

[It must be filled in and submitted to the “National Bank of Greece S.A.” under its capacity as Bondholder Agent by 20.04.2024, at the latest]

To:

NATIONAL BANK OF GREECE S.A. under its capacity as Bondholder Agent 68 Akadimias str., Athens, Directorate for the Support of Financial & Investment Functions

FAO: Mrs Elena Sakellari

Tel: 210 3328 743 & 210 9477 923

Email: NBGClientRelations@nbg.gr

FORM FOR THE APPOINTMENT OF PROXY

FOR PARTICIPATING AT THE BONDHOLDERS MEETING OF THE COMMON BOND LOAN OF AN AMOUNT OF €500,000,000 ISSUED BY THE COMPANY “GEK TERNA S.A.”

OF 23.04.2024, OR IN THE CASE OF A REPETITIVE BONDHOLDERS MEETING, 26.04.2024

The undersigned bondholder or legal representative of the bondholder of the company “GEK TERNA S.A.” (the “Company”):

Full Name/ Trade name of the bondholder	
Father’s name (for natural person)	
Tax Account Number	
Bondholder Account No in the dematerialized system	
Number of bonds (if no number of bonds is filled-in, the proxy will be valid for the total number of bonds registered in the Bondholder Account on the record date)	
Full name of the Legal Representative(s) signing this document (to be filled in only for legal entities)	
Address/ Headquarters	
ID / General Commercial Registry Number	
Contact Number (Mobile Number)	
Email	

Hereby authorize⁽¹⁾

Mr/Mrs. (father’s name), resident of....., Street No., holder of ID/Passport Number email.....and mobile number.....

as my proxy and representative / of the legal entity I represent, and authorize and mandate him/her, without the involvement of any other party, to participate and represent me at the upcoming Bondholders Meeting via their remote participation through audiovisual means, which will be held on

Tuesday, 23.04.2024, at 14:00 p.m., or in the case of a repetitive Bondholders Meeting, which will be held on **Friday, 26.04.2024, at 14:00 p.m.**, to exercise any and all of my rights in his/her opinion, and in general to take any and all necessary actions for my lawful participation in the Bondholders Meeting, and to vote in my name and on my behalf with the aggregate number of the bonds issued by the Company which I own or hold the voting rights to by operation of law or contract (e.g. in my capacity as pledgee or escrow agent) in relation to the sole item of the agenda listed below, as follows:

☐ In his/her opinion

☐ As follows:

Items of the Agenda	VOTE		
	IN FAVOR	AGAINST	ABSTAIN
First Agenda Item: Extension of the Bondholders' consent, as granted through their resolution dated 30.06.2022 regarding the utilization of net proceeds from the disposition of an Excluded Asset in accordance with the purposes set forth in items (i) - (vi) of clause 8.1(n) of the CBL Programme 2020, without any time restriction, by way of derogation from clause 8.1 (o) and 14.1 (b) of the CBL Programme 2020, for an additional 24 months, i.e. provided that the sale (namely the promissory agreement for the transfer of the Excluded Asset) will have occurred by 30.06.2026, and provision of consent by the Bondholders so that the Issuer is enabled to create Encumbrances on the said Excluded Asset in favor of third parties by 30.06.2026, in the context of any borrowing of the Issuer or an Affiliate, under the condition that the proceeds of such borrowing are designated for financing the purposes set out in items (i) - (vi) of clause 8.1 (n) of the CBL Programme 2020, by way of derogation from clauses 7.1 (n) and 8.1 (e) of the CBL Programme 2020. Acknowledgement by the Bondholders of the non-exercise of their rights under clause 11.2(b) of the CBL Programme 2020 in respect of the above exemptions and waiver by the Bondholders of any such rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Second Agenda Item: Approval of the Bondholders of amendment of clause 9.2.2 of the CBL Programme 2020 as follows: <i>"throughout the period spanning from the Calculation Period commencing immediately after the completion of the part (a) of the Permitted (i.e., the contribution in kind and/or the transfer to GEK TERNA MOTORWAYS S.M.S.A. of the Issuer's equity interests in the Motorway Companies and the subordinated secondary debt bonds issued by the Motorway Companies undertaken by the Issuer) or twelve (12) months after the date of the Bond Issue Date, whichever occurs earlier, until the end of the Calculation Period ending on 31.12.2023, the Total Debt to Equity Ratio shall</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

