

Annual Remuneration Report 2021

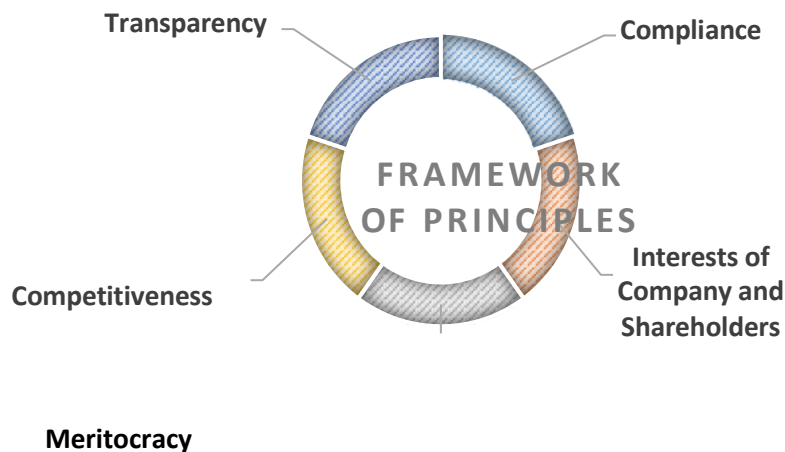
According to article 112 of Law 4548/2018, the BoD of the Company is obliged to prepare a clear and comprehensible remuneration report, which contains a comprehensive overview of all remuneration regulated in the Company's Remuneration Policy, for the year 2021 and the data required at least by the above article 112 of Law 4548 / 2018, as it will be in each case.

The report also includes all types of allowances granted or due to persons whose salaries have been included in the remuneration policy, in the year 2021, for persons falling within the scope of the Remuneration Policy, both the newly elected members of the Board of Directors, as well as the older ones.

The remuneration report for the year 2021 is submitted for discussion at the Ordinary General Assembly of shareholders, as an item on the agenda. The shareholders' vote on the remuneration report is advisory.

Aim of the Remuneration Report

The guiding principles of the Remuneration Policy governing the Remuneration are diagrammed as follows:



This Remuneration Report aims to review the compliance with the approved Remuneration Policy, the respective legal framework and the enhancement of transparency regarding the payment of all types of remuneration in an intelligible, clear and comprehensible manner.

In particular, this Remuneration Report:

- Presents in a transparent manner the structure of all types of remuneration whether or not governed by the Remuneration Policy.
- Contributes to the diffusion and consolidation of the principles of transparency, meritocracy, justice, proportionality in the implementation of the remuneration framework from the top to the bottom of the Company's organization, taking into account the type and level of remuneration, the importance and the weight of the responsibilities of each position and the performance of each executive.
- Demonstrates the ability of the Company to formulate and implement competitive remuneration packages, which are harmonized with market practices and at the same time are able to attract or retain executives within the corporate structures effectively and remarkably.
- Recognizes the reasonable and fair level of remuneration that should be aimed at creating goodwill both in the long run and through the achievement of shorter-term goals with the aim of preventing decisions with excessive business risk and maintaining viability and profitability.
- Provides information on the total remuneration granted or paid, by analysis in their individual components, the separate recording of fixed and any variable remuneration, including the control of any remuneration of paragraph 2 of article 109 of Law 4548/18 and how the total remuneration complies with the approved remuneration policy.
- Controls the general application of the basic guidelines for the management and payment of salaries to the members of the Board of Directors, the Chief Executive Officer and the General Managers - senior executives in accordance with the Company Organization Chart and the approved Remuneration Policy.

Remuneration Components (Remuneration / Benefits)

The remuneration presented in this report covers all types of remuneration, namely remuneration and benefits that may include cash payments, stock options, representation expenses at the meetings of the Board of Directors, benefits (namely company car, insurance contracts etc.) both fixed and variable. The report reflects the salaries of any company belonging to the Group, as defined in article 32 of Law 4308/2014.

The amounts of both fixed and any variable remuneration are recorded in gross values as defined in paragraph 4 of the European Commission Guidelines, of 1 March 2019.

Approved Remuneration based on the Remuneration Policy

According to the Remuneration Policy, the Executive Members of the Board of Directors who are paid as Senior Managers (SM) in companies of the Group, may receive annual fixed remuneration falling in the scales from C (from 120,000 euros to 180,000 euros), B (from 150,000 euros to 215,000 euros), A (180,000 euros to 350,000 euros) up to A + (over 350,000 euros) into which the CEO is included.

