



**INVITATION TO THE ORDINARY GENERAL MEETING
OF SHAREHOLDERS**

**OF THE SOCIÉTÉ ANONYME UNDER THE NAME
"ATHENS INTERNATIONAL AIRPORT S.A."**

GENERAL ELECTRONIC COMMERCIAL REGISTRY No. 2229601000

(FISCAL YEAR 01.01.2024 – 31.12.2024)

In accordance with the Law and the Articles of Association, the Shareholders of the société anonyme under the name "ATHENS INTERNATIONAL AIRPORT S.A." (the "Company"), following the Board of Directors' resolution dated 21.03.2025, are hereby invited to participate in the Ordinary General Meeting that will take place on **April 14th, 2025**, day of the week Monday **at 14h00**, in a hybrid manner, i.e. with the physical presence of shareholders at the Sofitel Athens Airport Hotel (Meeting Room Callisto II), Athens International Airport, Postal Code 19019 Spata, Greece, and with the participation of shareholders remotely in real time by teleconference. In the same way, the persons referred to in § 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

The items of the Agenda of the General Meeting are as follows:

1. Submission and approval of the annual financial statements for the fiscal year 2024, with the attached thereto Reports of the Board of Directors and the Independent Certified Auditors, as well as the Corporate Governance Statement and the Sustainability Statement.
2. Approval of the appropriation of profits for the fiscal year 2024 and distribution of dividend to shareholders.
3. Approval of a four-year dividend reinvestment program (2025–2028) (Scrip Dividend).
4. Granting of authorization to the Company's Board of Directors for the extraordinary share capital increase of the Company in relation to the above-mentioned 3rd item of the agenda.
5. Submission for discussion of the Remuneration Report of the members of the Board of Directors for the financial year 2024, in accordance with article 112 § 3 of Law 4548/2018.
6. Submission of the Annual Report of the Audit Committee for the fiscal year 2024 in accordance with article 44 § 1(i) of Law 4449/2017.



7. Report of the independent non-executive members of the Board of Directors to the Ordinary General Meeting.
8. Approval of the overall management of the Board of Directors of the Company for the fiscal year 2024 as per article 108 of Law 4548/2018 and discharge of the Certified Auditors Accountants from all responsibility and any liability for compensation for the fiscal year 2024.
9. Approval of the remuneration and compensation paid to the members of the Board of Directors and its Committees for the fiscal year 2024 and approval of the advance payment of remuneration and compensation for the fiscal year 2025.
10. Election of the Certified Auditors Accountants firm for the audit of the annual and interim financial statements, the limited assurance of the CSRD reporting, the audit for the issuance of the tax certificate and the execution of the agreed upon procedures audits, for the fiscal year 2025 and determination of their fees.
11. Distribution of a portion of the retained earnings for fiscal year 2024 as performance reward to members of the Management and Executive Directors of the Company - Granting of authorization.
12. Amendment of the Remuneration Policy of the members of the Company's Board of Directors.
13. Introduction of a long-term stock award program of the Company (Performance Stock Awards), pursuant to article 114 of Law 4548/2018. Granting authorization to the Board of Directors to determine the specific award terms.
14. Approval of Treasury Shares Acquisition Program.

If the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original agenda, is not obtained during the meeting of April 14th, 2025, the General Meeting will reassemble in a Reconvened General Meeting on April 28th, 2025, day of the week Monday and time 14h00 (hereinafter referred as "Reconvened General Meeting") without the publication of a new invitation and will convene in the same way, i.e. hybrid, with the physical presence of shareholders at the same place as the Initial General Meeting and with the participation of shareholders remotely in real time by teleconference. In the same way, the persons referred to in § 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.



Furthermore, based on articles 121 § 4, 124 § 6, 125, 126 and 128 of Law 4548/2018, the Company informs its shareholders of the following:

A. Right to Participate and Vote at the General Meeting

At the Ordinary General Meeting, any person, that has the status of shareholder at the start of the fifth (5th) day before the meeting date of the Ordinary General Meeting on **April 14th, 2025**, i.e. at the start of **April 9th, 2025** ("Record Date"), is entitled to participate. Each share of the Company gives the right to one (1) vote.

The as above Record Date is also valid in the event of a postponed or reconvened meeting provided that the postponed or reconvened meeting is not more than thirty (30) days from the Record Date as per article 124 § 6 of Law 4548/2018. It is noted that in the event of a Reconvened Meeting, a new invitation will not be published in accordance with the provisions of article 130 of Law 4548/2018. If any postponed or reconvened meeting of the General Meeting is more than thirty (30) days away from the Record Date, whoever has the status of shareholder in accordance with the above at the beginning of the third (3rd) day before the day of the postponed or reconvened General Meeting is entitled to participate.

