

**INVITATION**  
**to the Shareholders of the Société Anonyme**  
**«GEK TERNA HOLDING REAL ESTATE CONSTRUCTION S.A.»**  
**G.E.MH 253001000**  
**to the Extraordinary General Assembly**

According to Law and the Articles of Incorporation, the Board of Directors of the company named “**GEK TERNA S.A.**”, invites the Shareholders of the Company to the **Extraordinary General Assembly on Thursday, the 20<sup>th</sup> of October 2022, at 11:00 a.m.**, through real-time remote teleconferencing, with the following items in the Agenda:

1. Conversion of the duration of the Company to an indefinite period. Amendment of Article 4 of the Articles of Association.
2. Approval of a share buyback programme in accordance with article 49 of law 4548/2018 as in force.

The Company, taking into account the precautionary measures to limit the risk of the spread of COVID-19, informs the shareholders that it is not possible to participate in the General Assembly in person and that it is possible to participate remotely by audiovisual and electronic means (video conference), as well as participation in the vote before and during the Assembly, in accordance with the procedures, as described below in this Invitation.

According to article 121 par. 4 of law 4548/2018, the Company informs its shareholders about the following:

**A. RIGHT TO PARTICIPATE AND VOTE IN THE EXTRAORDINARY GENERAL ASSEMBLY**

Shareholders of the Company’s ordinary shares appearing in the registry of the Dematerialized Securities System (“DSS”) administrated by the HELLENIC CENTRAL SECURITIES DEPOSITORY S.A. have the right to participate in the General Assembly. Proof of shareholder’s capacity is verified electronically through the Company’s online connection to the DSS. The shareholder’s capacity must exist at the start of 15/10/2022 (“Record Date”), i.e. the fifth (5th) day before the date of the General Assembly on 20/10/2022.

Vis-à-vis the Company, a shareholder entitled to participate in the General Meeting and exercise the right to vote is considered to be the registered on the Date of Registration in the Dematerialized Securities System (DSS) of the société anonyme "HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME" (ELKAT) or the person identified as such on the basis of the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Regulation of Operation of the Hellenic Central Securities Depository (Government Gazette B / 1007 / 16.03.2021).

The proof of the shareholder status is made by any legal means and in any case on the basis of information received by the Company until before the commencement of the General Meeting by the H.K.A.T. or through the above intermediaries in accordance with the above provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the Meeting refuses such participation for an important reason justifying its refusal in compliance with the applicable provisions (article 19 par. 1 of Law 4569/2018, article 124 par. 5 of Law 4548/2018).The

exercise of this right does not require the blocking of shares or any other process, which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the General Assembly.

Shareholders who do not comply with the deadline of paragraph 4 of article 128 of Law 4548/2018, i.e. did not submit written or by electronic means the possible appointment of a representative to the Company, at least forty-eight (48) hours before the appointed meeting date of the General Assembly, participate in the General Assembly, unless the General Assembly refuses this participation for an important reason that justifies its refusal.

## **B. MINORITY SHAREHOLDERS' RIGHTS**

In view of the Extraordinary General Meeting of the Shareholders of the Company of 20/10/2022, detailed information on the rights of the Shareholders of paragraphs 2, 3, 6 and 7 of article 141 of Law 4548/2018 is presented below.a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the company is required to include in the agenda of the General Assembly additional items, if the relevant request is communicated to the Board by 05/10/2022, i.e. at least fifteen (15) days before the date of the General Assembly. The request for additional items must be accompanied by a justification or a draft resolution to be approved by the General Assembly and the revised Agenda should be published in the same way as the previous Agenda, by 07/10/2022, i.e. thirteen (13) days before the date of the above General Assembly and at the same time will be released on the Company's website ([www.gekterna.com](http://www.gekterna.com)), along with the justification or the draft decision submitted by shareholders in accordance with article 123 par. 4 of law 4548/2018.

