



**POSTING ON THE COMPANY'S WEBSITE
IN ACCORDANCE WITH ARTICLE 123 § 4 of L. 4548/2018, as in force**

**A. COMMENTS OF THE BOARD OF DIRECTORS
OF THE SOCIÉTÉ ANONYME
UNDER THE NAME OF
"ATHENS INTERNATIONAL AIRPORT S.A."
ON THE ITEMS OF THE AGENDA OF THE
ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF 25th APRIL 2024
GENERAL ELECTRONIC COMMERCIAL REGISTRY No. 2229601000**

Pursuant to § 4 of article 123 of L. 4518/2018 as in force, the comments of the Board of Directors of the company under the name "ATHENS INTERNATIONAL AIRPORT S.A." are listed hereunder, on the items of the agenda of the Ordinary General Meeting of Shareholders scheduled to be held on **25th April 2024**, day of the week Thursday at **14:00**, which shall take place as a hybrid meeting, i.e. with the physical presence of the shareholders at the Sofitel Athens Airport Hotel (Room Callisto II), Athens International Airport, Postal Code 19019 Spata Attica, Greece and with the participation of the shareholders remotely in real time by teleconference. In the same way, the persons referred to in §§ 1 and 2 of article 127 of L. 4548/2018 may also be present at the General Meeting.

If the quorum, as required by the Law and the Articles of Association for the adoption of resolutions on all or certain items of the original Agenda is not ascertained on 25th April 2024, the General Meeting will reassemble in a Reconvened General Meeting on 09th May 2024, day of the week Thursday at 16:00, and will convene in the same way, i.e. hybrid, with the physical presence of shareholders at the same place 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 L. 4548/2018 may also be present at the Reconvened General Meeting.

It is noted that no new invitation will be published for the Reconvened General Meeting in accordance with § 2 of article 130 of L. 4548/2018.



Item 1

Submission for approval of the annual financial statements for the fiscal year 2023, with the attached thereto Reports of the Board of Directors and the Independent Certified Auditors, as well as the Corporate Governance Statement

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

Required majority: 50% +1 of the votes represented at the meeting

The Board of Directors recommends to the General Meeting the approval of the annual financial statements for the fiscal year 2023, in accordance with the International Financial Reporting Standards (IFRS), along with the Reports of the Board of Directors and the Independent Certified Auditors thereon, as well as the Corporate Governance Statement, in accordance with L. 4548/2018, as in force.

The annual financial statements were approved by the Board of Directors of the Company and were published in accordance with the law and posted on the Company's website (<https://www.aia.gr/investors/en/>) on 04.03.2024.

Reference is made that no Report of Independent Non-Executive Members of the Board of Directors was drafted since the Company was not listed during 2023.

Item 2

Approval of the appropriation of profits for the fiscal year 2023 and distribution of dividend to shareholders

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

Required majority: 50% +1 of the votes represented at the meeting

The General Meeting is called upon to decide on the approval of the appropriation of profits for the fiscal year 2023. The Company's Profit Before Taxes amounts to €288.8 million and the Net After Tax Profit amounts to €231.5 million. Excluding the €130 million interim dividend, already paid to the beneficiaries, before the listing of the Company on ATHEX, shareholders, in two equal instalments on 16.01.2024 and 05.03.2024, the remaining sum to be distributed to the shareholders amounts to €101.5 million. The Board of Directors recommends to the General Meeting the distribution of a remaining dividend for the fiscal year 2023 in the gross amount, before the prescribed taxes, of €99 million or €0.33 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).

According to the Company's Financial Calendar, the ex-dividend date is Tuesday, 21st May 2024, the record date is Wednesday, 22nd May 2024 and the payment of the remaining dividend will start on Monday, 28th May 2024.

Item 3

Submission of the Annual Report of the Audit Committee for the fiscal year 2023 in accordance with Article 44 § 1(i) of L. 4449/2017

Required quorum: no quorum.

This item is for information purpose only (in accordance with article 44, § 1(i) of L. 4449/2017, as in force)

Pursuant to Article 44 § 1(i) of L. 4449/2017, as in force, and the Charter of the Audit Committee, the Annual Report of the Audit Committee for the fiscal year 2023, which has been posted on the Company's website <https://www.aia.gr/investors/en/financial-information/financial-statements> , is submitted to the General Meeting of Shareholders.

