

Resolutions
of the Extraordinary General Meeting of the Shareholders of the company
“AKTOR SOCIETE ANONYME HOLDING COMPANY TECHNICAL AND ENERGY PROJECTS”
with General Commercial Registry (GEMI) no: 000408501000
on October 6, 2025

(Article 123 par. 4 of Law 4548/2018, as in force)

The societe anonyme “AKTOR SOCIETE ANONYME HOLDING COMPANY TECHNICAL AND ENERGY PROJECTS” in the context of its obligations deriving from article 4.1.1 of the Athens Stock Exchange Regulation, informs the investing public than on **October 6th, 2025**, at 10:00 a.m. the Extraordinary General Meeting of the Shareholders was held and was met in a hybrid manner, i.e. with the physical presence of shareholders at the Municipality of Paiania, Attica (19th km of Markopoulo Avenue, Building B7, Auditorium, 2nd floor) and with the participation of shareholders remotely real time by teleconferencing, in accordance with the Invitation of its Board of Directors dated **15.09.2025**.

Eighty-six (86) shareholders representing **one hundred seventy million one hundred ninety four thousand five hundred and nineteen (170,194,519) shares and votes** in total attended the General Meeting in person or by proxy, i.e. **83.440%** of the Company's paid-up share capital. It is noted that the voting rights corresponding to the 30,000 own shares held by the Company are suspended, in accordance with article 50 of Law 4548/2018 and are not calculated for the formation of a quorum.

During the Extraordinary General Meeting, the following agenda items were discussed and resolutions were made, as follows:

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 19th 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.”***



Minimum Required Quorum: 1/2 of the paid-up share capital of the Company

Minimum Required Majority: 2/3 of the votes represented at the General Meeting

Quorum reached: 83.440% of the paid-up share capital of the Company

On this item the votes were as follows:

- **For 170,194,519 votes, 100.000%**
- **Against 0 votes, 0.000%**
- **Abstention 0 votes, 0.000%**

The General Meeting approved:

(a) 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 19th 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"), and the transfer by universal succession to the Beneficiary Company of all the assets and liabilities of the Construction Sector of the Company, i.e. indicatively, all rights, movable property, real estate, receivables, shareholdings, intangible assets, claims, disputed or not, obligations, employees, contracts, pending public or private tenders, suitability to pursue the professional activity, technical and professional ability and experience of the Sector, economic and financial standing/adequacy of the Sector and in general legal relations of the Sector, including administrative or other licenses and approvals of the Sector that have been issued in favor of the Divided Company (indicatively, including the Contractor's License of the 7th Class under No. 9690 in the Register for Contracting Companies (M.E.EΠ.) and any capacity or legal relationship or element, experience, turnover, employees, know-how that it includes, or proves, etc.), as well as any other assets and liabilities of the Construction Sector, even if it is not named or described specifically in the Draft Demerger Agreement or/and the notarial act for the Demerger, against the allocation to the Company of a 100% shareholding in the Beneficiary Company ("Spin-off of the Construction Sector"), with the delivery to the Company also the sixty-six million eight hundred and sixty-seven thousand eight hundred and twenty-three (66,867,823) new ordinary shares issued by the Beneficiary, with a nominal value of one euro (€1.00) each, as a consequence of the increase in the share capital of the Beneficiary Company, due to the contribution of the Sector, on which the Company will acquire full ownership and possession, thus remaining the sole 100% shareholder of the Beneficiary Company, in accordance with the specific terms of the Draft Demerger Agreement by Spin-Off and Contribution of the Construction Sector and the notarial deed which will be signed.

(b) 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, incorporated herein, signed by the Company and its 100% subsidiary Beneficiary Company, and published on 30.06.2025 on the G.E.MI. website, without substantial amendments, which will be attached in the Minutes of the General Meeting as Annex 1.

(c) 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) 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) 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.

The General Meeting further authorized the Chairman of the Board of Directors and Chief Executive Officer, Mr. Alexandros Exarchou, for the implementation of the Demerger, and granted him the mandate, the power of attorney and the right to sign in the name and on behalf of the Company any documents, contracts, deeds, assignments, applications, notarial deeds and in particular the notarial Demerger Agreement, where the main assets and liabilities of the Sector will be described in more detail, and any amendments, corrections, repetitive, supplementary notarial deeds, claims, registrations, submissions, or declarations/solemn declarations, inter alia, before any notary in Greece and abroad and any Greek or foreign public service or other authority, or a third party (including but not limited to the G.E.MI., the competent ministries, cadastral offices, tax and urban planning authorities, contractors registers, etc.) and to issue and sign all supplementary declarations and other declarations in any form (including notarial form), tax returns, applications, as well as to take any other material act or legally recognized action that may be necessary or appropriate for the implementation, publication, registration with the competent Authorities of the Demerger Agreement and of any supplementary, corrective, repetitive, amending agreement and the transfer of the assets of the Sector to the Beneficiary. The above is further authorized to file applications on behalf of the Divided Company, to draft documents of any type, to accept service of documents, and to take any other action that may be necessary or appropriate for the implementation, publication, registration, and completion of the Spin-Off and the transfer of the assets of the Sector. At the same time, the above is further authorized to appoint, at his discretion, a deputy or a substitute or further substitute proxy for the implementation of the above actions.

