

**EMPOWERMENT  
for REPRESENTATION OF SHAREHOLDERS  
in the ORDINARY GENERAL ASSEMBLY  
of June 26, 2019**

I, the undersigned shareholder with the following data:

**SURNAME OF PERSON / NAME OF LEGAL ENTITY .....**

**ADDRESS OF RESIDENCE/ REGISTERED OFFICE.....**

**ID / Reg. No .....**

**NUMBER OF SHARES.....**

**SHAREHOLDER'S SAT No .....**

**SHAREHOLDER'S Acct No.....**

**NAME AND SURNAME OF LEGAL REPRESENTATIVE(S) (applicable to legal entities only):**

.....

**I hereby empower the following representative /es:**

**REPRESENTATIVES' DATA:**

NAME - SURNAME	ID Nr	ADDRESS
1.		
2.		
3.		

**Description of the voting procedure in case of empowerment of more than one representatives**

*(To be analytically described. E.g. All the representatives act collectively or each of them separately, in case more than one representative attend the Assembly, each of them acts separately, the first excludes the second and the second the third and so on)*

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to represent the undersigned in the Ordinary Shareholders General Assembly of «**GEK TERNA S.A.**», which will take place on **Wednesday June 26, 2019 and at 09:30 a.m.** in the head offices of the Company at 85, Mesogeion Ave., Athens as well as in any other Assembly after postponement or continuation of the above and to vote on my behalf with the total or part of the shares of "GEK TERNA SA", which I own, or the voting rights of which I hold by virtue of law or contract, in all the items of the Agenda as follows:

AGENDA ITEMS	FOR	AGAINST	ABSTAIN	AT HIS SOLE OPTION
1. Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2018, and of the relevant Reports of the Board of Directors and the Chartered Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval, in accordance with article 109 of law 4548/2018, of remunerations to the Members of the Board of Directors for the fiscal year 2018 and preliminary approval for the fiscal year 2019 and approval of advance payment to members of the Board of Directors, for the period until the next Ordinary General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of his duties during fiscal year 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2019, and arrangement of their fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendment of article 16 par.1 of the Company's Articles of Association "Composition and term of office of the Board of Directors".	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Amendment of article 17 par.1 of the Company's Articles of Association "Formation of the Board of Directors into a body".	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Adjustment of the Company's Articles of Association to the provisions of law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendment of the stock option plan in effect, in accordance with the provisions of article 113 of law 4548/2018, and empowerment to the Board of Directors to determine the beneficiaries, the terms and conditions for the exercise of the right and the remaining clauses of the program	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of New Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

⊗ Please mark your choice with X.

or

Other (Please describe analytically)

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 (The shareholder to choose to empower a representative to vote at the latter's sole option, should cross check whether there is an obligation to publish the rendering of such empowerment according to Law 3556/2007.)

I hereby inform you that I have already notified my representative(s) about the obligation of notification according to the provisions of article 128 of the Law 4548/2018.

The present empowerment becomes null and void in case I notify in writing the Company at least three (3) days prior to the respective date of the General Assembly a written revocation thereof.

(Place)...../ (Date):.....

.....  
 (Signature)

.....  
 (Name of Shareholder)

**Please send the present to the attention of the Company's Shareholders Department by fax at 210-6968076 or by post to the registered offices of the Department at 85, Messogion Ave., 115 26, Athens.**