For the Company, shareholders who are entitled to participate in the General Meeting and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System ("DSS") of the société anonyme "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." ("ATHEXCSD") or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of Hellenic Central Securities Depository (Government Gazette B/3178/05.06.2024).

The proof of the shareholder status is done by any legal means and in any case based on information received by the Company by ATHEXCSD or through the registered intermediaries in the central securities depository in case of keeping the shares in a omnibus securities account. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary, unless the Meeting refuses this participation for good reason that justifies its refusal in



accordance with the provisions in force (article 19 § 1 Law 4569/2018, article 124 § 5 Law 4548/2018).

It is noted that exercising these rights (participation and voting) does not require either the blocking of the shares of the beneficiary, or any other similar procedure, which limits the ability to sell and transfer these shares during the period between the Record Date and the date of the Ordinary General Meeting.

B. Participation and procedure for exercising the right to vote

Shareholders may participate and vote in the General Meeting either in person or by proxy.

Each shareholder or their representative may participate and vote in the General Meeting remotely.

(a) By appointing proxy:

Every shareholder has the right to attend the General Meeting and vote by proxy. Each shareholder may appoint up to three (3) proxies. However, if the shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different proxies for the shares in each investor account in relation to the General Meeting. A proxy that acts for more than one shareholders can vote differently for each shareholder according to the written voting instructions provided to him. The shareholder may appoint a proxy for one or more General Meetings and for a specific period of time. The provision of proxy is freely revocable.

Specifically for shareholder participation by proxy at the General Meeting of April 14th, 2025 or any reconvened General Meeting, remotely in real time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants of the Securities Account in the DSS or other intermediaries acting as custodians of the shareholders through which the shares are kept, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. the latest until 12.04.2025 at 14h00 for the initial General Meeting and the latest until 26.04.2025 at 14h00 for the Reconvened General Meeting). In case of the appointment of more than one proxies, **the details of the first declared representative/proxy will be taken into account for identification purposes.**



Upon receipt of the above information by the Company and based on the email address and mobile phone number of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account so as to be able to exercise the rights of the shareholder.

The proxy votes in accordance with the shareholder's instructions, if there are any, and is obliged to file the voting instructions for at least one (1) year, from the date of the General Meeting. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to assess the risk that the proxy may serve other interests besides the interest of the shareholder. A conflict of interest may arise particularly when the proxy is:

1. a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder;
2. a member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company;
3. an employee or certified auditor of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, that exercises control of the Company;
4. a spouse or a relative in the first degree of one of the private individuals that are mentioned in cases (1) to (3).

The appointment and revocation or replacement of the proxy of the shareholder takes place in writing and is notified to the Company, at least forty-eight (48) hours prior to the date of the General Meeting and in the case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212.

For the facilitation of the shareholders, the Company has specified certain persons whom the shareholders can, if they wish, authorize to represent them and vote for them at the General Meeting, in accordance with the written voting instructions they will give.



The Company shall make available on its website (www.aia.gr/investors), on the internet, the documents for the appointment and revocation or replacement of a proxy. The appropriate documents must be filled in, signed with the authenticity of the signature verified, and submitted by the shareholder to the Company's offices, at Administration Building 17, 190 19 Spata Attica, to the attention of the Shareholders Services and Corporate Announcements Department (contact person: Mr. Georgios Eleftheriou) or by e-mail at ir@aia.gr, at least forty-eight (48) hours before the General Meeting and no later than **April 12th, 2025 at 14h00**. Shareholders are asked to ensure that the proxy appointment and revocation or replacement documents are successfully dispatched and received by the Company at the telephone no. +30 210 3535000.

Shareholders that do not comply with the deadline in § 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or by electronic means the appointment of proxies or representatives to the Company, at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the Ordinary General Meeting, unless the General Meeting refuses this participation for good reason which justifies this refusal in accordance with article 124 § 5 of Law 4548/2018.

(b) By mail vote **before** the General Meeting

According to article 17 § 7 of the Company's Articles of Association, shareholders can vote remotely before the General Meeting. In particular, shareholders or their proxies that wish to participate remotely in the voting on the items of the Ordinary General Meeting, can make use of the following options:

1. either by exercising the right to vote before the Ordinary General Meeting through the electronic platform <https://axia.athexgroup.gr/>, in which they have previously created an account and have successfully registered and no later than twenty-four (24) hours before the date of the General Meeting (i.e. **until 14h00 on April 13th, 2025 at the latest**);
2. or by completing and submitting to the Company the "Mail vote document", which the Company shall make available on its website (www.aia.gr/investors) along with instructions for its completion;
3. or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.



