



**TERNA TOURIST TECHNICAL AND MARITIME S.A.**

**85 Mesogeion Ave., 115 26 Athens**

**General Commerce Reg. No. 8554301000**

**S.A. Reg. No. 56330/01/B/04/506(08)**

**ANNUAL FINANCIAL REPORT**

**For the period**

**1 January to 31 December 2025**

**In accordance with the International Financial Reporting Standards  
that have been adopted by the European Union**

[This page has been intentionally left blank]

## CONTENTS

I.	ANNUAL MANAGEMENT REPORT OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2025 ON CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS.....	7
	A. <i>Financial Developments and Performance for the Year 2025</i> .....	7
	B. <i>Significant Events for the Financial Year 2025</i> .....	9
	C. <i>Significant Events after the end of the period 01.01 – 31.12.2025</i> .....	13
	D. <i>Risk Factors and Uncertainties</i> .....	14
	E. <i>Non-Financial information report 2025</i> .....	19
	F. <i>Outlook and Prospects</i> .....	22
II.	INDEPENDENT AUDITOR’S REPORT.....	25
III.	ANNUAL FINANCIAL STATEMENTS SEPARATE AND CONSOLIDATED FOR THE YEAR THAT ENDED ON 31 DECEMBER 2025 (1 January - 31 December 2025) .....	29
	CONSOLIDATED AND SEPARATE STATEMENT OF FINANCIAL POSITION ON 31 <sup>st</sup> DECEMBER 2025 .....	31
	CONSOLIDATED AND SEPARATE STATEMENT OF COMPREHENSIVE INCOME FOR FISCAL YEAR 2025 .....	33
	CONSOLIDATED AND SEPARATE STATEMENT OF CASH FLOWS FOR FISCAL YEAR 2025 .....	35
	CONSOLIDATED AND SEPARATE STATEMENT OF CHANGES IN EQUITY FOR FISCAL YEAR 2025 .....	37
	NOTES ON THE FINANCIAL STATEMENTS.....	39
1	GENERAL INFORMATION FOR THE GROUP AND THE COMPANY.....	39
2	BASIS FOR THE PRESENTATION OF THE FINANCIAL STATEMENTS .....	39
3	SIGNIFICANT ACCOUNTING ESTIMATES AND MANAGEMENT ASSESSMENTS .....	44
	3.1 Significant judgments of the Management .....	44
	3.2 Estimates and assumptions .....	45
4	SUMMARY OF KEY ACCOUNTING PRINCIPLES .....	47
	4.1 Basis for consolidation .....	47
	4.2 Business Combinations .....	51
	4.3 Goodwill .....	51
	4.4 Intangible assets .....	52
	4.5 Tangible assets .....	53
	4.6 Impairment of non-current assets (goodwill, intangible and tangible assets/investments in consolidated companies) .....	54
	4.7 Financial instruments.....	55
	4.7.1 Recognition and derecognition.....	55
	4.7.2 Classification and initial recognition of financial assets .....	55
	4.7.3 Subsequent measurement of financial assets .....	55
	4.7.4 Impairment of financial assets.....	56
	4.7.5 Classification and measurement of financial liabilities.....	57
	4.7.6 Derivative financial instruments.....	58
	4.7.7 Offsetting financial assets and financial liabilities .....	58
	4.8 Leases.....	58
	4.9 Provisions, contingent Liabilities and Assets .....	61
	4.10 Revenue .....	61
	4.11 Income tax.....	63

4.12	Share capital, reserves and distribution of dividends.....	64
4.13	Foreign currency translation.....	66
4.14	Investment property.....	66
4.15	Inventory.....	67
4.16	Cash and Cash Equivalents.....	68
4.17	Employee benefits.....	68
4.18	Government grants.....	70
5	GROUP AND COMPANY STRUCTURE.....	70
6	GEOGRAPHICAL SEGMENTS.....	76
7	ACQUISITIONS OF COMPANIES.....	77
8	INTANGIBLE ASSETS AND GOODWILL.....	82
9	RIGHT-OF-USE ASSETS.....	87
10	TANGIBLE FIXED ASSETS.....	92
11	INVESTMENT PROPERTY.....	97
12	PARTICIPATIONS IN SUBSIDIARIES.....	99
13	INVESTMENTS IN JOINT ARRANGEMENTS AND AFFILIATED COMPANIES.....	102
14	OTHER LONG-TERM RECEIVABLES.....	105
15	INVENTORY.....	106
16	TRADE RECEIVABLES.....	107
17	RECEIVABLES/LIABILITIES FROM CONTRACTS WITH CUSTOMERS.....	109
18	ADVANCES AND OTHER RECEIVABLES.....	111
19	EQUITY INTERESTS AND FINANCIAL ASSETS AT FAIR VALUE THROUGH RESULTS.....	113
20	CASH AND CASH EQUIVALENTS.....	114
21	BORROWINGS.....	115
22	LEASE LIABILITIES.....	116
23	PROVISIONS FOR STAFF INDEMNITIES.....	117
24	OTHER PROVISIONS.....	119
25	GRANTS.....	120
26	SUPPLIERS.....	121
27	ACCRUED AND OTHER LIABILITIES.....	121
28	SHARE CAPITAL.....	122
29	RESERVES.....	123
30	INCOME TAX – DEFERRED TAX.....	126
31	TURNOVER.....	133
32	COST OF SALES – ADMINISTRATIVE AND DISTRIBUTION EXPENSES – RESEARCH AND DEVELOPMENT EXPENSES.....	134
33	AUDITORS’ FEES.....	136
34	OTHER INCOME/(EXPENSES).....	136
35	GAINS/(LOSSES) FROM VALUATION OF PARTICIPATIONS AND SECURITIES – INCOME/(LOSSES) FROM PARTICIPATIONS AND OTHER EQUITY SECURITIES.....	137
36	FINANCIAL INCOME/(EXPENSES).....	138
37	PERSONNEL COST.....	139
38	TRANSACTIONS WITH RELATED PARTIES.....	140
39	OBJECTIVES AND RISK MANAGEMENT POLICIES.....	142

40	FINANCIAL ASSETS AND LIABILITIES: PRESENTATION .....	147
41	FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS .....	148
42	POLICIES AND PROCEDURES FOR CAPITAL MANAGEMENT .....	150
43	CONTINGENT LIABILITIES AND ASSETS.....	151
44	EVENTS AFTER THE REPORTING DATE OF THE STATEMENT OF FINANCIAL POSITION.....	156
45	APPROVAL OF FINANCIAL STATEMENTS .....	159

[This page has been intentionally left blank]

## **TERNA GROUP**

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

### **I. ANNUAL MANAGEMENT REPORT OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2025 ON CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**

Dear Shareholders,

In accordance with the provisions of law 4548/2018, article 150 and the Articles of Association of TERNA TOURIST TECHNICAL AND MARITIME SOCIETE ANONYME (hereinafter “the Company”), we submit the annual management report of the Board of Directors for the closing year from 01.01.2025 to 31.12.2025.

The present Report contains financial and non-financial information of the Group TERNA for the fiscal year 2025 and describes the most important events that took place before and after the reference date of the financial statements. It also describes the main risks and uncertainties that the Group may face during 2026.

#### **A. Financial Developments and Performance for the Year 2025**

The Greek economy continued to move on a steady growth trajectory in 2025, with growth reaching 2.1% according to the Hellenic Statistical Authority, exceeding the Eurozone average growth rate of 1.4%, despite the prevailing uncertainty in the European and global economic environment, due to the ongoing hostilities in Ukraine and the Middle East.

The achieved growth is mainly attributable to the increase in investments that enhance the productivity of the economy, which have been supported by: (a) the Public Investment Program, (b) the contribution of funds from the Recovery and Resilience Facility, (c) the increase in private consumption and (d) the positive contribution of exports driven by a strong tourism season. It is noted that total investments for 2025 amounted to 17% of GDP.

The continued growth in 2025 was supported by a significant improvement in fiscal figures, with the primary surplus amounting to 5.27 bn euros, alongside a reduction in public debt, which decreased to 145.9% of GDP. Public debt is forecast to decline further in 2026, with the reduction depending on the growth rate and inflation developments, to the extent affected by hostilities in the Middle East. A key factor contributing to the improvement in fiscal figures was the intensification of the digitalization of processes, primarily in transactions with the Greek State, the increase in electronic transactions and the continued improvement in VAT and other tax collection.

