



**Excerpt from
MINUTES OF EXTRAORDINARY MEETING
OF THE BOARD OF DIRECTORS OF
ATHENS INTERNATIONAL AIRPORT S.A.
OF 02.02.2026**

On the 2nd of February 2026, day of the week Monday, at 10h00, the Board of Directors of ATHENS INTERNATIONAL AIRPORT S.A. convened virtually, by teleconference, upon invitation of its Chairperson/Non-Executive Director and in the presence of:

Mr. Michail Kefalogiannis, Chairperson/Non-Executive Director, Mr. Gerhard Schroeder, Vice-Chairperson/Non-Executive Director, the Non-Executive Directors: Mr. Ian Andrews, Mr. Sven Erler, Ms Janis Carol Kong, Prof. Charalampos Pampoukis and Dr. Evangelos Peter Pougias and the Independent Non-Executive Directors: Ms Thiresia (Teresa) Farmaki, Mr. Konstantinos Kollias, Ms Aikaterini Savvaidou, Ms Lorraine Scaramangas and Mr. Panagiotis Tampourlos as well as Ms Eugenia Papathanasopoulou, Director Legal Affairs and Corporate Governance, Secretary to the Board of Directors.

After quorum of the Board of Directors was ascertained, the Board of Directors considered the following items and the Chairperson declared the opening of the extraordinary meeting.

FIRST ITEM: ELECTION OF A NEW MEMBER IN REPLACEMENT OF A RESIGNED MEMBER OF THE BOARD OF DIRECTORS

Further to the resolution of the Board of Directors dated 31.10.2025, whereby the Board members unanimously approved the recommendation of the Remuneration and Nomination Committee on the assessment of the suitability of Mr. George Kallimasis as the new member of the Board of Directors in replacement of Dr Ioannis Paraschis, and taking into consideration the resignation of the latter as of 31.01.2026, the Board of Directors convenes to elect a new member of the Board of Directors in replacement of Dr Paraschis, in accordance with Article 82(1) of Law 4548/2018. The Board of Directors took into consideration the recommendation of the Remuneration and Nomination Committee, included in the abstract of its minutes of meeting dated 23.10.2025, which is attached to the present as Annex A, regarding the appointment of Mr. George Kallimasis in replacement of Dr Paraschis, whereby the Remuneration and Nomination Committee, following assessment, confirmed the individual suitability of the candidate member and the collective suitability of the new Board of Directors, following the election of Mr. George Kallimasis, in replacement of Dr Ioannis Paraschis, in accordance with the Company's Suitability Policy for members of the Board of Directors.

Following the positive recommendation of the Nomination and Remuneration Committee and the discussion among the BoD Members, the Board of Directors, noting also the recent change in its composition due to the unexpected decease of Robert Goebbels and his replacement by Mr. Panagiotis Tampourlos, unanimously reconfirmed the individual suitability of Mr. George Kallimasis and the collective suitability of the new Board Directors and accepted the recommendation of the Remuneration and Nomination Committee.

Subsequently, and following a vote, the Board of Directors unanimously resolved to elect Mr. George Kallimasis, son of Andreas [*], resident of [*], born in [*] on [*], with ID No [*] and with TIN [*], as a member of the Board of Directors, in replacement of the resigned, Dr Ioannis Paraschis, in accordance with Article 82(1) of Law 4548/2018, and designate him as an Executive Member, effective as of 01.02.2026 and for the remaining term of the Board of Directors, i.e. until 6th February 2026, being automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.



It is noted that, at the time of his resignation, Dr Paraschis does not participate in any Committee of the Board of Directors and, therefore, no change arises in the composition of the Board Committees.

Pursuant to Article 82(1) of Law 4548/2018, the present decision regarding the election of Mr. George Kallimasis as an Executive Member of the Board of Directors shall be subject to publication and shall be announced by the Board of Directors at the immediately following General Meeting of Shareholders, which may replace the elected member even if no relevant item has been included on the meeting's agenda.

Mr. George Kallimasis accepted his election, assumed his duties with immediate effect and thereafter participated in the continuation of the present meeting.