In particular, the Chief Executive Officer, as a member of the Board of Directors, may receive a fixed annual salary that will not exceed the maximum of one million four hundred thousand euro (1,400,000 euros).

The components of variable remuneration that can be paid to beneficiaries that fall within the scope of the Remuneration Policy are the following:

- Short-term variable remuneration (bonus)
- Stock option plan under article 113 of Law 4548/2018
- Stock grant plan according to article 114 of Law 4548/2018

Furthermore, additional benefits may be granted, such as:

- Company car
- Group Life and Health Insurance contract, as well as a civil liability contract
- Retirement Plan

Total Remuneration

The total remuneration for the year 2021 refers to the sum of the fixed salaries, which consist of the remuneration of the Board of Directors and Committees of the Company and the companies of the Group (995,001 euros and 725,000 euros respectively), from the fees from the Company and the companies of the Group to which they provide services of senior executives as employees or with contracts of indefinite duration according to par.9 art.39 of Law 4387/16 (1,501,861 euros), the other benefits and the variable remuneration that arise from short-term remuneration of the Company and the Group companies and amounted to a total of 570,000 euros and from long-term remuneration, namely the Company's stock option scheme (table 2).

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(Amounts in thousands Euro, unless otherwise stated)

Table 1: Detailed Table of annual Remuneration and other benefits rendered to members of the Board of Directors and Senior Managers of the Company, fiscal year 2021
 (according to the standards of the Guidelines of the European Commission, as of March 1, 2019)