Furthermore, according to the recent macroeconomic forecasts of the Bank of Greece, GDP growth is expected to reach 1.9% in 2026 and 2% in 2027, supported by significant private investments scheduled over the next three years exceeding 20 bn euros, mainly in energy, infrastructure, telecommunications and other investments, as well as by the acceleration in the absorption of remaining funds from the Recovery and Resilience Facility and new resources from various European programs. The Bank of Greece’s forecasts may be revised in the event of an escalation of tensions in the Middle East, a prolonged increase in energy prices, or heightened uncertainty regarding the duration of military operations.

Regarding inflation in the Greek economy, for the year, the Consumer Price Index increased by 2.5%, showing a slight deceleration compared to the 2.7% increase in 2024. During the same period, inflation

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

in Europe stood at 2.1%. For the following years, the European Central Bank estimates inflation at 3.1% in 2026 and 2.4% in 2027. While a gradual deceleration had initially been expected, recent hostilities in the Middle East are anticipated to generate a new wave of inflationary pressures, the magnitude and duration of which will depend on geopolitical developments.

In this environment and having already regained investment grade from all major rating agencies, the sovereign credit rating is now one notch above Investment Grade (Scope, DBRS, S&P, Fitch, R&I). As a result, the spread of Greek government bonds against German bonds has declined to its lowest level in the past 18 years (~60bps), below the corresponding levels of Italy and France.

In any case, risks to the outlook of the Greek economy depend, on the one hand, on the outcome of the Russia–Ukraine conflict and, on the other hand, on the intensity and duration of hostilities in the Middle East. The US–Israel conflict with Iran, involving neighboring countries, in addition to significant human losses, has caused severe damage to infrastructure in the affected regions, which is expected to lead to higher energy prices (fuel, natural gas, etc.) and a slowdown in global growth, until economies adjust to the new conditions.

In this changing economic and geopolitical environment, TERNA Group is among the most important Greek corporate groups and holds a leading position in the fields of infrastructure and construction.

The main consolidated Financial Results of the year 2025 based on the International Financial Reporting Standards compared to the corresponding period of 2024 are as follows:

Turnover amounted to 1,700.3 mn euros compared to 1,300.2 mn euros in 2024 posting an increase of 400.1 mn euros. The increase in Turnover is due to the start of new projects and the acceleration of ongoing projects.

Turnover, which amounted to 1,700.3 mn euros, was attributed to activities in Greece by 95.5 % (96.0 % in the comparative period), to activities in Balkan countries by 3.7 % (2.8 % in the comparative period) and 0.8% (1.2% in the comparative period) concerns the Other regions.

The backlog of signed construction contracts on 31.12.2025 amounts to approximately 6,574 mn euros compared to the amount of 4,059 mn euros at the end of 2024.

The item “Operating results (EBIT)” is defined as Gross profit, minus administrative and distribution Expenses, minus research and development Expenses, plus/minus Other income/(expenses) included in EBIT. Other income/(expenses) included in EBIT is defined as the Other income/(expenses) except for the Foreign exchange differences, the Impairments/ (Recoveries of impairments) of tangible assets, intangible right-of-use assets and goodwill as presented in Note 34.

The item “EBITDA” is defined as the Operating results “EBIT”, plus depreciations of fixed assets, minus the grants amortization, as presented in the attached financial statements.

The EBIT and EBITDA figures for the financial years 2025 and 2024 for the Group are presented as follows:

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP	
	31.12.2025	31.12.2024
Gross profit/(loss)	193,539	142,852
Administrative and distribution expenses	(34,717)	(34,679)
Research and development expenses	(1,289)	(1,685)
Other income/(expenses) attributable to EBIT	4,287	(9,077)
<b>Results (EBIT)</b>	<b>161,820</b>	<b>97,411</b>
Net depreciation	29,265	26,461
<b>EBITDA</b>	<b>191,085</b>	<b>123,872</b>

Profit before taxes amounted to 146.5 mn euros compared to 45.1 mn euros in year 2024. The increase in Profit before taxes compared to the prior year is due, on the one hand, to the increase in turnover from the construction activity and on the other hand, to significantly lower impairment losses recognized by the Group during 2025 compared to the prior year 2024 in relation to the subsidiary TERNA MAG S.A.

Profit after taxes amounted to 104.1 mn euros compared to 16.2 mn euros in 2024, of which the profit attributable to the owners of the Parent Company was 106.7 mn euros compared to 45.8 mn euros in 2024. The significant change is due to the aforementioned reasons.

The Group's Net Debt Position (loan liabilities, including lease liabilities less cash and cash equivalents) amounted to minus 165.2 mn euros on 31.12.2025 compared to minus 60.1 mn euros Net Cash Position on 31.12.2024, since the cash and cash equivalents exceed the loan liabilities of the Group.

The Total Assets of the Group on 31.12.2025 amounted to 1,678.2 mn euros compared to 1,540.6 mn euros on 31.12.2024.

In the section “B. Significant events for the financial year 2025» the most important events of the period are presented in detail.

### B. Significant Events for the Financial Year 2025

During the financial year of 2025 the following significant events took place:

- On 16.01.2025, the subsidiary ILIOHORA S.A. signed four (4) Contracts with the MINISTRY OF ENVIRONMENT & ENERGY for the construction of the project “*FLOOD CONTROL WORKS FOR THE MANAGEMENT OF MOUNTAINOUS WATERSHEDS, AFTER THE 2023 FIRE, IN THE AREAS UNDER THE RESPONSIBILITY OF THE ALEXANDROUPOLIS FORESTRY OFFICE (SECTIONS 1 AND 2), THE EVROS FORESTRY DIRECTORATE (SECTION 3) AND THE SOUFLI FORESTRY OFFICE (SECTION 4)*”, with a total amount of 39.3 mn euros.
- On 31.01.2025, the J/V TERNA S.A. – AKTOR S.A., in which the TERNA S.A. participates with a 50% stake, signed the “*FRAMEWORK AGREEMENT FOR THE OPERATION & SUPPORT SERVICES OF TOLL STATIONS OF EGNATIA ODOS S.A. – Reference Code 6123*”, amounting to 45.3 mn euros. Following the signing of the Framework Agreement, the individual contracts were signed on 31.03.2025.

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

- 
- On 31.01.2025, TERNA S.A. was declared the Temporary Contractor for the project "CONSTRUCTION OF A NEW SINGLE RAILWAY LINE IN THE SECTION NEA KARVALI - TOXOTES\_A.D. 3506", amounting to 140.6 mn euros.
  - On 10.04.2025, TERNA S.A. signed a Contract with IDEA FOS SINGLE MEMBER S.A. for the construction of the project "ENGINEERING, PROCUREMENT AND CONSTRUCTION OF THE 199.1626 MWP KOTYLI SOLAR PV PLANT", amounting to 57.6 mn euros.
  - On 14.04.2025, the J/V TERNA S.A. – REDEX S.A., in which TERNA S.A. participates with a 50% stake, signed a Contract with ATHENS INTERNATIONAL AIRPORT for the construction of the project "DESIGN AND BUILD A MULTI-STOREY CAR PARK AND THE NORTH-WEST ARRON", amounting to 219.9 mn euros.
  - On 15.04.2025, the Union of Companies "TERNA – ALSTOM", in which TERNA participates with a 69% stake, was declared temporary contractor (pending the review of appeals) for the execution in Romania of the Contract "DESIGN & EXECUTION OF WORKS RELATED TO THE INVESTMENT OBJECTIVE "Rehabilitation of the railway line Craiova–Drobeta Turnu Severin–Caransebes, part of the Orient/East–Mediterranean Corridor" – LOT 1: CRAIOVA (CAP X)–FILIASI (CAP Y), KM 247+760–KM 286+735", amounting to 277.16 mn euros attributable to TERNA.
  - On 25.04.2025, TERNA S.A. signed a Contract with ELPEN S.A. PHARMACEUTICAL INDUSTRY for the construction of the project "NEW MULTI-STOREY BUILDING FOR THE PRODUCTION OF PHARMACEUTICAL PRODUCTS WITH OFFICES & UNDERGROUND PARKING AREA", amounting to 25 mn euros.
  - On 29.04.2025, TERNA S.A. signed a Contract with the MINISTRY OF INFRASTRUCTURE for the construction of the project "URGENT WORKS FOR THE RESTORATION OF INFRASTRUCTURE DAMAGES DUE TO SEVERE WEATHER EVENTS 'DANIEL' AND 'ELIAS' IN THE MUNICIPALITIES OF: ARGITHEA, LAKE PLASTIRA, METEORA AND PYLI", amounting to 205 mn euros.
  - On 29.04.2025, TERNA S.A. signed a Contract with the MINISTRY OF INFRASTRUCTURE for the construction of the project "URGENT WORKS FOR THE RESTORATION OF INFRASTRUCTURE DAMAGES DUE TO SEVERE WEATHER EVENTS 'DANIEL' AND 'ELIAS' IN THE MUNICIPALITIES OF: ZAGORA – MOURESI, SOUTH PELION, VOLOS AND RIGAS FERAIOS", amounting to 213.1 mn euros.
  - On 05.05.2025, TERNA S.A. signed a Contract with HEDNO S.A. for the construction of the project "DESIGN, EQUIPMENT SUPPLY AND TURNKEY CONSTRUCTION OF THE NEW GIS CLOSED TYPE DISTRIBUTION CENTER CHANIA II AND MT COUPLING BUILDING," amounting to 21.9 mn euros.
  - On 07.05.2025, the J/V TERNA S.A. – METKA S.A. WATERCOURSES, in which TERNA S.A. participates with a 50% stake, signed a Contract with the TECHNICAL CHAMBER OF GREECE for the construction of the project "INFORMATION SYSTEM FOR THE DELIMITATION OF WATERCOURSES", amounting to 61.6 mn euros.
  - On 09.05.2025, GEK TERNA signed a Concession Agreement for the project "DESIGN – CONSTRUCTION – FINANCING – OPERATION – MAINTENANCE AND EXPLOITATION OF THE NORTH ROAD OF CRETE IN THE SECTION CHANIA – HERAKLION", with a total contract value of €1.75 billion. The duration of the concession is 35 years, of which five years relate to the design and construction period, to be carried out by TERNA S.A.

