

[It must be filled in and submitted to "PIRAEUS BANK S.A." under its capacity as Bondholder Agent by 23.04.2024, the latest]

To:

PIRAEUS BANK S.A. under its capacity as Bondholder Agent, 9 Mitropoleos str., Athens, Services Department

FAO: Mr Liakos V. and Mr Sgagias I.

Tel: 210-3288737 & 210-3335039

Email: corporatebondsservices@piraeusbank.gr

FORM FOR THE APPOINTMENT OF PROXY

FOR PARTICIPATING REMOTELY AT THE REPETITIVE BONDHOLDERS MEETING OF THE COMMON BOND LOAN OF AN AMOUNT OF €300,000,000 ISSUED BY THE COMPANY "GEK TERNA S.A."

OF 26.04.2024

The undersigned bondholder or legal representative of the bondholder of the company "GEK TERNA S.A" (the "Company"):

Full Name/ Trade name of the bondholder	
Father's name (for natural person)	
Tax Account Number	
Bondholder Account No in the dematerialized system	
Number of bonds (if no number of bonds is filled-in, the proxy will be valid for the total number of bonds registered in the Bondholder Account on the record date)	
Full name of the Legal Representative(s) signing this document (to be filled in only for legal entities)	
Address/ Headquarters	
ID / General Commercial Registry Number	
Contact Number (Mobile Number)	
Email	

Hereby authorize⁽¹⁾

Mr/Mrs. (father's name), resident of....., Street No., holder of ID/Passport Number
email.....and mobile number.....

as my proxy and representative / of the legal entity I represent, and authorize and mandate him/her, without the involvement of any other party, to participate and represent me at the Repetitive Bondholders Meeting via their remote participation through audiovisual means, which will be held on Fri-

day, **26.04.2024**, at **18:00 p.m.**, to exercise any and all of my rights in his/her opinion, and in general to take any and all necessary actions for my lawful participation in the said Bondholders Meeting, and to vote in my name and on my behalf with the aggregate number of the bonds issued by the Company which I own or hold the voting rights to by operation of law or contract (e.g. in my capacity as pledgee or escrow agent) in relation to the sole item of the agenda listed below, as follows:

In his/her opinion

As follows:

Items of the Agenda	VOTE		
	IN FAVOR	AGAINST	ABSTAIN
First Agenda Item: Approval of the Bondholders of the amendment of clause 9.2.1 of the CBL Program 2021 as follows: <i>“throughout the period spanning from the Calculation Period commencing after the Bond Issue Date until the end of the Calculation Period ending on 31.12.2023, the Total Debt to Equity Ratio shall not exceed 3”</i> , and corresponding adjustment to Annex A of the CBL Program 2021 by removing the calculation of the Total Debt to Equity Ratio for subsequent Calculation Periods, and authorization to the Bondholders' Representative to sign an amendment agreement to the CBL Program 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Second Agenda Item: Approval of the Bondholders of the amendment of clause 9.2.2 of the CBL Program 2021 as follows: <i>“throughout the Term Loan, the Financial Liabilities shall not exceed (i) €1,100,000,000 throughout the period from the Calculation Period starting after the Bond Issue Date until the Calculation Period ending on 31.12.2023, and (ii) €1,900,000,000 for the remaining period until the Bond Maturity Date”</i> , and authorization to the Bondholders' Representative to sign an amendment agreement to the CBL Program 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Furthermore, I hereby certify that I am not subject to any circumstances that render me a Bondholder who is deprived of the right to vote in accordance with the terms of the CBL Program 2021 and the applicable legislation, in relation to my participation in the Repetitive Bondholders meeting of 26.04.2024.

I also declare that I approve as of today all actions which my representative(s) shall take in accordance with the present authorization, recognizing such actions as lawful, valid and effective. ⁽²⁾

I hereby inform the Company that I have already notified my representative(s) about the obligation of notification according to the provisions of article 128 paragraph 5 of the Law 4548/2018. Further, I hereby declare that the Proxy appointed in accordance with the foregoing is not a person who has any of the capacities referred to in para. 2 of article 99 of Law 4548/2018 in relation to the Company.

The present empowerment becomes null and void in case I notify in writing the Representative two (2) full days prior to the Bondholders Meeting date, a written revocation thereof, with acknowledgment of receipt.

..... **April 2024**

Undersigned Bondholder

[signature & name]⁽³⁾

Notes

- 1) **Specifically, for bondholder participation by proxy at the Repetitive Bondholders' Meeting on 26.04.2024, which will be conducted exclusively by electronic means without the physical presence of the Bondholders, and in particular remotely in real-time by videoconference, the bondholder can appoint up to one (1) proxy.**
- 2) The signed "**FORM FOR THE APPOINTMENT OF PROXY**" and the notification for the revocation or replacement of the proxy of the bondholder by the "FORM OF REVOCATION OF PROXY APPOINTMENT" should be sent to "PIRAEUS BANK S.A." under its capacity as Bondholders' Agent, 9 Mitropoleos str., Athens, Services Departments, FAO: Mr. Liakos V. and Mr Sgagias I., two (2) full days before the date of the Repetitive Bondholders' Meeting, i.e. until 23.04.2024 at the latest.

Bondholders are requested to confirm that the "**FORM FOR THE APPOINTMENT OF PROXY**" is successfully sent and received by the Bondholders' Agent, by calling at 210-3288737 & 210-3335039.

- 3) Further (for legal entities): stamp and full name of the entity's legal representative.
- 4) This form may be replaced by an electronic authorization issued through <https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/psephiaka-eggrapha-gov-gr/ekdose-exousiodoteses> according to the stipulations therein, by the bondholder to its representative, containing the same content as above.