



DISCLAIMER - IMPORTANT

THIS ANNOUNCEMENT IS NOT DIRECTED AT OR INTENDED TO BE ACCESSIBLE BY PERSONS IN THE UNITED STATES OR PERSONS RESIDENT OR LOCATED IN AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE THE EXTENSION OF AVAILABILITY OF THIS ANNOUNCEMENT WOULD BREACH ANY APPLICABLE LAW OR REGULATION OR WOULD REQUIRE ANY REGISTRATION OR LICENSING WITHIN SUCH JURISDICTION.

“Athens International Airport S.A.” (the “Company” or “AIA”) and “Hellenic Republic Asset Development Fund S.A.”, (the “HRADF” or the “Selling Shareholder”) extend their gratitude to over 21,700 investors for their participation in the offering by HRADF of 90,000,000 existing ordinary registered voting shares of the Company (the “Offer Shares”), (i) to the public in Greece, in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the “Prospectus Regulation”), the Commission Delegated Regulations (EU) 2019/980 and 2019/979, the applicable provisions of Greek law 4706/2020 and the relevant implementing decisions of the Board of Directors of the HCMC (the “Greek Public Offering”) and (ii) to institutional investors outside of Greece, pursuant to a private placement which is exempted from the requirement to publish a prospectus under the Prospectus Regulation and other applicable laws (the “Institutional Offering” and together with the Greek Public Offering, the “Combined Offering”) in the context of the listing of all 300,000,000 ordinary shares of the Company (the “Ordinary Shares”) for trading on the Regulated Securities Market of the Athens Exchange (the “ATHEX”).

In addition, we extend our gratitude for their services to BofA Securities and Morgan Stanley that acted as Joint Global Coordinators, Deutsche Bank that acted as Senior Joint Bookrunner, Barclays, BNP PARIBAS and HSBC that acted as Joint Bookrunners and Alpha Bank, Eurobank, National Bank of Greece, Piraeus Bank, Euroxx, Pantelakis Securities and Ambrosia Capital that acted as Co-Lead Managers, in each case in the Institutional Offering, as well as to Alpha Bank, Eurobank, National Bank of Greece and Piraeus Bank that acted as Coordinators, Euroxx, Pantelakis Securities and Ambrosia Capital, that acted as Lead Underwriters, in each case in connection with the Greek Public Offering, and Eurobank that also acted as Listing Advisor. Also, we extend our gratitude for their services to Rothschild & Co that acted as financial advisor to the Company, to Latham & Watkins and Potamitis Vekris that acted as legal advisors to the Company, Nomura that acted as a Fairness Opinion provider on price and process to the Selling Shareholder, the Certified Auditors-Accountants firm Ernst & Young (Hellas) that acted on behalf of the Joint Global Coordinators and the Listing Advisor, Milbank LLP and Zepos & Yannopoulos that acted as legal advisors to the Managers and the Underwriters, Brunswick and V+O Communication that acted as communications advisors to the Company and White & Case LLP, Your Legal Partners and Dracopoulos & Vassalakis that acted as legal advisors to the Selling Shareholder, Lazard that acted as financial advisor to AviAlliance and Koutalidis Law Firm as legal advisor to Avialliance.

The Company did not offer any Offer Shares in the Combined Offering and will not receive any proceeds from the sale of the Offer Shares, the net proceeds of which will be received by the Selling Shareholder. The Selling Shareholder announces that the net proceeds from the Combined Offering including the premium paid by AviAlliance amount to €770 million in total (or the gross proceeds from the Combined Offering amount to €784.7 million).

The Company announces that its Ordinary Shares are in a dematerialized form and will be registered in the Share and the Securities Accounts in the Dematerialized Securities System, as provided by each beneficiary. The registration of all the existing Ordinary Shares of the



Company in the Securities Accounts of the beneficiaries in the Dematerialized Securities System will be completed on Tuesday, 06.02.2024.

ON WEDNESDAY FEBRUARY 7, 2024

**COMMENCES THE TRADING OF ALL 300,000,000 ORDINARY SHARES OF THE
COMPANY ON THE REGULATED SECURITIES MARKET OF THE ATHENS EXCHANGE**

The ticker symbol of the Ordinary Shares is «AIA» in Latin fonts. The commencement trading price of the Company's shares is €8.20 per share, which is equal to the determined offer price of the Combined Offering.

Athens, February 6th, 2024

Athens International Airport S.A. and Hellenic Republic Asset Development Fund S.A.

IMPORTANT DISCLAIMER

The information contained in this announcement is for background purposes only and does not purport to be full or complete.

This announcement has been prepared for information purposes only and does not constitute or form a part of any offer of securities for sale or solicitation of an offer to purchase or subscribe for securities in any jurisdiction in which such offers or sale are unlawful, including the United States, Australia, Canada, Japan, South Africa, or in any jurisdiction in which such offers or sales are unlawful or constitute a breach of any applicable regulations (the "Excluded Territories"). The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") and may not be offered or sold in the United States absent registration or an exemption from, or in a transaction not subject to, registration under the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. The Offer Shares may be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the US Securities Act, and outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act. There will be no public offer of securities in the United States. Further, the Offer Shares referred to herein will not be registered and may not be offered or sold under any applicable securities laws of any state, province, territory, country or jurisdiction of the Excluded Territories. Accordingly, unless an exemption under relevant securities laws is applicable, any such Offer Shares may not be offered, sold, resold, taken up, exercised, renounced, transferred, delivered or distributed, directly or indirectly, in or into the Excluded Territories or any other jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration of such Offer Shares in, the relevant jurisdiction.

Any offer of Offer Shares in any member state of the European Economic Area (the "EEA") (each a "Member State") (with the exception of Greece) is made pursuant to an exemption under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the "Prospectus Regulation") from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in any Member State pursuant to an exemption under the Prospectus Regulation. In any member state of the EEA, other than Greece, that has implemented the Prospectus Regulation (each a "Relevant Member State"), the announcement is only addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation ("Qualified Investors").

Any offer of the Offer Shares in the United Kingdom is made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation") from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in the United Kingdom pursuant to an exemption under the UK Prospectus Regulation. In the United Kingdom, the announcement is being distributed only to, and is directed only at, "qualified investors" within the meaning of Regulation 2(e) of the UK Prospectus Regulation as amended and supplemented (including by the UK Prospectus Amendment Regulations 2019 and Financial Services and Market Act 2000 (Prospectus Regulation 2019), who are also persons: (i) who have professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "Order"); (ii) who are high net worth bodies corporate,



*unincorporated associations and partnerships or the trustee of high value trusts falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated.
The Offer Shares may be influenced by a range of circumstances, such as market conditions, and there is no guarantee that the Combined Offering will proceed to closing and that the listing will occur.*

Please refer to the Fund's [website](#) for more information and updates regarding the Hellenic Republic Asset Development Fund (HRADF).

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