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

The total length of the Chania – Heraklion section amounts to 187 kilometers, including 30 km corresponding to the optional segment Kissamos – Chania.

- On 13.05.2025, TERNA S.A. signed a Contract with PPC RENEWABLES S.A. for the construction of the project *"STUDY, CIVIL ENGINEERING WORKS, SUPPLY (EXCEPT PV PANELS), TRANSPORTATION, INSTALLATION AND OPERATION OF A 125 MW SECTION AT THE 'MEGALOPOLI MINE' (SECTION C), IN THE MUNICIPALITY OF MEGALOPOLIS, PELOPONNESE REGION, OF A NEW PHOTOVOLTAIC (PV) STATION, WITH A TOTAL CAPACITY OF 490 MW, AT THE 'MEGALOPOLI MINE' SITE AND ITS CONNECTION TO THE NEW OUTDOOR TYPE SUBSTATION (SS) 150/33KV 'NEW CHOREMI SS' WITH THE ADDITION OF TWO (2) 150/33/33KV TRANSFORMER TOWERS AND THE REQUIRED CONNECTION WORKS TO THE EXISTING MEGALOPOLI HVSS"*, amounting to 54.4 mn euros.
- On 21.05.2025, TERNA S.A. signed a Contract with OSE S.A. for the construction of the project *"RENOVATION OF THE RAILWAY LINE IN SPECIFIC SECTIONS BETWEEN POLYKASTRO RAILWAY STATION – IDOMENI RAILWAY STATION OF THE THESSALONIKI–IDOMENI LINE"*, amounting to 5.4 mn euros.
- On 02.06.2025, the Union of Companies "TERNA – ALSTOM", in which TERNA participates with a 76% stake, was declared temporary contractor (pending the review of appeals) for the execution in Romania of the Contract *"DESIGN & EXECUTION OF WORKS RELATED TO THE INVESTMENT OBJECTIVE "Rehabilitation of the railway line Craiova–Drobeta Turnu Severin–Caransebes, part of the Orient/East–Mediterranean Corridor" – LOT 2: FILIASI (CAP Y)–IGIROASA (CAP Y), KM 286+735 – KM 331+000"*, amounting to 269.72 mn euros attributable to TERNA.
- On 25.06.2025, the J/V TERNA S.A. – AKTOR GROUP NORTH SOLAR, in which TERNA participates with a 50% stake, signed a Contract with NORTH SOLAR S.A. for the construction of the project *"ENGINEERING, PROCUREMENT & INSTALLATION OF PV PARKS PROJECT – IMPLEMENTATION DESIGN, REVIEW OR ISSUANCE OR AMENDMENT OF ALL REQUIRED PERMITS FOR CONNECTING THE PV TO THE SYSTEM BASED ON APPLICABLE LEGISLATION, CIVIL ENGINEERING WORKS, SUPPLY – TRANSPORT – INSTALLATION – COMMISSIONING & OPERATION & MAINTENANCE AT THE EXPENSE & RESPONSIBILITY OF THE CONTRACTOR UNTIL THE APPROVAL OF THE FINAL ACCEPTANCE PROTOCOL FOR 5 PHOTOVOLTAIC STATIONS WITH NOMINAL CAPACITY OF 400 MWp IN THE AREA OF THE MUNICIPALITY OF KOZANI"*, amounting to 214.3 mn euros.
- On 26.06.2025, the J/V AKTOR GROUP – TERNA S.A. NORTH SOLAR 1, in which TERNA participates with a 50% stake, signed a Contract with NORTH SOLAR 1 S.A. for the construction of the project *"ENGINEERING PROCUREMENT & INSTALLATION OF PV PARKS PROJECT – IMPLEMENTATION DESIGN, REVIEW OR ISSUANCE OR AMENDMENT OF ALL REQUIRED PERMITS FOR CONNECTING THE PV TO THE SYSTEM BASED ON APPLICABLE LEGISLATION, CIVIL ENGINEERING WORKS, SUPPLY – TRANSPORT – INSTALLATION – COMMISSIONING & OPERATION & MAINTENANCE AT THE EXPENSE & RESPONSIBILITY OF THE CONTRACTOR UNTIL THE APPROVAL OF THE FINAL ACCEPTANCE PROTOCOL FOR 5 PHOTOVOLTAIC STATIONS WITH NOMINAL CAPACITY OF 94.926 MWp IN THE AREA OF THE MUNICIPALITY OF KOZANI"*, amounting to 47.7 mn euros.
- On 14.07.2025, TERNA S.A. signed a contract with DESFA S.A. for the construction of the project *"DETAILED ENGINEERING, PROCUREMENT OF MATERIALS AND CONSTRUCTION OF THE*

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

*METERING STATION FOR GREECE-NORTH MACEDONIA INTERCONNECTION (Contract 2204/25)",* amounting to 13.2 mn euros.

- On 31.07.2025, TERNA S.A. signed a Contract with LAMDA VOULIAGMENIS S.M.S.A. for the construction of the project *"MAIN WORKS CONSTRUCTION CONTRACT FOR THE ELLINIKON MALL (ELM)"*, amounting to 460.0 mn euros. THE ELLINIKON MALL, designed by the internationally acclaimed architectural firm AEDAS, features a total leasable area of 100,000 sq.m. and is being developed within the broader framework of the Ellinikon project. It constitutes the largest and most modern retail destination in Greece and one of the most prominent in Southern Europe.
- On 06.08.2025, GEK TERNA S.A., through its wholly owned subsidiary ARDEFTIKI NESTOU S.M.S.A. signed a PPP Contract with the Ministry of Rural Development and Food for the construction of the project *"TRANSPORT AND DISTRIBUTION OF WATER FROM THE NESTOS RIVER TO THE XANTHI PLAIN FOR IRRIGATION PURPOSES (PPP)"*, amounting to 155.1 mn euros. On the same date, the Design–Construction Contract was also signed between the SPV and TERNA's subsidiary, for the design and construction of the project scope, with a total value of 155.1 mn euros.
- On 15.10.2025, TERNA S.A. signed two contracts with SUSTAINABLE ENERGY SOLUTIONS S.M.S.A. for the construction of the projects *"EPC CONTRACT FOR THE BESS 12MW/24MWH LICENCE AD-0563' and 'EPC CONTRACT FOR THE BESS 150MW/300MWH LICENCE A.D.-012077"*, amounting to 55.6 mn euros.
- On 17.11.2025, GEK TERNA announced, that its fully controlled subsidiary TERNA signed on 15.11.2025 a Memorandum of Cooperation with UKRHYDROENERGO, for the joint development and implementation of major hydroelectric and pumped-storage projects in Ukraine, with a total budget of approximately 1.5 bn euros.