Item 4

Approval of the overall management of the Board of Directors of the Company for the fiscal year 2023 as per article 108 of L. 4548/2018 and discharge of the Certified Auditors Accountants from all responsibility and any liability for compensation for the fiscal year 2023

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

Required majority: 50% +1 of the votes represented at the meeting

The annual financial statements have been prepared in accordance with the International Financial Reporting Standards applicable to listed companies. The financial statements depict a true and fair view of the Company's assets and liabilities, financial position and the statement of comprehensive income. The Certified



Auditor Accountant has concluded that the financial statements of the Company for the year ended on 31.12.2023, present fairly, in all material respects, the financial position of the company "Athens International Airport S.A." on 31.12.2023, the financial performance and the cash flows for the year ended in accordance with the Financial Reporting Standards, as endorsed by the European Union. In addition, the Certified Auditor Accountant concluded that the Company's financial statements for the fiscal year ended 31.12.2023 which are presented in XHTML file format (213800BC45UCMQYR4995-2023-12-31 – el.zip) have been prepared in all material respects, in accordance with the requirements of the ESEF Regulatory Framework.

The General Meeting is called upon to decide on the approval of the overall management of the Company by the Board of Directors for the fiscal year 2023, in accordance with Article 108 of L. 4548/2018 and to discharge the Company's Certified Auditors Accountants from all responsibility and any liability for compensation for their performance during the fiscal year 2023 in accordance with article 117 of L. 4548/2018.

Item 5

Approval of the remuneration and compensation paid to the members of the Board of Directors and its Committees for the fiscal year 2023 and pre-approval of the payment of remuneration and compensation for the fiscal year 2024

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

Required majority: 50% +1 of the votes represented at the meeting

The Board of Directors recommends to the General Meeting to approve in full the remuneration and compensation paid to the members of the Board of Directors during the fiscal year 2023 for their participation in the meetings of the Board of Directors and its Committees, in accordance with the specific provisions of article 109 of L. 4548/2018 as in force. At the Ordinary General Meeting, that was held on 05.05.2023, a total amount of up to €512,880 was pre-approved; the fees and compensation finally paid to the Members of the Board of Directors during the fiscal year 2023 amounted to a total sum of €509,040. More specifically, as per the pre-approval of the Ordinary General Meeting of 05.05.2023, 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. Riccardo Lambiris the amount €123,600, for Mr. Evangelos Peter Pougias the amount of €63,600, for Mr. Robert Goebbels the amount of €58,800, for Mr. Ian Andrews the amount of €33,600, for Mr. Dimitrios Diakopoulos the amount of €38,400, for Mr. Sven Eler the amount of €64,320, for Mr. Konstantinos Kollias the amount of €52,800, for Mr. Charalambos Pamboukis the amount of €33,600 and for Ms. Charikleia Sinaniotou the amount of €40,320, i.e. a total amount of €509,040.



It is hereby noted that all subject to approval amounts paid are gross before applicable taxes and other legal deductions.

Reference is made that no Remuneration Report was drafted since the Company was not listed during 2023.

Furthermore, the Remuneration & Nomination Committee, in the context of its reporting to the Board of Directors related to the approval/pre-approval of the Board of Directors' remuneration submitted to the General Meeting for approval, confirmed that the remuneration of the Managing Director (CEO)/Executive Member of the Board of Directors has already been approved in the context of his capacity and position as General Manager, and also by virtue of the resolution of the General Meeting passed on 15.12.2023 approving his appointment to the above-mentioned management positions of the Company as per the existing employment relationship as General Manager (term of contract, remuneration etc.) since 2022.

Finally, the Board of Directors recommends to the General Meeting of Shareholders to approve 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 2024 until the following Ordinary General Meeting of Shareholders up to the total gross amount of €682,000, in accordance with Article 109 of L. 4548/2018 as in force and within the framework of the remuneration policy approved by the General Meeting and the authorisation granted to 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.

