

**Draft Decisions of the Extraordinary General Assembly dated 24 January 2024
of the shareholders of
MOTOR OIL (HELLAS) CORINTH REFINERIES S.A.
General Electronic Commercial Registry (GEMI) 00027281000**

Unique Agenda item: Provision of consent or/and approval a) with reference to the sale by ELLAKTOR S.A. and the purchase by the MOTOR OIL (HELLAS) S.A. subsidiary MOTOR OIL RENEWABLE ENERGY SINGLE MEMBER S.A. of 123,059,250 common registered shares with voting rights issued by the company ANEMOS RES S.A. corresponding to 25% of the aggregate and fully paid up share capital of ANEMOS RES S.A and b) the signing of the relevant draft of the Share Purchase Agreement (SPA) between MOTOR OIL RENEWABLE ENERGY SINGLE MEMBER S.A. and ELLAKTOR S.A.

Required Quorum	Required voting majority
1/5 (20%)	50% + 1 vote of the votes represented at the EGM

The Chairman of the General Assembly mentioned the following:

A) In December 2023 the wholly owned subsidiary of MOTOR OIL (HELLAS) CORINTH REFINERIES S.A. (henceforth "the Company") under the legal name MOTOR OIL RENEWABLE ENERGY SINGLE MEMBER S.A. (henceforth "MORE") submitted to the Board of Directors of the Athens Exchange listed company under the legal name ELLAKTOR S.A. a financial offer of Euro 123,520,000 for the acquisition of 123,059,250 registered shares issued by ANEMOS RES S.A. The said 123,059,250 shares correspond to 25% of ANEMOS RES S.A. share capital, while MORE already owns 369,177,750 shares corresponding to 75% of the share capital of ANEMOS RES S.A.

The Board of Directors of the Company in its meeting dated 22 December 2023 granted a special permission, pursuant to articles 99-101 of the Law 4548/2018, to the Board of Directors of MORE in order for the latter to enter into a Share Purchase Agreement for the acquisition of 123,059,250 registered shares of ANEMOS RES S.A. for a consideration price of Euro 123,520,000.

The Seller and owner of the said 123,059,250 registered shares is ELLAKTOR S.A. which is a related party with the Company given that the latter participates in the share capital of ELLAKTOR S.A. with a percentage of 29.87% since May 2022.

The Board of Directors of the Company granted the special permission for the acquisition by MORE of 123,059,250 registered shares of ANEMOS RES S.A. for a consideration price of Euro 123,520,000 having taken into account the evaluation report of the auditing company KPMG Auditing S.A. in accordance with the articles 99 and 101 par. 1 of the Law 4548/2018.

According to the above-mentioned report (fairness opinion) of KPMG Auditing S.A. the fair market value of 25% of ANEMOS RES S.A. equity is estimated to be between Euro 119,077,000 and Euro 132,704,000 with a central price (midpoint) of Euro 125,755,000. Therefore, the offered price of Euro 123,520,000 for the acquisition of 25% of the share capital of ANEMOS RES S.A. is deemed fair and reasonable for the Company and its shareholders who are not related parties including minority shareholders in accordance with the provisions of article 101 par. 1 of the Law 4548/2018.

The report of KPMG Auditing S.A. dated 21 December 2023 is available on the corporate website and in particular in the section *Investor Relations/ Regulatory Information/General Shareholders Meetings/ Invitation to Extraordinary General Assembly 24 January 2024 & relevant Documents*.

In addition, it was announced at the General Assembly that MOTOR OIL (HELLAS) CORINTH REFINERIES S.A. requested from the Corporate & Investment Banking Division of PIRAEUS BANK the preparation of a financial report for the valuation of the 25% equity value of ANEMOS RES S.A. The report dated 22 December 2023 concluded, based on various company valuation methods and assumptions, at a price range for the 25% equity value of ANEMOS RES S.A. within which the offered price of Euro 123,520,000 is included.

B) Signing of the relevant Share Purchase Agreement between MORE and ELLAKTOR S.A.

The Chair of the General Assembly stated that the basic terms and conditions of the Share Purchase Agreement are customary and reasonable terms and the conclusion of the Agreement is deemed to be fair and serving the interests of the Company.

Having taken into account the above-mentioned reasoning under A) and B), the Chair of the Assembly proposes to the Extraordinary General Assembly:

a) To approve the transaction between MORE and ELLAKTOR S.A. for the acquisition by MORE of 123,059,250 registered shares of ANEMOS RES S.A. owned by ELLAKTOR

S.A. for a price of Euro 123,520,000 considering that this transaction serves the interests of the Company and constitutes righteous business decision.

- b) To provide its consent for the signing by MORE of the relevant Share Purchase Agreement between MORE and ELLAKTOR S.A. as signatories.