

**Draft Decisions of the Extraordinary General Meeting of the Shareholders
of the Societe Anonyme under the legal name
“MOTOR OIL (HELLAS) CORINTH REFINERIES S.A.”
(The “Company”)**

GENERAL COMMERCIAL REGISTER NO.: 000272801000 (former SA Reg .1482/06/B/86/26)

Dated 17 July 2024

Unique Agenda Item: Providing the consent in respect of a) the purchase by MANETIAL LIMITED, 100% subsidiary of MOTOR OIL (HELLAS) CORINTH REFINERIES S.A., of all shares in the ownership of ELLAKTOR S.A. issued by HELECTOR representing 94.44% of the issued and paid-up share capital of the latter and, b) entering into the Share Purchase Agreement (SPA) between MANETIAL LIMITED, 100% subsidiary of MOTOR OIL (HELLAS) CORINTH REFINERIES S.A., and ELLAKTOR S.A.

Required Quorum	Required Majority
1/2 (50%)	2/3 (66.67%) of votes represented in the General Meeting

The Chairman of the General Meeting highlighted that:

(A) The management of “MOTOR OIL (HELLAS) CORINTH REFINERIES S.A” (hereinafter the “**Company**”), following negotiations with the management of the company under the legal name “ELLAKTOR SOCIETE ANONYME” (hereinafter “**ELLAKTOR**”) which is listed in the Athens Stock Exchange, submitted in May 2024 an offer amounting to Euro 114,731,111.11 for the acquisition either by the Company or any of its subsidiaries of 185,793 common registered shares of a nominal value of 10.22 € each, issued by HELECTOR S.A. (hereinafter “**HELECTOR**”) which are under the ownership of ELLAKTOR. The said shares represent 94.44% of the issued and paid – up share capital and voting rights of HELECTOR (hereinafter referred to as the “**Shares**”). The offered price of Euro 114,731,111.11 may be adjusted according to the terms set out in the Share Purchase Agreement. The basic terms of the Share Purchase Agreement are available on the Company's corporate website www.moh.gr. The terms stipulated in the Agreement are customary in transactions of similar nature.

(B) The Company and ELLAKTOR are related parties, since the former holds a percentage of 29.87% of the share capital of the latter. Hence, the conditions of Articles 99-101 of Law 4548/2018 are met.

(C) Following its decision dated 10.06.2024, the Company's Board of Directors granted its special approval to the Board of Directors of MANETIAL LIMITED for the conclusion of the Purchase and Sale Agreement between MANETIAL LIMITED as purchaser and ELLAKTOR as the Seller of 185,793 common registered shares issued by HELECTOR owned by ELLAKTOR. In the context of granting its approval, the Company's Board of Directors, took into account the Fairness Opinion dated 10.06.2024, based on the provisions of article 101 of Law 4548/2018, prepared by the audit firm "Deloitte Certified Public Accountants S.A", pursuant to which the intended transaction is fair and reasonable for the

Company as well as for any shareholders who are not a related party, including any minority shareholders of the Company, as provided by paragraph 1 of article 101 of Law 4548/2018. In the same aforementioned meeting, the Board of Directors of the Company authorized its Board members, i.e. Messrs. Ioannis N. Kosmadakis and /or Mr. Petros T. Tzannetakis, each acting separately to represent the Company in its capacity as a shareholder in the corporate instruments of "MANETIAL LIMITED" in order to do whatever is necessary for the signing the Share Purchase Agreement, as well as to take care of the formalities of the articles 99 to 101 of Law 4548/2018.

(D) By acquiring the majority shareholding in the company HELECTOR, through MANETIAL LIMITED, the MOTOR OIL (HELLAS) S.A. Group shall expand its portfolio in the Circular Economy sector in accordance with the energy transition strategy with TARGET 2030.

(E) The Closing of the transaction is conditional upon its approval by the General Meeting of the Shareholders of the Company, as well as all other legally required approvals and permits, including its approval by the Competition Commission.

Having taken into account the above, the Chairman of the General Meeting, recommends to the Company's shareholders to provide:

(a) their consent for the purchase by MANETIAL LIMITED, which is 100% subsidiary of "MOTOR OIL (HELLAS) CORINTH REFINERIES S.A.", of all Shares, owned by ELLAKTOR S.A., issued by HELECTOR S.A. representing 94.44% of the latter's share capital.

(b) their consent for the signing of the Share Purchase Agreement between the company MANETIAL LIMITED, which is 100% subsidiary of "MOTOR OIL (HELLAS) CORINTH REFINERIES S.A.", and ELLAKTOR S.A. regarding the Shares, provided that all conditions precedent contained in the Share Purchase Agreement, including inter alia the approval of the Transaction by the Competition Commission, will be fulfilled.