

“ELTECH ANEMOS S.A.”

Number of Commercial Registry: 2567001000 (hereinafter, “Company”)

DECISIONS OF THE ANNUAL GENERAL MEETING OF 21st MAY 2019

The Annual General Meeting of ELTECH ANEMOS S.A. Shareholders, held on 21st May 2019, was attended by 25 shareholders (in person or by representative), representing 70,011,142 ordinary, registered, voting shares or 84.6906% of the paid-up, voting share capital. Following the verification of the quorum, the Meeting discussed and decided for each and every one item of the agenda.

In particular, the Annual General Meeting decided the following:

ITEM 1: Submission for approval of the Annual Financial Statements and the Annual Consolidated Financial Statements for the fiscal year that ended on 31.12.2018, together with the relevant Board of Directors and Certified Auditor-Accountants Reports. Appropriation of company's profits.

1. The General Meeting of the shareholders approved the Annual Financial Statements and the Annual Consolidated Financial Statements for the fiscal year that ended on 31.12.2018, together with the audit report by the certified auditor and the annual report of the Company's Board of Directors.
2. In addition, the General Meeting of the shareholders approved:
 - a) the non-distribution of dividend for the fiscal year 2018 and
 - b) the disposal of the following amounts of the Company's profits (after taxes) of 2018:
 1. 553,580.16 Euro as ordinary reserve; and
 2. the remaining amount out of the Company's profits (after taxes) of 2018 as retained earnings.

Number of shares for which votes have been validly cast: 70,011,142

Percentage of voting share capital: 84.6906%

Number of votes “in favor”: 70,011,142 (100% of present and represented votes) – Number of votes “against”: 0 – Number of votes withheld: 0

ITEM 2: Approval of the management performed by all members of the Board of Directors for the fiscal year 2018. Release of the Certified Auditor-Accountants from any liability for the fiscal year 2018.

The management performed by each of the members of the Board of Directors individually, in his/her capacity, and by all members of the Company's Board of Directors as a body for actions undertaken during the year that ended on 31.12.2018, in accordance with article 108 of Law 4548/2018 was approved.

The auditing firm “PRICEWATERHOUSECOOPERS”, with registered seat on Kifisias Avenue 268, Chalandri, and its Chartered Auditors, namely, Messrs Fotios Smyrnis son of Gregory (registration no SOEL 52861) and his substitute Marios Psaltis son of Thomas (registration no SOEL 38081) were released from any liability with respect to the acts undertaken during 2018 (fiscal year 01.01.18 to 31.12.18).

Number of shares for which votes have been validly cast: 70,011,142

Percentage of voting share capital: 84.6906%

Number of votes “in favor”: 69,993,191 (99.9744% of present and represented votes) – Number of votes “against”: 0 – Number of votes withheld: 17,951 (0.0256% of present and represented votes)

ITEM 3: Election of the audit company to perform the audit of the financial statements for the fiscal year 2019 and determination of their fees.

The assignment to the auditing firm “PRICEWATERHOUSECOOPERS”, with registered seat on Kifisias Avenue 268, Chalandri, of the audit of the financial statements of the Company and its Group for the year from 01.01.2019 to 31.12.2019, as well as the review of the interim financial statements of the Company and its Group for the period from 01.01.2019 to 30.06.2019 was approved. The selection of Messrs Fotios Smyrnis son of Gregory (registration no SOEL 52861) and his substitute Marios Psaltis son of Thomas (registration no SOEL 38081) was approved. The total fee to be paid to the above mentioned auditing firm for the above mentioned services amounting to 95,000.00 Euro plus VAT was approved.

Number of shares for which votes have been validly cast: 70,011,142

Percentage of voting share capital: 84.6906%

Number of votes “in favor”: 70,011,142 (100% of present and represented votes) – Number of votes “against”: 0 – Number of votes withheld: 0

ITEM 4: Approval of remuneration paid to members of the Board of Directors for the fiscal year 2018 and preliminary approval of relevant remuneration of the Board of Directors, which will be paid during the fiscal year 2019.

The payment of the amount of 24,000.00 Euro as remuneration to the Board of Directors during 2018 was approved. The above-mentioned remuneration has been pre-approved by the annual general meeting of the Company’s shareholders met on 26.07.2018, and has been subject to withholding tax, according to the applicable legislation, and stamp duty has also been imposed on them.

Furthermore, the payment of an amount of up to 125,000.00 Euro, referring to remuneration to be paid to the Board of Directors during 2019, was preliminarily approved.

Number of shares for which votes have been validly cast: 70,011,142

Percentage of voting share capital: 84.6906%

Number of votes “in favor”: 69,993,191 (99.9744% of present and represented votes) – Number of votes “against”: 0 – Number of votes withheld: 17,951 (0.0256% of present and represented votes)

ITEM 5: Granting of permission to the members of the Board of Directors and the Management of the Company pursuant to article 98 of Law 4548/2018.

The Board of Directors and the General Management, as well as Company’s executives, were granted the permission to participate in the management of other Group companies or other companies that pursue the same or similar corporate objectives as the Company’s objectives.

Number of shares for which votes have been validly cast: 70,011,142

Percentage of voting share capital: 84.6906%

Number of votes “in favor”: 70,011,142 (100% of present and represented votes) – Number of votes “against”: 0 – Number of votes withheld: 0

ITEM 6: Approval of the agreements concluded by the Company during 2018 with its affiliates within the meaning of article 32 of Law 4308/2014, pursuant to article 23a of Codified Law 2190/1920.