The projects to be jointly developed include the Dniester PSPP Pump Storage (1.263 MW) and the New Pumping Station (220 MW).

The agreement leverages the pivotal role of UKRHYDROENERGO as Ukraine's largest hydroelectric energy company, as well as TERNA's extensive international experience, the largest construction group in Greece, in the design, construction and operation of complex energy infrastructure and in particular pumped-storage projects.

Both parties commit to establishing a close and comprehensive cooperation framework, with the ultimate goal of accelerating Ukraine's energy transition and strengthening the resilience and security of its electric power system through the implementation of modern, strategically important hydroelectric and pumped-storage investments.

- On 27.11.2025, TERNA S.A. was declared by PPC RENEWABLES ROMANIA – DEI RENEWABLES ROMANIA, as the provisional contractor for the project in Romania: *"EPC NADAB HV – DESIGN, CIVIL ENGINEERING WORKS, SUPPLY, TRANSPORTATION, INSTALLATION AND COMMISSIONING OF TWO (2) GIS MAIN TRANSFORMER STATIONS 400/110 KV, TWO (2) UNDERGROUND LINES 400 KV AND ONE (1) AIS TSO 400 KV SUBSTATION EXTENSION, IN WESTERN ROMANIA, ARAD COUNTY, CHIȘINEU-CRIȘ MUNICIPALITY (TENDER: 12-2024),"* amounting to 144.6 mn euros.
- On 17.12.2025, TERNA S.A. was declared by PPC RENEWABLES ROMANIA as the provisional contractor for the project: *"EPC NADAB 1 – DESIGN, CIVIL ENGINEERING WORKS, SUPPLY*

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

*(EXCLUDING PV MODULES), TRANSPORTATION, INSTALLATION AND COMMISSIONING OF ONE (1) PV PLANT WITH A TOTAL CAPACITY OF 335.2 MWP, IN WESTERN ROMANIA, ARAD COUNTY, CHIȘINEU-CRIȘ MUNICIPALITY (TENDER 10-2024),” amounting to 159.4 mn euros.*

### C. Significant Events after the end of the period 01.01 – 31.12.2025

From 01.01.2026 until the date of approval of the attached financial statements, the following important events took place:

- On 09.01.2026, TERNA S.A. signed a contract with IRC ELLINIKON S.A. for the construction of the project *"PARK RISE: BLOCK A-U1.5 EXECUTION OF CONTRACTUAL WORKS PHASE II"*, amounting to 72.2 mn euros.
- On 27.01.2026, TERNA S.A. signed a contract with NEA EGNATIA ODOS OPERATION S.A. for the construction of the project *"CONTRACT FOR THE PROVISION OF OPERATIONAL SERVICES & REGULAR MAINTENANCE, IMPLEMENTATION & MONITORING OF TEMPORARY TRAFFIC MANAGEMENT MEASURES FOR THE WESTERN SECTION OF THE CONCESSION PROJECT OF EGNATIA ROAD & THE 3 VERTICAL ROAD AXES"*, amounting to 36 mn euros.
- On 05.02.2026, GEK TERNA announced the signing of a Share Purchase Agreement for the transfer of participation interests it holds in the concession company DIKTAION CONCESSIONS S.A. and the operation company DIKTAION OPERATIONS S.A., relating to the Chania – Heraklion section of the Northern Road Axis of Crete (N.O.A.K.), so that the new shareholding structure will be as follows: GEK TERNA S.A. 40%, AKTOR CONCESSIONS S.A. 24%, METLEN ENERGY & METALS S.A. 24%, and AKTOR PARTICIPATIONS IN CONCESSIONS AND PPP PROJECTS S.A. 12%.

With respect to the construction scope of the project, which is currently carried out by TERNA S.A., upon the final completion of the transaction, TERNA S.A. will be substituted by a new corporate scheme under the name *"TERNA-AKTOR-METKA DIKTAION JOINT VENTURE"*, consisting of TERNA S.A. (40%), AKTOR (30%) and METKA (30%).

The completion of the transaction is subject to the fulfillment of all terms and conditions provided for in the Share Purchase Agreement and the Concession Agreement, including the receipt of the required approvals from the competent authorities and the project's lending banks.

- On 05.02.2026, the Joint Venture TERNA S.A. – TERNA ENERGY ASSET MANAGEMENT S.A., in which TERNA participates with 70% interest, signed a contract with HELLENIC RAILWAYS ORGANIZATION S.A. for the construction of the project *"INSTALLATION, CUSTOMIZATION, MANAGEMENT AND OPERATIONAL GUARANTEE OF AN INTEGRATED INFORMATION SYSTEM FOR THE DIGITAL TRANSFORMATION OF OSE"*, amounting to 24.7 mn euros.
- On 09.02.2026, it was announced that TERNA has been declared by the National Railway Company of Romania (CFR) as the contractor for two major railway projects with a total budget of approximately 1 bn euros.

Specifically, the construction arm of the GEK TERNA Group was declared the final bidder, in a joint venture with Alstom Romania, for the following two sections of the Craiova-Drobeta Turnu Severin-Caransebeș railway network in Romania:

- Craiova-Filiași (Lot 1), with a budget of 543.4 mn euros

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

- Filiași-Igiroasa (Lot 2), with a budget of 449.2 mn euros

These two segments comprise the Craiova-Igiroasa line, spanning a total length of 83 kilometers, for which TERNA will undertake the full design and restoration.

TERNA participates in the joint venture as the lead partner, with a 69% interest in Lot 1 and 74% in Lot 2, while the duration for the completion of technical studies is set at 12 months, followed by a construction period of 36 months.

- On 16.02.2026, the Consortium TERNA–METKA–ILIOCHORA–ELEMKA, in which TERNA and ILIOCHORA participate with a combined stake of 50%, was declared by the Region of Attica as the provisional contractor for the project “*CREATION OF AN URBAN METROPOLITAN PARK IN THE FALIRIKO BAY AREA*”, with an amount of 120.8 mn euros corresponding to TERNA and ILIOCHORA.
- On 06.03.2026, TERNA was declared by HEDNO as the provisional contractor for the project “*DEED-50 TURN KEY IMPLEMENTATION OF THE NEW 150/20 kV DISTRIBUTION CENTER (D/C) – INDOOR-TYPE GIS OF KERATEA AND THE DOUBLE 150 kV XLPE-INSULATED INTERCONNECTING CABLE LINE: KERATEA D/C – KERATEA S/S*”, with a contractual value of 37 mn euros.
- On 26.03.2026, TERNA signed a Contract with the Piraeus Port Authority (PPA) for the construction of the project “*INSTALLATION OF ERTGS AT PIER I*” & YE05-07 “*INSTALLATION OF REEFER RACKS AT PIER I*”, amounting to 19 mn euros.
- On 30.03.2026, the consortium “TERNA – ALSTOM,” in which TERNA participates with a 69% share, received an invitation to submit supporting documents for the signing of the contract for the project in Romania “*DESIGN & EXECUTION OF WORKS RELATED TO THE INVESTMENT OBJECTIVE ‘REHABILITATION OF THE RAILWAY LINE CRAIOVA – DROBETA TURNU SEVERIN – CARANSEBEȘ, PART OF THE ORIENT/EAST–MEDITERRANEAN CORRIDOR – LOT 1: CRAIOVA (CAP X) – FILIASI (CAP Y), KM 247+760 – KM 286+735*”, amounting to 277.16 mn euros corresponding to TERNA, following its declaration as provisional contractor on 15.04.2025.

### D. Risk Factors and Uncertainties

The Group's operations are subject to various risks and uncertainties, such as the return of macroeconomic uncertainty, market risk, credit risk and liquidity risk, the uncertainty of the results from the impact of extreme natural events, which may have a prolonged and unforeseen effects.

#### 1) Financial Risks

The Group's activities expose it to various financial risks, such as market risk (including foreign exchange risk, interest rate risk and price fluctuation risk), credit risk and liquidity risk.