If these additional items of the agenda are not published, the requesting Shareholders are entitled to request the postponement of the General Assembly in accordance with paragraph 5 of article 141 of law 4548/2018 and to make the publication themselves at the expenses of the Company.

b) Shareholders representing one twentieth (1/20) of the paid-up capital have the right to submit draft decisions on issues included in the initial or any revised agenda of the General Meeting. The relevant application must be received by the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. by 13/10/2022, and the draft decisions are made available to the shareholders in accordance with the provisions of paragraph 3 of article 123 of Law 4548/2018, at least six (6) days before the date of the General Meeting, i.e. 14/10/2022.c) At the request of any shareholder submitted to the Company until 14/10/2022, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested specific information regarding the affairs of the Company, insofar as such information is relevant for the proper assessment of the items on the agenda. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the Minutes. The Board of Directors has the right to respond collectively to shareholders' requests with same content. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers.

Also, at the request of shareholders, representing one twentieth (1/20) of the paid-up capital, the Board of Directors may be asked to announce to the Extraordinary General Meeting, the amounts that, during the last two years, were paid to each member of the Board of Directors or the Directors of the Company, as well as any benefit to these persons from any cause or contract of the Company with them.

In all the above cases, the Board of Directors may refuse to provide the information for a sufficiently substantial reason, which is stated in the minutes. In the cases referred to in this paragraph, the Board of Directors may respond uniformly to shareholder requests with the same content.

d) At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is communicated to the Company by 14/10/2022, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested information regarding the corporate affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes.

In any event, in exercise of the relevant right, the Shareholders must prove their shareholder status and, except for the first indent of paragraph c above, the number of shares, they hold. Proof of shareholder status may be evidenced by any legal instrument and, however, on the basis of information received by the Company from the Dematerialized Securities System (“DSS”), provided it provides registry services, or through the participants and registered intermediaries in the Dematerialized Securities System (“DSS”) in any other case.

These minority rights may also be exercised by associations of shareholders in their own name but on behalf of their members if their members have the number of shares required to exercise the rights. A minority right is not considered the right that can be exercised by each Shareholder.

The association must have communicated its valid constitution and its articles of association to the Company, of which its members are shareholders, one month before exercising the above rights. The statement of exercise right must indicate the names of the shareholders, on whose behalf the right is exercised.

### **C. PROCEDURE FOR PROXY VOTING**

Shareholders may participate in the General Assembly and vote either in person or by proxy. Each shareholder, individual or legal entity, may appoint up to three (3) proxies for only one General Assembly or for any Assemblies that take place within a specific timeframe. In cases where a shareholder owns Company shares that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

Proxies cast their votes according to the Shareholders’ instructions, given that such are provided, and are obliged to record the voting instructions for at least one (1) year following the submission of the General Assembly’s Minutes to the relevant Authority or if a Resolution is released publicly from its registration to the General Commercial Registry. The non-compliance of a Proxy to instructions provided by the Shareholder does not affect the validity of the General Assembly’s resolutions even if the Proxy vote was decisive for the resolution. The provisions of Article 128 para. shall apply to the appointment and revocation or replacement of the representative and the obligations of the shareholder's representative. 4 and 5 of Law 4548/2018.

Before the commencement of the General Assembly, the proxy must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder.

A conflict of interest may arise in particular when the proxy: a) is a controlling shareholder of the Company or is another controlled entity by such shareholder; b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder or a controlled entity by such shareholder; c) is an employee or an auditor of the Company, or of a controlling shareholder or a controlled entity by such shareholder; d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove. A proxy is appointed or revoked in writing and is disclosed to the Company also in the same manner, at least two (2) days prior to the date of the General Assembly, or, in the case of shareholders identified through intermediaries, through confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries..

Specifically for the participation of the shareholder through a representative in the General Meeting of 20 October 2022, remotely in real time via teleconference, or for the participation of the shareholder through a representative in the voting on the issues of the General Meeting to be held before the General Meeting, the shareholder or the Participant of the Securities Account in the DSS or other intermediary acting as the custodian of the shareholder through which his shares are held, he may appoint up to one (1) representative, whose appointment is required to be made at least forty-eight (48) hours before the date of the meeting of the General Meeting.