A/A	NAME	POSITION IN THE BOARD	CAPACITY IN GROUP COMPANIES	PARTICIPATION IN COMMITTEES OF THE BOARD	FIXED REMUNERATION FROM GEK TERNA					VARIABLE REMUNERATION FROM GEK TERNA *	FIXED REMUNERATION FROM SUBSIDIARIES			VARIABLE REMUNERATION FROM SUBSIDIARIES	TOTAL VARIABLE REMUNERATION (10) + (14)	TOTAL FIXED REMUNERATION (5)+(6)+(11)+(12)	TOTAL REMUNERATION + (15) + (16)	VARIABLE TO FIXED REMUNERATION RATIO (15)/(16)	COMMENTS
					FIXED REMUNERATION	REMUNERATION OF BOARD OF DIRECTORS & COMMITTEES OF THE COMPANY	BENEFITS				FIXED REMUNERATION	REMUNERATION OF BOARD OF DIRECTORS OF GROUP COMPANIES	BENEFITS (CORPORATE CAR)						
							CORPORATE CAR	GROUP LIFE - HEALTH INSURANCE	TRAVEL EXPENSES										
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	
1	PERISTERIS G.	CHAIRMAN	CHIEF EXECUTIVE OFFICER	Strategic Planning (C)	0	600,000	37,858	1,076	0	0	0	500,000	0	0	0	1,100,000	1,100,000	0%	
2	GOURZIS E.	VICE-CHAIRMAN, EXECUTIVE MEMBER	SENIOR MANAGER, GEK TERNA SA		0	5,000	0	1,076	0	0	250,000	60,000	587	150,000	150,000	315,000	465,000	48%	Vice Chairman since 1/7/2021
3	LAZARIDOU P.	AUTHORIZED CONSULTANT, EXECUTIVE MEMBER	GENERAL DIRECTOR OF FINANCE	Investment, ESG	0	5,000	0	1,076	0	0	250,000	0	8,175	0	0	255,000	255,000	0%	Authorized Director since 1/7/2021
4	MPENOPOULOS A.	AUTHORIZED CONSULTANT, EXECUTIVE MEMBER	GENERAL DIRECTOR OF ADMINISTRATIVE SERVICES	ESG	0	5,000	0	1,076	0	0	200,000	0	0	120,000	120,000	205,000	325,000	59%	Executive Vice Chairman until 30/06/2021 and Authorized Director since 1/7/2021
5	VAVALETSKOS K.	VICE-CHAIRMAN	SENIOR MANAGER, TERNA SA		0	5,000	0	1,076	0	0	120,000	0	0	0	0	125,000	125,000	0%	The term as a member of the Board expired on 30/06/2021
6	ANTONAKOS D.	EXECUTIVE MEMBER	YKS, YDK	Regulatory compliance	0	5,000	0	1,076	0	0	150,000	0	0	0	0	155,000	155,000	0%	
7	VRAILAS E.	EXECUTIVE MEMBER	SENIOR MANAGER, TERNA SA		0	5,000	0	1,076	0	0	140,740	0	0	0	0	145,740	145,740	0%	The term as a member of the Board expired on 30/06/2021
8	MOUSTAKAS E.	EXECUTIVE MEMBER	GENERAL DIRECTOR OF DEVELOPMENT	Investment	46,000	5,000	0	1,076	0	150,000	174,000	45,000	0	0	150,000	270,000	420,000	56%	
9	PERDIKARIS G.	EXECUTIVE MEMBER	SENIOR MANAGER, GEK TERNA SA	Investment (C).	116,000	5,000	0	1,076	0	150,000	34,000	60,000	0	0	150,000	215,000	365,000	70%	
10	LAMPROU K.	EXECUTIVE MEMBER	STRATEGIC COMMUNICATION DIRECTOR, PRESS OFFICE, CSR & SUSTAINABLE	ESG	21,121	0	0	1,076	0	0	0	0	0	0	0	21,121	21,121	0%	Member of BoD since 17/7/2021
11	AFENTOULIS D.	NON-EXECUTIVE MEMBER	-	Audit, Strategic Planning	0	32,500	0	0	0	0	0	0	0	0	0	32,500	32,500	N/A	
12	TAMVAKAKIS A.	VICE CHAIRMAN, INDEPENDENT NON-EXECUTIVE MEMBER	-	Audit (C), Nominations (C), Remuneration, Strategic Planning	0	98,500	0	0	0	0	0	0	0	0	0	98,500	98,500	N/A	
13	KAPRALOS S.	INDEPENDENT NON-EXECUTIVE MEMBER	-	Audit, Nominations, Remuneration (C), Strategic Planning	0	76,000	0	0	0	0	0	0	0	0	0	76,000	76,000	N/A	
14	APKARIAN G.	INDEPENDENT NON-EXECUTIVE MEMBER	-	Nominations, Strategic Planning	0	61,001	0	0	0	0	0	60,000	0	0	0	121,001	121,001	N/A	
15	SKORDAS A.	INDEPENDENT NON-EXECUTIVE MEMBER	-	Regulatory Compliance (C), Remuneration	0	56,000	0	0	0	0	0	0	0	0	0	56,000	56,000	N/A	Member of BoD since 17/7/2021
16	DELIKOURA AIK.	INDEPENDENT NON-EXECUTIVE MEMBER	-	Nominations, ESG, Regulatory Compliance	Does not receive a fee for participation in the Board of Directors of GEK TERNA and its Committees.													Member of BoD since 1/7/2021	
17	STAIKOU S.	INDEPENDENT NON-EXECUTIVE MEMBER	-	ESG (C), Remuneration	0	31,000	0	0	0	0	0	0	0	0	0	31,000	31,000	N/A	Member of BoD since 1/7/2021

*In accordance with the Remuneration Report of TERNA ENERGY SA that will be placed in advisory voting during the Ordinary General Assembly on 25/05/2022.

**The variable remuneration that stem from Stock Option Plan of the Company are analysed in Table 2.

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(Amounts in thousands Euro, unless otherwise stated)

Fixed remuneration

Fixed Remuneration consists of remuneration through an employment contract or service provision and the Annual Remuneration of the BoD. The fixed salaries for the members of the Board of Directors who received remuneration as members of the Company's Board of Directors and Committees and its subsidiaries for the year 2021 amount to a total of three million two hundred twenty-one thousand eight hundred sixty one euro (3,221,861 euros) and are analysed for each member in the individual components in **table 1**. From this amount, three hundred Fifty-five thousand euro (355,001 euros) refers to fixed salaries of non-executive members. Remuneration has been approved by the Remuneration Policy and there is no deviation.

Variable Remuneration and Benefits:

Short-term variable remuneration

According to the approved program for measuring and evaluating the individual performance of executives, the possibility of providing short-term variable remuneration (Bonus) up to the approved maximum limit of one million eight hundred thousand euro (1,800,000 euros) is provided. The objectives associated with the provision of short-term variable remuneration arise through the establishment of specific Key Performance Indicators (KPIs). For the executives who have a group role, the weighting takes into account the total activity of the Group based on specific measurement indicators that are evaluated in total up to 80%. When the evaluation concerns executives who do not have a group role, these criteria are limited to a maximum of 40% and additional measurement indicators are set regarding the special characteristics of the Business Units with a maximum weighting of 40%. Finally, with a maximum weight of 20%, the individual role of each participating executive is evaluated, according to the responsibilities he/she has at the level of the Group and/or at the level of the business unit.