Those of the shareholders or proxies who wish to make use of this option should submit the "Mail vote document" filled in, signed with the authenticity of the signature verified, to the Company's offices, at Administration Building 17, 190 19 Spata Attica, to the attention of the Shareholders Services and Corporate Announcements Department (contact person: Mr. Georgios Eleftheriou) or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at ir@aia.gr and no later than twenty-four (24) hours before the General Meeting date (i.e. **until 14h00 on April 13th, 2025 at the latest**). Shareholders are asked to ensure that the "Mail vote document" is successfully dispatched and received by the Company at the telephone no. +30 210 3535000 or based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received within the time frames provided by law, as indicated above.

If the quorum is not obtained, as required by the Law and the Articles of Association, in order to decide any item of the original agenda on the date of April 14th, 2025, during the Reconvened General Meeting which will take place on April 28th, 2025 and time 14h00, the right to vote remotely, by mail vote must be exercised again by a vote that will take place before the Reconvened General Meeting, in the following ways:

1. either by exercising the right to vote before the Ordinary General Meeting through the electronic platform <https://axia.athexgroup.gr/> , in which they have previously created an account and have successfully registered and no later than twenty-four (24) hours before the date of the Reconvened General Meeting (i.e. **until 14h00 on April 27th, 2025 at the latest**);
2. or by completing and submitting to the Company the "Mail vote document", which the Company shall make available on its website (www.aia.gr) along with instructions for its completion, signed with the authenticity of the signature verified, at the Company's offices at Administration Building 17, 19019 Spata Attica, to the attention of the Shareholders Services and Corporate Announcements Department (contact person: Mr. Georgios Eleftheriou) or digitally signed by using a recognized digital signature (qualified certificate) by the representative or shareholder by e-mail to the address ir@aia.gr and no later than



twenty-four (24) hours before the date of the Reconvened General Meeting (i.e. **until 14h00 on April 27th, 2025 at the latest**);

3. or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the Reconvened General Meeting are counted for the formation of the quorum and majority, provided that the votes in question received by the Company no later than 27.04.2025 at 14h00.

For the potential Reconvened General Meeting on 28.04.2025, shareholders that had not appointed a proxy during the initial General Meeting or shareholders that wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the General Meeting, can appoint up to one (1) proxy at least forty-eight (48) hours before the date of the General Meeting (i.e. **until 14h00 on April 26th, 2025 at the latest**).

After that date, it will not be possible to participate by proxy at the vote that will take place before the Reconvened General Meeting.

(c) By teleconference

In order for shareholders (or their proxies) to participate and vote at the Ordinary General Meeting of April 14th, 2025, or at any Reconvened General meeting, remotely in real time by teleconference using electronic means, without their physical presence, they or their proxies must create and use an electronic shareholder account at the electronic platform ("Online Platform") that has been developed by Athens Exchange Group (ATHEX Group) to provide remote General Meetings services, in real time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/>. The Internet Platform is provided by ATHEXCSD, while for the teleconference the ZOOM meetings service is provided by the company ZOOM Video Communications Inc.

In order to access the Online Platform, a personal computer, a smartphone or a tablet, with an installed web browsing application (browser) and the ability to access the internet is required, while in order for a shareholder or his/her proxy to create an electronic account in "AXIA e-Shareholders' Meeting" platform, a valid electronic mail (email) address and a mobile phone number are required.



If, on accessing the Online Platform, the above information entered by the shareholder does not match the information registered in the DSS and the identification information that has been provided to the Company by ATHEXCSD or through intermediaries, as part of its services to facilitate shareholder identification for remote General Meetings which are provided to listed sociétés anonymes, in accordance with Part 3 of Decision no. 8 of the Board of Directors of Hellenic Central Securities Depository S.A. "Technical terms and procedures for the provision of the Registry, Corporate & Other Related Actions Service" as well as the document "Terms and conditions for the remote General Meeting of Shareholders", shareholders must provide or update the as above information in order to create the account.

For this purpose, shareholders are requested to contact the Participant of the Securities Account in the DSS or other intermediary, acting as the shareholder's custodian and through which their shares are kept, in order to notify them and/or update their valid email address and mobile telephone number for their identification.

Shareholders or their proxies, who will participate in the General Meeting by teleconference in real time, are taken into account for the formation of the quorum and the majority and will be able to exercise their rights effectively during the General Meeting.

On the date of the General Meeting, in order to participate in the proceedings, shareholders or their proxies must log in on time to the Online Platform, at least twenty minutes (20') before the start time of the proceedings and state the number of voting rights with which they will participate and vote, whether they wish to amend it (to a smaller number).

