

**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 2017 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. Pavlos Stellakis member of GRANT THORNTON

(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 2017.

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, Apostolos Tamvakakis, Vassilios Delikaterinis (until 26/04/2017), Gagik Apkarian (as from 26/04/2017), Aggelos Tagmatarhis (until 28/06/2017), Spyridon Kapralos (as from 28/06/2017), as well as the Auditor Mr. Pavlos Stellakis from any liability or compensation deriving from the exercise of their duties for the fiscal year 2017.

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 the year 2017 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 2018, and arrangement of their fees.

Based on the proposal by the Audit Committee, the election of the auditing firm GRANT THORNTON, is proposed for the audit of the Company and Consolidated Financial Statements of 2018 with fees based on the ones paid for the year 2017 as may be adjusted depending on the audit requirements.

The General Assembly approves of the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2018 and with fees based on the ones paid for the year 2017 as may be adjusted depending on the audit requirements, with votes.

ITEM 4:

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 64,000.00 € during 2017 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 5:

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 2017 and preliminary approval for the fiscal year 2018

The Board of Directors recommends to the Ordinary General Assembly the approval of remunerations to the members of the B.o.D Mssrs. Spyridon Capralos, Georgios Peristeris, Apostolos Tamvakakis and Gagik Apkarian who received 25,000.00 €, 100,000.00 €, 75,000.00 € and 22,500 € respectively for the year 2017 and the member of the Audit Committee Mr. Aggelos Tagmatarhis who received 50,000.00 € for the year 2017, as well as the preliminary approval of remunerations to the members of the B.o.D and Committees for the fiscal year 2018, 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 2017 and its preliminary approval for remuneration to the members of the B.o.D and Committees for the fiscal year 2018 up to the total gross amount of € 500.000.

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:

Approval of treasury shares buy-back programme in accordance with Article 16 of Codified Law 2190/1920 as amended and currently in force.

The Board of Directors proposes to the General Meeting to adopt a share buy-back program through the Athens Exchange up to a percentage of 10% of the Company's paid up share capital, after taking into account the number of treasury shares already held by the Company, in accordance with the provisions of C.L. 2190/20 as currently in effect, Regulation 2273/2003 and Decision No. 1/503/13.3.2009 by the Capital Market Commission. The proposed share buy-back program will be completed within twenty four months as of today, and will be realized with a minimum purchase price of thirty cents (0.30) of a euro and a maximum price of thirty (30) euros per share.

Finally, the Board of Directors proposes to grant the Board the authorization to handle all relevant procedures to implement the resolution.

The General Meeting approves of the above proposal with votes and decides in favor of adopting the share buyback program according to the above proposal, up to a percentage of 10% of the Company's paid up share capital and after taking into account the number of treasury shares already held by the Company, in accordance with the provisions of C.L. 2190/20 as currently in effect, Regulation 2273/2003 and Decision No. 1/503/13.3.2009 by the Capital Market Commission and authorizes the Board of Directors to conduct all relevant procedures to implement the resolution.

ITEM 8:

Approval of a management share incentive plan, in accordance with the provisions of par. 13 of article 13 of C.L. 2190/20, 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 suggests to the General Assembly to set forth a management share incentive plan in favor of the Executives of the Company, with the aim to achieve development targets to the benefit of the Company, its Shareholders and its Executives, in accordance with the provisions of par. 13 of article 13 of C.L. 2190/20.

Specifically it is proposed to adopt a share incentive plan for up to 2,000,000 shares of the Company in favor of Executives of the Company, for the five year period 2019-2023 which will be implemented only if the set objectives are met, either by the issuance of new shares or by disposal of treasury shares in accordance with the provisions of par. 13 of article 13 of the above mentioned C.L. 2190/20.

The above Executives may be: (i) employees of the Company or (ii) rendering services in any way and /or (iii) members of the Board of Directors of the Company and will participate in the share incentive plan in accordance with the specific criteria that will be set forth by the Board of Directors of the Company, based on their contribution in the achievement of the targets of the Company on a company and a consolidated basis, in sectors such as construction, energy and mining. The sale price of the shares to the beneficiaries is proposed to be EUR 4,00 per share and such price must be prepaid to the Company by the beneficiaries before the exercise of their respective rights. In case an Executive ceases to be connected with the Company, the stock option shall apply to the targets already achieved by that time, except if the Board of Directors justifiably decides otherwise.

Finally, the Board of Directors requests the authorization to determine the beneficiaries, the terms and conditions for the exercise of the right and the remaining clauses of the program as well as to undertake all relevant procedures for the implementation of such a decision.

The General Assembly with votes in favor approves of the above proposition and decides to adopt a program for the granting to executives of the Company of the right to purchase Company shares and empowers the Board of Directors to implement this decision.

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 1-7 items of the agenda: 20% of the share capital

Required majority: 50% +1 vote of those present

Required quorum and majority for decision making on the above 8th item of the agenda: 66.67% of the share capital