

**EMPOWERMENT
for REPRESENTATION OF SHAREHOLDERS
in the EXTRAORDINARY GENERAL ASSEMBLY
of December 9, 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 Extraordinary Shareholders General Assembly of «**GEK TERNA S.A.**», which will take place on **Monday December 9, 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. Approval of the Remuneration Policy of the Company, in accordance with articles 110 and 111 of law 4548/2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Amendment of article 16 par. 3 of the Articles of Association of the Company so as to eliminate the provisions about the right of York Global Finance Offshore BDH (Luxembourg) S.a.r.l. to directly appoint members in the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Expansion of the Board of Directors by electing one (1) new executive member and one (1) new independent non-executive member, following relevant recommendation of the Nominations and Remunerations Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

⊗ Please mark your choice with X.

or

Other (Please describe analytically)

.....
(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 forty-eight (48) hours 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.