

**Brief description of the items in the Agenda  
Draft resolutions**

**ITEM 1:**

**Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2022, and of the relevant Reports of the Board of Directors and the Chartered Auditor.**

The 2022 Annual Financial Statements will be presented (Company and Consolidated), which include:

- STATEMENT OF FINANCIAL POSITION  
STATEMENT OF COMPREHENSIVE INCOME  
STATEMENT OF CASH FLOWS  
STATEMENT OF CHANGES IN EQUITY  
together with the relevant Notes
- Board of Directors' Management Report addressed to the Shareholders
- Audit Report by the Chartered Auditor Mr. George Panagopoulos member of GRANT THORNTON

*(The Financial Statements have already been posted on the Company's website [www.gekterna.com](http://www.gekterna.com))*

The General Assembly approves the above Financial Statements and the said Reports with ..... votes.

**ITEM 2:**

**Submission and approval by the General Assembly of the Annual Report on the Audit Committee's activities during the term 01.01.2022-31.12.2022 in accordance with article 44 of law 4449/2017, as in force.**

The full text of the Annual Report of the Audit Committee for the year 01.01.2022-31.12.2022, is included in the documents available to the investors and is posted on the Company's website <https://www.gekterna.com/investor-relations/shareholders-information/shareholders-meetings/>

**ITEM 3:**

**Announcement of replacement of a BoD member**

The BoD during its meeting on 30/11/2022 elected Mr. Petros Souretis as new executive member of the BoD in replacement of Mr. George Perdikaris who assumed the position of the Executive Vice President in the 100% subsidiary TERNA S.A., while he remains as Executive Director and Management Consultant of GEK TERNA S.A. and especially of its CEO.

**ITEM 4:**

**Submission by the independent Board members of their report to the Shareholders' General Assembly for the period 01.01.2022 – 30.05.2023, pursuant to article 9 par. 5 of law 4706/2020.**

The report of the Independent Board Members, is included in the documents available to the investors and is posted on the Company's website <https://www.gekterna.com/investor-relations/shareholders-information/shareholders-meetings/>

**ITEM 5:**

**Approval of the overall management for 2022.**

The Board of Directors will propose the approval of the overall management of the year 2022 by the members of the BoD. namely, Messrs.: Dimitrios Antonakos, Michael Gourzis, Aggelos Benopoulos, Georgios Peristeris, Emmanuel Moustakas, Georgios Perdikaris (until 30/11/2022), Apostolos Tamvakakis, Gagik Apkarian, Spyridon Capralos, Penelope Lazaridou, Athanasios Skordas, Dimitrios Afentoulis, Konstantinos Lamprou, Aikaterini Delikoura, Sofia Staikou and Petros Souretis (from 30/11/2022).

The General Assembly approves the overall management of the year 2022 with ..... votes.

**ITEM 6:**

**Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of her duties during fiscal year 2022.**

The Board of Directors shall propose to the Shareholders to vote on the discharge of the Auditor Mr. George Panagopoulos from any liability or compensation deriving from the exercise of her duties for fiscal year 2022.

The General Assembly, through a special roll call voting, discharges the Auditor from any relevant liability or compensation deriving from the exercise of his duties during fiscal year 2022 with ..... votes.

**ITEM 7:**

**Discussion and voting on the Remunerations Report in accordance with article 112 of law 4548/2018 for the year 2021.**

Following recommendation of the Remunerations Committee to the Board of Directors, the Remuneration Report in relation to the members of the Board of Directors of the Company for the fiscal year 2022 is submitted to the General Assembly for discussion and advisory voting in accordance with article 112 of Law 4548/2018. The Remuneration Report submitted for discussion and voting was made available to the shareholders and is posted on the Company's website. <https://www.gekterna.com/investor-relations/shareholders-information/shareholders-meetings/>

The General Assembly approves with ..... votes, the Remuneration Report for the fiscal year 2022.

**ITEM 8:**

**Introduction of new Remuneration Policy for the period 2023-2027**

The Board of Directors will propose the introduction of a new Remuneration Policy for the period 2023-2027, which was prepared with the supervision of the Remuneration Committee and is available on the Company's website. <https://www.gekterna.com/investor-relations/shareholders-information/shareholders-meetings/>

The General Assembly approves with ..... votes, the new Remuneration Policy with a 4 year duration.

**ITEM 9:**

**Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2023, and determination of their fees.**

Following relevant recommendation by the Audit Committee, it is proposed the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2023 with fees based on the ones paid for the year 2022 as may be adjusted depending on the audit requirements.

The General Assembly approves with ..... votes, the proposal and decides on the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2023 with fees based on the ones paid for the year 2022 as may be adjusted depending on the audit requirements.