The financial instruments used by the Group mainly comprise bank deposits, mainly long-term and to a lesser extent, short-term loans, trade debtors and creditors and other accounts receivable and payable. The impact of the main risks and uncertainties on the Group's activities is analyzed below.

#### Credit Risk (see note 39)

Credit risk entails the possibility that a counterparty will cause financial loss to the Group and the Company due to the breach of the counterparty's contractual obligations.

## **TERNA GROUP**

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

The Group continuously monitors its receivables, either separately or per group and incorporates all relevant information into its credit assessment process. When deemed necessary, external reports or analyses related to effective or potential clients are used.

The Group is not exposed to significant credit risk arising from trade receivables. This is attributed, on the one hand, to the Group's policy, which is focused on cooperation with reliable clients and, on the other hand, to the nature of the Group's operations.

In particular, total receivables, whether related to the narrow or the broader public sector or private sector clients with significant financial position in Greece and abroad, are under special monitoring and the Management constantly assesses the reliability of its customers, their financial sizes regardless of whether they are a broader public or private entity, for potential implications, in order to take the necessary measures to minimize any adverse effects for the Group.

The credit risk regarding cash and cash equivalents and other receivables is considered limited, given that the counterparties are reliable Banks with high quality capital structure, the Greek State or companies of the broader Public Sector and strong Groups of companies.

The Management assumes that all the financial assets, for which necessary impairment is calculated, are of high credit quality.

### **Liquidity risk (see note 39)**

Liquidity risk entails the risk that the Group or the Company will be in no position to meet their financial obligations, when required. The Group maintains its liquidity risk at a low level.

The Group manages liquidity needs by closely monitoring the progress of the long-term financial obligations, as well as the payments made daily. Liquidity needs are monitored in different time zones on a daily and weekly basis as well as in a rolling period of 30 days. Liquidity needs for the next 6 months and the next year are determined on a monthly basis.

The Group maintains cash and cash equivalents in banks to meet liquidity needs for periods of up to 30 days. The funds for the medium-term liquidity needs are released from the Group's time deposits.

### **Market risk analysis**

#### **Foreign exchange risk**

Foreign exchange risk arises, when the fair value or future cash flows of a financial instrument are subject to fluctuations due to changes in exchange rates. This type of risk may arise, for the Group, from foreign exchange differences at the valuation and conversion into the Group's currency (Euro) of financial assets, mainly financial receivables and financial liabilities, related to transactions that are carried out in a currency other than the operating currency of the Group's entities. The transactions mainly concern purchases of fixed assets and inventories, commercial sales, investments in financial assets, loans, as well as net investments in foreign operations.

The Group operates mainly in the Greek and Balkan regions in selective undertaking of construction projects and therefore may be exposed to foreign exchange risk that may arise from Euro exchange rate with other currencies. To manage this risk category, the Group's Financial Management Department uses the financial instruments and offset the Group's exposure to foreign exchange risk on the basis of specific policies, whenever it is necessary.

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

Regarding the Group's transactions with foreign companies, these are usually carried out with European Groups, where the settlement currency is the euro. To reduce this risk, the Group utilizes the locally produced cash available in local currency to pay the expenses incurred.

### **Interest rate risk**

Interest rate risk entails the probability that fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

The Group's policy is to minimize its exposure to the interest rate risk of long-term financing. Under this policy, medium-term loans are mainly in Euro, with fixed spread and a floating base interest rate linked to Euribor.

The Group's short-term debt is in Euro at a floating base interest rate linked to Euribor. Short-term loans are mainly issued as working capital.

These loans are repaid through the operating cash flows from the Group's operations.

### **Sensitivity analysis of interest rate risk**

The following table presents the sensitivity of profit or loss for the period against the Groups short-term debt and deposits, towards a change in variable interest rates amounting to +20% –20% (2024: +/-20%). The changes in interest rates are estimated to be logical in relation to the current market conditions and until now they have been consistent with the previous year.

	2025		2024	
	20%	(20)%	20%	(20)%
Net earnings after income tax (from interest bearing liabilities)	(332)	332	(718)	718
Net earnings after income tax (from interest earning assets)	804	(804)	1,154	(1,154)

The Group is not exposed to other significant interest rate risks.

## **2) Geopolitical Risks – Recent Developments in Iran**

The ongoing hostilities in the Middle East, which have continued with increasingly destructive effects on military camps, aside from the directly involved parties (Iran and Israel) and neighboring countries, have led to the destruction of infrastructure and facilities in the regions where energy products are produced and stored. This has resulted in the limited the prospects for a realistic resolution in the affected societies. The requested resolution of the issue and the subsequent restoration of damages, once the hostilities cease, will require significant time for the restart of the global economy.

The impact of the recent developments in Iran and the neighboring countries of the Middle East is not expected to be material in the context of the ongoing hostilities, as the Group has not maintained substantive operations in these regions over the past two years. The Group, however, continues to retain a limited presence through branches and legal entities in these jurisdictions (excluding Iran), staffed by minimal personnel, while awaiting the completion of outstanding tax and other regulatory and administrative matters to proceed with the final cessation of their operations.

## **TERNA GROUP**

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

The only consequences that will affect the Group will stem from the rise in energy prices as long as the side effects of the regional military actions persist, as well as the potential increase in raw material and supply prices, as well as freight rates.

Specifically, a) the Group's revenues are not expected to be affected, as there are no active construction projects in the region and b) increases in energy product prices, as well as raw material and supply prices, which are to be used for projects outside the Middle East (mainly in Greece), will be addressed through the contract provisions from the Customers.

### **3) Risks arising from existing financial conditions prevailing in Greece and from the global economy**

The Greek economy continued to move along a steady growth trajectory in 2025, which, according to the Hellenic Statistical Authority, was 2.1%, surpassing the average growth rate of the Eurozone, which stood at 1.4%, despite the existing uncertainty in the European and global economic environment, due to the ongoing hostilities in Ukraine and the Middle East.

Despite the presence of all the above negative factors, the Greek economy, given that it has not been directly involved in the ongoing hostilities and has taken a defensive stance against challenges, is forecasted, according to the Bank of Greece's current estimates, to grow by 1.9% in 2026 and 2% in 2027. This growth is supported by significant private investments planned for the next three years, which exceed 20 bn euros and mainly concern energy, infrastructure, telecommunications and other investments, as well as the acceleration of remaining funds from the Recovery and Resilience Fund, along with new resources from various new European programs.

Regarding the specific issues of the Greek economy that need to be addressed in order to positively contribute to achieving further economic growth, these are outlined below:

- The further enhancement of competitiveness, so that the economy becomes export-oriented and addresses the current account deficit.
- The further reduction of bank lending rates, which leads borrowers to face difficulties in repaying installments of their mortgage loans for the first residence and the agricultural land.
- Stabilizing the prices of consumer goods, which reduces the real disposable income and household purchasing power and deprives the ability to create savings for future investment, while keeping inflation levels higher than the European average.
- Increasing disposable income for citizens through real wage increases and reduction in non-wage cost.
- The utilization of funds from the Recovery Fund and various programs to be agreed upon with the Eurozone, with an acceleration in the implementation of projects and reforms undertaken by the Government, to prevent any loss of funding.
- The acceleration of judicial proceedings, to reduce the time required for issuing decisions, which in many cases constitutes a deterrent to investment.
- Overcoming bureaucratic issues in Public Administration to become more functional and capable of making necessary plans, including for emergency situations (natural disasters, fires, climate changes).

## **TERNA GROUP**

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

Despite the new conditions that have arisen due to the geopolitical developments, the decisions of the United States on the major problems (Ukraine, Middle East, increases in military armament) and inflationary pressures and given that the Group does not have any meaningful activity in the Middle East, Russia and Ukraine, the outlook for the Group remains positive in the medium term and long term due to the following factors: a) the attainment of investment grade rating for the creditworthiness of the Greek economy by major international rating agencies, as upgraded by Moody's in March to "Baa3", which signifies increased inflows of investment capital under more favorable borrowing terms, which are essential for supporting investment activity and b) significant signed and pending construction contracts for execution.

### **4) Other risks and uncertainties**

#### **Backlog of the construction contracts**

The backlog of the construction contracts does not necessarily constitute an indication of future revenues from the Group's operations in this segment. Although the backlog of these contracts represents projects that are considered certain, no guarantee can be given that cancellations or adjustments will not be performed.

