

**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 2018, and of the relevant Reports of the Board of Directors and the Chartered Auditor.**

The 2018 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 Mrs. Dimitra Pagoni member of GRANT THORNTON

*(The Financial Statements have already been posted on the Company's website [www.gekterna.com](http://www.gekterna.com))*

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

**ITEM 2:**

**Approval of the overall management for 2018.**

The Board of Directors will propose the approval of the overall management of the year 2018 by the members of the BoD. namely, Messrs.: Nikolaos Kampas (until 1/9/2018), Dimitrios Antonakos, Michael Gourzis, Aggelos Benopoulos, Georgios Peristeris, Konstantinos Vavaletskos, Emmanuel Vrailas, Emmanuel Moustakas, Georgios Perdikaris, Apostolos Tamvakakis, Gagik Apkarian and Spyridon Kapralos.

The General Assembly following a special voting by name approves the overall management of the year 2018, by the Members of the Board.

**ITEM 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.**

The Board of Directors recommends to the Ordinary General Assembly the approval of remunerations to the members of the B.o.D, Msrs. Spyridon Capralos, Georgios Peristeris, Apostolos Tamvakakis amounting to 60,000.00 €, 200,000.00 €, 90,000.00 € respectively for the year 2018, and Gagik Apkarian amounting to 60,000.00 € plus 20,000.00 € for travel expenses to Athens. Also recommends the approval of remuneration to the member of the Audit Committee Mr. Aggelos Tagmatarhis amounting to 50,000.00 € for the year 2018. Moreover recommends the approval of the amount 46,000.00 € paid to the member of Board of Directors Mr. Emmanuel Moustakas, for services rendered in several Company projects and sectors, during 2018.

The Board of Directors recommends moreover the preliminary approval of remunerations to the members of the B.o.D and Committees for the fiscal year 2019 as well as the approval of advance payments to members of the Board of Directors, for the period until the next Ordinary General Meeting, 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 1,000,000.00 €.

The General Assembly grants with ..... votes its approval for remunerations paid to the members of the B.o.D and Committees for the fiscal year 2018 and its preliminary approval for remuneration to the members of the B.o.D and Committees for the fiscal year 2019 as well as the approval of advance payments to members of the Board of Directors, for the period until the next Ordinary General Meeting, up to the total gross amount of € 1,000,000.00.

**ITEM 4:**

**Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of his duties during fiscal year 2018.**

The Board of Directors shall propose to the Shareholders to vote on the discharge of the Auditor Ms. Dimitra Pagoni from any liability or compensation deriving from the exercise of her duties for fiscal year 2018.

The General Assembly, through a special roll call voting, discharges the Auditor from any relevant liability or compensation deriving from the exercise of her duties during fiscal year 2018 with ..... votes.

**ITEM 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.**

The Board of Directors will propose, following a relevant recommendation by the Audit Committee, the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2019 with fees based on the ones paid for the year 2018 as may be adjusted depending on the audit requirements.

The General Assembly approves with ..... votes, the proposal and decides on the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2019 with fees based on the ones paid for the year 2018 as may be adjusted depending on the audit requirements.

**ITEM 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.**

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 7:**

**Amendment of article 16 par.1 of the Company's Articles of Association "Composition and term of office of the Board of Directors".**

In order to achieve full and balanced knowledge, experience and management capability at the top level of the Company, the Board of Directors, following a proposal by the Nominations and Remuneration Committee, proposes to increase the number of the Board Members, and specifically to increase of the minimum number from three (3) to seven (7) and the maximum from twelve (12) to thirteen (13).

Accordingly, the amendment to paragraph 1 of article 16 of the Articles of Association is proposed, the full text of which, after its amendment, will read as follows: (the amendments are in bold)

## ARTICLE 16

### Composition and term of office of the Board of Directors

1. The Company is managed by the Board of Directors, which consists of **seven (7) to thirteen (13)** Directors who are either natural persons or legal entities. In case a director is a legal entity, it is obliged to appoint a natural person for the exercise of the powers of the legal representative as a member of the Board of Directors.