**ITEM 10:**

**Election of members of the Audit Committee of article 44 of law 4449/2017.**

It is proposed to the General Assembly, the election of a four-member Audit Committee, which consists of non-executive members of the Board of Directors and third parties, with a two-year term with the following composition:

Spyridon Capralos, independent non-executive member of the BoD. Nominated as President of the Commission.

Apostolos Tamvakakis, non-executive member of the BoD. Nominated as a Member.

Athanasios Skordas, independent non-executive member of the BoD. Nominated as a Member.

Angelos Tagmatarchis. independent member (non-member of the Board). Nominated as a Member.

Messrs. Tamvakakis and Tagmatarchis have sufficient knowledge in the field of auditing and accounting. The members of the Committee are in their majority independent, in accordance with article 9 par. 1 and article 92 par. 5 of 4706/2020.

**ITEM 11:**

**Increase of the share capital of the Company with capitalization of reserves by increasing the nominal value of the share by € 0.20 and at the same time by respectively decreasing the nominal value of each share resulting in the decrease of the share capital of the Company by the amount of € 20,684,658.20 and return of cash to the Shareholders. Amendment of par. 1 of article 5 of the Articles of Association.**

The Board of Directors proposes the increase of the share capital of the Company by the amount of € 20,684,658.20 by capitalizing part of the special share premium reserve and increasing the nominal value of the share from € 0.57 to 0.77 and simultaneously reducing the share capital by the amount of € 20,684,658.20 by reducing the nominal value of each share from € 0.77 to € 0.57, and the return of the amount of the reduction, € 0.20 per share, to the Shareholders.

It is noted that there are no creditors of the Company who have overdue receivables, since the Company timely fulfills its obligations, while the corporate assets that will remain after the reduction are sufficient to satisfy the creditors of the Company, as required by article 30 of law. 4548/2018.

At the same time, it is proposed to add the following text to paragraph 1 of article 5 of the Articles of Association: *"By the decision of the Ordinary General Assembly of the Shareholders dated 20<sup>th</sup> of June 2023, it was decided to increase the share capital of the Company by the amount of twenty million six hundred eighty four thousand six hundred fifty eight euros and twenty euro cents (€ 20.684.658,20) with a capitalization of part of the special share premium reserves and increasing the nominal value of each share from fifty seven euro cents (0.57 €) to seventy seven euro cents (€ 0.77) and at the same time reducing the share capital of the Company by the amount of twenty million six hundred eighty four thousand six hundred fifty eight euros and twenty euro cents (€ 20.684.658,20) by reducing the nominal value of each share from seventy seven euro cents (0.77 €) to fifty seven euro cents (0.57 €) and the return of the amount of this reduction to the shareholders. Thereafter, the share capital of the Company amounts to a total of fifty-eight million nine hundred fifty-one thousand two hundred seventy-five euros and eighty-seven cents (€ 58,951,275.87) and is divided into one hundred three million four hundred twenty-three thousand nine hundred one (103,423,291) common registered voting shares, with a nominal value of fifty-seven euro cents (€ 0.57) each. "*

Finally, the Board of Directors proposes that the Board of Directors be given the authority to undertake all relevant procedures for the implementation of the decision.

The General Meeting with ..... votes approves the proposal and decides the increase and the reduction of the share capital of the Company as presented above and grants the authorization to the Board of Directors to undertake all the relevant procedures for the implementation of this decision.

The Articles of Association with the proposed highlighted amendment are posted on the Company's website

<https://www.gekterna.com/investor-relations/shareholders-information/shareholders-meetings/>

**ITEM 12:**

**Amendment of par. 1 of article 17 of the Articles of Association**

It is proposed the amendment of par.1 of article 17 of the Articles of Association as follows:

**ARTICLE 17**

**Formation of the Board of Directors into a body**

- 1- a) The Board of Directors, immediately after its election convenes and is formed into a body corporate electing, from its members only, its Chairman, one or more Vice-Chairmen, one Managing Director and one or up to ~~two~~ three Executive Directors, and determining their duties. The Chairman or one of the Vice-Chairmen may be appointed also as Managing Director.
- b) By decision of the Board of Directors, an executive committee may also be set up and assigned certain powers or duties of the Board of Directors. In this case, the composition, responsibilities, duties and manner of decision-making of the executive committee, as well as any matter concerning its operation are regulated by the decision of the Board of Directors on its composition.

The Articles of Association with the proposed highlighted amendment are posted on the Company's website

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**ITEM 13:**

**Various announcements, approvals and discussion about matters of general interest.**

The Management informs the Shareholders about the recent developments and about the progress in the activities of the Company.

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***Required quorum for decision making on the above 1-10 items of the agenda: 20% of the share capital***

***Required majority: 50% +1 vote***

***Required quorum for decision making on item 11 and item 12 of the agenda: 50% of the share capital***

***Required majority: 2/3 of the share capital present in the meeting***