

**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 2014, and of the relevant Reports of the Board of Directors and the Chartered Auditor.

The 2014 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. Georgios Laggas 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 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 2014.

The Board of Directors will suggest 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, Nikolaos Panayiotopoulos (until Dec. 4, 2014), Stavros Fafalios (until Dec. 8, 2014), Aggelos Tagmatarhis (as from Feb. 11, 2014), Panayiotis Kyriakopoulos (as from Dec. 22, 2014) and Apostolos Tamvakakis (as from Dec. 22, 2014), as well as the Auditor Mr. Georgios Laggas from any liability or compensation deriving from the exercise of their duties for fiscal year 2014.

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 2014 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 2015, and arrangement of their fees.

Based on the proposal by the Audit Committee, the election of Mr. Vassilios 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 2015 with fees that are defined and set for all Members.

The General Assembly approves of the election of Mr. Vassilios 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 2015 and with fees that are defined and set for all Members, with votes.

ITEM 4:

Ratification of the election of members of the BoD following the resignation of former members

The Secretary announces that the Board of Directors at its meeting on December 22, 2014 accepted the resignation (dated Dec. 4, 2014) of the Board member Mr. Nikolaos Panayiotopoulos (Independent non-Executive Board member) and the resignation (dated Dec. 8, 2014) of the Board member Mr. Stavros Fafalios and elected Mr. Panayiotis Kyriakopoulos and Mr. Apostolos Tamvakakis as new Board members in replacement of the resigned members and for the remaining time of the Board's term. The Board will propose the ratification of the replacement by the General Assembly of Shareholders.

The General Assembly ratifies the election of Messrs. Panayiotis Kyriakopoulos and Apostolos Tamvakakis as new members of the Board of Directors, in replacement of the resigned members Messrs. Nikolaos Panayiotopoulos and Stavros Fafalios with votes.

ITEM 5:

Election of new Board of Directors due to expiry of term.

The Chairman of the BoD informs that due to expiry of the term of current BoD, the present General Assembly must elect new Members.

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 Committee of Candidates and Fees, the persons proposed are: (in alphabetical order)

- 1) Demetrios Antonakos
- 2) Konstantinos Vavaletskos
- 3) Emmanouel Vrailas
- 4) Michail Gourzis
- 5) Nikolaos Kampas

- 6) Panayiotis Kyriakopoulos
- 7) Emmanouel Moustakas
- 8) Aggelos Benopoulos
- 9) Georgios Peristeris
- 10) Panayiotis Pothos
- 11) Aggelos Tagmatarhis
- 12) Apostolos Tamvakakis

Messrs Panayiotis Kyriakopoulos, Aggelos Tagmatarhis and Apostolos Tamvakakis 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 2019 the latest, which consists of the following persons:

- 1) Demetrios Antonakos
- 2) Konstantinos Vavaletskos
- 3) Emmanouel Vrailas
- 4) Michail Gourzis
- 5) Nikolaos Kampas
- 6) Panayiotis Kyriakopoulos (independent – non executive member)
- 7) Emmanouel Moustakas
- 8) Aggelos Benopoulos
- 9) Georgios Peristeris
- 10) Panayiotis Pothos
- 11) Aggelos Tagmatarhis (independent – non executive member)
- 12) Apostolos Tamvakakis (independent – non executive member)

ITEM 6:

Election of the Members of the Audit Committee according to article 37 of Law 3693/2008

Since the present General Assembly has elected new Board of Directors, it is also called to approve of the election of the below mentioned Members as members of the Audit Committee. According to the provisions of article 37 of Law 3693/2008, the General Assembly must appoint 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 must have proven adequate knowledge in accounting and auditing.

Therefore, Messrs Nikolaos Kampas, Panayiotis Pothos and Aggelos Tagmatarhis are proposed, from whom Mr. Aggelos Tagmatarhis is an independent non executive member with proven adequate knowledge in accounting and auditing.

The General Assembly with favorable 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 2014 for services rendered in several Company projects and sectors.

Moreover, the Company provides 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, as it was replaced by article 32 of L.4308/2014, to financial institutions and third parties, in the context of pursuing the objectives of such companies, which in such a manner serve the corporate interests and promote the statutory objective 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 the provision of loans, credits and other general guarantees in favor of subsidiaries or related companies, as described above.

ITEM 8:

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 its 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 9:

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