Stock Option Plan based on article 113 of Law 4548/2018:

According to the stock option plan for the period 2019-2023, target criteria (KPIs) have been set, which are secured a) as soon as the target is reached, b) either annually, c) or at the end of the plan and d) either proportionally the first three years and at the end of the plan. The date of return and the exercise period are set by the BoD, each time the criteria are met due to the achievement of the corporate goal. The plan is aimed at up to 20 executives. The exercise price has been set at 2 euros per share by a decision of the General Assembly and there is a two years holding period.

The year 2021, the achievement of three 6-month VWAP targets was confirmed, as set out in the plan, as well as the achievement of targets related to the construction sector, the energy sector, the concessions sector and the debt service index, proving the resilience and reliability of the Company and its executives, in the midst of a global financial crisis with the COVID pandemic and the conjuncture in economy.

Specifically, in accordance with the decision of the Board of Directors dated 27.04.2021, the options for the 16 beneficiaries appointed by decision of the Board of Directors were granted, to whom a total of 1,876,000 treasury shares were awarded, for a total price of 3,752,000 euros. The exercise of the rights took place through an over-the-counter transaction on 11.06.2021 when the market value of the share was 9.98 euros. More specifically, 1,561,000 shares were distributed to senior executives and members of GEK TERNA's BoD (table 2) and 315,000 shares to other beneficiaries of the plan, executives of the Group's subsidiaries.

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Stock Option Plan
Table 2: Detailed Table of Shares that have been allocated to members of the Board of Directors and Senior Managers of the Company
or are pending for the financial year 2021
 (according to the standards of the Guidelines of the European Commission, of March 1, 2019)

No.	NAME	POSITION IN THE BOARD	CAPACITY IN GROUP COMPANIES	BASIC STOCK OPTION PLAN TERMS							INFORMATION FOR THE FINANCIAL YEAR 2021					
				PERIOD OF THE PLAN	DATE OF GRANTING	VESTING DATE	HOLDING PERIOD	EXERCISE PERIOD	EXERCISE PRICE OF THE SHARE	SHARE PRICE ON THE DATE OF OPTION EXERCISE (11/6/2021)	SHARES THAT HAVE BEEN ALREADY EXERCISED AT THE BEGINNING OF THE YEAR	DURING THE YEAR				SHARES FOR ACHIEVEMENT OF GOALS FOR THE YEAR 2021
												SHARES ALLOCATED				
												AWARD DATE (Decision of BoD)	OPTION EXERCISE DATE	SHARES DISTRIBUTED for period 2019-2020	END OF HOLDING PERIOD	
1	PERISTERIS G.	CHAIRMAN	CHIEF EXECUTIVE OFFICER	2019-2023	27/2/2020	Depending on the target (KPI) (a) as soon as the target is reached, (b) annually at the end of each year, (c) at the end of the plan period, (d) end of 2021 and at the end of the plan proportionally to what it has been achieved	2 years	as defined by the Board of Directors each time	2 €	9,98 €	-	27/4/2021	11/6/2021	950.000	10/6/2023	233.224
2	GOURZISE.	VICE-CHAIRMAN, EXECUTIVE MEMBER	SENIOR MANAGER, GEK TERNA SA	2019-2023	27/2/2020		2 years		2 €	9,98 €	-	27/4/2021	11/6/2021	150.000	10/6/2023	50.183
3	LAZARIDOU P.	AUTHORIZED CONSULTANT, EXECUTIVE MEMBER	GENERAL DIRECTOR OF FINANCE	2019-2023	27/2/2020		2 years		2 €	9,98 €	-	27/4/2021	11/6/2021	90.000	10/6/2023	30.109
4	MPENOPOULOSA.	AUTHORIZED CONSULTANT, EXECUTIVE MEMBER	GENERAL DIRECTOR OF ADMINISTRATIVE SERVICES	2019-2023	27/2/2020		2 years		2 €	9,98 €	-	27/4/2021	11/6/2021	90.000	10/6/2023	30.109
5	VAVALETSKOS K.	VICE-CHAIRMAN	SENIOR MANAGER, GEK TERNA SA	2019-2023	27/2/2020		2 years		2 €	9,98 €	-	27/4/2021	11/6/2021	22.000	10/6/2023	6.094
6	ANTONAKOS D.	EXECUTIVE MEMBER	YKS, YDK	2019-2023	27/2/2020		2 years		2 €	9,98 €	-	27/4/2021	11/6/2021	22.000	10/6/2023	6.094
7	VRAILAS E.	EXECUTIVE MEMBER	SENIOR MANAGER, GEK TERNA SA	2019-2023	27/2/2020		2 years		2 €	9,98 €	-	27/4/2021	11/6/2021	22.000	10/6/2023	6.094
8	MOUSTAKAS E.	EXECUTIVE MEMBER	GENERAL DIRECTOR OF DEVELOPMENT	2019-2023	27/2/2020		2 years		2 €	9,98 €	-	27/4/2021	11/6/2021	110.000	10/6/2023	40.468
9	PERDIKARIS G.	EXECUTIVE MEMBER	SENIOR MANAGER, GEK TERNA SA	2019-2023	27/2/2020		2 years		2 €	9,98 €	-	27/4/2021	11/6/2021	105.000	10/6/2023	20.269

