

**GEK TERNA HOLDING REAL ESTATE CONSTRUCTION S.A.**

(hereinafter referred to as the "Company" or the "Issuer")

**Invitation to the Bondholders of the common bond loan of the amount of €500,000,000 (hereinafter the " CBL 2020 "), issued by the Company under the 19.06.2020 Common Bond Loan Issue Program up to €500,000,000 and Bondholders' Agent Agreement (hereinafter the "CBL Program 2020 ")**

In accordance with conditions 12.10 and 12. 12 of the CBL Program 2020, the Board of Directors of the Company invites the Bondholders of the CBL Program 2020 to attend the **Bondholders' Meeting on 27.06.2022, Monday, at 13:00 pm**, to be held as to all Bondholders exclusively by electronic means, without the physical presence of the Bondholders, due to the emergency and in the context of preventive measures to avoid the spread of the COVID-19 coronavirus, and in particular by real-time videoconference, as more particularly indicated below, to discuss and decide on the following agenda item:

**Sole Agenda Item:** Grant of Bondholders' consent for the use of the net income from the disposal of an Excluded Asset in accordance with the uses provided in clause 8.1. (n) (i)-(vi) of the CBL Program 2020, without any time limit, by way of derogation from clauses 8.1 (o) and 14.1 (b) of the CBL Program 2020, provided that the sale (i.e. the promissory agreement for the disposal of the Excluded Asset) will take place within 24 months from the date of the decision of the Bondholders' Meeting. Bondholders' acknowledgement of the non-exercise of the rights described in clause 11.2 (b) of the CBL Program 2020 regarding the above derogation and waiver of any relevant right by the Bondholders.

In the event that the provided quorum of the CBL Program 2020 is not reached, the Bondholders are invited to a **repetitive Bondholders' Meeting**, which will also be held exclusively by electronic means as per above, **on 30.06.2022, Thursday, at 13:00 pm**, to discuss and decide on the only item on the agenda, without publication of a further invitation.

Capitalized terms included in this invitation without being defined shall have the same meaning as assigned to them in the CBL Program 2020.

**A. Required quorum and majority**

Pursuant to the terms of the CBL Program 2020, the Bondholders' Meeting shall be quorate and validly decides on the above item of the agenda if one or more Bondholders, whose participation in the total outstanding nominal value of the Bonds equals to or exceeds 50% of the total outstanding principal amount of the CBL 2020, are present at the meeting. In the event of a repetitive meeting, the Bondholders' Meeting shall be quorate and validly make decisions if Bondholders, whose participation in the total outstanding nominal value of the Bonds equals or exceeds 20% of the total outstanding principal amount of the CBL 2020, are present.

According to the terms of the CBL Program 2020, provided that the Bondholders Meeting is quorate, adopting a resolution on the only item on the agenda requires a majority of the Bondholders, i.e. Bondholders holding fifty and 0.01% (50.01%) of the nominal value (of the capital) of the represented Bonds, either at the first meeting or the repetitive meeting.

## **B. Right to participate and vote in the Bondholders' Meeting**

Both in the Bondholders' Meeting on **27.06.2022**, as well as in any repetitive Bondholders' Meeting on **30.06.2022**, those who appear as bondholders in the records of the Dematerialized Securities System (D.S.S.) managed by the company "Hellenic Central Securities Depository S.A." (H.C.S.D. S.A.) or those identified as such through registered intermediaries or other intermediaries, subject to the provisions of the relevant legislation, at the beginning of the fifth business day prior to the day of the meeting of the initial Bondholders' Meeting, i.e. **20.06.2022 (Record Date)**, without the need to restrict their Bonds.

Proof of the status of the Bondholder shall be provided by any legal means and in any case on the basis of information received by the Bondholder's Agent up to and prior to the beginning of the Bondholders' Meeting from H.C.S.D. S.A. or through the aforementioned intermediaries.

Bondholders may participate in the Bondholders Meeting either in person or through proxy, in the latter case by filling in and signing the relevant proxy form available on the website of the Company (see below in section C).

For the participation of Bondholders in the Bondholders Meeting, any authorisation and representation documents (as well as any authorisations for participation in the Bondholders Meeting through a proxy as referred to in section C) shall be submitted to the offices of the Bondholders' Agent, "NATIONAL BANK OF GREECE S.A. E.", 68 Akadimias str., Division of Financial and Investment Operations Support, attention Mrs. Elena Sakellari, tel. +30 210 3328 743 & +30 210 9477 923, email: [NBGClientRelations@nbg.gr](mailto:NBGClientRelations@nbg.gr), or sent by e-mail to the above e-mail address, two (2) full days prior to the date set for the meeting of the Bondholders' Meeting, i.e. **by 24. 06.2022 at 13:00 pm**. The above shall apply mutatis mutandis in the event of a repetitive Meeting.

A Bondholder holding a share representing at least  $\frac{1}{4}$  of the share capital of the Company shall be deprived of the right to vote at the Bondholders' Meeting.

## **C. Procedure for participation by proxy**

Each Bondholder entitled to participate as described above shall attend the Bondholders' Meeting and vote either in person or by proxy.

