

## **REPORT OF THE INDEPENDENT NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS TO THE REGULAR GENERAL MEETING OF THE SHAREHOLDERS OF GEK TERNA S.A.**

This report has been prepared and submitted jointly by the independent non-executive members of the Board of Directors (the "BoD") of GEK TERNA S.A. (the "Company") to the Annual General Meeting of shareholders of the Company on June 2, 2022, in accordance with article 9 par. 5. Law 4706/2020.

In the 15-member Board of Directors that was formed into a Body on 19/7/2021, participate 6 independent non-executive members and one non-executive member, including the independent non-executive vice president, who has been appointed as a Senior Independent Director, as provided by law.

In addition, the statutorily required Committees of the Board of Directors were established, namely the Audit Committee, the Remuneration Committee and the Nominations Committee. For the better functioning of the Board of Directors, additional committees were established such as the Compliance, Strategic Planning, Investment and ESG Committees. Independent non-executive members actively contribute to all the Committees in which they participate.

The Board of Directors is informed about developments in the legislative and regulatory framework and applies the best corporate governance practices. During 2021, an extensive corporate governance project was implemented, aiming at full compliance with Law 4706/2020 and the implementation of best practices of governance and corporate social responsibility. In this context, the Greek Corporate Governance Code of the Greek Corporate Governance Council was adopted, as revised and in force since 2021. New policies and procedures were approved, organizing the framework of the Internal Audit System, updating the Company's Rules of Operation and adopting a Suitability Policy for the members of the Board of Directors.

The Company's Board of Directors has the appropriate composition and the necessary diversity and combination of executive, non-executive and independent non-executive members, in accordance with the approved policy ([https://www.gekterna.com/userfiles/25cf6784-d046-4d9e-ac0f-a34d00d4050d/GEKTERNA\\_SUITABILITY%20POLICY\\_%2016-7-2021.GR-cleaned.pdf](https://www.gekterna.com/userfiles/25cf6784-d046-4d9e-ac0f-a34d00d4050d/GEKTERNA_SUITABILITY%20POLICY_%2016-7-2021.GR-cleaned.pdf)), in terms of gender, age, knowledge, areas of activity, experience, as presented in the table of the Board of Directors' profile in the Corporate Governance Statement.

The evaluation of the collective effectiveness of the Board of Directors and its Committees was completed in 2022. In addition to the collective evaluation, the annual individual evaluation of the Chairman & CEO, the Independent Non-executive Vice Chairman and the members of the Board of Directors was also carried out. The parameters of the evaluation followed the main axes of responsibility of the Board of Directors, such as strategic planning, risk management, management efficiency, internal control system, organization and operation of the board of directors, as well as value creation for the company and the Group. The independent non-executive members of the BoD express the view that the executive members of the BoD stand out for their good reputation and ethos, their honesty and

integrity. They cooperate harmoniously with each other and with the non-executive members and have the appropriate knowledge and experience regarding the Group's activity sectors.

The Board of Directors meets on a monthly basis, but also extraordinarily. All members are present or represented at the meetings. The Board of Directors is constantly updated on specialized issues such as cybersecurity, sustainable development, internal control and regulatory compliance. A Compliance Officer, a Risk Officer, a Data Protection Officer and a Chief Information Officer have been appointed.

The Board of Directors operates effectively to achieve the Company's objectives, serve the interests of all parties involved and the viability of the Company. It operates in accordance with the Company's Articles of Association, its Rules of Procedure, the Greek Corporate Governance Code and the applicable legislation. It ensures the integrity of financial and non-financial information and provides adequate support to the Company's senior management.

The Company promotes a safe and healthy work environment, places special emphasis on inclusion and shows zero tolerance to incidents of violence and harassment in the workplace. The Company's goal is for each partner to work and grow in an environment of mutual trust, communication and recognition.

The independent non-executive members of the BoD. , including non-executive members, shall, in particular, have the following obligations:

- a) Monitor and examine the Company's strategy and its implementation, as well as the achievement of its objectives.
- (b) Ensure effective supervision of executive members, including monitoring and controlling their performance.
- (c) Consider and express views in relation to proposals submitted by executive members, on the basis of existing information.

The non-executive members shall meet under the chairmanship of the Senior Independent Director without the presence of the executive members, at least annually and whenever they deem it necessary. During the year 2021, the non-executive members of the Board of Directors held one (1) meeting, without the presence of the executive members to review the operation of the Board of Directors and the course of the Company, on the basis of which this Report was drawn up to the General Meeting of shareholders.

The Senior Independent Director also has the responsibility of supporting the Chairman, acting as a liaison between the Chairman and the members of the Board of Directors and the coordination of the independent non-executive members.

The Independent Non-Executive Members of the Board of Directors act with independence of mind, a sense of duty and transparency. They effectively perform their supervisory duties and proceed within the framework of their responsibilities to the thorough examination of the proposals submitted to the Board of Directors, thus ensuring that the interests of all internal and external stakeholders are duly taken into account in the discussions and decision-making of the Board and its Committees. They dispose sufficient time and commitment to perform their duties both as members of the Board of Directors and as members of the Committees. They seek constructive discussion on the decisions of the Company's management and ensure the implementation of sound corporate governance practices.

The Independent Non-Executive Members of the Board of Directors of GEK TERNA S.A. confirm that they fully agree with the information published by the Company in the Annual Management Report of the Board of Directors and with the content of the Corporate Governance Statement included in the Annual Financial Report of 31 December 2021 which is available on the Company's website.

[https://www.gekterna.com/userfiles/FinancialStatements/2021/gekterna fs notes 31-12-2021 gr.pdf](https://www.gekterna.com/userfiles/FinancialStatements/2021/gekterna_fs_notes_31-12-2021_gr.pdf) .