The backlog of the Group's construction contracts may fluctuate in connection with the delays in the project's implementation and/or receivables or inability to fulfill contractual obligations.

#### **Climate change risk**

The increase in the average temperature of the planet has caused a series of extreme natural phenomena (disastrous floods, extreme natural phenomena, but also large-scale wildfires from prolonged drought, as well as damage to the primary food production sector).

The risks arising from the effects of climate change and the transition to a low-carbon economy are expected to affect most, if not all, business entities in matters related to their sustainability.

Taking into account the extreme natural phenomena that have occurred in recent years, the Group takes all necessary measures to eliminate or minimize the problems that may arise, in addition to insurance coverage for the risks that are insurable.

#### **Cyber security risk**

Potential violations in the security of networks, information and operating systems threaten the integrity of the Group's data, sensitive information, as well as the smooth operation of its business activities. Such a breach could adversely affect the Group's reputation and competitive position. Also, a possible occurrence of damages, imposition of fines or loss of business (including restoration costs) could have a significant negative impact on our financial position and operating results. In addition, managing cybersecurity breaches may require a significant investment of time by the management.

In order to mitigate the Cyber Security risks, the Group, through its parent company GEK TERNA, has established and has implemented Cyber Security Policies and Procedures, with which all the executives and the external collaborators of the Group must comply. In cases where it is deemed necessary, the IT Department provides additional instructions and guidance.

## **TERNA GROUP**

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

The Group is in continuous cooperation with companies providing specialized Cybersecurity services, as well as with experienced consultants in the field, in order to provide full technical and organizational coverage in the field of Cybersecurity.

### **E. Non-Financial information report 2025**

TERNA Group is one of the largest business Groups in Greece with presence as well in Southeastern Europe.

It operates in the fields of infrastructure, production and mining activities.

The Group's construction backlog as of 31.12.2025 amounts to approximately 6.6 bn euros. Furthermore, the Group expects to sign contracts for new projects for which it has been qualified, amounting to approximately 2.5 bn euros.

This Non-Financial Information Report relates to the fiscal year ended on 31st of December 2025. The Statement has been prepared in accordance with the provisions of Law 4403/2016 and includes information related to the following sections:

- Combating corruption
- Supply Chain issues
- Respect for human rights
- Social and labor issues
- Environmental and energy issues

#### **Fight against corruption**

Combatting corruption is a critical pillar of the Group's operation, while the Group is committed to demonstrating zero tolerance for such incidents by ensuring that transparency, business ethics and regulatory compliance, which are diffused throughout the range of activities and dictate the professional behavior of its people. To this end, the Group acts through the establishment of policies and procedures, but also through the creation of control mechanisms and compliance with these policies. In particular the Group:

- Implements the Code of Ethics and Conduct.
- Implements a Regulatory Compliance and Anti-Bribery Management System according to the international standards ISO 37001 and ISO 19600.
- Defines specific Policies such as Regulatory Compliance and Corruption and Bribery Control Policy, Gift Policy, Donation and Sponsorship Policy, Travel and Hospitality Expenses Policy, Unhealthy Competition Policy, Conflict of Interest Policy, Affiliate Policy.
- Recognizes and evaluates risks of regulatory compliance, corruption and bribery and takes necessary precautionary measures, where required.
- Monitors the proper implementation of the Code of Ethics and Conduct on a daily basis.
- Organizes targeted training and updates, with physical presence and through e-learning, on the Code of Ethics and policies and procedures to combat Corruption and Bribery for all employees.

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

- Provides the necessary communication channels for the submission of reports / complaints to all interest parties that ensure the anonymity and protection of the whistleblower.
- Ensures the possibility of reporting to the Board of Directors regarding any deviations or concerns with the implementation of the Code.
- Implements due diligence actions to prevent and address issues of corruption and bribery.
- Evaluates partners and suppliers on issues of regulatory compliance, corruption and bribery.
- Evaluates discrepancies and takes the necessary legal action.

### Supply Chain Issues

To address the new challenges arising by supply chain issues, the Group makes sure to incorporate new criteria into its supply chain management procedures, such as the new terms of engagement with suppliers and preference for domestic suppliers to help the Group contribute to stimulating the local economy.

The Group seeks responsible collaboration with all parties involved in the supply chain. The Code of Ethics and Conduct constitutes the basic framework of principles and values that must characterize, among others, the Group's suppliers, subcontractors and partners to maintain transparent and responsible business relations with it.

The Group applies a Procurement Policy that incorporates ESG (Environmental, Social and Governance) criteria for the evaluation and selection of suppliers and partners, with the ultimate goal of contributing to the creation of a supply chain that respects the principles of sustainability and social responsibility.

The Group monitors, assesses and reviews supply chain risks on an annual basis.

Among other incidents that have a significant impact on the achievement of the Group's strategic objectives and may affect its reputation, as well as its business operations and which are related to the supply chain, the following have been identified:

- Shortages of goods, products and raw materials.
- Inability to execute contracts from approved suppliers due to climate disruptions, unstable geopolitical environment, etc.

In addition, the Group acknowledges the risk of incidents of violation of international standards and/or legislation related to the practices of its suppliers as well as the non-sharing of common policies/values with its suppliers. It is noted that potential risks including in the supply chain may arise from not supporting local and domestic suppliers, with a potential reduction in their purchasing power and the wider economic growth and prosperity of the regions of operation. Therefore, the Group consistently prefers to work with local suppliers.

To this end, the Group communicates minimum cooperation requirements and ensures that its cooperating suppliers comply with environmental, energy and social criteria such as:

- Their certification to international standards e.g. ISO 9001, ISO 14001 and ISO 50001.

## **TERNA GROUP**

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

- The implementation of policies and procedures targeting the protection of the environment and the society.
- The availability and use of materials and equipment that, apart from their suitability and usability, have high health and safety standards, are environmentally friendly and belong to a high energy class with low energy consumption.
- Full compliance with the Health and Safety regulatory framework and adherence to the Group's Code of Ethics and Conduct.

### **Human Rights**

Risk management is an important factor for TERNA Group in the protection of human rights. The Group is committed to identifying, preventing and addressing the risks that may cause human rights violations.

To better manage these risks, the Group adopts a number of measures, including:

- Analysis of risks that may affect human rights in all its activities. This analysis helps to identify potential problems and risks that may arise.
- Policies and procedures that promote the protection of human rights. These policies and procedures set out the requirements and practices to be followed to protect workers' rights and prevent violations.
- Educating and raising awareness among its employees about human rights and the importance of protecting them. This helps to increase awareness and compliance with the Group's policies and procedures.
- Audits and evaluations to verify compliance with policies and procedures relating to the protection of human rights. This ensures that the Group's practices comply with standards and requirements.

### **Social and Labor Issues**

Through the adoption of responsible policies, the Group supports the development of both its human capital and the local communities in which it operates and interacts with. Through continuous consultation and efforts to identify and respond to the real needs but also through its own activities, the Group actively participates, supports and considers as a high priority the investment in its people by providing the necessary resources to promote the continuous improvement of the working environment. The Group, to manage social and labor issues:

- Continuously increases its socio-economic footprint.
- Implements a Recruitment and Evaluation Policy with objective and fair selection criteria.
- Implements a Remuneration and Benefits Policy.
- Seeks to increase workplace diversity.
- Provides equal training and education opportunities.
- Implements a Health and Safety Policy.

## TERNA GROUP

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

- Implements a Data Protection and Cookies policy.

### Environmental and Energy Issues

The Group's environmental compliance is an integral part of its strategy and is visible through its policies, strategies and business decisions and actions. Thus, the Group acts purposefully by taking measures that lead to the reduction of adverse environmental effects to ensure both its business continuity and compliance with environmental legislation.

In particular, the Group's environmental strategy on environmental compliance includes:

- Environmental and Energy Management
- Responsible Energy Management
- Mitigation and adaptation to Climate Change
- Protection and Conservation of Biodiversity
- Resource Management and Circular Economy

To ensure environmental compliance both on activity and operational level, internal and external environmental audits are carried out on an annual basis and at regular intervals. Internal environmental inspections are carried out by HSE Department, while external audits are conducted by accredited Certification Bodies and other auditing authorities.

The Group has a Unified Systems Management Policy that commits it to reducing the environmental impact of its operations, reducing energy consumption and greenhouse gas emissions in its buildings and facilities, with the aim of promoting sustainable development within its operating model.