Upon receipt of the above information by the Company and based on the email address and mobile phone number of the representative as stated in the representation form, the Company creates an account of the representative on the electronic platform which will be notified by e-mail to proceed with the activation of his account in order to be able to exercise the rights of the shareholder.

The Company has posted on its website: <http://www.gekterna.com/el/investor-relations/shareholders-information/shareholders-meetings/>, the form to be used for the appointment of a Representative. This form is submitted completed and signed by the Shareholder to the Shareholder Services Department of the Company at the address: 85 Mesogeion Ave. in Athens or sent to fax: 210-6968076 or at the email address [ir@gekterna.com](mailto:ir@gekterna.com), at least two (2) days before the date of the General Meeting. The beneficiary is invited to ensure the confirmation of the successful dispatch of the Representative appointment form and its receipt by the Company, by calling at: 210-6968457 (Shareholder Services Department).

#### **D. Participation and exercise of voting rights in the General Assembly remotely in real time via video conference**

In order for the shareholders to participate and vote in the Extraordinary General Meeting of October 20, 2022, which will take place via real time video conference without physical presence, it is required to create and use an electronic account of the shareholder or any representative on the electronic platform developed by the Hellenic Stock Exchange Group Athens Stock Exchange SA for the provision of services for conducting general assemblies from a distance in real time through video conferencing to listed companies on the website <https://axia.athexgroup.gr>.

The web platform is provided by E.K.A.T., while for the teleconference the webex tool/service team is used by the company Cisco Hellas SA.

To access the electronic platform, a computer or mobile phone of the type of smartphone or tablet is required, with an installed internet browsing application (browser) and the ability to access the internet. In order to create the account of the shareholder or his representative on the above electronic platform, the valid email address and the mobile phone number of the shareholder or any representative is required.

In the event that upon entering the electronic platform the above data entered by the shareholder are not identical to the data registered in the Dematerialized Securities System or to the identification data and have been disclosed to the Company by the Hellenic Central Securities Depository S.A. or through intermediaries, in the context of the services facilitating the identification of shareholders at general meetings remotely provided to the issuing societies anonymes, in accordance with Part 3 of No. 8 decision of the Board of Directors of the Hellenic Central Securities Depository S.A. "Technical terms and procedures for the provision of the Registry Service, Corporate & Other Related Acts" as well as the form "Terms and conditions of remote General Meeting of Shareholders", the shareholder should update or update his above data in order to create the account.

For this purpose and to avoid malfunctions, shareholders are kindly requested to contact the Participant of the Securities Account at the DSS or another intermediary acting as the custodian of

the shareholder through which their shares are held, in order to disclose and / or update their valid email address and mobile phone number for their identification.

Further instructions for participation in the General Meeting via teleconference will be posted on the Company's website and will be sent by the Company via email to the shareholders who have completed the above procedure and are entitled to participate in the Extraordinary General Meeting or any Repeat thereof.

Shareholders may contact the Company's Shareholder Services Department for any questions and information via email at [ir@gekterna.com](mailto:ir@gekterna.com) or by phone at +30 210 6968457.

Also, from the publication of the present and until the end of the Meeting of the General Meeting, a help desk will be operated for the provision of information and support to shareholders and their representatives at the number +30 210 33.66.120 or by e-mail at the address [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

On the date of the General Meeting, shareholders, in order to participate in its work, must log in in time through the Online Platform, at least fifteen minutes (15') before the start time of the General Meeting announced in this Invitation and declare the number of voting rights with which they will participate in the General Meeting and vote and, if they wish to modify it (to the smallest).

The shareholders who will participate in the General Assembly via real-time video conference, are taken into account for the formation of the quorum and the majority and will be able to effectively exercise their rights during the General Assembly.