The Board of Directors expressed its sincere appreciation and gratitude to Dr Paraschis for nineteen (19) years of outstanding service as the Managing Director and CEO of Athens International Airport S.A. Throughout this extended tenure, Dr Paraschis demonstrated exceptional leadership, unwavering commitment, and a deep sense of responsibility, contributing significantly to the stability, growth, and success of the organization. The Board acknowledged the lasting impact of his strategic vision, professionalism, and dedication, and extends its heartfelt thanks for the invaluable contributions made over the years.

The Board of Directors formally welcomed Mr. George Kallimasis as an Executive Member of the Board in the role of the Managing Director (CEO) of the Company. The Board acknowledged Mr. Kallimasis' appointment with great confidence in his leadership capabilities, professional experience, and strategic insight, and expressed their expectation that his guidance will contribute meaningfully to the Company's continued success and sustainable growth. The Board looks forward to a constructive and collaborative working relationship in pursuit of the Company's mission and objectives.

SECOND ITEM: RECONSTITUTION OF THE BOARD OF DIRECTORS

Following the resolution on the above item, the Members of the Board of Directors unanimously constitute themselves as a body, effective as of 01.02.2026, as follows:

1. Michail Kefalogiannis son of Evangelos [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Non-Executive Member, Chairperson**
2. Gerhard Schroeder son of Gerhard [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Non-Executive Member, Vice-Chairperson**
3. George Kallimasis son of Andreas [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Executive Member, Managing Director (CEO)**
4. Evangelos Peter Poungias son of Vasileios [*], resident of [*], born in [*] on [*], with Passport No [*] and TIN [*], **Non-Executive Member**
5. Sven Erler son of Rolf [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Non-Executive Member**
6. Charalambos Pampoukis son of Panos [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Non-Executive Member**
7. Ian Andrews son of Anthony [*], resident of [*], born in [*] on [*], with Passport No [*] and TIN [*], **Non-Executive Member**
8. Janis Carol Kong daughter of Robert [*], resident of [*], born in [*] on [*], with Passport No [*] and TIN [*], **Non-Executive Member**



9. Panagiotis Tampourlos, son of Dimitrios [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Independent Non-Executive Member**
10. Lorraine Scaramangas daughter of Alan [*], resident of [*], born in [*] on [*], with Passport No [*] and TIN [*], **Independent Non-Executive Member**
11. Thiresia (Teresa) Farmaki daughter of Ioannis [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Independent Non-Executive Member**
12. Konstantinos Kollias son of Vasileios [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Independent Non-Executive Member**
13. Aikaterini Savvaidou daughter of Konstantinos [*], resident of [*], born in [*] on [*], with ID No [*] and TIN [*], **Independent Non-Executive Member**

The term of office of the above Board of Directors, which expires on 6 February 2026, shall be automatically extended until the first Ordinary General Meeting of Shareholders after the expiry of its term of office, but may not exceed three (3) years.

Furthermore, the Board of Directors of the Company unanimously resolves that Ms Eugenia Papathanasopoulou be appointed as Secretary to the Board of Directors. In case of impediment of the Secretary to attend a meeting of the Board of Directors, the duties of the Secretary at such meeting will be assumed by any member of the Legal Affairs & Corporate Governance Department, who will be appointed by the Secretary.

Thereafter, there being no other item the extraordinary meeting was adjourned.

In witness whereof the aforementioned decisions of the Board of Directors, the present minutes were drawn up and signed as follows.

THE CHAIRPERSON

M. Kefalogiannis

THE VICE-CHAIRPERSON

G. Schroeder

THE MEMBERS

G. Kallimasis

E. P. Poungias

S. Erler

Ch. Pampoukis

I. Andrews

J. Kong

L. Scaramangas

T. Farmaki

THE SECRETARY

E. Papathanasopoulou

K. Kollias

A. Savvaidou

P. Tampourlos



ANNEX A

Excerpt of the Minutes of the virtual Meeting of the Renumeration & Nomination Committee held on 23rd October 2025, 14h00

Attendees:

Remuneration & Nomination Committee (RNC)

Mr. R. Goebbels, Chairperson
Mr. G. Schroeder, Member
Mr. K. Kollias, Member

Mr. M. Kefalogiannis and Dr. E. P. Poungias were also invited

Secretary of the RNC

Ms. E. Papathanasopoulou, Director, Legal Affairs & Corporate Governance, Secretary to the BoD

