

**Announcement**

**GEK TERNA S.A**

(hereinafter, the “Company”)

**Information regarding the resolutions of the repeat Bondholders Meeting of the common bond loan of an amount of €500,000,000 of the Company (hereinafter, the “CBL 2020”)**

The Company announces that on 26 April 2024 the repeat Meeting of the Bondholders of the bond loan issued pursuant to the Common Bond Loan Programme of an amount up to €500,000,000 and Agreement on Appointment of the Bondholder Agent, dated 19.06.2020 (hereinafter, “**CBL 2020 Programme**”) took place in accordance with the invitation to a Meeting of the Bondholders of the CBL 2020 dated 12.04.2024, in a hybrid form, with physical attendance at the registered office of the Company, located at 85 Mesogeion Ave., 11526, Athens, and with the option for the Bondholders to participate remotely in real-time via videoconference.

Bondholders representing 183,438 bonds, out of 500,000 bonds in total, i.e. 36.70% of the total outstanding principal amount of the CBL 2020 at the time of the Meeting, participated in the repeat Meeting, either in person or by proxy (it is noted that for the calculation of the quorum were not taken into account 185 treasury bonds), and the Meeting resolved on all items of the Agenda, as follows:

**First Agenda Item:** The Meeting approved with 183,438 votes in favor (100.00% of those present), the extension of the Bondholders’ consent, as granted through their resolution dated 30.06.2022 regarding the utilization of net proceeds from the disposition of an Excluded Asset in accordance with the purposes set forth in items (i) - (vi) of clause 8.1(n) of the CBL Programme 2020, without any time restriction, by way of derogation from clause 8.1 (o) and 14.1 (b) of the CBL Programme 2020, for an additional 24 months, i.e. provided that the sale (namely the promissory agreement for the transfer of the Excluded Asset) will have occurred by 30.06.2026, and provision of consent by the Bondholders so that the Issuer is enabled to create Encumbrances on the said Excluded Asset in favor of third parties by 30.06.2026, in the context of any borrowing of the Issuer or an Affiliate, under the condition that the proceeds of such borrowing are designated for financing the purposes set out in items (i) - (vi) of clause 8. 1 (n) of the CBL Programme 2020, by way of derogation from clauses 7.1 (n) and 8.1 (e) of the CBL Programme 2020. In addition, it was acknowledged the non-exercise of their rights under clause 11.2 (b) of the CBL Programme 2020 in respect of the above exemptions and the Bondholders waived any such rights.

**Second Agenda Item:** The Meeting approved with 183,438 votes in favor (100.00% of those present), the amendment of clause 9.2.2 of the CBL Programme 2020 as follows: *“throughout the period from the Calculation Period commencing immediately after the completion of the part (a) of the Permitted Transformation (i.e., the contribution in kind and/or the transfer to GEK TERNA MOTORWAYS S.M.S.A. of the Issuer's equity interests in the Motorway Companies and the subordinated secondary debt bonds issued by the Motorway Companies undertaken by the Issuer) or twelve (12) months after the date of the Bond Issue Date, whichever occurs earlier, until the end of the Calculation Period ending on 31.12.2023, the Total Debt to Equity Ratio shall not exceed 3.”*, and corresponding adjustment to Annex A of the CBL Programme 2020 by removing the calculation of the Total Debt to Equity Ratio for subsequent Calculation Periods, and authorization to the Bondholders' Representative to sign an amendment agreement to the CBL Programme 2020.

**Third Agenda Item:** The Meeting approved with 183,438 votes in favor (100.00% of those present), the amendment of clause 9.2.3 of the CBL Programme 2020 as follows: *“throughout the Term of the Loan, the Financial Liabilities shall not exceed: (i) €900,000,000 until the completion of the part of the Permitted Transformation under (a) (i.e., the contribution in kind and/or the transfer to GEK TERNA MOTORWAYS S.M.S.A. of the Issuer’s shareholdings in the Motorway Companies and the subordinated secondary debt bonds issued by the Motorway Companies undertaken by the Issuer) or twelve (12) months from the Bond Issue Date, whichever occurs earlier; and (ii) €1,900,000,000 for the remaining period until the Bond Loan Maturity Date.”*, and authorization to the Bondholders’ Representative to sign an amendment agreement to the CBL Programme 2020.

Athens, 26 April 2024