

DRAFT DECISIONS
OF THE ANNUAL GENERAL MEETING ON APRIL 22nd , 2026
OF THE SHAREHOLDERS OF THE COMPANY UNDER THE NAME
“AEGEAN AIRLINES SOCIÉTÉ ANONYME”
“AEGEAN AIRLINES S.A.”

ITEM 1: Submission and approval of the Annual Financial Statements (including the Annual Consolidated Financial Statements) for the fiscal year 2025 (01.01.2025-31.12.2025), drafted in accordance with International Financial Reporting Standards, along with the Annual Report of the Board of Directors including the Sustainability Report and the Auditors’ Report.

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

Required majority: 50% +1 of the votes represented at the Annual General Meeting

Regarding the 1st item of the Agenda, the Annual General Meeting is called to approve the Annual Financial Statements of the Company (including the Consolidated Annual Financial Statements) for the fiscal year 2025 (01.01.2025-31.12.2025), drafted in accordance with International Financial Reporting Standards, as well as of the Annual Report of the Board of Directors, including the Sustainability Report and the Auditors’ Report, as approved by the Board of Directors of the Company on 11.03.2026 and posted on the investor relations section of the Company’s website (<https://en.about.aegeanair.com/investor-relations/financial-results/>) and ATHEX website (<https://www.helex.gr>) on 12.03.2026.

ITEM 2: Approval of the distribution of the net profits for fiscal year 2025, distribution of dividend to shareholders and payment of remuneration to members of the Board of Directors and to personnel for fiscal year 2025.

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

Required majority: 50% +1 of the votes represented at the Annual General Meeting

Regarding the 2nd item of the Agenda, the Annual General Meeting is called to approve the table of net profits distribution for fiscal year 2025. More specifically, shareholders are called to approve the distribution of dividend to shareholders of €0,90 per share i.e. a total amount of € 81.150.390,00. The dividend is subject to 5% withholding tax (pursuant to the provision of art. 40 par.1 of L.4172/2013, as in force) if applicable, which is equal to €0,045 per share and, therefore, shareholders will receive a net amount of €0,8550.

The amount will be covered in accordance with the provisions of Article 26 of the Articles of Association, from the profits of the 2025 financial year as well as from retained earnings of previous years.

It is noted that the amount to be distributed which corresponds to the Company's own shares will be added to the amounts to be distributed to the rest of the shareholders as per applicable law and hence the exact dividend per share amount will be announced by the company on the record date, as defined below.

Dividend beneficiaries for the fiscal year 2025 dividend are company's shareholders registered in the electronic files of the Dematerialized Securities System (D.S.S.) dated Wednesday, April 29th 2026 (record date).

Ex-dividend date will be Tuesday, April 28th 2026, and thus from that date on the shares of the Company will be traded on Athens Exchange without the right to receive the dividend.

Dividend payment will commence on Tuesday, May 5th 2026.

Additionally, it is proposed to distribute a total amount of €3.467.706 as remuneration from the profits of the 2025 financial year to executive members of the Board of Directors, in accordance with the Company's Remuneration Policy currently in force. Furthermore, it is proposed to distribute a total amount of €496.860 as remuneration from the profits of the 2025 financial year to the Company's executives.

The Board of Directors recommends that the General Meeting of Shareholders authorizes the Board of Directors to determine the remaining details and to take any action required to implement the above resolution.

ITEM 3: Approval of the overall management of the Company by the Board of Directors, pursuant to article 108 of L. 4548/2018 and discharge of Chartered Auditors from any liability for the fiscal year 2025, pursuant to article 117 par.1 case (c) of L. 4548/2018.

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

Required majority: 50% +1 of the votes represented at the Annual General Meeting

Regarding the 3rd item of the Agenda, the General Shareholders Meeting is called to approve the overall management of the Company which took place during fiscal year 2025, in accordance with article 108 of L.4548/2018 and to discharge the Certified Auditors-Accountants from any liability for compensation for the fiscal year 2024 in accordance with article 117 par 1 (c) of L. 4548/2018.

ITEM 4: Election of Certified Auditors (regular and substitute) for the audit of the Annual Financial Statements (including the Annual Consolidated Financial Statements) for the fiscal year 2026 (01.01.2026 – 31.12.2026) and the provision of limited assurance on the submission of the Sustainability Report and approval of their remuneration.

