

Brief Description and Draft Resolution on the item of the agenda
Of the Extraordinary General Meeting of the Shareholders of “GEK TERNA S.A.”
to be held on 23 October 2024

Sole Item:

Resolution in relation to the approval of:

- (a) the sale and transfer to the société anonyme with the name “Masdar Hellas Single Member Société Anonyme” (the “**Purchaser**”) of all the shares held by the Company in the société anonyme “TERNA ENERGY Société Anonyme Industrial, Commercial and Technical Company S.A.” and
- (b) the entry into the relevant sale purchase and covenants agreement dated 20.6.2024 (the “**SPCA**”) between the Company, the Purchaser and “MASDAR TRIDENT HOLDING RSC LIMITED” (as a guarantor in favor of the Company) and of the relevant agreements included in the SPCA.

The following will be submitted to the General Assembly:

- The summary of the main terms of the broader transaction provided in the SPCA.
- The fairness opinion of Mediobanca - Banca di Credito Finanziario S.p.A. dated 29.6.2024.
- The fairness opinion of UBS Europe SE dated 26.9.2024.

The above documents are available to the shareholders through the corporate website.

The Board of Directors proposes that the General Assembly votes in favor of the above sole item and that the requested approvals are granted.

Draft resolution:

The General Assembly, with [•] votes in favor ([•]% of those present), [•] votes against ([•]% of those present) and [•] shares abstaining ([•]% of those present) approved:

- (a) the sale and transfer to the société anonyme with the name “Masdar Hellas Single Member Société Anonyme” (the “**Purchaser**”) of all the shares held by the Company in the société anonyme “TERNA ENERGY Société Anonyme Industrial, Commercial and Technical Company S.A.” and
- (b) the entry into the relevant sale purchase and covenants agreement dated 20.6.2024 (the “**SPCA**”) between the Company, the Purchaser and “MASDAR TRIDENT HOLDING RSC LIMITED” (as a guarantor in favor of the Company) and of the relevant agreements included in the SPCA.