Item 6

Election of the firm of Certified Auditors Accountants for the audit of the annual and interim financial statements, the audit for the issuance of the tax certificate and the execution of the agreed upon procedures audits for the fiscal year 2024 and determination of their fees

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

Required majority: 50% +1 of the votes represented at the meeting

Upon recommendation of the Audit Committee, the Board of Directors unanimously recommends to the General Meeting of Shareholders the election of the auditing societe anonyme under the name "**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, to a) carry out the statutory audit of the corporate financial statements for the fiscal year 2024; b) the review of the interim financial statements for the period 01.01.2024-30.06.2024; c) the tax compliance audit for the fiscal year



2024 and d) the conduct of the agreed upon procedures audits , provided by the legislation and the Company's loan agreements.

The total remuneration of the aforementioned audit firm is set at two hundred thirty-six thousand (236,000€) euros, plus the applicable VAT, for the aforementioned a) to d) audit works for the fiscal year 2024.

Furthermore, the Board of Directors recommends to the General Meeting of Shareholders the appointment of: a. Mr. Vassilios Tzifas, Certified Auditor Accountant with Institute of CPA (SOEL) Reg. No.:30011, with TIN 112637183, holder of ID number X694576, resident of Glyfada, 35, Zamanou str., Postal Code 16674, as statutory Certified Auditor Accountant and b. Ms Maria Chatziantoniou, Certified Auditor Accountant with Institute of CPA (SOEL) Reg. No.:25301, with TIN 109800975, holder of ID number AI628624, resident of Penteli, 27 Gladstonos str., as Alternate Certified Auditor Accountant.

Item 7

Distribution of a portion of the retained earnings and the distributable reserves for fiscal year 2023 as extraordinary performance reward to members of the Management and Executive Directors of the Company - Granting of authorizations

Required quorum: 1/5 (20%) of the paid-up share capital of the Company

Required majority: 50% +1 of the votes represented at the meeting

Upon recommendations of the Remuneration and Nomination Committee and the Personnel Committee, the Board of Directors recommends to the General Meeting to approve the distribution of a portion of the retained earnings and the distributable reserves for fiscal year 2023 to Executive Directors of the Company and members of the Management as an extraordinary performance reward amounting up to €4,7 million.

The proposed distribution is in line with the Variable Remuneration System for Management approved by the Board of Directors, the Remuneration Policy approved by the General Meeting and the applicable legislation.

This distribution is proposed in order to achieve the following goals:

- reward the contribution of the Company's Executive Directors and Management to the achievement of the IPO and the achievement of strong profitability (with consequent impact on the level of distributions to the Shareholders) in line with the Variable Remuneration System for Management approved by the Board of Directors and the Remuneration Policy approved by the General Meeting;



- enhance the Company's competitiveness in terms of retaining and attracting high calibre executives through the establishment of a system of a fixed and variable remuneration, which is linked to the achievement of the corporate goals as set out by the Board of Directors within the framework of the approved Remuneration Policy.

The Board of Directors of the Company, following the recommendations of the Remuneration & Nomination Committee and Personnel Committee, have approved the Management's proposal, which is considered discretionary, subject to the Company's right to revoke, amend or repeal it at any time, without the exercise of the Company's right of revocation affecting the acquired rights.

Following this, the Board of Directors recommends to the General Meeting to approve the distribution of a portion of the retained earnings and the distributable reserves for fiscal year 2023 as an extraordinary performance reward to the Executive Directors and members of the Management of the Company, who contributed to the successful Company's listing to ATHEX and the successful achievement of the Company's goals.

It is also recommended to the General Meeting to authorize the Board of Directors to proceed to any action necessary 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.

B. DOCUMENTS SUBMITTED TO THE ORDINARY GENERAL MEETING

A. The Annual Financial Statements, along with the Reports of the Board of Directors and the Independent Certified Auditors, are available on the Company's website (<https://www.aia.gr/investors/en/financial-information/financial-statements>).

B. The Report of the Audit Committee is available on the Company's website (<https://www.aia.gr/investors/en/financial-information/financial-statements>).

C. The Audit Report of the Independent Certified Auditor Accountant is available on the Company's website (<https://www.aia.gr/investors/en/financial-information/financial-statements>)



C. DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING

Item 1

Submission for approval of the annual financial statements for the fiscal year 2023, with the attached thereto Reports of the Board of Directors and the Independent Certified Auditors, as well as the Corporate Governance Statement

The Ordinary General Meeting, following a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, approved the annual financial statements for the fiscal year 2023, 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 L. 4548/2018, as in force.