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

Required majority: 50% +1 of the votes represented at the Annual General Meeting

Regarding the 4th item of the Agenda and pursuant to Board of Directors and Audit Committee recommendation, the General Shareholders Meeting is called to approve for the audit of the financial statements of the Company (including the Consolidated Financial statements) for the fiscal year 2026 (01.01.2026-31.12.2026), the appointment of the auditing company "KPMG Certified Auditors S.A.", with registered offices in 44, Syngrou Avenue, 117 42, Athens, Greece and more specifically the appointment of Mrs. Andriani Kartou, daughter of

Gregorios, certified auditor with Reg. number 51411 as a regular auditor, and Mr. Tanos Dimitrios, son of Georgios, certified auditor with Reg. number 42241, as a substitute auditor.

The remuneration of the above auditing firm shall be EUR 441.700 (EUR 547.708 plus VAT) for the regular financial audit and tax compliance audit of fiscal year 2026, and the provision of limited assurance on the submission of the Sustainability Report of fiscal year 2026.

ITEM 5: Submission for discussion and voting of the Remuneration Report for Board of Directors' members for fiscal year 2025, in accordance with article 112 of L.4548/2018.

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

Required majority: 50% +1 of the votes represented at the Annual General Meeting

Pursuant to article 112 par. 3 of L. 4548/2018, the vote of the shareholders on the remuneration report is advisory. The Board of Directors will explain in the next Remuneration Report the way in which the result of the advisory vote was taken into account during the Annual General Meeting.

Regarding the 5th item of the agenda, the Board of Directors recommends for discussion and voting to the General Meeting the remuneration report for the fiscal year 2025, on which the Nomination and Remuneration Committee of the Company has given its consent. The remuneration report which is approved pursuant to the Board of Directors decisions dated 26.03.2026, contains information for the aggregate compensation that the Board of Directors members' received for fiscal year 2025, in accordance with art. 112 of L.4548/2018 and the Remuneration Policy of the Company as in force following the amendment of the Shareholders Meeting decision on 30.04.2024.

The Remuneration report is posted on the Company's website (<https://en.about.aegeanair.com/investor-relations/general-assemblies>).

ITEM 6: Submission of the Annual Report of the Audit Committee for the fiscal year 2025.

Item is not included in the ballot, since it is not subject to voting by the Shareholders

Regarding the 6th item of the Agenda the Audit Committee's Annual Activity report for the fiscal year 2025, which is available on the Company's website (<https://en.about.aegeanair.com/investor-relations/general-assemblies>), will be submitted to the General Shareholders Meeting pursuant to article 44 par. 10 of L.4449/2017, as in force. It is noted that the report contains information of the policy for sustainable growth that the Company follows.

ITEM 7: Submission of the Report of Independent Non-Executive Members of the Board of Directors according to article 9 par. 5 of L. 4706/2020.

Item is not included in the ballot, since it is not subject to voting by the Shareholders

Regarding the 7th item, the independent Non- Executive members of the Board of Directors jointly submit to the General Shareholders Meeting their report which was prepared in accordance with article 9 par. 5 of Law 4706/2020.

The relevant report of the Independent Non-Executive members of the Board of Directors is submitted to the shareholders and is available on the Company's website.

ITEM 8: Permission, in accordance with article 98 par. 1 of L. 4548/2018, to the Members of the Board of Directors of the Company and other senior executives to participate in the Board of Directors or to provide their managerial services to the Subsidiaries of the Company.

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

Required majority: 50% +1 of the votes represented at the Annual General Meeting

Regarding the 8th item, the General Shareholders Meeting is called to provide permission, in accordance with article 98 par. 1 of Law 4548/2018, to the Members of the Board of Directors of the Company and other senior executives to participate in the Board of Directors or to provide their managerial services to the Subsidiaries of the Company.

ITEM 9: Announcement of the decision of the Board of Directors regarding the election of a new member of the Board of Directors to replace a resigned member, in accordance with Article 82 paragraph 1 of Law 4548/2018.