There is no approved Scheme for free distribution of shares according to article 114 of Law 4548/2018.

Benefits

According to the benefits' possibilities defined in the Remuneration Policy, a group life and health insurance contract is provided. The amounts listed in table 1 refer to the insurance premiums paid by the Company for the group life and health insurance contract per Board member. The car benefit (benefit in kind) has been granted to three (3) out of eight (8) active executive members, namely 37.5%. The listed amounts refer to the payment of the company's car lease instalments. The corporate credit cards that have been issued to BoD members relate exclusively to the coverage of corporate expenses, such as travel and overnight expenses and do not constitute a benefit but coverage of corporate expenses.

Independent non-executive members are not offered a variable remuneration or benefit in kind. Additional payments relate exclusively to the coverage of travel expenses from their place of residence to the headquarters of the Company for their participation in the meetings of the BoD and the General Assembly of the Company.

There is no pension plan in place at the moment.

7.0. Comparative Information Table

Below it is presented the Comparative Table of Total Annual Changes in Remuneration of the Company's BoD Members, Fixed and Variable (bonus) and benefits for the years 2019-2020-2021 according to article 187 of Law 4548/2018 (table 3).

It is noted that the stock option plan, according to its approved terms, does not attribute proportionally annually share options to the beneficiaries, except on the dates of vesting/maturation in which case shares, as shown in table 2, are cumulatively granted and awarded.

Table 3 : Comparative Table of Annual Change of total remuneration of BoD members and senior executives (fixed and variable)

a/a	NAME	POSITION IN BoD	CAPACITY IN GROUP COMPANIES	Total Remuneration change 2019 vs 2020	Total Remuneration change 2020 vs 2021
				%	%
1	PERISTERIS G.	CHAIRMAN	CHIEF EXECUTIVE OFFICER	0%	38%
2	GOURZIS M.	VICE-CHAIRMAN,EXECUTIVE MEMBER	SENIOR MANAGER, GEK TERNA SA	238%	14%
3	LAZARIDOY P.	EXECUTIVE DIRECTOR	GENERAL DIRECTOR OF FINANCE	66%	-39%
4	BENOPOULOS A.	EXECUTIVE DIRECTOR	GENERAL DIRECTOR OF ADMINISTRATION SERVICES	82%	5%
5	VAVALETSKOS K.	VICE-CHAIRMAN,EXECUTIVE MEMBER	SENIOR MANAGER TERNA SA	-7%	-3%
6	ANTONAKOS D.	EXECUTIVE MEMBER	CCO, CRO	-8%	-2%
7	VRAILAS E.	EXECUTIVE MEMBER	SENIOR MANAGER TERNA SA	13%	-2%
8	MOUSTAKAS E.	EXECUTIVE MEMBER	GENERAL DIRECTOR OF DEVELOPMENT	27%	11%