For the immediate achievement of these objectives, the parent company of TERNA Group is certified according to the international standard ISO 50001:2018, in order to achieve the most efficient energy management of its operations. Furthermore, the Group invests in the renewal and regular maintenance of its machinery, aiming to improve its energy efficiency and increase its useful lifetime.

### F. Outlook and Prospects

TERNA Group is one of the largest corporate groups in Greece, with a selective presence also in Southeastern Europe as well as in the Middle East. It is mainly active in the infrastructure sector and specializes in the execution of large-scale and complex public and private projects of a wide range, with substantial budgets and advanced technical expertise, such as road and railway networks, buildings, hospitals, museums, industrial facilities, hydroelectric projects, dams, power plants, etc.

With regard to the increase in operating profitability recorded in the year 2025, it is expected to be sustainable, as it comes mainly from the Construction segment, due to the increased remaining construction backlog.

The Group's prospects from the execution of ongoing projects, as well as from new projects to be undertaken, are expected to generate significant positive multiplier effects for the Greek economy.

The Group, distinguished by its consistency and strong sense of corporate social responsibility, will continue to be a leader in the construction segment. It will invest in its people by providing the necessary resources to promote and continuously improve the working environment, while aiming to

**TERNA GROUP**

Annual Financial Report of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

enhance its financial performance and at the same time generate satisfactory profits for the benefit of its shareholders.

**In the Construction Segment:**

The outlook supports stabilization and further improvement in the segment's financial figures for 2026 and the following years, along with the continued strengthening of the construction backlog, both in Greece and abroad. Activity in the construction segment operate at higher levels compared to 2024, while profit margins remained at satisfactory levels, driven by the project mix as well as the Group's execution capabilities.

The backlog of construction contracts remains at high levels, amounting as of 31.12.2025 to approximately 6.6 bn euros under third-party contracts. The above backlog does not include the sectoral backlog of approximately 2.5 bn euros for new contracts awaiting signature, for projects for which the Group has already been declared the contractor or preferred investor and the signing of construction contracts is expected.

The outlook for the coming years points to an improvement in the segment' financial figures, as the construction backlog remains at high levels.

**In the Quarry/Industry Segment:**

The Group, through its subsidiary TERNA MAG S.A. (via mining licenses and concessions it holds), is active in the extraction and processing of magnesite, as well as its industrial processing for the production of caustic and refractory magnesia products of various qualities and chemical characteristics. Following the actions undertaken during 2025, the Group is in continuous evaluation of its strategy in the Industry sector, aiming at optimizing the utilization of its existing investments, maintaining production readiness and expertise and adapting its operating model to the prevailing market conditions.

Athens, 21st April 2026

On behalf of the Board of Directors

Georgios Perdikaris

Chairman of the BoD

[This page has been intentionally left blank]

## II. INDEPENDENT AUDITOR'S REPORT

(This report has been translated from Greek original version)

To the Shareholders of TERNA TOURIST TECHNICAL AND MARITIME S.A.

### Report on the Audit of the Separate and Consolidated Financial Statements

#### Opinion

We have audited the accompanying separate and consolidated Financial Statements of TERNA TOURIST TECHNICAL AND MARITIME S.A. (the Company), which comprise the separate and consolidated statement of financial position as at December 31, 2025, the separate and consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying separate and consolidated Financial Statements present fairly, in all material respects, the financial position of TERNA TOURIST TECHNICAL AND MARITIME S.A. and its subsidiaries (together the "Group") as at December 31, 2025, their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards that have been adopted by the European Union.

#### Basis for Opinion

We performed our audit in accordance with the International Standards of Auditing (ISA), as these have been integrated to the Greek Legislation. Our responsibilities, under those standards are described in the "Auditor's Responsibilities for the Audit of the separate and consolidated financial statements" section of our report. During our audit, we remained independent of the Company and the Group, in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) as incorporated in Greek legislation and the ethical requirements relevant to the audit of the separate and consolidated financial statements in Greece and we have fulfilled our responsibilities in accordance current legislation requirements and the requirements of the aforementioned IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other information

Management is responsible for the other information. The other information is included in the Board of Directors Report, also referred to in the section "Report on Other Legal and Regulatory Requirements", the Representations of the Members of the Board of Directors, but does not include the financial statements and our auditor's report thereon.

Our opinion on the separate and consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the separate and consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the separate and consolidated financial statements or our knowledge

obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Management for the separate and consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these separate and consolidated financial statements in accordance with International Financial Reporting Standards, as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of separate and consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate and consolidated financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless, management either intends to liquidate the Company and the Group or to cease operations, or has no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the separate and consolidated Financial Statement

Our objectives are to obtain reasonable assurance about whether the separate and consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs as incorporated in Greek Law, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate and consolidated financial statements.

As part of an audit in accordance with ISAs as incorporated in Greek Law, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate and consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company and Group's internal control.
- Evaluate the appropriateness of accounting methods and policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate and consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our

conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the separate and consolidated financial statements, including the disclosures, and whether the separate and consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the separate and consolidated financial statements. We are responsible for the direction, supervision and performance of the Company and its subsidiaries' audit. We remain solely responsible for our audit opinion.

We communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

#### Report on Other Legal and Regulatory Matters

Taking into consideration the fact that under the provisions of Par. 5, Article 2 (part B), Law 4336/2015, the management is responsible for the preparation of the Board of Directors' Report, the following is to be noted:

- a) In our opinion, the Board of Directors' Report has been prepared in compliance with the effective legal requirements of Article 150 and 153, L. 4548/2018, and its content corresponds to the accompanying separate and consolidated financial statements for the year ended as at 31/12/2025.
- b) Based on the knowledge we obtained from our audit for the Company TERNA TOURIST TECHNICAL AND MARITIME S.A. and its environment, we have not identified any material misstatement to the Board of Directors report.

Athens, 21 April 2026

The Chartered Accountant

George Panagopoulos

Registry Number SOEL 36471

**Grant Thornton**

Chartered Accountants Management Consultants  
58, Katehaki Av., 115 25 Athens, Greece  
Registry Number SOEL 127

[This page has been intentionally left blank]

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

**III. ANNUAL FINANCIAL STATEMENTS SEPARATE AND CONSOLIDATED FOR THE YEAR THAT ENDED ON 31 DECEMBER 2025 (1 January - 31 December 2025)**

**In accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union**

The Financial Statements were approved by the Board of Directors of TERNA TOURIST TECHNICAL AND MARITIME S.A. on 21st April 2026 and have been published by being posted on the internet at the website <http://www.terna.gr>. Furthermore, they are also included on the internet at the web-site of the parent company GEK TERNA S.A <http://www.gekterna.com>, according to the decision 8/754/14.04.2016 of the Board of Directors of the Hellenic Capital Market Commission.

[This page has been intentionally left blank]

