



Resolutions of the Ordinary General Meeting of Shareholders of ATHENS INTERNATIONAL AIRPORT S.A. of the 14th of April 2025

ATHENS INTERNATIONAL AIRPORT S.A. (the "Company") announces that the Ordinary General Meeting of Shareholders took place on April 14th, 2025, day of the week Monday at 14h00, in a hybrid manner with the physical presence of shareholders at the Sofitel Athens Airport Hotel, and with the participation of shareholders remotely in real time by teleconference. During the said Meeting, 251 shareholders were either present or legally represented, representing 272,198,457 common registered shares and voting rights, out of a total of 300,000,000 common registered shares corresponding to 90.73% of the Company's paid - up share capital. As a result, the General Meeting had the required by the law quorum to resolve on the items of the agenda.

The Ordinary General Meeting of Shareholders resolved as follows:

Item 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.

The Ordinary General Meeting, following a legal vote with 272,173,623 valid votes corresponding to 99.991% of the total voting rights represented in the General Meeting, approved the annual financial statements for the fiscal year 2024, in accordance with the International Financial Reporting Standards (IFRS), with the attached thereto Reports of the Board of Directors and the Independent Certified Auditors, as well as the Corporate Governance Statement, in accordance with Law 4548/2018, as in force, and the Sustainability Statement.

Shareholders voted against representing 1,076 votes or 0.000%.

Shareholders abstained from voting representing 23,758 votes or 0.009%.

Item 2

Approval of the appropriation of profits for the fiscal year 2024 and distribution of dividend to shareholders.

The Ordinary General Meeting, following a legal vote with 272,185,351 valid votes corresponding to 99.995% of the total voting rights represented in the General Meeting, approved the distribution (allocation)



to the Company's Shareholders of the total net profits of the fiscal year 2024 (from 1st January 2024 to 31st December 2024), i.e. a total distributable amount of €235,860,000 which corresponds to € 0.7862 per share. A 5% tax will be withheld from the above amount to be distributed (with the exception or variation of the withholding rate for shareholders subject to special provisions).

Additionally, the Ordinary General Meeting determined:

- a) 23.04.2025, as the cut-off date (namely the date from which the Company's shares are traded on the Athens Stock Exchange without the right to receive the dividend),
- b) 24.04.2025, as the record date for the beneficiaries of the dividend (namely the date on which beneficiaries of the dividend shall be all the registered shareholders of the Company in the files of the Dematerialized Securities System), and
- c) 16.05.2025, as the date for the commencement of payment (on which dividend distribution shall commence).

Furthermore, the Ordinary General Meeting of Shareholders authorized the Board of Directors to take all necessary actions to enable shareholders to select the reinvestment of up to €100,000,000 gross amount of the dividend in Company's shares, in accordance with the terms of the Dividend Reinvestment Program, as it has been approved by the Ordinary General Meeting under the 3rd item of the agenda, and to distribute in cash the remaining amount of proposed dividend i.e. minimum €135,860,000 (gross amount) in cash.

Finally, the Ordinary General Meeting of Shareholders approved the nomination of Piraeus Bank S.A. as the paying bank and granted the necessary authorizations to the Board of Directors for the implementation of the dividend payment process.

Shareholders voted against representing 13,106 votes or 0.005%.
Shareholders abstained from voting representing 0 votes or 0.000%.

Item 3

Approval of a four-year dividend reinvestment program (2025–2028) (Scrip Dividend).

The Ordinary General Meeting, following a legal vote with 272,198,214 valid votes corresponding to 100.000% of the total voting rights represented in the General Meeting, approved a four-year dividend reinvestment program (2025–2028) (the "**Program**"), under the terms detailed below.

The Program offers the Company's shareholders the discretion to choose whether to receive their allocated dividend amounts in cash or reinvest those amounts in the Company, to the extent they are designated for reinvestment in the context of the Program, through the subscription for new shares.



