

ANNOUNCEMENT

Notification by the Hellenic Republic of intention to exercise their rights granted by Warrants on the Company's shares

Athens, 6 November 2023

Aegean Airlines S.A. (the 'Company') announces that the Hellenic Republic submitted an intention to exercise their rights granted by all of the Warrants currently owned on the Company's shares on November 3rd, 2023.

It is reminded that the European Commission approved on December 23rd 2020 (Decision C(2020) 9641) a Greek grant of €120m, aiming at compensating part of the Company's losses directly caused by COVID-19 pandemic in 2020. Following European Commission's approval, two additional prerequisites for the grant disbursement were provisioned by the Hellenic Republic under article 30 of Law 4772/2021 as follows:

- A. the obligation of the Company's private shareholders to participate in a share capital increase, aiming to raise at least €60m, and
- B. the obligation of the Company to issue and grant without consideration Warrants to the Hellenic Republic, which give the right to acquire Company's shares at an exercise price equal to the price of aforementioned share capital increase.

The share capital increase, through which funds of €60m were raised, was completed on June 14th, 2021, at a price of €3.20 per share, followed by the disbursement of the grant of €120m on July 2nd, 2021. Thereby, the exercise price of the Warrants in accordance with article 30 of Law 4772/2021 was set at €3.20, ie equal to the price of the required share capital increase, with the exercise period beginning on July 2nd 2023 and ending on July 3rd, 2026. Each of the 10,369,217 Warrants give the right to the Hellenic Republic to acquire one new common registered share of the Company.

The Hellenic Republic notified the Company of their intention to exercise their rights granted by all the Warrants held on the Company's shares on November 3rd, 2023. If the exercise is completed, the Hellenic Republic through the payment of €33.2m will acquire new shares, representing 10.3% (on a fully diluted basis) of the Company's share capital, thus diluting the stakes of the Company's existing private shareholders accordingly.

The Company, in accordance with article 30 of Law 4772/2021 and the terms of the Warrants, within sixty (60) calendar days from the date of receipt of the notice to exercise the Warrants (3/11/2023), has the right to respond on whether it is willing to exercise its right to buy back the Warrants from the Hellenic Republic by paying their value. The value of the Warrants is determined by the positive difference of the volume weighted average share price of the Company sixty trading days preceding the notification and the exercise price. The volume weighted average share price 60 trading days prior 3/11/2023 is calculated at c €11.43 per share (as it is required to be determined by an independent financial advisor).

Consequently, if the Company decides to buy back the Warrants it will need to pay Hellenic Republic €8.23 per warrant, ie €85.4m for the total of 10,369,217 Warrants.

In view of the above, the Company's Board of Directors will proceed in the immediate future to all actions required and is planning to call an Extraordinary General Meeting of Shareholders so as the Company can take the necessary decisions and execute them within the required deadlines as provisioned in the terms of the Warrants and with a target of completion within the current year.

Attachments:

1. European Commission Press release dated 23/12/2020 (Decision C (2020) 9641).
2. Article 30 of L.4772/2021.