Invitees from AIA

Dr Y. Paraschis, Managing Director (CEO) (only for the interview during the discussion of the 1st item)
Mr. G. Kallimasis, Chief Strategy Officer (only for the interview during the discussion of the 1st item)
Mr. J. Kollas, Director, Human Resources (only for the 2nd item)

ISSUES COVERED AT THE MEETING

1. ASSESSMENT OF THE SUITABILITY OF THE PROPOSED BOD MEMBER

Mr. Goebbels, in his capacity as the Chairperson of the Committee, further to the RNC meeting of 16th October briefed the RNC members on the process and the required recommendation of the RNC to the Board and invited Messrs. Yiannis Paraschis and George Kallimasis to join the RNC for an interview by the RNC members. Mr. Kallimasis thanked the members for their trust and briefed them on his background and his history with the Company. He joined the Company in 1999. Previously he was working with Deloitte and Enterprise Greece Agency and then, he joined the Company's Corporate Finance becoming Manager soon thereafter. In 2005, he became Manager Corporate Planning, and in 2009, he was promoted to the role of Director Corporate Planning and was responsible for numerous strategic projects and initiatives, including the Concession Extension project, which materialized in 2019. He was elevated to the role of Chief Strategy Officer (CSO) in 2019 and was responsible for the successful IPO and the implementation of the Scrip Dividend Program and currently is also a member of the Steering Committee of the Company for the Airport Expansion Program (AEP). Mr. Kallimasis explained the major challenges the Company is currently facing and laid out his vision of an Airport Company excelling in business and operations of 40 million passengers and beyond. Mr. Goebbels thanked Mr. Kallimasis and said that Mr. Kallimasis touched all points and that we have to work all together. Mr. Kallimasis said that an airport has to face unforeseen events and succeeding Dr Paraschis and taking over a Company, being in a very good state, is challenging to make it better. He thanked also Dr Paraschis for his support and everything he learned from him all these years working with him.

Then, Mr. Goebbels invited Dr Paraschis, who said that he is also very pleased and honored to see that the main capital of AIA's people is being appreciated by the shareholders and that there will be a smooth succession. He added that he is happy to see Mr. Kallimasis as the selected one and confident that he will cope and that this happens symbolically at the end of the original concession challenging to transform the Company into the new era. Dr Paraschis by concluding wished Mr. Kallimasis all the best and every



success and thanked the RNC Committee for their cooperation and the whole process for his succession and as Mr. Goebbels, he is also in favour of the internal solutions and candidates.

Mr. Goebbels thanked AviAlliance for their proposal and gave the floor to Ms Papathanasopoulou, who reminded the RNC members of the following documents, which have been brought to the attention of the RNC members with regard to Mr. George Kallimasis' appointment:

- (a) A detailed curriculum vitae setting out the professional experience, educational background, knowledge, and skills of the proposed New Member of the Board of Directors.
- (b) A Declaration on the Commitment of Sufficient Time as a Member of the Board of Directors, by virtue of which he solemnly declares that he fully understands and unconditionally accepts the expected time commitment required to properly perform his duties as an Executive member of the Board of Directors.
- (c) A Declaration of Interests including a declaration of absence of conflict of interest with the Company.
- (d) A Declaration on the Provision of Correct Information to the Company on the knowledge, skills and experience of the proposed New Member of the Board of Directors.
- (e) A Declaration on the Assessment of the Reputation, Ethics and Integrity of the New Member of the Board of Directors, by virtue of which the proposed member declares that there is no conviction or ongoing prosecution against him for any criminal offence, that there is no barrier to his appointment according to the provisions of Article 3 § 4 of Law 4706/2020, as in force, that no disciplinary or other administrative measures have been imposed against him by any regulatory or professional body, that he is not debtor in default, that he has not been declared personally bankrupt, that he has never been removed from employment, that he has never been removed from the Board of Directors of any other company in which he has served as Member of the Board of Directors. In addition, with the same declaration, GK declared that he has not been in the last five (5) years an agent or an employee of an airport authority or of any party providing airport services within the area of Athens according to the provision of Article 8.2 (f) of the Company's Articles of Association.
- (f) A copy of the Penal Record of Mr. Kallimasis with protocol number [*].