By activating the ZOOM teleconference application through the link that will have been sent to them, they will be able to:

1. follow the proceedings of the General Meeting with electronic or audio-visual means,
2. to address the General Meeting and submit their questions,

while at the same time through the online platform they will be able to:

3. to vote in real time during the General Meeting on the agenda items,
4. to receive information about the registration of their vote.

Further instructions for participating in the General Meeting by teleconference will be posted on the Company's website (www.aia.gr/investors). For any questions and information,



shareholders or their proxies may contact the Company's Shareholders Services and Corporate Announcements Department, daily from 09h00 to 17h00 at the telephone no. +30 210 3535000 or via the e-mail address ir@aia.gr.

Furthermore, from the publication of the present invitation until the conclusion of the General Meeting, support and information will be provided to the shareholders and their proxies, on matters related to the conduct of the General Meeting through the "AXIA e-Shareholders' Meeting" platform (e.g. connection, voting, etc.) at the telephone no. +30 210 3366426 or via the e-mail address at AXIAeShareholdersMeeting@athexgroup.gr

It is noted that the official language of the General Meeting will be the Greek language, while for those participants who prefer the English language, such possibility will be feasible as well.

C. Deadlines for exercising minority rights according to § 2, 3, 6 and 7 of article 141 of Law 4548/2018

(a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to:

1. include additional items on the agenda of the General Meeting, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by 30.03.2025 at the latest. The request to include additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Meeting; the revised agenda is published in a similar way as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. by 01.04.2025 at the latest and, simultaneously made available to shareholders on the Company's website, together with the justification or the draft decision already submitted by the shareholders in accordance with the provisions of article 123 § 4 of Law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with § 5 of article 141 and to make the publication themselves, as per those stipulated in the second section of the present paragraph, at the expense of the Company;
2. make available to the shareholders according to the provisions of article 123 § 3 of Law 4548/2018, at least six (6) days prior to the date of the General Meeting



i.e. by 08.04.2025 at the latest, the draft decisions for items that have been included in the initial or any revised agenda, if the relevant request is received by the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. by 07.04.2025 at the latest.

- (b) Following a request by any shareholder, which is submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide the General Meeting, i.e. by 08.04.2025 at the latest, with the information specifically requested concerning the Company's affairs, insofar as they are relevant to the items on the agenda. The Board of Directors may refuse to provide such information for sufficiently important reason, which is recorded in the minutes. The Board of Directors may answer once to shareholder requests having the same content. There is no obligation to provide information, when the relevant information is already available on the Company's website, especially in the form of questions and answers.
- (c) At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company at least five (5) full days prior to the General Meeting, i.e. by 08.04.2025 at the latest, the Board of Directors is obliged to provide the General Meeting information regarding the progress of corporate affairs and the assets and liabilities of the Company. The Board of Directors may refuse to provide information for sufficiently important reason, which is recorded in the minutes. With regard to the exercise of the Shareholders' Minority Rights the corresponding deadlines apply in case of Reconvened General Meetings.

In all of the aforementioned cases, requesting shareholders are obliged to prove their shareholder status and, with the exception of case (b) hereinabove, the number of shares they possess during the exercise of the relevant right. The proof of the status of shareholder can be provided by any legal means and in any case based on the information received by the Company from the company under the name Hellenic Central Securities Depository S.A. through electronic connection of the Company with DSS or through a Participant of the Securities Account in DSS or other intermediary acting as custodian of the shareholder through which shares are kept. For more information regarding the minority shareholders rights, shareholders may refer to the provisions of article 141 of Law 4548/2018.



D. Available documents and information

The present invitation, the documents to be submitted to the Ordinary General Meeting, the draft decisions for each item of the agenda, the total number of the currently existing shares and voting rights, the documents concerning proxy and revocation, remote voting, notification of participation in the meeting by teleconference, as well as the other information under § 3 and 4 of article 123 of Law 4548/2018 and the information regarding the exercise of the minority rights of § 2, 3, 6 and 7 of article 141 of Law 4548/2018 are available in electronic form on the Company's website (<https://www.aia.gr/investors/en/regulatory-information/general-shareholders-meetings>) and in hard copy at the Company's Shareholders Services and Corporate Announcements Department.

For information, shareholders or their proxies may contact the Company's Shareholders Services and Corporate Announcements Department, daily from 09h00 to 17h00 at the telephone no. +30 210 3535000 or via the e-mail address ir@aia.gr.

The Company invites shareholders to visit regularly its website (<https://www.aia.gr/investors/en/regulatory-information/general-shareholders-meetings>) for any subsequent announcements concerning the forthcoming Ordinary General Meeting.

Spata, 24.03.2025

The Board of Directors