Concessions and PPP Sector dated 27.06.2025 pursuant in particular to articles 54, 57 par. 2, 59-73 and 83-88 of Law 4601/2019, articles 47 to 59 of Law 5162/2024 and the relevant provisions of Law 4548/2018 including the Transformation Balance Sheet of the Concessions and PPP Sector of 31.12.2024 and the Valuation Report of the Concessions and PPP Sector dated 25.06.2025 based on article 17 of Law 4548/2018, signed by the Company and its 100% subsidiary Beneficiary Company, (c) Submission and Approval of the Detailed Report of the Board of Directors of the Company dated 27.06.2025 on the above Draft Demerger Agreement by Spin-Off and Contribution of the Concessions and PPP Sector (pursuant to article 61 of Law 4601/2019), (d) Submission and Approval of the Expert Report dated 27.06.2025 on the above Draft Demerger Agreement by Spin-Off and Contribution of the Concessions and PPP Sector, in accordance with the provisions of articles 10 and 62 of Law 4601/2019, (e) Approval of all decisions and actions taken to date by the Board of Directors and the representatives of the Company, as well as the management bodies and representatives of the Beneficiary Company regarding the Spin-Off of the Concessions and PPP Sector and Provision of relevant approvals and authorizations for the implementation of the Spin-Off.

3. Approval according to article 22, par. 3 of Law 4706/2020 on the amendment of the allocation table and the use of part of the funds raised by virtue of the decision of the General Meeting of shareholders dated 19.11.2024 on the increase of the share capital – Granting of authorizations.
4. Miscellaneous Announcements

The Company informs that the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting remotely in real time by teleconferencing.

#### **I. Reconvened General Meeting**

In the event that no quorum, as provided for by Law and the Articles of Association of the Company, is attained for the decision-making on all or some of the aforementioned agenda items, the Shareholders of the Company are invited to attend a Reconvened General Meeting, to take place on Monday, **October 13, 2025**, at **10:00 a.m.**, which will meet in a hybrid manner, i.e. with the physical presence of shareholders at the same place, and with the participation of shareholders remotely in real time by teleconferencing, without further notice. The agenda of the reconvened General Meeting, if any, will be the same as above, with the exception of items on which a decision could be taken. The persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting remotely in real time by teleconferencing.

#### **II. Participation and voting rights at the General Meeting**

1. All shareholders of the Company are entitled to participate in the General Meeting and vote, either in person or by proxy, as provided for in Law 4548/2018 and the following. Each share entitles to one vote.
2. Only the shareholder recorded with the Dematerialized Security System (DSS), managed by the "Hellenic Central Securities Depository" (ATHEXCSD), which provides registry services within the meaning of par. 6 of article 124 of Law 4548/2018, may participate in and vote at the General Meeting. The capacity of a shareholder may be proven by any legal means and based on the notification received by the Company from the Central Securities Depository, when it provides registry services, or, in any other case, through the participating and registered intermediaries to the Central Securities Depository.

3. The capacity of a shareholder must be in force at the beginning of **1<sup>st</sup> October 2025 (Record Date)**, i.e., on the fifth (5<sup>th</sup>) day before the General Meeting on 6 October 2025, and only the persons being shareholders on that date are eligible to participate in and vote at the General Meeting.
4. The Record Date also applies in the event of a postponement or reconvention of the General Meeting, provided that the date of the adjourned or reconvened session is not more than thirty (30) days away from the Record Date. If this is not applicable, then anyone who has the capacity of a shareholder at the beginning of the third (3<sup>rd</sup>) day prior to the date of the adjourned or reconvened General Meeting is entitled to participate and vote (par. 6 of article 124 of Law 4548/2018).
5. The Company may justify the capacity of a shareholder on the Record Date by directly accessing the Dematerialized Security System files. Therefore, in order to participate and vote in the General Meeting, the shareholder is not required to present a relevant written certificate from ATHEXCSD. With regard to the Company, it is considered that only those with the capacity of a shareholder on the respective Record Date have the right to participate and vote in the General Meeting. The exercise of the participation and voting rights shall neither entail any shareholders' share blocking, nor any other similar procedure, which restricts the entitlement to sell or/and transfer the shares in the in-between period from the Record Date to the General Meeting date.
6. Shareholders who fail to comply with the deadline of par. 4 of article 128 of Law 4548/2018 may participate in the General Meeting unless the General Meeting declines their participation on a severe ground which justifies such decline.