The conclusion of services agreements or/and any other transactions between the Company and all of its affiliates, as defined in article 32 of Law 4308/2014, in which (agreements), apart from other ordinary transaction terms and special agreements, the below mentioned special agreements have been concluded, was approved.

- a) Services and in general transactions that are provided or performed by the Company to its affiliates or vice versa, as follows:
- 1) Data processing;
 - 2) Investors' Relations;
 - 3) Public Relations;
 - 4) Asset Management;
 - 5) Relationships with banks and insurance companies, financing;
 - 6) Tax services and assistance in ensuring compliance with accounting standards;
 - 7) Financial analysis and economic reporting;
 - 8) Market and Competition Surveys;
 - 9) Support in drafting and analysis business plans;
 - 10) Support and Implementation of take overs and mergers;
 - 11) Sale and Purchase of Goods;
 - 12) Sale and Purchase and leases of real estate or distinct part of them;
 - 13) Works Contracts;
 - 14) Shares sale and purchase;
 - 15) Financing and lending agreements;
 - 16) Expenses Invoicing.
- b) The consideration and other special terms of such transactions will be determined ad hoc by the contracting parties.

Number of shares for which votes have been validly cast: 70,011,142

Percentage of voting share capital: 84.6906%

Number of votes "in favor": 69,993,191 (99.9744% of present and represented votes) – Number of votes "against": 0 – Number of votes withheld: 17,951 (0.0256% of present and represented votes)

ITEM 7: Approval of the merger by absorption of the Company by the societe anonyme under the name "ELLAKTOR S.A.", pursuant to the provisions of Codified Law 2190/1920 and Law 2166/1993. Approval a) of the Draft Merger Agreement dated 18.03.2019, for the merger by absorption of the Company by the societe anonyme under the name "ELLAKTOR S.A." and b) of the Board of Directors explanatory report in relation to above mentioned Draft Merger Agreement dated 15.03.2019, pursuant to article 69 par. 4 of Codified Law 2190/1920. Granting of relevant authorizations.

The General Meeting of the shareholders approved:

- a) the merger by absorption of the Company (hereinafter, "Absorbed Company") by "ELLAKTOR S.A." (hereinafter, "Absorbing Company") according to the provisions of articles 68 et seq. of Codified Law 2190/1920 and Law 2166/1993, each as currently applicable, based on the 31.12.2018 transformation balance sheet of the Absorbed Company and the relevant report by "RSM Greece Certified Auditors and Management Consultants S.A." dated 12.02.2019

- (“Merger”);
- b) the Draft Merger Agreement and all its terms with no amendment;
 - c) the report drafted by the Board of Directors of the Absorbed Company dated 15.03.2019 on the Draft Merger Agreement and the Merger pursuant to article 69 par. 4 of Codified Law 2190/1920;
 - d) all acts performed by the Board of Directors of the Absorbed Company and of the persons that the latter authorised to conclude the Merger.

In addition, the Chairman of the Company’s Board of Directors and Managing Director Mr. Theodoros – Margaritis Sietis was granted the authorization to act, in the name and on behalf of the Company, in the context of implementing this decision and to proceed to all necessary actions to complete the Merger, including the drafting of the final merger agreement together with the Absorbing Company, as law provides, as well as any other required document to comply with the publicity and registration requirements set by applicable legislation for the completion of the Merger.

Number of shares for which votes have been validly cast: 70,011,142

Percentage of voting share capital: 84.6906%

Number of votes “in favor”: 68,479,714 (97.8126% of present and represented votes) – Number of votes “against”: 0 – Number of votes withheld: 1,513,428 (2.1874% of present and represented votes)

ITEM 8: Shareholders briefing – Announcements

1. Announcement to the shareholders of the following Board of Directors members replacements:
 - By virtue of the Board of Directors resolution dated 10.10.2018, Mr. Alexios Comninos was elected as independent, non-executive member of company’s Board of Directors, following the resignation of Mr. Dimitrios Chatzigrigoriadis.
 - By virtue of the Board of Directors resolution dated 22.12.2018, Mr. Panagiotis Govatsos was elected as non-executive member of Company’s Board of Directors, following the resignation of Mr. Anastasios Kallitsantsis.
 - By virtue of the Board of Directors resolution dated 22.12.2018, Mrs. Angeliki Koutava was elected as Vice Chairman, non-executive member of Company’s Board of Directors, following the resignation of Mr. Gerasimos Georgoulis.
 - By virtue of the Board of Directors resolution dated 16.01.2019, Mr. George Politis was elected as non-executive member of Company’s Board of Directors, following the resignation of Mr. Panagiotis Govatsos.
2. Announcement to the shareholders of the replacement of the Audit Committee member Mr. Dimitrios Chatzigrigoriadis, following his resignation, by Mr. Alexios Comninos, who complies with the provisions of Law 3016/2002, art. 4, in combination with the provisions of Law 4449/2017, art. 44, by virtue of the Board of Directors resolution dated 10.10.2018.
3. Announcement to the shareholders of the conclusion of the report, drafted by the Audit Committee Chairman, regarding the actions undertaken by the Audit Committee during 2018, and dated 21.05.2019, in accordance with Law 4449/2017.

Kifissia, 22nd May, 2019