

**Brief description of the items in the Agenda
Draft resolutions**

ITEM 1:

Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2025, along with the relevant Report of the Board of Directors including the Sustainability Report and the Chartered Auditor's Report.

The 2025 Annual Financial Statements (Company and Consolidated), will be presented, which include:

- STATEMENT OF FINANCIAL POSITION
STATEMENT OF COMPREHENSIVE INCOME
STATEMENT OF CASH FLOWS
STATEMENT OF CHANGES IN EQUITY
together with the relevant Notes
- Board of Directors' Management Report addressed to the Shareholders, including the Sustainability Report
- Audit Report by the Chartered Auditor Mr. George Panagopoulos member of GRANT THORNTON

(The Financial Statements have already been posted on the Company's website www.gekterna.com)

The Board of Directors will propose the approval of the above Financial Statements.

The General Assembly approves the above Financial Statements with votes.

ITEM 2:

Approval of the Board of Directors' proposed allocation of profits and dividend distribution for the fiscal year 2025 – determination of relevant amount.

The Board of Directors proposes to the Annual Ordinary General Assembly the distribution of the amount totaling Euro 41,369,316.40, i.e. amount of Euro 0.40 per share, which comes from the profits of the financial year 2025. This amount per share will be increased by the dividend corresponding to the treasury shares held by the Company.

In particular, regarding the distribution of the dividend for the year 2025, the Ex-Dividend date is set for Tuesday 30 June 2026. Beneficiaries of the Dividend are those registered in the files of Dematerialized Securities System of Wednesday 1 July 2026 (record date), and the Start Date of Dividend Payment is Tuesday 7 July 2026.

The dividend for the fiscal year 2025 will be paid through a financial Institution. Details will be provided with a new announcement from the company.

The General Assembly approves the proposal with votes.

ITEM 3:

Submission and approval by the General Assembly of the Annual Report on the Audit Committee's activities during the term 01.01.2025-31.12.2025 in accordance with article 44 of law 4449/2017, as in force.

The full text of the Annual Report of the Audit Committee for the year 01.01.2025-31.12.2025, is included in the documents available to the investors and is posted on the Company's website <https://www.gekterna.com/ir/shareholders-meetings/>

The General Assembly approves the above Audit Committee's Annual Report with votes.

ITEM 4:

Submission by the independent Board members of their report to the Shareholders' General Assembly for the period 01.01.2025 – 20.05.2026, pursuant to article 9 par. 5 of law 4706/2020.

The report of the Independent Board Members, is included in the documents available to the investors and is posted on the Company's website <https://www.gekterna.com/ir/shareholders-meetings/>

ITEM 5:

Approval of the overall management in 2025.

The Board of Directors will propose the approval of the overall management in 2025 by the members of the BoD, namely, Messrs. Dimitrios Antonakos (member of the BoD until 11.06.2025), Dimitrios Afentoulis, Michael Gourzis, Aikaterini Delikoura, Spyridon Capralos (member of the BoD until 11.06.2025), Penelope Lazaridou, Konstantinos Lamprou (member of the BoD until 03.09.2025), Emmanuel Moustakas, Angelos Benopoulos, Olga Panagopoulou (member of the BoD from 11.06.2025), Georgios Peristeris, Sarkisian Ochanesoglou Marina (member of the BoD from 11.06.2025), Athanasios Skordas, Petros Souretis, Sofia Staikou, Apostolos Tamvakakis and Andreas Taprantzis.

The General Assembly approves the overall management of the year 2025 with votes.

ITEM 6:

Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of his duties during fiscal year 2025.

The Board of Directors shall propose to the Shareholders to vote on the discharge of the Auditor Mr. George Panagopoulos from any liability or compensation deriving from the exercise of his duties for fiscal year 2025.

The General Assembly, through a special roll call voting, discharges the Auditor from any relevant liability or compensation deriving from the exercise of their duties during fiscal year 2025 with votes.

ITEM 7:

Discussion and voting on the Remunerations Report in accordance with article 112 of law 4548/2018 for the year 2025.

Following recommendation of the Nominations and Remunerations Committee to the Board of Directors, the Remuneration Report in relation to the members of the Board of Directors of the Company for the fiscal year 2025 is submitted to the General Assembly for discussion and advisory voting in accordance with article 112 of Law 4548/2018. The Remuneration Report submitted for discussion and voting was made available to the shareholders and is posted on the Company's website <https://www.gekterna.com/ir/shareholders-meetings/>

The General Assembly approves with votes, the Remuneration Report for the fiscal year 2025.

ITEM 8:

Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2026, and the provision of limited assurance on the submission of the Sustainability Report and determination of their fees.