The General Assembly with votes ..... approves of the above amendment of Company's Articles of Association.

#### ITEM 8:

#### **Amendment of article 17 par.1 of the Company's Articles of Association "Formation of the Board of Directors into a body".**

It is proposed that, in order to optimize the performance of the duties of the Members of the Board of Directors, the possibility of electing one or more Executive Directors, who will take the lead in different fields of activity of the Company.

Accordingly, the amendment to paragraph 1 of article 17 of the Articles of Association is proposed, the full text of which, after its amendment, will read as follows: (the amendments are in bold)

## ARTICLE 17

### Formation of the Board of Directors into a body

1. The Board of Directors, immediately after its election convenes and is formed into a body corporate electing, from its members only, its Chairman, one or more Vice-Chairmen, **one Managing Director and one or two Executive Directors**, and by determining their duties.

The General Assembly with votes ..... approves of the above amendment of Company's Articles of Association.

#### ITEM 9:

#### **Adjustment of the Company's Articles of Association to the provisions of Law 4548/2018.**

The Company's Legal Department, following a mandate received from the Board of Directors, proceeded with the adaptation and harmonization of the Articles of Association of the Company in accordance with the new provisions of Law 4548/2018, by updating its Articles.

The articles:

**Article 1:** Name

**Article 2:** Object

**Article 3:** Registered Office

**Article 4:** Duration

**Article 5 (1):** Share capital

**Article 24:** Duration of Corporate Financial Year

remain unchanged and do not need to be adjusted.

The General Assembly with votes ..... approves of the above harmonization of the articles as well as the full new text of the Articles of Association of the Company.

**ITEM 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.**

The Board of Directors proposes to the General Meeting the amendment of the Company's stock option plan to Directors approved as of 27/6/2018, in accordance with the provisions of Article 113 of law 4548/2018.

In particular, the strike price of the stock option plan is proposed to be amended from EUR 4.00 per share to EUR 2.50 per share.

The General Assembly on 27/6/2018 empowered the Board of Directors to determine the beneficiaries, the details for exercising the rights and the remaining terms of the stock option plan as well as to decide upon all relevant procedural issued.

The General Assembly with ..... votes in favor approves of the above proposition and decides to amend the above stock option plan for executives of the Company and empowers the Board of Directors to implement this decision.

**ITEM 11:**

**Election of New Audit Committee.**

The present General Meeting is called in accordance with paragraph 1 of article 44 of Law 4449/2017 regarding the establishment, the term, the structure and the staff of the Audit Committee, to approve the establishment of a three-member Committee consisting either of purely by BoD members, or not members of the BoD, the majority of them independent, by the meaning of the provision of article 4 of Law 3016/2002, also proposing the appointment of the Chairman of the Audit Committee, according to the the provisions of paragraph 1 of Article 44 of Law 4449/2017.

Following the recommendation of the Nominations and Remunerations Committee, are proposed for election, the Independent and Non-Executive Members of the Board of Directors Mr. Apostolos Tamvakakis and Mr. Spyridon Kapralos as well as Mr. Angelos Thagmatarhis, who is not a member of the Board of Directors and meets the conditions of independence, as provided for in the provisions of Law 3016/2002. Mr. Apostolos Tamvakakis and Mr. Angelos Tagmatathis have proven sufficient knowledge in accounting and auditing. Apostolos Tamvakakis is proposed for the President of the Committee.

The General Meeting with votes ..... approves the introductory proposal.

**ITEM 12:**

**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.

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***Required quorum for decision making on the above 1-9 and 11 items of the agenda: 20% of the share capital***

***Required majority: 50% +1 vote***

***Required quorum for decision making on the above 10<sup>th</sup> item of the agenda: 66,7 % of the share capital***

***Required majority: 66,67 % of those present***