Participation in the dividend reinvestment program will be optional for shareholders, providing flexibility, while also allowing the Company to optimize its available cash resources for the implementation of long-term Air Activities investment plans, in line with the legal framework governing the Company, namely the Airport Development Agreement dated 31.07.1995, ratified by Law 2338/1995, as amended and in force, (the “**ADA**”). The implementation of the Program will add significant value, to the Company and its shareholders, while maintaining the Company’s high-yield dividend policy.

The key terms of the Program are the following:

- a) The Program will be implemented by granting authorization to the Board of Directors to decide on extraordinary share capital increases of the Company, in accordance with article 24, para 1(b) of Law 4548/2018, based on the terms of the Program.
- b) The amount of cash distributions (indicatively dividend, distribution of past years’ profits, interim dividend, advance dividend, remaining dividend, any additional or extraordinary dividend, any repayment of capital) which will be reinvested through extraordinary share capital increases under the Program may amount cumulatively up to €240 million, for the entire duration of the Program.
- c) The share capital increase under the Program will be made exclusively in favor of existing Shareholders who are the beneficiaries of the relevant cash distribution.
- d) The payment of the Company's share capital increase will be made by offsetting all or part of the claims of Shareholders eligible to participate in the Program against the corresponding cash distributions (including dividend, distribution of past years’ profits, interim dividend, advance dividend, remaining dividend, any additional or extraordinary dividends, any repayment of capital), in accordance with article 20 of Law 4548/2018.
- e) The reinvestment right will be exercised for an integer number of shares.
- f) The share capital increase of the Company will be carried out at a price determined by the Board of Directors, calculated based on the volume-weighted average price (VWAP) of the Company's share over one or more days (in the latter case, taking into account the relevant average VWAP of those days), as those days will be determined by the Board of Directors, with the possibility of applying a discount rate to this reference price, at the discretion of the Board of Directors.
- g) The election right, meaning the Shareholders’ right to choose the manner in which they will receive the cash distribution (the “**Election Right**”), shall be exercised by Shareholders eligible to participate in the Program within a period of fourteen (14) days from the day following the record date.



- h) The detachment of the Election Right of the Shareholders eligible to participate in the Program shall occur on the same date with the detachment of the right to the relevant cash distribution.
- i) Any shares not subscribed by Shareholders eligible to participate in the Program, as specifically provided in each resolution of the Board of Directors regarding the extraordinary share capital increase of the Company, shall not be distributed to third parties or other Shareholders, instead, the Company's share capital shall be increased only up to the amount subscribed, in accordance with article 28 of Law 4548/2018.
- j) The funds raised from the extraordinary share capital increases under the Program will be used for the purpose of the provision, construction, acquisition, maintenance, repair, renewal, upgrade and operation of the assets allocated to Air Activities and will constitute Air Activities Capital, in accordance with the ADA. The relevant use of such funds will be specified and determined each time by the Board of Directors, in the context of its decision on the respective extraordinary share capital increase.

Furthermore, the Ordinary General Meeting authorized the Board of Directors to determine the specific terms of the Program, in execution and implementation of the above-mentioned key terms, for each application of the Program in view of the relevant cash distribution, including specifying the amount of the cash distribution that may be reinvested in the Company each time (while adhering to the maximum total amount of €240 million).

Shareholders voted against representing 0 votes or 0.000%.

Shareholders abstained from voting representing 243 votes or 0.000%.

Item 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.

The Ordinary General Meeting, following a legal vote with 272,107,585 valid votes corresponding to 99.967% of the total voting rights represented in the General Meeting, authorized the Board of Directors to decide, with the quorum and majority required by law, on the extraordinary increase of the Company's share capital, in accordance with the terms of the Dividend Reinvestment Program, as it has been approved by the Ordinary General Meeting under the 3rd item of the agenda, as provided for in article 24 para. 1(b) of Law 4548/2018. Specifically, this authorization may be exercised by the Board of Directors within the years 2025 to 2028 (namely until 31.12.2028) exclusively for the issuance of new shares of the Company intended to be subscribed by shareholders who are beneficiaries and choose to reinvest cash distributions within the framework of the Program. Any shares not subscribed by shareholders, as mentioned above and in accordance with the specific provisions of each resolution of the Board of Directors regarding the



