

<b>GEK TERNA</b> <small>GROUP OF COMPANIES</small>	<b>Document Code</b>		Final	<b>Document title</b> Rules of Procedure of Executive Committee
	Edition	01	<b>Date</b>	
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# *Rules of Procedure* *Of* *Executive Committee*

## 1.1 Purpose

The Executive Committee is established by a decision of the Board of Directors. Assists the Board of Directors in the day-to-day management of corporate affairs and contributes to the orderly and more efficient operation of the Company. The role of the Executive Committee is important for achieving intra-company information, coordinating the projects of the departments and supporting the CEO in the implementation of the Company's daily operations. It is responsible for the implementation of the Company's strategic planning, which is determined by the Board of Directors.

## 1.2 Composition and Participation

Composition and Participation of Executive Committee	
Composition	<p>The Executive Committee consists of six (6) senior executives of the Group and the composition is as follows:</p> <ul style="list-style-type: none"> <li>• CEO of the Company,</li> <li>• Up to four (4) executive BoD members,</li> <li>• One (1) executive who is not a member of the BoD, as Management Advisor</li> </ul>
Appointment of Chairman and Members	The CEO is appointed Chairman of the Committee and recommends the members of the Committee to the Board of Directors.
Tenor	Same as the term of the Board of Directors and until the election of a new Committee.
Resignation and re-election of members	In case of resignation or withdrawal of members, the Executive Committee recommends to the Board either their replacement, or the continuation of the operation of the Committee with the remaining members.
Participation	The Executive Committee is supported in its work by the Corporate Secretary. In the Committee meeting, it is possible for executives of the Company to participate, depending on the Committee's topic, given that their participation is deemed necessary for the effective operation of the Committee. The role of these persons is to prepare studies, make recommendations or provide clarifications on the issues discussed in the Committee and they do not have the right to vote when making decisions.

### 1.2.1 Operation of the Committee

Operation of Executive Committee	
Convening the Committee	The Executive Committee convenes whenever required, with the Chairman of the Committee being the respective CEO of the Company. The Executive Committee convenes validly if at least five of its six members are present or represented, while its decisions are always taken unanimously. In the event that unanimity is not reached, the matter is referred to the Board of Directors for a decision.

Operation of Executive Committee	
Invitation	<p>The Committee convenes at the invitation of its Chairman.</p> <p>The invitation determines the agenda, the place and the time of the meeting.</p> <p>Each member of the Committee may request its convocation to discuss specific issues.</p>
Meeting	<p>The members of the Committee receive the agenda items in good time before the day of the Committee meeting.</p> <p>The meetings are held either with the physical presence of the members, or remotely, through any technology that makes possible the discussion or the written exchange of opinions.</p>
Minutes / Secretary of the Committee	<p>The Committee appoints the Corporate Secretary as secretary, who keeps the minutes of the meetings.</p> <p>The minutes of the meetings of the Committee shall be signed by all members present at the meeting.</p> <p>The Secretary of the Committee is responsible for collecting material and information that is useful or necessary for the work of the Committee and cooperates with the Chairman of the Committee on the matters of the agenda. The Secretary of the Committee must keep a record of the minutes carefully and in a safe place. In the event that he ceases to support the Commission for any reason, he/she should deliver the minutes to his/her replacement with care and with a signed protocol of delivery and receipt.</p>
Reports to the Board of Directors	<p>The Executive Committee reports to the Board of Directors on a quarterly basis. It may also submit interim reports if this is required for the smooth operation of the Company.</p>

## 1.3 Duties and Responsibilities

Duties and responsibilities of the Executive Committee	
Duties and responsibilities	<ul style="list-style-type: none"> <li>• Management of the daily operations of the Company, without a financial object, for which a decision of a collective body is required.</li> <li>• Representation of the Company in court and out of court, with the possibility of further authorization of third parties, in general or for specific operations.</li> <li>• Acquisition, establishment, or transfer of real rights over movables (excluding movable securities) and debt or real rights over movables and immovables for a consideration of up to the amount of Twenty Million Euros (€20,000,000) per contract.</li> <li>• Approval of the acquisition, establishment, or transfer of real rights over movables (excluding movable securities) from or to subsidiary companies and debt or real rights over movable and immovable properties of subsidiary companies.</li> </ul>

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	<ul style="list-style-type: none"> <li>• Provision of credits, guarantees or financial support to companies consolidated with GEK TERNA S.A. up to the amount of Twenty Million Euros (€20,000,000) per case.</li> <li>• Undertaking or delegation as well as the termination of service contracts in exchange for up to five million euros (€ 5,000,000) per contract. In case of permanent contracts, this amount is calculated on an annual basis.</li> <li>• Participation in tenders, public or private, PPP and/or concessions, as well as public or private, competitive tenders, regardless of budget.</li> <li>• Provision of Technical and Professional Capacity to other legal entities for participation in public or private, PPP and/or concession tenders, as well as in public or private, competitive tenders, regardless of budget.</li> <li>• Sponsorships or donations in favor of third parties up to the amount of Fifty Thousand Euros (€50,000) per case.</li> <li>• Commencement/abolition of construction sites, branches or other facilities of the Company in Greece and abroad.</li> <li>• Acquisition or transfer of any kind of vehicles or construction machinery either by ownership or through financial leasing.</li> </ul>
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