### III. Procedure for exercising voting rights by proxy

1. Shareholders are entitled to participate in the General Meeting and vote either in person or by proxy. A proxy appointed by a number of shareholders may vote differently for each shareholder.
2. Each shareholder may appoint a proxy for one or more General Meetings and for a definite period of time. The proxy shall vote according to the shareholder's instructions, if any, and shall be obliged to have such voting instructions on record for at least one (1) year after the General Meeting date. The proxy's failure to comply with the provided instructions shall not affect the validity of the General Meeting resolutions, even if the proxy's vote was resolute for attaining a majority.
3. Before the General Meeting, the proxy of a shareholder has to advise the Company on any specific fact that may be useful for assessing the risk that the proxy may serve interests different from the shareholder's interests. In view of the above, a conflict of interest may arise, especially when the proxy:
  - a) is a shareholder controlling the Company or is any other legal person or entity controlled by such shareholder;
  - b) is a member of the Board of Directors or of the Company's management in general, or of a shareholder controlling the Company, or any other legal person or entity controlled by a shareholder controlling the Company;
  - c) is an employee or auditor of the Company or of a shareholder controlling the Company or of another legal person or entity controlled by a shareholder controlling the Company;
  - d) is a spouse or first-degree relative of any of the natural persons of points a) to c) above.
4. The appointment and revocation of the shareholder's proxy shall be made in writing and notified to the Company on the same form, at least forty-eight (48) hours prior to the date set for the General Meeting, i.e., by **October 4, 2025 at 10:00 a.m.** at the latest. Each shareholder may appoint up to three (3) proxies. However, if a shareholder holds shares in the Company which appear in more than one securities account, this restriction shall not prevent the shareholder from appointing different proxies for the shares recorded in each securities account in relation to the General Meeting.

5. The Company provides the form for appointing a proxy with physical presence and a form for appointing a proxy for remote participation in the General Meeting (see “IV. Participation and exercising the right to vote at the General Meeting remotely in real time by teleconference”). Both are available to shareholders: a) in hard copy at the Company's headquarters (19<sup>th</sup> km Markopoulou Avenue, 19002 Paiania, Attica) and b) in electronic form at the Company's webpage ([www.aktor.gr](http://www.aktor.gr)). The completed and signed forms must be submitted by the shareholder to the IR Department of the Company at the above-mentioned address or sent by e-mail to [IR@aktor.gr](mailto:IR@aktor.gr) or by fax to +30 210 667 4793 at least forty-eight (48) hours before the date of the General Meeting, i.e., by **October 4, 2025 at 10:00 a.m.** at the latest. The beneficiary is requested to ensure that the successful sending of the proxy appointment form and its receipt by the Company is confirmed, and to this end, may call the following telephone numbers: +30 210 667 4646 or +30 210 667 4871 (IR Department).
6. The Articles of Association of the Company do not provide shareholders with the possibility to participate in the voting remotely, by correspondence or by digital means, prior to the General Meeting.

#### **IV. Participation and exercising the right to vote at the General Meeting remotely in real time by teleconference**