extraordinary share capital increase of the Company, will not be distributed to third parties or other shareholders, instead, the Company's share capital will be increased only up to the amount subscribed, in accordance with article 28 of Law 4548/2018. The capital may be increased based on the Program, for the reinvestment of cash distributions up to a maximum aggregate amount of €240 million. Within the scope of this authorization, the Board of Directors, in implementing the terms of the Program, will determine each time the exact amount of each extraordinary share capital increase, the deadline for its subscription, the offering price of the new shares to be issued, and the specific terms of the share capital increase. Furthermore, the relevant authorization from the General Meeting of Shareholders to the Company's Board of Directors will cover any matter related to the execution and implementation of the general terms of the Program, as determined by the resolution of the Ordinary General Meeting of Shareholders, including the amendment of article 5 of the Company's Articles of Association and any necessary adjustments thereof.

Shareholders voted against representing 90,872 votes or 0.033%.
Shareholders abstained from voting representing 0 votes or 0.000%.

Item 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.

According to para. 3 of article 112 of Law 4548/2018, the shareholders' vote on the submitted Remuneration Report is advisory.

The Ordinary General Meeting, following a legal vote with 258,971,696 valid votes corresponding to 95.141% of the total voting rights represented in the General Meeting, voted on the submitted Remuneration Report, upon examination by the Remuneration and Nomination Committee of the information set out in the Remuneration Report and the positive opinion of said Committee.

Shareholders voted against representing 11,847,245 votes or 4.352%.
Shareholders abstained from voting representing 1,379,516 votes or 0.507%.

Item 6

Submission of the Annual Report of the Audit Committee for the fiscal year 2024 in accordance with article 44 para. 1(i) of Law 4449/2017.

There is no matter to be voted or decided on.

The Ordinary General Meeting was informed about the activities of the Audit Committee during the fiscal year 2024.



Item 7

Report of the Independent Non-Executive members of the Board of Directors to the Ordinary General Meeting.

This item is an announcement to the General Meeting and is not put to vote.

The report of the Independent Non-Executive members of the Board of Directors for the period 07.02.2024-31.12.2024 was submitted to the Ordinary General Meeting according to the provisions of article 9 par. 5 of law 4706/2020. The Ordinary General Meeting was informed about the activities and duties of the independent non-executive members of the Board of Directors.

Item 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.

The Ordinary General Meeting, following a legal vote with 271,539,785 valid votes corresponding to 99.758% of the total voting rights represented in the General Meeting, approved the overall management of the Company by the Board of Directors during the fiscal year 2024, in accordance with article 108 of Law 4548/2018 and the discharge of the Company's Certified Auditors Accountants from all responsibility and any liability for compensation for their activities during the fiscal year 2024 in accordance with article 117 of Law 4548/2018.

Shareholders voted against representing 634,914 votes or 0.233%.
Shareholders abstained from voting representing 23,758 votes or 0.009%.

Item 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.

The Ordinary General Meeting, after a legal vote with 272,144,952 valid votes corresponding to 99.980% of the total voting rights represented in the General Meeting, approved in full the remuneration and compensation paid to the members of the Board of Directors during the fiscal year 2024 for their participation in the meetings of the Board of Directors and its Committees, in accordance with the specific provisions of article 109 of Law 4548/2018 as in force and the approved Remuneration Policy of the Company. At the Ordinary General Meeting, that was held on 25.04.2024, a total amount of up to €682,000 was pre-approved; the fees and compensation finally paid to the Members of the Board of Directors during