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 19th 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 (f) Provision of relevant approvals and authorizations for the implementation of the Spin-Off."

Minimum Required Quorum: 1/2 of the paid-up share capital of the Company

Minimum Required Majority: 2/3 of the votes represented at the General Meeting

Quorum reached: 83.440% of the paid-up share capital of the Company

On this item the votes were as follows:

- **For 170,194,519 votes, 100.000%**
- **Against 0 votes, 0.000%**
- **Abstention 0 votes, 0.000%**

The General Meeting approved:

(a) 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 SYMMETOCHEs 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 19th 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"), and the transfer by universal succession to the Beneficiary Company of all the assets and liabilities of the Concessions and PPP Sector of the Company, i.e. indicatively, all rights, movable property, real estate, receivables, shareholdings, intangible assets, claims, disputed or not, liabilities, employees, contracts, pending public or private tenders, suitability to pursue the professional activity, technical and professional ability and experience of the Sector, economic and financial standing/adequacy of the Sector and in general legal relations of the Sector, including administrative or other licenses and approvals of the Sector that have been issued in favor of the Divided Company and legal relations of the Sector in general, including the administrative or other licenses and approvals of the Sector that have been issued in favor of the Divided Company, as well as any other asset and liabilities of the Concessions and PPP Sector, even if it is not named or described specifically in the Draft Demerger Agreement or/and the notarial act for the Demerger, against the allocation to the Company of a 100% shareholding in the Beneficiary Company ("Spin-off of the Concessions and PPP Sector"), with the delivery to the Company also the twenty-five million four hundred and fifty-four thousand nine hundred and thirty-five (25,454,935) new ordinary shares issued by the Beneficiary, with a nominal value of one euro (€1.00) each, as a consequence of the increase in the share capital of the Beneficiary Company, due to the contribution of the Sector, on which the Company will acquire full ownership and possession, thus remaining the sole 100% shareholder of the Beneficiary Company, in accordance with the specific terms of the Draft Demerger Agreement by Spin-Off and Contribution of the Concessions and PPP Sector and the notarial deed which will be signed.

(b) 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 with 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, incorporated herein, signed by the Company and its 100% subsidiary Beneficiary Company, and published on 30.06.2025 on the G.E.MI. website, without substantial amendments, which will be attached to the Minutes of the General Meeting as Annex 1.

(c) 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) 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) 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.

The General Meeting further authorized the Chairman of the Board of Directors and Chief Executive Officer, Mr. Alexandros Exarchou, for the implementation of the Demerger, and granted him the mandate, the power of attorney and the right to sign in the name and on behalf of the Company any documents, contracts, deeds, assignments, applications, notarial deeds and in particular the notarial Demerger Agreement, where the main assets and liabilities of the Sector will be described in more detail, and any amendments, corrections, repetitive, supplementary notarial deeds, claims, registrations, submissions, or declarations/solemn declarations, inter alia, before any notary in Greece and abroad and any Greek or foreign public service or other authority, or a third party (including but not limited to the G.E.MI., the competent ministries, cadastral offices, tax and urban planning authorities, contractors registers, etc.) and to issue and sign all supplementary declarations and other declarations in any form (including notarial form), tax returns, applications, as well as to take any other material act or legally recognized action that may be necessary or appropriate for the implementation, publication, registration with the competent Authorities of the Demerger Agreement and of any supplementary, corrective, repetitive, amending agreement and the transfer of the assets of the Sector to the Beneficiary. The above is further authorized to file applications on behalf of the Divided Company, to draft documents of any type, to accept service of documents, and to take any other action that may be necessary or appropriate for the implementation, publication, registration, and completion of the Spin-Off and the transfer of the assets of the Sector. At the same time, the above is further authorized to appoint, at his discretion, a deputy or a substitute or further substitute proxy for the implementation of the above actions.

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.”*

Minimum Required Quorum: 1/2 of the paid-up share capital of the Company

Minimum Required Majority: 2/3 of the votes represented at the General Meeting

Quorum reached: 83.440% of the paid-up share capital of the Company

On this item the votes were as follows:

- **For 170,194,519 votes, 100.000%**
- **Against 0 votes, 0.000%**
- **Abstention 0 votes, 0.000%**

Following the decision of the Board of Directors dated 15.09.2025 and its relevant recommendation to the General Meeting of Shareholders, the General Meeting approved, in accordance with the provisions of article 22 par. 3 of Law 4706/2020, the modification of the use of part of the funds raised by the Company through the increase of its share capital, which was approved by the decision of the Extraordinary General Meeting of Shareholders dated 19.11.2024 (the "Increase") and was implemented in accordance with the provisions of the Prospectus of the Company dated 27.12.2024 approved by the Board of Directors of the Hellenic Capital Market Commission (the "Prospectus"), and specifically decides on funds of €50,000,000.00, which were originally intended for the use under item (B) of section "4.1.2 Reasons for the Offer and Use of Revenues" of the Share Title of the Prospectus, i.e. to finance the acquisition by the Company of a real estate portfolio of a total value of €579.4 million of the company under the corporate name "Prodea Real Estate Investment Company Société Anonyme" ("Prodea"), through the acquisition of the company under the corporate name "MILORA Single Member Societe Anonyme" ("Milora"), a 100% subsidiary of Prodea, and the subsequent transfer of Prodea's real estate portfolio to Milora (the "Prodea Transaction"), due to the cancellation of the Prodea Transaction, to be finally disposed of as follows:

