

**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 2013, and of the relevant Reports of the Board of Directors and the Chartered Auditor.**

The 2013 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 2013.**

The Board of Directors will suggest 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, Panayiotis Pothos, Vassilios Delikaterinis (until April 24, 2013), 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 2013.

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 2013 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 2014, 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 2014 with fees that are defined and set for all Members.

The General Assembly approves of 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 2014 and with fees that are defined and set for all Members, with ..... votes.

### **ITEM 4:**

#### **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:  
From the Board Members Mssrs. D. Antonakos, Emm. Vrailas and Emm. Moustakas received fees, during the year 2013, 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 the total of 124,250.00 €.

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 5:**

#### **Approval of own 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 Assembly to adopt a share buyback program through the Athens Stock Exchange until the coverage of 10% of the Company's paid up share capital, after taking into account the number of 708,953 treasury shares held by the Company, for purposes 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 buyback program will be completed within twenty four months from today, and will be realized at a minimum purchase price of ten cents (0.10) euro and a maximum price of thirty (30) euros per share.

Finally, the Board of Directors proposes to provide the Board with 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, i.e treasury shares, until the coverage of 10% of the Company's paid up share capital and after taking into account the number of 708,953 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 provides authorization to the Board of Directors to handle all relevant procedures to implement the resolution.

#### **ITEM 6<sup>th</sup>:**

**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 accordance with the provisions of par. 13 of article 13 of C.L. 2190/20, and to empower 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 adoption of such program has been requested by York Capital Management, which is known to have recently invested in the Group a total of 100 million Euros, namely the adoption and implementation, with the General Assembly's prior approval, of a management incentive scheme in favor of the executives of the Group, with the aim to achieve mutually accepted development targets beneficial to the Company, its shareholders and its executives.

Finally, the Board of Directors suggests that it is granted the power 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 7:**

**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 8:**

##### **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 April 24, 2013 accepted the resignation of the Board member Mr. Vassilios Delikaterinis (Independent non-Executive Board member) and elected on February 11, 2014 Mr. Aggelos Tagmatarhis as new Board member in replacement of the resigned member and for the remaining time of the Board'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. Aggelos Tagmatarhis as new member of the Board of Directors, in replacement of Mr. Vassilios Delikaterinis with ..... votes.

#### **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 items 1 – 5 and 7 – 8 of the agenda : 20% of the share capital and required majority: 50% +1 vote of those present***

***Quorum required for the resolutions of item 6 of the agenda : 66,67% of the share capital.***

***Majority required: 66,67% of the present shareholders***

***Quorum required for the resolutions of item 6 of the agenda during A´ Repeat Meeting: 50%+ 1 vote of the share capital***

***Majority required: 66,67% of the present shareholders.***

***Quorum required for the resolution of items 6 of the agenda during B´ Repeat Meeting: 20% of the share capital***

***Majority required: 66,67% of the present shareholders.***