1. In order for shareholders to participate and vote at the General Meeting, or any Reconvened General Meeting, remotely in real time, the filling in of the form “Declaration of participation remotely in real time by videoconference - Appointment of a proxy to participate in the Extraordinary General Meeting of the Company's shareholders on October 6<sup>th</sup>, 2025” is required. By completing this form, the shareholder concerned declares their intention to participate in the General Meeting remotely by indicating on the above form a valid e-mail address and, if they so wish, may appoint a proxy to participate in the Extraordinary General Meeting. The form is available to shareholders: a) in hard copy at the Company's headquarters (19<sup>th</sup> km Markopoulou Avenue, 19002 Paiania, Attica) and b) in electronic form at the Company's webpage ([www.aktor.gr](http://www.aktor.gr)) and is submitted with all information filled in and signed by the shareholder to the IR Department of the Company at the aforementioned address or sent by e-mail at [IR@aktor.gr](mailto:IR@aktor.gr) or by fax at +30 210 667 4793 at least forty-eight (48) hours before the date of the General Meeting, i.e. by **October 4, 2025 at 10:00 a.m.** at the latest. The beneficiary is requested to ensure that the said form has been successfully sent and has been received by the Company, and for this purpose may call the following telephone numbers: +30 210 667 4646 or +30 210 667 4871 (IR Department).
2. After the confirmation of the shareholder's capacity as a shareholder, the IR Department shall send to the shareholder or their representative by e-mail to the e-mail address indicated on the form of par. 1, instructions for monitoring and/or the voting procedure during the General Meeting.
3. In order to access the General Meeting remotely in real time by videoconference, a computer or mobile phone of smartphone, or tablet, with an installed web browser application and internet access capability is required.
4. The shareholder or their proxy will be able to attend the General Meeting and participate in the voting remotely by electronic means from the commencement of the General Meeting on October 6, 2025 at 10:00 a.m. until the end of the meeting, by entering the link that will be sent to the e-mail address provided in the “Declaration of remote participation in real time via videoconference - Appointment of a proxy for participating in the Annual General Meeting of the Company's shareholders to be held on October 6<sup>th</sup>, 2025” and the e-mail address of the shareholder or their proxy, as recorded in the aforementioned declaration, should be used as the passcode.
5. The shareholders or their proxies, if any, may contact for clarifying questions the IR Department of the Company via email to [IR@aktor.gr](mailto:IR@aktor.gr) or via telephone to the numbers +30 210 667 4646 or +30

210 667 4871.

6. The shareholders or their proxies, if any, participating in the General Meeting via teleconference in real-time will be able to:
  - a) follow the proceedings of the General Meeting with electronic or audiovisual means;
  - b) take the floor and address the General Meeting orally;
  - c) vote in real time during the General Meeting on the items of the agenda; and
  - d) receive information on the registration of their vote.

**V. Final dates for exercising the Rights of Minority Shareholders under paragraphs 2, 3, 6, and 7 of Article 141 of Law 4548/2018**

1. Shareholders representing one-twentieth (1/20) of the paid share capital of the Company are entitled to:
  - a) request the introduction of additional items to the General Meeting agenda, by means of an application to be filed to the Board of Directors fifteen (15) days before the General Meeting, i.e., up to 21.09.2025, which shall be accompanied by justification or a draft resolution for approval by the General Meeting. The revised agenda shall be published in the same manner as the previous agenda, thirteen (13) days before the General Meeting date, i.e., on 23.09.2025.
  - b) submit draft resolutions for issues included in the initial or the revised agenda, if any, by means of an application to be filed to the Board of Directors at least seven (7) days before the General Meeting, i.e. up to 29.09.2025; such draft resolutions shall be notified to the shareholders at least six (6) days before the General Meeting date, i.e. by 30.09.2025.
2. By application to be filed to the Company at least five (5) full days before the General Meeting, i.e., by 30.09.2025, any shareholder may ask the Board of Directors to provide specific information to the General Meeting in relation to the Company's affairs, to the extent that such information is related to the items on the agenda. The Board of Directors may release a single reply to the applications of shareholders having the same content. There is no obligation to provide information when such information is already available on the Company website, especially in a Q&A form. Furthermore, the Board of Directors may refuse to provide information on sufficient due cause, which must be recorded in the minutes.
3. By means of an application filed to the Company at least five (5) full days before the General Meeting, i.e., up to 30.09.2025, shareholders representing one-tenth (1/10) of the paid share capital of the Company may request the Board of Directors to provide the General Meeting with information on the progress of corporate affairs and the Company's financial status. The Board of Directors may refuse to provide information on sufficient due cause, which must be recorded in the minutes.

**VI. Available documents and information**

The information of paragraphs 3 and 4 of article 123 of Law 4548/2018 (this convocation, the documents to be submitted to the General Meeting, draft resolutions on the Agenda items as proposed by the Board of Directors, the documents for voting by a proxy or representative as well as the total number of current shareholders and voting rights, as well as a detailed description of the rights of the shareholders and the deadlines for exercising them, according to Article 121 par. 4, item (a), (aa) of Law 4548/2018) will be available in a digital form at the Company's website ([www.aktor.gr](http://www.aktor.gr)). Moreover, the shareholders of the Company may be provided with these documents in hard copy by the IR Department (19<sup>th</sup> km Markopoulou Avenue, 19002 Paiania, Attica).

Paiania, September 15, 2025  
THE BOARD OF DIRECTORS