After considering the above declarations, following interactive discussions, the RNC assessed the suitability of the candidate, according to Article 18 of Law 4706/2020, as in force, taking into account the Company's Articles of Association, the Suitability Policy for Members of the Board of Directors, the Charter of the Board of Directors and ascertained the following, together with the curriculum vitae of the candidate:

With regard to the individual suitability of the candidate member:

Mr. Kallimasis has over 20 years of leadership experience at Athens International Airport S.A. (AIA), currently serving as Chief Strategy Officer. He has demonstrated expertise in strategic planning, crisis management, negotiation, and project execution, including leading AIA's concession extension and IPO processes. He is well-connected in the aviation industry and holds a high-level academic degree. His leadership style, values, and alignment with AIA's mission and vision make him a strong cultural fit. His professional and personal skills, including financial acumen, integrity, and interpersonal effectiveness, position him as the ideal candidate to lead AIA into the future.

Thus, the proposed new Executive BoD Member meets the suitability criteria set out in:



- (i) Article 8.2 (f) of the Codified Articles of Association of the Company, i.e., the candidate has not served in the last five (5) years as an agent or employee of any airport authority or of any party providing airport services in the area of Athens,
- (ii) the Suitability Policy for Members of the Board of Directors of the Company. Specifically, Mr. Kallimasis is individually qualified to serve on the Board of Directors as an Executive BoD Member, i.e., he has: a) sufficient time in the light of his specific role and duties; b) sufficient knowledge, skills and experience to properly perform his duties; c) good reputation, honesty and integrity; and d) independence of judgment and absence of conflict of interest. All of the above are evidenced by his curriculum vitae and other supporting information submitted to the RNC, in particular the declarations provided by the Mr. Kallimasis to the Company for (a), (b) (c) and (d) as provided for in the Suitability Policy. In addition, it was established that in the proposed composition of the New Board of Directors following current CEO's replacement there is still adequate representation by gender, i.e., in a proportion not less thirty-three percent (33%) of the total members of the Board of Directors of its total membership (in the case of a fraction, the percentage is rounded to the nearest whole number), and that all other criteria set out in the Company's Diversity Policy (in particular, the absence of discrimination based on national origin, age, marital status, etc.) are met.

Following the replacement of the current Executive BoD member by Mr. Kallimasis (effective as of 1st February 2026), the proposed composition of the Board of Directors of the Company fully complies with the requirements of Law 4706/2020, as in force, regarding the number of independent non-executive members of the Board of Directors, i.e., five out of the thirteen members as independent non-executive members. Each of the independent members for the Board of Directors still fulfils the independence criteria of article 9 of Law 4706/2020, as in force.

With regard to the collective suitability of the new Board of Directors:

Moreover, the RNC assessed that, following the election of Mr. Kallimasis (as of 1st February 2026), the new Board of Directors of the Company, as a whole, possesses the necessary skills and knowledge to exercise proper management and supervision of the Company. Following Mr. Kallimasis' addition to the BoD, the members of the Board of Directors are collectively qualified to have an in-depth understanding of the Company's structure, the sector in which it operates and its specificities, to contribute to the Company's growth prospects, as they have significant experience in the business and professional world not only locally but also internationally, in particular in the following fields: the aviation industry, the energy sector, environmental protection, social responsibility and corporate governance, digital technology, business management, strategic planning, new business development, financial management, the legal and regulatory framework, and risk management. At the same time, the members for the New Board of Directors are collectively able to undertake effective control and oversight of the actions of the Company's senior executives.

3. RECOMMENDATION OF THE RNC TO THE BOARD OF DIRECTORS

Having taken into consideration the aforementioned, with regard the assessment of the individual suitability of the candidate, Mr. Kallimasis and the collective suitability of the new Board Directors, the RNC recommends to the BoD the appointment of Mr. Kallimasis as the new Managing Director (CEO) effective as of 1st February 2026.

Thereafter, there being no other item on the agenda the meeting was adjourned.



The RNC Chairperson

R. Goebbel

The Members of the RNC

G. Schroeder

The Secretary of the RNC

E. Papathanasopoulou

K. Kollias

True Excerpt of the Minutes as have been recorded in the Book of Minutes of the Board of Directors
Spata, 12 February 2026
The Secretary to the Board of Directors

Eugenia Papathanasopoulou