

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

ITEM 1: Approval of the decision of the Company's Board of Directors dated 18.01.2024 which decided the definitive cessation of share buy-backs in relation to the programme approved by the Extraordinary General Meeting of Shareholders on 20.10.2022.

The Board of Directors recommends the approval of the decision of the Company's Board of Directors dated 18.01.2024, by which the definitive cessation of share buy-backs in relation to the programme, approved by the Extraordinary General Meeting of Shareholders on 20.10.2022 was decided.

The General Assembly with votes approves the proposal for the approval of the decision of the Board of Directors dated 18.01.2024 on the definitive cessation of share buy-backs in relation to the programme approved by the Extraordinary General Meeting of Shareholders on 20.10.2022.

ITEM 2: Increase of the Company's share capital by the amount of €3,420,000, through cash payment, with the issuance of 6,000,000 common shares, with a nominal value of €0.57 per share at the price of €13.20 per share, without pre-emptive rights of the existing shareholders of the Company, in accordance with article 27 par.1 of Law 4548/2018.

The Board of Directors recommends the increase of the Company's share capital, by the amount of € 3,420,000, through cash payment, with the issuance of 6,000,000 common shares, with a nominal value of €0.57 per share at the price of €13.20 per share, without pre-emptive rights of the existing shareholders of the Company, in accordance with article 27 par.1 of Law 4548/2018, and the amount of €75,780,000 will be placed in the "share premium reserve account".

The General Assembly with votes approves the proposal and decides to increase the share capital of the Company as above and provides the authorization to the Board of Directors to regulate all relevant procedural matters for the implementation of its decision.

ITEM 3: Subject to the approval of item no. 2 hereabove, cancellation of 6,000,000 treasury shares of the Company, which corresponds to a percentage of 5.80% of the Company's share capital, and accordingly a reduction of the Company's share capital by an amount of €3,420,000.

The Board of Directors recommends the cancellation of 6,000,000 treasury shares of the Company, which correspond to a percentage of 5.8% of the Company's share capital, and, subsequently, the reduction of the Company's share capital by an amount of € 3,420,000, provided that item no. 2 hereabove has been approved.

The General Assembly with votes approves the proposal for the cancellation of 6,000,000 treasury shares of the Company, which correspond to a percentage of 5.8% of the Company's share capital, and, accordingly the reduction of the Company's share capital by an amount of € 3,420,000.

ITEM 4: Amendment of article 5, par. 1 of the Company's Articles of Association by virtue of the decisions of the issues under 2 and 3.

By virtue of the above decisions, the Company's Board of Directors proposes the addition of the following text to article 1, par. 5 of the Articles of Association:

"By the decision of the Extraordinary General Assembly of the Shareholders dated February 13, 2024, it was decided:

- a) the increase of the Company's share capital by the amount of three million four hundred and twenty thousand euros (€ 3,420,000) through cash payment, with the issuance of six million (6,000,000) common registered voting shares with a nominal value of fifty-seven cents of euros (€ 0.57) each at the price of thirteen euros and twenty euro cents (€ 13.20) each, and the amount of seventy-five million seven hundred and eighty thousand euros (€ 75,780,000) was placed in the "share premium reserve account", and
- b) the reduction of the Company's share capital by the amount of three million four hundred and twenty thousand euros (€3,420,000) with the cancellation of six million (6,000,000) of the Company's treasury shares.

Therefore, the Company's share capital 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 two hundred ninety one (103,423,291) common registered voting shares, with a nominal value of fifty-seven euro cents (€ 0.57) each."

The General Assembly with votes approves the above proposal of the Board of Directors for the amendment of article 5 par. 1 of the Company's Articles of Association.

ITEM 5: Approval of a share buyback program in accordance with article 49 of Law 4845/2018, as applicable, and provision of relevant authorizations to the Board of Directors.

The Board of Directors recommends the approval of a share buy-back programme of the Company through the Athens Stock Exchange up 10% of the paid-up share capital of the Company, with a duration of twenty-four months, i.e. no later than 12/02/2026, with a minimum purchase price of fifty seven cents (€ 0.57) and a maximum price of forty euros (€ 40.00) per share, which will be used in accordance with the applicable legislation.

The General Assembly approves with votes the proposal of the Board of Directors.

ITEM 6: Change of the Company's name and distinctive title and amendment of Article 1 (Establishment – Name) of the Company's Articles of Association.

The Board of Directors recommends the change of the Company's name to "GEK TERNA S.A." and its distinctive title to "GEK TERNA". Consequently, it is proposed to amend article 1 of the Company's Articles of Association as follows:

**ARTICLES OF ASSOCIATION
OF THE SOCIÉTÉ ANONYME UNDER THE NAME**

~~"GEK TERNA S.A.Holdings, Real Estate & Constructions Société Anonyme"~~

**WITH THE DISTINCTIVE TITLE
"GEK TERNA S.A."**

**ARTICLE 1
Name**

A Société Anonyme under the name **~~"GEK TERNA S.A.Holdings, Real Estate & Constructions Société Anonyme"~~** with the distinctive title **"GEK TERNA S.A."** is incorporated. In case of transactions of the Company with foreign entities, the corporate name and the distinctive title shall be used in exact translation and with Latin characters.

Required quorum for decision making on items 2 and 4 of the agenda: 50% + 1 of the share capital.

Required majority: 66.67% of the share capital present in the meeting.

Required quorum for decision making on items 1,3,5 and 6 of the agenda: 20% + 1 of the share capital.

Required majority: 50% + 1 vote of the share capital present in the meeting.