



**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 2012, and of the relevant Reports of the Board of Directors and the Chartered Auditor.**

The 2012 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](http://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 2012.**

The Board of Directors will suggest the discharge of the Members of the Board of Directors, Messieurs:, Nikolaos Kampas, Dimitrios Antonakos, Michael Gourzis, Aggelos Benopoulos, Georgios Peristeris, Konstantinos Vavaletskos, Emmanuel Vrailas, Emmanuel Moustakas, Panayiotis Pothos, George Mergos (until July 5, 2012), Vassilios Delikaterinis (as from July 24,2012), Nikolaos Panayiotopoulos, and Stavros Fafalios, as well as the Auditor Mr. Georgios Laggas from any liability or compensation deriving from the exercise of their duties for fiscal year 2012.

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 2012 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 2013, and arrangement of their fees.**

Based on the proposal by the Audit Committee, the election of Mr. George Laggas 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 2013 with fees that are defined and set for all Members.

The General Assembly approves the election of Mr. George Laggas 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 2013 and with fees that are defined and set for all Members, with ..... votes.

### **ITEM 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.**

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 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 5:**

**Approval of contracts and fees according to article 23a of Codified Law 2190/20**

The General Assembly is called to approve of the following contracts and fees:

Members of the BoD received fees, during the year 2012, for rendering services in various projects and business units of the Company, apart from their responsibilities as Members of the Board of Directors, amounting to 203,050.00 €.

Moreover, the Company provides loans, credit and in general other guarantees in favor of subsidiaries or related companies, according to the definition of article 42e of C.L. 2190/1920, to financial institutions, 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 Members of the B.o.D, provided that such are employed in various 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 loans, credits and other general guarantees in favour of subsidiaries or related companies, according to the definition of article 42e of C.L. 2190/1920.

**ITEM 6:**

**Ratification of the election of one member of the BoD following the resignation of a former member**

The Secretary announces that the Board of Directors at its meeting on July 5,2012 accepted the resignation of the Board member Mr. Georgios Mergos (Independent non-Executive Board member) and elected on July 24,2012 Mr. Vassilios Delikaterinis as new Board member in replacement of the resigned member and for the remaining time of the latter's term. The Board will propose the ratification of the replacement by the General Meeting of shareholders.

The General Meeting ratifies the election of Mr. Vassilios Delikaterinis as new member of the Board of Directors, in replacement of Mr. Georgios Mergos with ..... votes.

**ITEM 7:**

**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 and required majority: 50% +1 vote of those present***