Shareholders who have successfully connected to the online platform will be able to participate in the General Assembly via real-time video conferencing via a link that will be sent to them via email. By activating the teleconferencing application (Cisco Webex) via the link at the beginning of the General Assembly, the shareholders will be able to:

- a) monitor by electronic or audiovisual means the conduct of the General Assembly,
- b) take the floor and address the General Assembly orally during the General Assembly, while at the same time through the online platform they will be able to:
- c) vote in real time during the General Assembly on the items on the agenda, and
- d) receive information on the registration of their vote.

#### **E. Procedure for remote participation in the voting held before the General Assembly (Letter Vote)**

It is possible to participate in the General Assembly from a distance by audiovisual and electronic means (teleconference), as well as to participate in the voting before the Assembly, as provided by no. 126 Law 4548/2018.

Shareholders wishing to participate remotely in the voting on the items of the General Assembly that will be held before the General Assembly, can use the following options:

a) to exercise the right to vote before the General Assembly through the online platform <https://axia.athexgroup.gr> in which they will have previously created an account and have successfully registered according to the above, no later than twenty-four (24 ) hours before the date of the General Assembly (i.e. no later than 19 October 2022 at 10:59 am)

b) to fill in and submit the "Letter of Voting Form", which is available on the Company's website, at: <http://www.gekterna.com/el/investor-relations/shareholders-information/shareholders-meetings/>,

to the Company at 85 Mesogeion Ave. in Athens or send to fax: 210-6968076 or at [ir@gekterna.com](mailto:ir@gekterna.com) , at least twenty-four (24) hours before the date of the General Assembly (i.e. no later than 19 October 2022 at 10:59 am)

c) or to participate on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who vote according to the above before the General Assembly are taken into account for the formation of the quorum and majority, only if the relevant votes have been received by the Company no later than 19 October 2022 at 10:59 am.

It is noted that the shareholders who wish to appoint representatives to participate remotely in the voting on the issues of the General Assembly to be held before the General Assembly, will be able to appoint up to one (1) representative, who must be appointed at least forty eight (48) hours before the date of the General Meeting (i.e. no later than 18 October 2022 at 10:59 am).

After this deadline, it will not be possible to participate through a representative in the voting that will take place before the General Assembly.

Shareholders can contact the Company's Shareholder Services Department for any questions and instructions via email at [ir@gekterna.com](mailto:ir@gekterna.com). The shareholders are reminded that they are responsible for receipt of the confirmation of the successful sending of the "Letter of Form Voting" and its receipt by the Company and for this purpose they can call at: +30 210 6968457 (Shareholder Service Department).

Upon confirmation of the shareholder status of each beneficiary, instructions for attendance during the General Meeting will be sent to the Shareholder or Representative. Any beneficiary (Shareholder or Representative) may attend the General Assembly yby using audiovisual and electronic media, from its beginning at 11:00 a.m. on 19 October 2022 until its end, by entering online the link to be sent to the email address they have notified.

Any beneficiary (Shareholder or Representative) may also address the General Assembly by submitting questions either in writing or at least forty-eight (48) hours prior to the scheduled date of the General Assembly at the Company's offices, to the Shareholder Service Department, or by fax to 210 6968076, or by sending an email to [ir@gekterna.com](mailto:ir@gekterna.com), or during the meeting using audiovisual and electronic media.

It is noted that the assembly's official language is Greek, while for the participants from a distance there will be an interpretation in English.

## **F. AVAILABLE DOCUMENTS AND INFORMATION**

The information referred to in article 123 par. 3 and 4 of law 4548/2018, the Invitation, the total number of current shares and voting rights, the forms for proxy voting, the form for Letter Vote, the description of the agenda items and the draft decisions of the General Assembly are available in electronic form at the Company's website (<https://www.gekterna.com/>).

The full text of such information, namely the documents to be submitted to the General Assembly and the draft resolutions on the items of the agenda is available in hardcopy at the Shareholder's Department of the Company, at 85, Mesogeion Ave., Athens (tel. +30 210-6968457), where shareholders can obtain copies.

**Athens, September 29, 2022  
For the Company**