9	PERDIKARIS G.	EXECUTIVE MEMBER	SENIOR MANAGER, GEK TERNA SA	161%	-1%
10	LAMPROU K.*	EXECUTIVE MEMBER	DIRECTOR OF STRATEGIC COMMUNICATION, PRESS OFFICE & CSR	N/A	N/A
11	AFENTOULIS D.*	NON-EXECUTIVE MEMBER	-	N/A	N/A
12	TAMVAKAKIS A.	VICE-CHAIRMAN, INDEPENDENT NON-EXECUTIVE MEMBER	-	0%	9%
13	KAPRALOS S.	INDEPENDENT NON-EXECUTIVE MEMBER	-	0%	27%
14	APKARIAN G.	INDEPENDENT NON-EXECUTIVE MEMBER	-	0%	1%
15	SKORDAS A.	INDEPENDENT NON-EXECUTIVE MEMBER	-	N/A	12%
16	DELIKOURA A.**	INDEPENDENT NON-EXECUTIVE MEMBER	-	N/A	N/A
17	STAIKOU S.*	INDEPENDENT NON-EXECUTIVE MEMBER	-	N/A	N/A

* New BoD member

**Does not receive a fee for participating in the BoD of GEK TERNA and its Committees

Below the changes a) of the performance of the Company and the Group and b) of the average annual remuneration of employees for the years 2019-2020-2021 according to par. 7 of article 187 of Law 4548/2018 are presented.

a. PERFORMANCE CHANGES				
	Change 2019 vs 2020		Change 2020 vs 2021	
	Change in €	Change in %	Change in €	Change in %
a1. COMPANY				
TURNOVER (€)	545,000	8.70%	52,028,000	89.25%
a2. GROUP				
EBITDA (€)	6,292,221	2.26%	15,988,778	5.44%

*Without interest receivable and dividends

b. AVERAGE REMUNERATION OF FULL-EMPLOYEES			
YEAR	NUMBER OF EMPLOYEES IN THE COMPANY	AVERAGE FEES	CHANGE
2019	25	51,055.81	
2020	26	51,555.66	0.97%
2021	717	16,819.57	-206.52%

*In the years 2019 and 2020 in the Company GEK TERNA worked mostly specialized senior executives with many years of experience. At present, a new Business Unit for the Operation of Concession Projects was organized in the Company, which employs a large number of employees, mainly non-specialized craftsmen and toll operators. To this activity of the Company is attributed the large change in average remuneration.

The above information is provided in the context of the provisions of par. 7 of article 187 of law 4548/2018.

Deviations of Remuneration

According to art 112 par. 3 of Law 4548/18, no deviations from the approved remuneration policy were found pursuant to paragraph 7 of article 110. Therefore, explanations are not required for exceptional circumstances, against which the remuneration policy deviated.

Implementation control

The control of the Remuneration Policy's implementation and the preparation of the Remuneration Report are conducted under the responsibility of the Remuneration Committee and the Board of Directors.

The report was reviewed by the certified auditor, the company Grant Thornton.

Approval of Remuneration Report for financial year 2020

According to article 112 par. 3 of Law 4548/18, the remuneration report for the year 2020 was submitted for discussion at the Ordinary General Assembly of 01.07.2021, as the subject of the agenda.

The General Assembly with 51,000,431 votes in favour (88.21% on those present), 6,614,597 against (11.44% on those present) and an abstention of 204,714 (0.35% on those present) approved the payment of remuneration in accordance with the Remuneration Policy, pursuant to article 109 of law 4548/2018, for persons who fall within the scope of the approved Remuneration Policy's implementation for the year 2020.

The shareholders' vote regarding the Remuneration Report is advisory.

Information on the utilization of the ability to recover variable remuneration

There is no case of utilization of the right to recover variable remuneration during the financial year 2021.

Remuneration Report Publicity

According to Article 112 par. 4 of L.4548/18, this Remuneration Report along with the date and the results of the advisory vote of the General Assembly **shall be subject to formalities** and shall remain available on the Company's website for a period of ten (10) years as as the abovementioned provision provides. The Remuneration Report does not include specific categories of personal data within the meaning of Article 9 par.1 Regulation (EU) 2016/679 of the European Parliament and of its Council (L 119/1) or personal data relating to the marital status of Company's BoD members. The company processes personal data of the Company's BoD members included in the Remuneration Report under Article 112 for the purpose of

increasing corporate transparency with regard to the remuneration of the BoD members, with a view to enhancing the accountability of the members and the supervision of shareholders on these remuneration. Subject to any longer publicity period provided by specific provisions, the company shall not disclose personal data included in the Remuneration Report, longer than ten (10) years from the publication of this Remuneration Report. According to Article 112 par. 6 of the aforementioned Law, the BoD members have ensured that the Remuneration Report was prepared and is expected to be published, in accordance with the requirements of the provisions of this Article.