

DRAFT DECISIONS
OF THE ANNUAL GENERAL MEETING ON APRIL 29th, 2025
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 2024 (01.01.2024-31.12.2024), 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 2024 (01.01.2024-31.12.2024), 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 17.03.2025 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 17.03.2025.

ITEM 2: Approval of the distribution of the net profits for fiscal year 2024, distribution of dividend to shareholders and payment of remuneration to members of the Board of Directors for 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 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 2024. More specifically, shareholders are called to approve the distribution of dividend to shareholders of €0,80 per share i.e. a total amount of €72.133.680. 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 €0,04 per share and, therefore, shareholders will receive a net amount of €0,76. 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 2024 dividend are company's shareholders registered in the electronic files of the Dematerialized Securities System (D.S.S.) dated Wednesday, May 21, 2025 (record date).

Ex-dividend date will be Tuesday, May 20, 2025, 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 Monday, May 26, 2025.

It is also proposed to distribute an amount of €3.021.626 as remuneration from the profits of the fiscal year 2024 to executive members of the Board of Directors, and more specifically the amount of €2.271.626 to the CEO and €750.000 to the Chairman of the Board of Directors, in accordance with the Company's current Remuneration Policy.

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 2024, 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 2024, 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 2025 (01.01.2025 – 31.12.2025) 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 2025 (01.01.2025-31.12.2025), 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 Mr. Vasileios Kaminaris, son of Georgios, certified auditor with Reg. number 20411 as a regular auditor, and Mrs. Andriani Kartou, daughter of Gregorios, certified auditor with Reg. number 51411, as a substitute auditor.

The remuneration of the above auditing firm shall be EUR 396.300 plus VAT for the regular financial audit and tax compliance audit of fiscal year 2025, and the provision of limited assurance on the submission of the Sustainability Report of fiscal year 2025.

ITEM 5: Submission for discussion and voting of the Remuneration Report for Board of Directors' members for fiscal year 2024, 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 2024, 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 07.04.2025, contains information for the aggregate compensation that the Board of Directors members' received for fiscal year 2024, 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 2024.

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 2024, 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: Amendment of the terms of the Performance Stock Awards program dated 26.07.2023, in accordance with Article 114 of Law 4548/2018, for senior executives and other company personnel. Granting authorization to the Board of Directors to determine the specific terms of allocation.

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 9th item on the agenda, pursuant to the resolution of the Ordinary General Meeting of the Company dated 26.07.2023, the free allocation of common registered voting shares was approved for the years 2024, 2025, and 2026 to the Company's top management executives and to the staff of the Company, non-members of the Board of Directors, whose contribution to the company's performance and profitability is necessary, as part of a reward and incentive scheme. This allocation is based on rewarding goal achievement per category of beneficiaries and providing incentives, taking into account the Group's profitability in the previous fiscal year and specifically the pre-tax profit margin as well as the Group's average profitability over the three fiscal years preceding the allocation.

Considering the Company's exceptional performance in the fiscal years 2023 and 2024, as reflected in the Group's financial results, as well as the positive outlook for the Company, the Board of Directors proposes to the General Meeting an amendment to the above performance stock awards allocation program. Under this program, 66.775 shares were allocated in 2024. The proposed amendment aims to increase the number of shares available for distribution to the program's beneficiaries and extend its application by two additional years, i.e. to 2027 and 2028.

Consequently, the maximum number of shares available for allocation during the years 2025–2028 is proposed to be set at up to 1.200.000 shares (approximately 1,3% of the share capital as of the date of the Ordinary General Meeting's Invitation), which may be allocated annually as follows:

Year of Allocation	Number of Shares to be Allocated
2025	300.000
2026	300.000
2027	300.000
2028	300.000
Total	1.200.000

Shares that are not allocated in a given year may be carried forward for allocation in subsequent years until the program expires in 2028.

The shares may be granted either as part of a long-term incentive plan (which does not apply to Board members) and/or as part of an annual bonus.

A 24-month retention period requirement will apply. The shares to be allocated may either be treasury shares, in accordance with Article 49(3) of Law 4548/2018, or newly issued shares from the capitalization of retained earnings, distributable reserves, or share premium reserves.

The nominal value of the shares to be allocated will not exceed 1/10 of the Company's paid-up share capital as of the date of the General Meeting's decision. The allocated shares will be common registered shares with voting rights and will incorporate all the rights provided by law and the Company's Articles of Association.

This is considered as a voluntary benefit that is paid at the Company's discretion reserving its right to revoke, amend, or abolish at any time, while the exercise of the revocation right of the company does not affect any vested rights.

It is also proposed that the Board of Directors be authorized to specify the criteria for the allocation of the above Performance Stock Awards, such as determining the beneficiaries as well as any other special conditions of distribution for the implementation.

ITEM 10: Approval of a share buyback program (Share Buyback Program), in accordance with Article 49 of Law 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 10th item of the agenda, the Annual General Shareholders Meeting is called to approve a share buyback program to repurchase its own shares, pursuant to provisions of article 49 of L. 4548/2018, in accordance with the provisions of Regulation (EU) 596/2014 and delegated Regulation (EU) 2016/1052.

The maximum number of Company shares to be repurchased will not exceed the 10% of the share capital of the Company, within a period of 24 months from the date of the relevant decision of the General Shareholders Meeting, with the price range to be set from €1 (minimum price) to €20 (maximum price) per share. It is noted that the acquisition of shares, including the own shares that the Company has already acquired and holds, and the shares that any person previously acquired on behalf of the company, may not result in a reduction in equity in an amount less than the one defined in article 159, par. 1 of Law 4548/2018.

The own shares that the Company holds at any given time are intended for any purpose and use permitted by and in compliance with the law (including, indicatively but without limitation, reduction of share capital and cancellation, or/and distribution to personnel or/and members of the management of the Company or/and of any affiliated company).

It is noted that following the approval of the above mentioned share buyback program, the previous share buyback program approved by the Annual General Meeting on 26.07.2023 shall cease to be valid.

Moreover, the General Meeting is called to authorize the Board of Directors to take any actions required for the proper implementation of the above decision.

ITEM 11: Other issues and announcements

Spata, April 07, 2025