the fiscal year 2024 amounted to a total sum of €694,280, due to the increased number of the Board meetings and Committees meetings. More specifically, the amounts paid as compensation for the participation of the Board members in the meetings of the Board of Directors and its Committees are: for Mr. Michail Kefalogiannis the amount of €114,500, for Mr. Gerhard Schroeder the amount of 54,700, for Mr. Ian Andrews the amount of €46,000, for Mr. Sven Erler the amount of €64,240, for Ms. Teresa Farmaki the amount of €37,520, for Mr. Robert Goebbels the amount of €68,760, for Mr. Konstantinos Kollias the amount of €43,120, for Ms. Janis Kong the amount of €30,800, for Mr. Charalambos Pamboukis the amount of €36,400, for Mr. Ioannis Paraschis the amount of €30,800, for Mr. Evangelos Peter Pountias the amount of €56,280, for Ms. Katerina Savvaidou the amount of €30,800, for Ms. Lorraine Scaramangas the amount of €50,000, for Mr. Riccardo Lambiris the amount of €19,160, for Mr. Dimitrios Diakopoulos the amount of €5,600 and for Ms. Charikleia Sinaniotou the amount of €5,600, i.e. a total amount of €694,280.

All amounts paid are gross before applicable taxes and other legal deductions.

Furthermore, the Ordinary General Meeting approved the recommended increase of the fees for all Board members for their attendance in both the Board sessions as well as the Committees' meetings.

Finally, the Ordinary General Meeting approved the advance payment of compensation and remuneration payable to the members of the Board of Directors for their participation in the meetings of the Board of Directors and its Committees for the current fiscal year 2025 until the following Ordinary General Meeting of Shareholders up to the total gross amount of €799,488, in accordance with article 109 of Law 4548/2018 as in force and within the framework of the Remuneration Policy approved by the General Meeting, and authorized the Board of Directors to determine the gross compensation and remuneration paid to each Board member for his/her participation in the meetings of the Board of Directors and the Board Committees.

Shareholders voted against representing 3,505 votes or 0.001%.

Shareholders abstained from voting representing 50,000 votes or 0.018%.

Item 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.

The Ordinary General Meeting, following a legal vote with 256,582,211 valid votes corresponding to 94.263% of the total voting rights represented in the General Meeting, decided to assign a) the statutory audit of the financial statements for the fiscal year 2025; b) the review of the interim financial statements for the period 01.01.2025-30.06.2025; c) the tax compliance audit for the fiscal year 2025, d) the limited assurance of CSRD reporting of the fiscal year 2025 and e) the agreed upon procedures audits, provided by the legislation and the Company's loan agreements to the firm of Certified Auditors Accountants under the name of "**Ernst & Young (Hellas) Certified Auditors Accountants S.A.**" (Institute of CPA (SOEL)



Reg. No.: 107 – TIN 094316657), a company having its seat in Marousi at 8B, Chimarras str., Postal Code 151 25, for the amount of €264,500 plus VAT.

Shareholders voted against representing 11,347,097 votes or 4.169%.
Shareholders abstained from voting representing 4,269,149 votes or 1.568%.

Item 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.

The Ordinary General Meeting, following a legal vote with 256,593,029 valid votes corresponding to 94.267% of the total voting rights represented in the General Meeting, decided to distribute a portion of the retained earnings for fiscal year 2024 amounting up to €3,000,000 as performance reward to Executive Directors and members of the Management of the Company.

Moreover, the Ordinary General Meeting authorized the Board of Directors to proceed to all actions required for the implementation of this resolution. The Board of Directors may delegate part of the powers conferred on it under the above provisions to one or more of its members.

Shareholders voted against representing 15,605,428 votes or 5.733%.
Shareholders abstained from voting representing 0 votes or 0.000%.

Item 12

Amendment of the Remuneration Policy of the members of the Company's Board of Directors.

The Ordinary General Meeting, following a legal vote with 271,179,626 valid votes corresponding to 99.626% of the total voting rights represented in the General Meeting, approved the revision of the Company's Remuneration Policy, by adding provisions for a long-term incentive plan for the executive members of the Board of Directors, aimed at their retention and the continuity of management for the implementation of the Company's business strategy, seeking to align the interests of the executive members of the Board of Directors with those of the shareholders.

The Ordinary General Meeting approved the proposed amendments to the Company's Remuneration Policy.

Shareholders voted against representing 968,831 votes or 0.356%.
Shareholders abstained from voting representing 50,000 votes or 0.018%.



Item 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.