not exceed 3.", and corresponding adjustment to Annex A of the CBL Programme 2020 by removing the calculation of the Total Debt to Equity Ratio for subsequent Calculation Periods, and authorization to the Bondholders' Representative to sign an amendment agreement to the CBL Programme 2020.			
Third Agenda Item: Approval of the Bondholders of the amendment of clause 9.2.3 of the CBL Programme 2020 as follows: <i>"throughout the Term of the Loan, the Financial Liabilities shall not exceed: (i) €900,000,000 until the completion of the part of the Permitted Transformation under (a) (i.e., the contribution in kind and/or the transfer to GEK TERNA MOTORWAYS S.M.S.A. of the Issuer's shareholdings in the Motorway Companies and the subordinated secondary debt bonds issued by the Motorway Companies undertaken by the Issuer) or twelve (12) months from the Bond Issue Date, whichever occurs earlier; and (ii) €1,900,000,000 for the remaining period until the Bond Loan Maturity Date."</i> , and authorization to the Bondholders' Representative to sign an amendment agreement to the CBL Programme 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Furthermore, I hereby certify that I am not subject to any circumstances that render me a Bondholder who is deprived of the right to vote in accordance with the terms of the CBL Programme 2020 and the applicable legislation, in relation to my participation in the Bondholders meeting of 23.04.2024 or in the repetitive meeting of 26.04.2024.

I also declare that I approve as of today all actions which my representative(s) shall take in accordance with the present authorization, recognizing such actions as lawful, valid and effective.⁽²⁾

I hereby inform the Company that I have already notified my representative(s) about the obligation of notification according to the provisions of article 128 paragraph 5 of the Law 4548/2018. Further, I hereby declare that the Proxy appointed in accordance with the foregoing is not a person who has any of the capacities referred to in para. 2 of article 99 of Law 4548/2018 in relation to the Company.

The present empowerment becomes null and void in case I notify in writing the Company, two (2) full days prior to the Bondholders Meeting, a written revocation thereof, with acknowledgment of receipt.

..... **April 2024**

Undersigned Bondholder

[signature & name]⁽³⁾

Notes

- 1) Specifically, for bondholder participation by proxy at the Bondholders Meeting on 23.04.2024, or at the repetitive Bondholders' Meeting on 26.04.2024, which will be held in a hybrid form, with the physical presence of the Bondholders at the offices of the Company, 85 Mesogeion Ave., 11526, Athens, and with the option for the Bondholders to participate remotely in real-time via videoconference, the bondholder can appoint up to one (1) proxy.
- 2) The signed "FORM FOR THE APPOINTMENT OF PROXY" and the notification for the revocation or replacement of the proxy of the bondholder by the "FORM OF REVOCATION OF PROXY APPOINTMENT" should be sent to the "National Bank of Greece S.A." under its capacity as Bondholders' Agent, 68 Akadimias str., Athens, Directorate for the Support of Financial & Investment Functions, FAO Mrs. Elena Sakellari, tel: 210 3328 743 & 210 9477 923, email: NBGClientRelations@nbg.gr, two (2) full days before the Bondholders' Meeting, i.e. until **20.04.2024** and in case of a repetitive meeting **23.04.2024** the latest.
Bondholders are requested to confirm that the **"FORM FOR THE APPOINTMENT OF PROXY"** is successfully sent and received by the Bondholders' Agent, by calling at 210 3328 743 & 210 9477 923.
- 3) Further (for legal entities): stamp and full name of the entity's representative.
- 4) This form may be replaced by an electronic authorization issued through <https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/psephiaka-eggrapha-gov-gr/ekdose-exousiodoteses> according to the stipulations therein, by the bondholder to its proxy, containing the same content as above.