



**EMPOWERMENT**  
**for REPRESENTATION OF SHAREHOLDERS**  
**in the ORDINARY GENERAL ASSEMBLY**  
**of June 27, 2013**

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 Ordinary Shareholders General Assembly of «**GEK TERNA S.A.**», which will take place on **Thursday June 27, 2013 and at 09:30 a.m.** in the head offices of the company at 85, Messogion 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<br>SOLE<br>OPTION |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2012, and of the relevant Reports of the Board of Directors and the Chartered Auditor. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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 2012.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2013, and arrangement of their fees.                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. 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.          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Approval of contracts and fees for services rendered according to art. 23a of the Codified Law 2190/1920.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Ratification of the election of one member of the BoD following the resignation of a former member.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Various announcements, approvals and discussion about matters of general interest.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

⊗ Please mark your choice with X.  
or

Other (Please describe analytically)

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(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 28a par. 3 of the Codified Law 2190/1920.

The present empowerment becomes null and void in case I notify in writing the Company at least three (3) days 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.**