Item is not included in the ballot, since it is not subject to voting by the Shareholders

Regarding the 9th item on the agenda, it is hereby announced to the General Meeting, in accordance with Article 82 par. 1 of Law 4548/2018, that the Board of Directors, at its meeting held on 12.12.2025, unanimously approved the election of Mr. Georgios Christopoulos, son of Panagiotis, as a new member of the Board of Directors and his appointment as a Non-Executive Member of the Board of Directors, in replacement of Mr. Georgios Nanopoulos, son of Konstantinos, who resigned from his position on the Board of Directors, following assessment by the Remuneration and Nomination Committee that the suitability criteria set out in the Company's Suitability Policy are satisfied. Mr. Georgios Christopoulos, son of Panagiotis, assumed his duties on 12.12.2025.

ITEM 10: Approval of the amendment of the Suitability Policy of the members of the Board of Directors of the Company, in accordance with Article 3 par. 3 of Law 4706/2020.

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

Required majority: 50% +1 of the votes represented at the Annual General Meeting

Regarding the 10th item of the agenda, the Board of Directors recommends to the Annual General Meeting, having also taken into consideration the relevant proposal of the Company's Remuneration and Nomination Committee, the amendment of the existing Suitability Policy of the members of the Board of Directors of the Company, for the purpose of aligning it with the minimum required percentage of representation of the underrepresented gender on the Board of Directors, in accordance with the provisions of Articles 3–3B of Law 4706/2020, as amended by Law 5178/2025 for the transposition of Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures into national law.

The draft Suitability Policy of the Members of the Board of Directors, including the proposed amendments, is available on the Company's website (<https://en.about.aegeanair.com/ependytes/genikes-syneleyseis/>).

ITEM 11: Amendment of Article 2 of the Company's Articles of Association and codification thereof into a single text. Granting of relevant authorizations to the Board of Directors of the Company.

Required quorum: 1/2 (50%) of the paid-up share capital of the Company

Required majority: 2/3 of the votes represented at the Annual General Meeting

Regarding the 11th item of the agenda, the Board of Directors recommends the amendment of Article 2 of the Company's Articles of Association by the addition of subparagraph (m) at the end of Article 2, in order to include within the Company's corporate purpose the provision of insurance intermediation services as a secondary activity, for the distribution of insurance products complementary to the services already provided by the Company, in accordance with the provisions of Article 3 par. 2 of Law 4583/2018.

Article 2 of the Company's Articles of Association, as amended by the above proposed addition, shall read as follows:

“Article 2

1. Corporate Purpose: The purpose of the Company is:

- (a) to develop and organize the activities of an air carrier in order to provide services in the field of public air transport in Greece and abroad with regular or emergency flights for the transport of passengers, mail and cargo,
- (b) to provide aviation application services in all aspects,
- (c) to provide technical support and ground handling services for aircraft,
- (d) to participate in any business, national or overseas, of any corporate type with the same or similar (in general of a tourist activity) purpose,
- (e) to cooperate with any natural or legal person, national or international, in any way whatsoever,
- (f) to establish branches or agencies anywhere,
- (g) to represent any national or international company with a comparable or similar purpose and, in general, to develop any other related activity,
- (h) to import and trade of all types of aircraft whatsoever, new or second-hand, as well as the corresponding components and spare parts of domestic production or foreign origin,
- (i) to establish and maintain travel and tourist agencies inland and abroad for the above purposes,
- (j) to acquire, charter, equip and operate tourist facilities by land, sea or air, intended for the transport of passengers and tourists, (k) to establish and operate flight training organizations for aircraft pilots and cabin crew, as well as aircraft maintenance engineers, pursuant to the relevant legislation on flight and technical standards, flight and technical qualification as well as flight and technical operations in general, or to participate in ventures having the aforementioned or similar purpose; (l) to import, supply, distribute and trade of retail or consumer goods through internet and electronic means in general; and (m) insurance intermediary activity, as an ancillary activity, for the distribution of insurance products that complement the services and products of the activities under items (a) to (l) of this article.

Furthermore, the Board of Directors recommends that the entire text of the new Articles of Association of the Company, as amended following the modification of Article 2, be drawn up in order to be filed with the competent authority, and authorizes any member of the Board of Directors to proceed with the drafting and execution of the full text of the new Articles of Association of the Company, as amended, and to ensure compliance with the publication formalities provided for under Law 4548/2018.

ITEM 12: Other issues and announcements

Spata, March 26, 2026