Each Bondholder may appoint up to three (3) proxies. However, if the Bondholder holds Bonds appearing in more than one securities account, this restriction shall not prevent the Bondholder from appointing different proxies for Bonds appearing in each securities account in connection with the Bondholders' Meeting. A proxy acting for more than one Bondholder may vote differently for each Bondholder.

The Bondholder Representative is required to disclose to the Bondholders' Agent before the beginning of the meeting of the Bondholders' Meeting any specific fact which may be useful to the Bondholders in assessing the risk that the proxy may serve interests other than the interests of the represented Bondholder. A Bondholder may not be represented at the Bondholders' Meeting by a person who has any of the qualities set out in paragraph 2 of article 99 of Law 4548/2018 in relation to the Company.

The withdrawal of a proxy to attend the Bondholders' Meeting shall be in writing and shall be communicated to the Bondholders' Agent.

The form to be used by the Bondholders for the appointment of a proxy to the Bondholders' Meeting (the "Proxy Appointment Form") is available on the Company's website <https://www.gekterna.com/el/investor-relations/corporate-bond/> and in hard copy at the Company's offices at 85 Mesogion Avenue, Athens.

Especially for the participation of a Bondholder by proxy in the **Bondholders' Meeting on 27.06.2022** or any repetitive meeting, remotely in real time via videoconference, each Bondholder may appoint up to one (1) proxy. The completed and signed Proxy Appointment Form, as well as any notice of withdrawal of the proxy, shall be submitted to the Bondholders Agent "NATIONAL BANK OF GREECE S.A. E.", 68 Akadimias str., Division of Financial and Investment Operations Support, attention Mrs. Elena Sakellari, tel. +30 210 3328 743 & +30 210 9477 923, email: [NBGClientRelations@nbg.gr](mailto:NBGClientRelations@nbg.gr), **two (2) full days prior to the Bondholders' Meeting, i.e. by 24.06.2022 at 13:00 pm and in case of a repetitive Meeting by 27.06.2022 at 13:00 pm.**

Bondholders are requested to arrange for confirmation of the successful dispatch of the Representative Appointment Form (or revocation of the representative) by calling at + 30 210 3328 743 & + 30 210 9477 923.

For the participation of the Bondholder by proxy remotely in real time via videoconference (as defined in section D), upon receipt of the above information by the Bondholders' Agent and based on the e-mail address and mobile phone number of the proxy, as stated in the Representative Appointment Form, an account of the proxy is created in the online platform; the proxy will be notified via e-mail in order to activate their account so they can exercise the rights of the Bondholder in accordance with the above.

#### **D. Real-time remote participation and voting process via videoconference**

In order for each Bondholder to participate in the Bondholders' Meeting remotely in real time via videoconference, the creation and use of an account of the Bondholder in the online platform developed by the Hellenic Stock Exchange Group - Athens Exchange S.A. for the provision of services for the holding of General Meetings remotely in real time via videoconference to issuers on the website <https://axia.athexgroup.gr> is required.

The web platform is provided by the company "Hellenic Central Securities Depository S.A.", while the WEBEX group of tools/services from Cisco Hellas SA is used for videoconferencing.

Access to the web platform requires a computer or a smartphone or a tablet, with an installed web browser and internet access. For the creation of the Bondholder's account in the web platform, the valid e-mail address and mobile phone number of the Bondholder is required.

In the event that upon entering the online platform the above data entered by the Bondholder are not identical with the data registered in the Dematerialized Securities System (D.S.S.) or with the identification data, which have been disclosed to the Company by the HELLENIC CENTRAL SECURITIES STORAGE COMPANY (H.C.S.S.C) or through intermediaries, within the framework of the services of facilitating the verification of the identification of shareholders in remote meetings that it provides to the issuing public limited companies in accordance with the No. 8 decision of the Board of Directors of H.C.S.S.C "Technical terms and procedures for the provision of the Registry Service, Corporate & Other Related Transactions", the Bondholder must inform and/or update the above data in order to create the account.

**For this purpose and to avoid malfunctions, the Bondholders are requested to contact without delay the Participant of the Securities Account of the D.S.S. in which they hold the Bonds or any other intermediary that provides custody services for the Bonds, if applicable, in order to communicate and/or update their valid e-mail address and mobile phone number for their identification.**

Bondholders will be able to effectively exercise their rights during the Bondholders' Meeting, and will have the ability to:

- (i) observe the conduct of the Bondholders' Meeting,
  - (ii) to speak and address the Bondholders' Meeting during the Bondholders' Meeting,
- while at the same time, through the online platform, they will be able to:
- (iii) vote in real time during the Bondholders' Meeting on the sole item on the agenda; and
  - (iv) receive an update on the recording of their vote.

Further instructions on how to participate in the Bondholders' Meeting by videoconference will be posted on the Company's website.

Bondholders may contact the Company's Investor Relations Department for any questions and information at the following e-mail address [ir@gekterna.com](mailto:ir@gekterna.com) or by telephone (+30) 210 6968457, daily during working days and hours.

Also, from the publication of this document until the end of the meeting of the Bondholders' Meeting, a help desk will be available to provide information and support to the Bondholders at +30 210 33.66.120 or by e-mail at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Athens, June 16, 2022

The Board of Directors