

**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 2016, and of the relevant Reports of the Board of Directors and the Chartered Auditor.

The 2016 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. Dionissios 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 2016.

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, Georgios Perdikaris (as from 20/04/2016,) Panayiotis Pothos (until 13/04/2016), Vassilios Delikaterinis (as from 30/05/2016), Panayiotis Kyriakopoulos (until 19/02/2016), Aggelos Tagmatarhis and Apostolos Tamvakakis, as well as the Auditor Mr. Dionissios Papageorgakopoulos from any liability or compensation deriving from the exercise of their duties for fiscal year 2016.

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 2016 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 2017, and arrangement of their fees.

Based on the proposal by the Audit Committee, the election of Mr. Pavlos Stellakis as Regular Auditor and Mr. Dimitrios Douvris as Deputy Auditor, both members of the auditing firm GRANT THORNTON, is proposed for the audit of the Company and Consolidated Financial Statements of 2017 with fees based on the ones paid for the year 2016 as may be adjusted depending on the audit requirements.

The General Assembly approves of the election of Mr. Pavlos Stellakis as Regular and Mr. Dimitrios Douvris as Deputy Auditor, both members of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2017 and with fees based on the ones paid for the year 2016 as may be adjusted depending on the audit requirements, with votes.

ITEM 4:

Announcement about the election of member of the BoD .

The Board of Directors met on 26/04/2017 and elected as new non-executive member Mr. Gagik Apkarian as a non-executive member, replacing Mr. Vassilios Delikaterinis

The General Assembly accepts with votes the election of Mr. Gagik Apkarian as a new non – executive member of the BoD, replacing Mr. Vassilios Delikaterinis.

ITEM 5:

Election of members of the Board of Directors

The General Assembly is called to elect new Board of Directors for a four-year term, which shall consist of 12 Members, as well as to determine the independent non-executive members, according to the provisions of Law 3016/2002, as amended and currently in force.

Following a proposition by the Nomination and Remuneration Committee, the persons proposed are: (in alphabetical order)

- 1) Demetrios Antonakos
- 2) Konstantinos Vavaletskos
- 3) Emmanouel Vrailas
- 4) Michail Gourzis
- 5) Nikolaos Kampas
- 6) Spyros Capralos
- 7) Emmanouel Moustakas
- 8) Aggelos Benopoulos
- 9) Georgios Peristeris
- 10) Georgios Perdikaris
- 11) Apostolos Tamvakakis
- 12) Gagik Apkarian

Messrs Spyros Capralos, Apostolos Tamvakakis and Gagik Apkarian fulfill the requirements of Law 3016/2002 about corporate governance, as amended and currently in force, in order to be nominated as independent non executive members of the Board of Directors.

The General Assembly with votes in favor elects new Board of Directors to manage the Company for four years from today, with the possibility of extension of its term until the convocation of the Ordinary General Assembly by 30th June 2021 the latest, which consists of the following persons:

- 1) Demetrios Antonakos
- 2) Konstantinos Vavaletskos
- 3) Emmanouel Vrailas
- 4) Michail Gourzis
- 5) Nikolaos Kampas
- 6) Spyros Capralos – independent non executive member
- 7) Emmanouel Moustakas
- 8) Aggelos Benopoulos
- 9) Georgios Peristeris
- 10) Georgios Perdikaris
- 11) Apostolos Tamvakakis – independent non executive member
- 12) Gagik Apkarian – independent non executive member

ITEM 6:

Appointment of the Members of the Audit Committee, according to article 44 of Law 4449/2017.

The present General Assembly is invited to proceed with the election of the members of the Audit Committee and according to the provisions of article 44 of Law 4449/2017 and the relevant recommendations of the Capital Market Commission the Audit committee consists of non executive members of the BoD and members elected directly by the General Assembly of the Shareholders who are not members of the BoD but fulfill the provisions of L.3016/2002 as independent. Following a proposition by the Nomination and Remuneration Committee, the persons proposed are: the independent non executive member of the BoD Mr. Apostolos Tamvakakis, the non executive member of the BoD Mr. Nikolaos Kampas and Mr. Aggelos Tagmatarhis who is not a member of the BoD but fulfills the provisions of independence of L.3016/2002. Both Mr. Tamvakakis and Mr. Tagmatahis have proven adequate knowledge in accounting and auditing and Mr Kampas, as well as the other members, has adequate knowledge of the sector in which the company is active. Therefore the proposed members of the Audit Committee, who are in the majority independent, are in the position to fulfill their responsibilities and obligations.

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

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 2016 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 32 of L. 4308/2014, to financial institutions, as well as undertakes the implementation of works, 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 Member, if they provide services, under the condition that such are employed 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 32 of L. 4308/2014, as well as the implementation of works, as described above.

Item 8:

Approval, in accordance with article 24 par. 2 of Codified Law 2190/1920, for remunerations to the Members of the Board of Directors and Committees for the fiscal year 2016 and preliminary approval for the fiscal year 2017

The Board of Directors recommends to the Ordinary General Assembly the approval of remunerations to the members of the B.o.D Mssrs. Apostolos Tamvakakis and Aggelos Tagmatarhis who received 45,000 € and 30,000 € respectively for the year 2016, as well as the preliminary approval of remunerations to the members of the B.o.D and Committees for the fiscal year 2017, 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 500.000 €.

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 2016 and its preliminary approval for remuneration to the members of the B.o.D and Committees for the fiscal year 2017 up to the total gross amount of € 500.000.

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