

**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 2015, and of the relevant Reports of the Board of Directors and the Chartered Auditor.

The 2015 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. Vassilios Papageorgakopoulos member of SOL S.A.

(The Financial Statements have already been posted on the Company's website www.gekterna.com)

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

ITEM 2:

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 fiscal year 2015.

The Board of Directors will recommend the discharge of the Members of the Board of Directors, Messrs.: Nikolaos Kampas, Dimitrios Antonakos, Michael Gourzis, Aggelos Benopoulos, Georgios Peristeris, Konstantinos Vavaletskos, Emmanuel Vrailas, Emmanuel Moustakas, Panayiotis Pothos, Panayiotis Kyriakopoulos, Aggelos Tagmatarhis and Apostolos Tamvakakis, as well as the Auditor Mr. Vassilios Papageorgakopoulos from any liability or compensation deriving from the exercise of their duties for fiscal year 2015.

The General Assembly following a special voting by name discharges the Members of the Board as well as the Auditor from any relevant liability or indemnification deriving from the exercise of their duties during fiscal year 2015 with votes.

ITEM 3:

Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2016, and arrangement of their fees.

Based on the proposal by the Audit Committee, the election of Mr. Dionisios Papageorgakopoulos as Regular Auditor and Mr. Dimitrios Xilas as Deputy Auditor, both members of the auditing firm SOL AE OE, is proposed for the audit of the Company and Consolidated Financial Statements of 2016 with fees that are defined and set for all Members.

The General Assembly approves of the election of Mr. Dionisios Papageorgakopoulos as Regular and Mr. Dimitrios Xilas as Deputy Auditor, both members of the auditing firm SOL AE OE, for the audit of the Company and Consolidated Financial Statements of 2016 and with fees that are defined and set for all Members, with votes.

ITEM 4:

Announcement about the election of members of the BoD .

The Board of Directors following the announcement of the death of the member Panayiotis Pothos on 13/4/2016 met on 20/4/2016 and following the proposition of the Nomination and Remuneration Committee elected as new non-executive member Mr. Georgios Perdikaris, replacing the deceased for the rest of the BoD's term, namely until 30/6/2019.

Moreover, the Board of Directors on 19/2/2016 accepted the resignation of the independent non-executive member Mr. Panayiotis Kyriakopoulos and later on 30/5/2016 elected as non-executive member Mr. Vassilios Delikaterinis, who replaced the said resigned member.

The General Assembly accepts with votes the election of Mr. Perdikaris as new member of the BoD replacing the deceased Panayiotis Pothos as well as the election of Mr. Vassilios Delikaterinis replacing the resigned Mr. Panayiotis Kyriakopoulos

ITEM 5:

Appointment of the Members of the Control Committee according to article 37 of Law 3693/2008.

The General Assembly on 29/6/2015 elected in accordance with the provisions of article 37 of law 3693/2008, as members of the Audit Committee Messrs. Nikolaos Kampas, Panayiotis Pothos and Aggelos Tagmatarhis. The deceased member Panayiotis Pothos was replaced by virtue of a BoD decision by Mr. Georgios Perdikaris, who also temporarily replaced the deceased in the Audit Committee. The present General Assembly is invited to proceed with the selection of the members of the Audit Committee, which must consist of at least two non-executive members and one independent non-executive member of the Board of Directors, who has substantiated sufficient knowledge in accounting and auditing. Messrs. Nikolaos Kampas, Georgios Perdikaris and Aggelos Tagmatarhis are proposed for the Committee, whereas Mr. Aggelos Tagmatarhis is an independent non-executive member with substantiated sufficient knowledge in accounting and auditing.

The General Assembly with votes approves of the proposition for the establishment and the appointment of the Members of the Audit Committee.

ITEM 6:

Approval of treasury shares buy-back programme in accordance with Article 16 of Codified Law 2190/1920 as amended and currently in force.

The Board of Directors proposes to the General Meeting to adopt a share buy-back program through the Athens Exchange up to a percentage of 10% of the Company's paid up share capital, after taking into account the number of treasury shares already held by the Company, in accordance with the provisions of C.L. 2190/20 as currently in effect, Regulation 2273/2003 and Decision No. 1/503/13.3.2009 by the Capital Market Commission. The proposed share buy-back program will be completed within twenty four months as of today, and will be realized with a minimum purchase price of ten cents (0.10) of a euro and a maximum price of thirty (30) euros per share.

Finally, the Board of Directors proposes to grant the Board the authorization to handle all relevant procedures to implement the resolution.

The General Meeting approves of the above proposal with votes and decides in favor of adopting the share buyback program according to the above proposal, up to a percentage of 10% of the Company's paid up share capital and after taking into account the number of treasury shares already held by the Company, in accordance with the provisions of C.L. 2190/20 as currently in effect, Regulation 2273/2003 and Decision No. 1/503/13.3.2009 by the Capital Market Commission and authorizes the Board of Directors to conduct all relevant procedures to implement the resolution.

ITEM 7:

Approval of contracts and fees according to article 23a of Codified Law 2190/20.

From the Board members, Mr. Emmanuel Moustakas received total fees amounting to 70.000,00 € during 2015 for services rendered in several Company projects and sectors.

Moreover, the Company provides services, credit, loans and in general other guarantees in favor of subsidiaries or related companies, according to the definition of article 42e of C.L. 2190/1920, to financial institutions, with the purpose of pursuing the business of such companies, which in such a manner serve the corporate interests and promote the statutory scope of business of the Company.

The General Assembly approves with votes to continue the payment of fees to Mr. Moustakas as well as to any other Board Members, if they provide services, under the condition that such are involved in several projects and sectors of the Company, whereas the Board of Directors is authorized to define the level of such fees.

The General Assembly also approves of the provision of services, loans, credits and other guarantees in favor of subsidiaries or related companies, according to the definition of article 42e of C.L. 2190/1920, as described above.

Item 8:

Preliminary Approval, in accordance with article 24 par. 2 of Codified Law 2190/1920, for remunerations to the Members of the Board of Directors for the fiscal year 2016.

The Board of Directors recommends to the Ordinary General Assembly the preliminary approval of remunerations to the members of the B.o.D for the year 2016, the exact amount of which shall be determined based on relevant recommendations from the Nomination and Remuneration Committee, which shall convene and decide in that respect. In any case, the total gross amount shall not exceed 300.000,00 €.

The Board of Directors grants with votes its preliminary approval for remuneration to the members of the B.o.D for the fiscal year 2016 up to the total gross amount of € 300.000.

ITEM 9:

Consent regarding the participation of the Members of the Board and Senior Executives of the Company in the Management of other companies, which are in any way related to the Company.

Due to the Company's continuously expanding business activities through the establishment or participation in companies that have the same scope of works, the General Assembly must provide its consent to Members of the Board and to Senior Executives to participate in the Management of other companies that have similar scope of works and activity with GEK TERNA SA, as, according to the Law and the Articles of Association, permission is required by the General Assembly for such a participation.

The General Assembly provides its consent for the participation of the Company's Board Members and Senior Executives in the Management of other companies, which are related in any way to the Company, with votes.

ITEM 10:

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.

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

Required majority: 50% +1 vote of those present