Item 2

Approval of the appropriation of profits for the fiscal year 2023 and distribution of dividend to shareholders

The Ordinary General Meeting, following a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, approved the appropriation of profits for the fiscal year 2023 and, in particular, approved the distribution of the remaining dividend for the 2023 fiscal year amounting to the gross sum of €99 million or €0,33 per share. Furthermore, the Ordinary General Meeting authorised the Board of Directors to take further actions for the implementation of this resolution.

Item 3

Submission of the Annual Report of the Audit Committee for the fiscal year 2023 in accordance with Article 44 § 1(i) of L. 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 2023.



Item 4

Approval of the overall management of the Board of Directors of the Company for the fiscal year 2023 as per article 108 of L. 4548/2018 and discharge of the Certified Auditors Accountants from all responsibility and any liability for compensation for the fiscal year 2023

The Ordinary General Meeting, following a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, approved the overall management of the Company by the Board of Directors during the fiscal year 2023, 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 2023 in accordance with article 117 of L. 4548/2018.

Item 5

Approval of the remuneration and compensation paid to the members of the Board of Directors and its Committees for the fiscal year 2023 and pre-approval of the payment of remuneration and compensation for the fiscal year 2024

The Ordinary General Meeting, after a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, approved, based on the pre-approval of the previous Ordinary General Meeting held on 05.05.2023, the amounts paid as compensation for the participation of the Board members in the meetings of the Board of Directors and its Committees and in particular: for Mr. Riccardo Lambiris the amount €123,600, for Mr. Evangelos Peter Pungias the amount of €63,600, for Mr. Robert Goebbels the amount of €58,800, for Mr. Ian Andrews the amount of €33,600, for Mr. Dimitrios Diakopoulos the amount of €38,400, for Mr. Sven Eler the amount of €64,320, for Mr. Konstantinos Kollias the amount of €52,800, for Mr. Charalambos Pamboukis the amount of €33,600 and for Ms. Charikleia Sinaniotou the amount of €40,320, i.e. a total amount of €509,040.

The Ordinary General Meeting, following a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, pre-approved the payment of compensation and remuneration to be paid 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 2024 until the following Ordinary General Meeting up to the total gross amount of €682,000, in accordance with Article 109 of L. 4548/2018 as in force and within the framework of the approved Remuneration Policy.



Last, the Ordinary General Meeting, following a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, granted to the Board of Directors the authority 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 its Committees.

Item 6

Election of the firm of Certified Auditors Accountants for the audit of the annual and interim financial statements, the audit for the issuance of the tax certificate and the execution of the agreed upon procedures audits for the fiscal year 2024 and determination of their fees

The Ordinary General Meeting, following a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, decided to assign the statutory audit of the annual and interim financial statements of the Company for the current fiscal year 2024, the tax compliance audit for the year 2024 and the conduct of the upon agreed procedures audits 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 €236,000 plus VAT.

The Ordinary General Meeting further resolved to appoint: a. Mr. Vassilios Tzifas, Certified Auditor Accountant with Institute of CPA (SOEL) Reg. No.:30011, with TIN 112637183, holder of ID number X694576, resident of Glyfada, 35, Zamanou str., Postal Code 16674, as statutory Certified Auditor Accountant and b. Ms Maria Chatziantoniou, Certified Auditor Accountant with Institute of CPA (SOEL) Reg. No.:25301, with TIN 109800975, holder of ID number AI628624, resident of Penteli, 27 Gladstonos str., as Alternate Certified Auditor Accountant.



Item 7

Distribution of a portion of the retained earnings and the distributable reserves for fiscal year 2023 as extraordinary performance reward to members of the Management and Executive Directors of the Company - Granting of authorizations

The Ordinary General Meeting, following a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, decided to distribute a portion of the retained earnings and the distributable reserves for fiscal year 2023 amounting up to €4,7 million as an extraordinary performance reward to Executive Directors and members of the Management of the Company.

Moreover, the Ordinary General Meeting, following a legal vote with valid votes corresponding to% of the paid-up share capital with voting rights, authorized the Board of Directors to proceed to all actions required for the implementation of this resolution, in accordance with the Variable Remuneration System for Management, the approved by the General Meeting Remuneration Policy and the applicable legislation. The Board of Directors may delegate part of the powers conferred on it under the above provisions to one or more of its members.