- (a) an amount of €20,000,000.00 for the use under item (D) of section "4.1.2 Reasons for the Offer and Use of Revenues" of the Share Title of the Prospectus, i.e. for the financing of investments in electricity production projects from Renewable Energy Sources (RES).

It is noted that the General Meeting was informed of the decision of the Board of Directors of the Company dated 30.04.2025, according to which of the total amount of €88,000,998.80, which was intended to be allocated to the field of electricity production from Renewable Energy Sources (RES) within thirty-six (36) months from the certification of payment of the Increase according to the financial year under item (D) of the section "4.1.2 Reasons for the Offer and Use of Revenues" of the Share Title of the Prospectus, an amount of €39,600,000 was deemed appropriate and it was decided to be allocated to cover part of the acquisition price for the acquisition of 100% of the shares of the company under the corporate name "AKTOR CONCESSIONS SINGLE MEMBER SOCIETE ANONYME", a subsidiary of the company under the corporate name "ELLAKTOR S.A." by the Company (the "AP Transaction"). The reasons that led to the above diversification of the destination of the funds raised, which did not exceed twenty percent (20%) of the total funds raised from the Increase and therefore no approval by the General Meeting was required, as well as the date of the above decision of the Board of Directors were announced, in accordance with article 2 par. 4 of the decision no. 10^A/1038/30.10.2024 of the Board of Directors of the HCMC and the decision no. 8/754/14.04.2016 of the Board of Directors of the HCMC, in the semi-annual Report on the Disposal of Funds Raised for the period from the time of the Increase until 30.06.2025 (the "Semi-Annual Report on Funds Raised - 30.06.2025"), which forms an integral part of the Semi-Annual Financial Report of the Company for the period from January 1st to June 30th, 2025, in accordance with paragraph 5 of article 1 of decision no. 10^A/1038/30.10.2024 of the Board of Directors of the HCMC.

Following the decision of the Board of Directors dated 30.04.2025 and the present resolution of the General Meeting, the total amount allocated for the use under item (D) of the section "4.1.2 Reasons for the Offer and Use of Revenues" of the Share Title of the Prospectus is set at €68,400,998.80.

- (b) an amount of €30,000,000.00 to be allocated for the repayment of an equal amount of short-term

bank loan received for the implementation of the AP Transaction.

Consequently, the General Meeting decided to amend the allocation table of the funds raised from the Increase and their use as follows:

Purpose of allocating the funds raised	Initial allocation (Prospectus) (amounts in €)	Allocation based on the decision of the Board of Directors dated 30.04.2025 (amounts in €)	Allocation based on the decision of the Board of Directors dated 15.09.2025 (amounts in €)
A. Funding and reinforcement of the working capital of the Company and its subsidiaries and execution of capital expenditures	50.000.000,00	50.000.000,00	50.000.000,00
B. Financing part of the purchase price of a real estate portfolio by Prodea	50.000.000,00	50.000.000,00	0
C. Financing part of the acquisition price of the company Entelechia	10.000.000,00	10.000.000,00	10.000.000,00
D. Financing investments in RES electricity production projects	88.000.998,80	48.400.998,80	68.400.998,80
E. Financing part of the acquisition price of the company AKTOR CONCESSIONS S.M.-S.A. and repayment of a relevant short-term bank loan	0	39.600.000,00	69.600.000,00
Issuance Costs	2.000.000,00	2.000.000,00	2.000.000,00
Total	200.000.998,80	200.000.998,80	200.000.998,80

The above deviation from the financial year provided for in the Prospectus (see section 4.1.2 “4.1.2 Reasons for the Offer and Use of Revenues” of the Share Title of the Prospectus) exceeds twenty percent (20%) of the total capital raised from the Capital Increase, and a period of more than six months has elapsed since the completion of the capital raising.

Following the recommendation of the Board of Directors, the General Meeting decided that the time schedule for the allocation of the funds raised will remain unchanged, in accordance with the provisions of section “4.1.2 Reasons for the Offer and Use of Revenues” of the Share Title of the Prospectus (except for the schedule provided for the financial year under item (B), i.e. for the financing of the Prodea Transaction, which, due to the cancellation thereof, becomes obsolete). With regard to the allocation of an amount of €30,000,000.00 from the funds raised for the implementation of the AP Transaction, the General Meeting decides, following the relevant recommendation of the Board of Directors, to allocate the above amount of €30,000,000.00 within six (6) months from the present decision of the General Meeting.

In view of the above, the General Meeting authorized the Board of Directors to take all necessary actions for the implementation of this decision.

4. Miscellaneous Announcements

There were no announcements