



**INVITATION**  
**for the Shareholders of the société anonyme**  
**«GEK TERNA HOLDING REAL ESTATE CONSTRUCTION SOCIÉTÉ**  
**ANONYME»**  
**to the Annual Ordinary General Assembly**

According to Codified Law 2190/1920 “Regarding Sociétés Anonymes” and the Articles of Incorporation, the Board of Directors of the company with the registered name “GEK TERNA HOLDING REAL ESTATE CONSTRUCTION SOCIÉTÉ ANONYME” and the distinctive title “GEK TERNA S.A.”, invites the Shareholders of the Company to the Annual Ordinary General Assembly on Thursday, the 25<sup>th</sup> day of June 2009 and at 10:00 a.m., in the registered offices of the Company, at 85, Messogion Ave., 11526, Athens, with the following items in the Agenda:

In case the required quorum is not achieved, the Shareholders are invited to a 1<sup>st</sup> Repeated General Meeting on Monday the 6<sup>th</sup> of July 2009 and at 10:00 and at a possible 2<sup>nd</sup> Repeated General Meeting on Friday the 17<sup>th</sup> of July 2009 at 10:00 am at the company’s registered offices, 85 Mesogeion Ave., 11526 Athens.

1. Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2008, and of the relevant Reports of the Board of Directors and the Chartered Auditor.
2. Approval of the proposition of the Board of Directors concerning the distribution of profits, the payment of dividends and fees to the Members of the Board of Directors for the fiscal year 2008.
3. Consent to continue the payment of fees to members of the Board of Directors for services rendered to the Company.
4. Discharge of the Members of the Board of Directors and of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of their duties during the fiscal year 2008.
5. Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing the fiscal year 2009, and arrangement of their fees.
6. Ratification of the lection of one member of the BoD following the resignation of a former member.
7. Appointment of the Members of the Control Committee according to article 37 of Law 3693/2008.
8. Expansion of the scope of works of the Company and amendment of the respective article 2 of the Articles of Incorporation.

9. Consent regarding the participation of the Members of the BoD and of the Executives of the Company in the Management of other companies, which are in any way connected with the Company.
10. Various announcements, approvals and discussion about matters of general interest.

Shareholders who wish to participate in the General Assembly, either in person or through a representative, by signing a relevant authorization form available on the company's website ([www.gekterna.gr](http://www.gekterna.gr)) and at the Company's offices, according to the Law and the Company's Articles of Association, should block all or part of their shares, through their Authorized Broker or If their shares are deposited in the Special Account, through the Hellenic Exchange S.A. and receive the relevant Certificate of Hold of their shares. This Certificate has to be submitted to the offices of the Company accompanied by proxy for their representation, if any, at least five (5) days before the date of the Ordinary General Assembly.

**Athens, June 2, 2009**  
**The Board of Directors**