Following relevant recommendation by the Audit Committee, it is proposed the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2026 and the limited assurance on the submission of the Sustainability Report (CSRD) with fees based on the ones paid for the year 2025 as may be adjusted depending on the audit requirements.

The General Assembly approves with votes, the proposal and decides on the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2026 and the limited assurance on the submission of the Sustainability Report (CSRD) with fees based on the ones paid for the year 2025 as may be adjusted depending on the audit requirements.

ITEM 9:

Approval of a share buyback program in accordance with article 49 of Law 4845/2018, as applicable, and provision of relevant authorizations to the Board of Directors.

The Board of Directors recommends the approval of a share buy-back program of the Company through the Euronext Athens up to 10% of the paid-up share capital of the Company, with a duration of twenty-four months, i.e. no later than 16/06/2028, with a minimum purchase price of fifty seven cents (€ 0.57) and a maximum price of eighty euros (€ 80.00) per share, which will be used in accordance with the applicable legislation. Furthermore, it is proposed that the BoD is authorized to proceed, at its discretion, to any necessary actions and take care of all procedural details for implementing the share buyback program, with the power to subdelegate part or the whole of such powers to one or more of its members or Company's executives.

The General Assembly approves with votes the proposal of the Board of Directors.

ITEM 10:

Grant of authorization to the Board of Directors for the increase of the Company's share capital and/or the issuance of convertible bond loan, including the authorization to restrict or abolish (cancel) the pre-emptive rights of existing shareholders, in accordance with Articles 24(1)(b), 71(1)(b), and 27(4) of Law 4548/2018.

The Company operates in capital-intensive sectors (infrastructure, concessions and energy) and is strategically positioned to capitalize on the significant opportunities expected to arise in these sectors across the countries in which it operates in the coming years. The granting of the requested authority to the Board of Directors aims to ensure the necessary and critical flexibility, enabling the Company to optimally take advantage of potential opportunities in its areas of activity. In particular, the authorization of the Board of Directors to make decisions regarding changes to the share capital will substantially accelerate the timeline for the implementation of relevant potential investment decisions and facilitate the faster completion of the associated processes. Furthermore, it is noted that granting such authority to the Board of Directors is aligned with international best practices. Specifically, virtually all comparable international infrastructure companies, as well as the vast majority of companies in developed markets, provide their boards with similar flexibility, which is fully consistent with the highest standards of corporate governance.

In view of the above, on the basis of the proposal of the Board of Directors, the Annual General Meeting of Shareholders is called upon to authorize the Board of Directors pursuant (a) to the provisions of Article 24(1)(b) and (b) Article 71(1)(b) of Law 4548/2018, so that it may resolve, with the quorum and majority required by law, upon the increase of the Company's share capital (through the issuance of new shares and/or convertible bonds) by a nominal amount not exceeding a total of 15% of the Company's paid-in share capital as of the date the authorization was granted to the Board of Directors (i.e., through the issuance of up to 15,513,493 new common shares with a total nominal value of up to €8,842,691.01), with or without while also having the authorization to restrict or abolish (cancel) the pre-emptive rights of existing shareholders, in accordance with the provisions of Article 27(4) of Law 4548/2018.

The aforementioned authorization shall be valid for five years and may be exercised once or in multiple transactions (issuances of new shares through cash payment, and/or in the context of contribution of assets to the Company, in connection with acquisitions or otherwise, and/or through the issuance of convertible bonds). Pursuant to this authorization, the Board of Directors shall be empowered to determine all terms of the share capital increase and/or the convertible bond loan, including, indicatively and without limitation, the structure of the share capital increase, the manner, procedure, and offering price of the new shares and/or bonds, the value of the assets to be contributed (in accordance with the valuation procedures prescribed by law), the categories of investors entitled to participate in the share capital increase or in the subscription of the bonds, and the allocation criteria among the various categories of investors in Greece and/or abroad, etc. Furthermore, the Board of Directors may decide to enter into contracts or agreements of any kind with foreign and/or domestic intermediaries, underwriters, coordinating or managing banks and/or other investment services providers and/or new investors, and, more generally, to undertake any necessary or appropriate action or legal act necessary to implement the share capital increase and/or the issuance and of convertible bonds and the offering thereof, including the relevant amendment to the Company's Articles of Association and the restriction or abolition (cancelation) of the pre-emptive rights of existing shareholders.

The General Assembly approves with votes the proposal of the Board of Directors.

ITEM 11:

Various announcements and discussion about matters of general interest.

The Management informs the Shareholders about the recent developments and about the progress in the activities of the Company.

Required quorum for decision making on the above items of the agenda (excl. item 2 and item 10): 20% of the share capital

Required majority: 50% +1 vote

Required quorum for decision making on item 2 and item 10 of the agenda: 50% of the share capital

Required majority: 2/3 of the share capital present in the assembly