The Ordinary General Meeting, following a legal vote with 271,894,208 valid votes corresponding to 99.888% of the total voting rights represented in the General Meeting, approved of up to 1,250,000 common, registered shares of the Company to executive members of the Board of Directors and/or senior and/or high-level management executives of the Company, whose contribution to the achievement of objectives is essential for the Company's improved performance and profitability, based on rewarding the achievement of long-term goals for each category of beneficiaries within the framework of a long-term incentive plan. The stock award program aims to reward the beneficiaries' contribution to the achievement of the Company's objectives and, further, to retain them and ensure management continuity, which serves and safeguards the Company's long-term interests and the implementation of its business strategy. The stock award to beneficiaries will depend on their individual performance and the performance of the Company and may take place in four separate periods, each lasting three years, beginning annually and sequentially during the years 2024–2027. The abovementioned grant is considered voluntary, provided by the Company subject to its right to revoke, amend, or abolish it at any time. However, the exercise of this right by the Company shall not affect any vested rights.

Specifically, the stock award will take place as follows:

- a) Maximum number and category of shares to be awarded: Up to 340,000 shares will be awarded per three-year period of the program, totaling up to 1,250,000 shares. The nominal value of the shares to be awarded shall not exceed 1% of the paid-up share capital of the Company as of the date of the General Meeting's resolution. The shares to be awarded will be common registered shares with voting rights and will incorporate all rights provided by law and the Company's Articles of Association.
- b) Source of the shares to be awarded: The shares will be treasury shares pursuant to article 49 § 3 of Law 4548/2018.
- c) Award terms: The shares may be awarded in the years 2027, 2028, 2029, and 2030, taking into account the achievement of key performance indicators by the Company over the three fiscal years preceding each award year, such as, indicatively, the total shareholder return of the Company (TSR), the adjusted earnings before interest, taxes, depreciation, and amortization (EBITDA) margin, predefined ESG targets, and the achievement of milestones for Major Projects or Strategic Initiatives, as they will be specified and determined by the Board of Directors. The award of shares will be subject to a mandatory lock-up period of twenty-four (24) months for the 50% of the shares granted per beneficiary.

Furthermore, the Ordinary General Meeting authorized the Board of Directors to take all necessary actions for the implementation of this decision, including: (a) determining the beneficiaries and specific terms of awarding (indicatively setting corporate and, where applicable, individual targets as a prerequisite for the award to the relevant persons, etc.), always in accordance with the approved Remuneration Policy and the



relevant proposals of the Company's Remuneration & Nomination Committee, concerning the executive members of the Board of Directors, and (b) regulating any other details related to the stock award program, insofar as it is not included in the present resolution.

Shareholders voted against representing 304,249 votes or 0.112%.
Shareholders abstained from voting representing 0 votes or 0.000%.

Item 14

Approval of Treasury Shares Acquisition Program

The Ordinary General Meeting, following a legal vote with 272,114,036 valid votes corresponding to 99.969% of the total voting rights represented in the General Meeting, approved the acquisition of the Company's treasury shares, in accordance with the provisions of article 49 of Law 4548/2018, in conjunction with the provisions of Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052.

The maximum number of treasury shares to be acquired shall not exceed 1% of the Company's paid-up share capital, within a period of 24 months from the date of the relevant resolution of the General Meeting, with an acquisition price range from €1 per share (minimum price) to €15 per share (maximum price). It is noted that the acquisition of shares, including shares previously acquired and held by the Company, as well as shares acquired by a person acting in their own name but on behalf of the Company, shall not result in a reduction of the Company's total equity to an amount lower than that specified in article 159 § 1 of Law 4548/2018.

The treasury shares held by the Company at any given time are intended for any purpose and use permitted by law (indicatively including, but not limited to their allocation to employees and/or members of the Company's management) and in accordance with the law.

Additionally, the Ordinary General Meeting authorized the Board of Directors for the appropriate implementation of the aforementioned resolution.

Shareholders voted against representing 84,421 votes or 0.031%.
Shareholders abstained from voting representing 0 votes or 0.000%.

Spata, 14 April 2025