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

**CONSOLIDATED AND SEPARATE STATEMENT OF FINANCIAL POSITION ON 31<sup>ST</sup> DECEMBER 2025**

	Note	GROUP		COMPANY	
		31.12.2025	31.12.2024 *	31.12.2025	31.12.2024
<b>Non-current assets</b>					
Intangible fixed assets	8.1	25,681	27,627	1,611	1,837
Right of use assets	9	92,008	75,548	90,531	73,727
Tangible fixed assets	10	64,972	64,009	43,523	45,262
Goodwill	8.2	22,615	22,615	0	0
Investment property	11	7,989	8,387	7,366	7,763
Participations in subsidiaries	12	0	0	98,706	103,575
Participations in associates	13	29,698	45,984	3,499	3,999
Participations in joint ventures	13	29,468	27,286	27,715	26,715
Investment in equity interests	19	49,406	37,897	32,285	35,421
Other long-term assets	14	54,741	33,942	66,153	36,770
Deferred Tax Assets	30	9,239	3,512	8,671	3,014
<b>Total non-current assets</b>		<b>385,817</b>	<b>346,807</b>	<b>380,060</b>	<b>338,083</b>
<b>Current assets</b>					
Inventories	15	10,515	46,567	2,221	41,652
Trade receivables	16	543,232	386,946	504,508	338,678
Receivables from contracts with customers	17	197,088	283,377	172,423	249,539
Advances and other receivables	18	143,822	150,585	133,065	138,117
Income tax receivables		2,631	1,082	2,342	1,018
Financial assets at fair value through profit and loss	19	12,122	9,881	12,122	9,881
Short-term part of receivables from derivatives		0	933	0	933
Cash and cash equivalents	20	382,957	314,435	303,312	253,250
<b>Total current assets</b>		<b>1,292,367</b>	<b>1,193,806</b>	<b>1,129,993</b>	<b>1,033,068</b>
<b>TOTAL ASSETS</b>		<b>1,678,184</b>	<b>1,540,613</b>	<b>1,510,053</b>	<b>1,371,151</b>
<b>EQUITY AND LIABILITIES</b>					
Share capital	28	55,460	55,460	55,460	55,460
Share premium account		62,702	62,702	62,702	62,702
Reserves	29	81,562	77,875	78,509	76,116
Retained earnings		177,315	102,852	137,915	60,037
<b>Total equity attributable to the owners of parent</b>		<b>377,039</b>	<b>298,889</b>	<b>334,586</b>	<b>254,315</b>
Non-controlling interests		15,042	11,116	0	0
<b>Total equity</b>		<b>392,081</b>	<b>310,005</b>	<b>334,586</b>	<b>254,315</b>
<b>Non-current liabilities</b>					
Long-term loans	21	72,987	103,133	70,987	100,633
Liabilities from leases	22	63,977	57,136	63,119	55,910
Other long-term liabilities	27	206,020	155,043	197,639	146,048

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

	Note	GROUP		COMPANY	
		31.12.2025	31.12.2024 *	31.12.2025	31.12.2024
Other provisions	24	8,453	8,693	6,909	7,071
Provisions for staff leaving indemnities	23	3,756	3,194	3,275	2,679
Grants	25	3,566	3,500	0	0
Deferred tax liabilities	30	15,436	29,614	1,536	19,503
<b>Total non-current liabilities</b>		<b>374,195</b>	<b>360,313</b>	<b>343,465</b>	<b>331,844</b>
<b>Current liabilities</b>					
Suppliers	26	300,920	373,553	268,323	339,333
Short term loans	21	26,151	86,127	25,484	85,073
Long term liabilities payable during the next financial year	21	47,941	6,324	47,374	4,935
Short-term part liabilities from leases	22	23,670	16,391	22,987	15,756
Liabilities from contracts with customers	17	354,338	289,774	321,486	245,824
Accrued and other short term liabilities	27	133,165	95,405	122,260	91,531
Income tax payable		25,723	2,721	24,088	2,540
<b>Total current Liabilities</b>		<b>911,908</b>	<b>870,295</b>	<b>832,002</b>	<b>784,992</b>
<b>Total Liabilities</b>		<b>1,286,103</b>	<b>1,230,608</b>	<b>1,175,467</b>	<b>1,116,836</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,678,184</b>	<b>1,540,613</b>	<b>1,510,053</b>	<b>1,371,151</b>

The accompanying notes form an integral part of the Annual Separate and Consolidated Financial Statements.

\* The Group's comparative figures for the year ended 31 December 2024, specifically the balances of "Goodwill," "Intangible Assets," and "Deferred Tax Liabilities," have been restated due to the finalization of the PPA of the acquired companies (see Note 7).

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

**CONSOLIDATED AND SEPARATE STATEMENT OF COMPREHENSIVE INCOME FOR FISCAL YEAR 2025**

Profit and Loss	Note	GROUP		COMPANY	
		1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
Turnover	31	1,700,327	1,300,181	1,572,527	1,250,171
Cost of sales	32	(1,506,788)	(1,157,329)	(1,401,059)	(1,116,163)
<b>Gross profit/(loss)</b>		<b>193,539</b>	<b>142,852</b>	<b>171,468</b>	<b>134,008</b>
Administrative and distribution expenses	32	(34,717)	(34,679)	(25,748)	(27,544)
Research and development expenses	32	(1,289)	(1,685)	(1,350)	(1,390)
Other income/(expenses)	34	(110)	(55,074)	164	1,542
<b>Results before taxes, financing and investing activities</b>		<b>157,423</b>	<b>51,414</b>	<b>144,534</b>	<b>106,616</b>
Net financial income/(expenses)	36	(11,173)	(14,448)	(10,607)	(12,316)
Profit/(loss) from valuation of participations and securities	35	791	0	(12,515)	(34,435)
Income/(losses) from participations and other securities	35	824	1,700	26,563	6,654
Profit/(loss) from the consolidation of associates under the equity method	13	(4,301)	4,345	0	0
Profit/(loss) from the consolidation of joint ventures under the equity method	13	2,922	2,070	0	0
<b>Earnings/(Losses) before taxes</b>		<b>146,486</b>	<b>45,081</b>	<b>147,975</b>	<b>66,519</b>
Income tax	30	(42,406)	(28,862)	(38,558)	(27,746)
<b>Net Earnings/(losses) after taxes</b>		<b>104,080</b>	<b>16,219</b>	<b>109,417</b>	<b>38,773</b>
<b>Other Comprehensive Income/(Expenses)</b>					
<i>a) Other Comprehensive Income/(expenses) that will be transferred to Income Statement in subsequent periods</i>					
Translation differences from incorporation of foreign entities					
-Gain/(Losses) current period		1,049	(325)	1,410	(422)
<b>Total</b>		<b>1,049</b>	<b>(325)</b>	<b>1,410</b>	<b>(422)</b>
<i>b) Other Comprehensive Income/(expenses) that will be not transferred to Income Statement in subsequent periods</i>					
Valuation of investments in equity interests	19	15,604	8,280	11,643	9,862
Actuarial gains/(losses) on defined benefit pension plan	23	(143)	(208)	(144)	(208)
Proportion in Other comprehensive income of associates	13	(2)	(1)	0	0
Proportion in Other comprehensive income of joint ventures	13	8	0	0	0
Tax corresponding to the above results	30	(1,540)	(2,124)	(669)	(2,124)
<b>Total</b>		<b>13,927</b>	<b>5,947</b>	<b>10,830</b>	<b>7,530</b>
<b>Net Other Comprehensive Income</b>		<b>14,976</b>	<b>5,622</b>	<b>12,240</b>	<b>7,108</b>
<b>Total comprehensive income</b>		<b>119,056</b>	<b>21,841</b>	<b>121,657</b>	<b>45,881</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	Note	GROUP		COMPANY	
		1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
<b>Profit and Loss</b>					
<b>Net earnings/(losses) attributed to:</b>					
Shareholders of the parent		106,730	45,841		
Non-controlling interests		(2,650)	(29,622)		
<b>Net Earnings/(losses) after taxes</b>		<b>104,080</b>	<b>16,219</b>		
<b>Total comprehensive income/(losses) attributed to:</b>					
Shareholders of the parent		120,263	51,461		
Non-controlling interests		(1,207)	(29,620)		
<b>Total comprehensive income</b>		<b>119,056</b>	<b>21,841</b>		

*The accompanying notes form an integral part of these Separate and Consolidated Financial Statements.*

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

**CONSOLIDATED AND SEPARATE STATEMENT OF CASH FLOWS FOR FISCAL YEAR 2025**

	Note	GROUP		COMPANY	
		1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
<b>Cash flows from operating activities</b>					
<b>Profit/(loss) before tax</b>		<b>146,486</b>	<b>45,081</b>	<b>147,975</b>	<b>66,519</b>
<i>Adjustments for the agreement of the net flows from the operating activities</i>					
Depreciation	8.1,9,10	29,467	26,619	25,094	20,838
Fixed assets grants amortization	34	(202)	(158)	0	0
Provisions		3,885	2,806	3,773	2,915
Impairments	34	2,094	54,494	11,989	35,336
Other non-cash expenses/(revenue)		(5,170)	(356)	(105)	(13)
Interest and related revenue	36	(1,441)	(652)	(1,408)	(2,317)
Interest and other financial expenses	36	11,681	16,033	11,083	15,566
Results from derivatives	36	933	(933)	933	(933)
Results from associates and joint ventures	13	1,379	(6,415)	0	0
Results from participations and securities	35	(1,615)	(1,700)	(27,354)	(6,654)
Results from investment property	11	398	(218)	398	(218)
Results from fixed assets		(253)	(391)	(288)	(2,466)
Foreign exchange differences		864	710	448	846
Share based payments	29	5,948	7,252	5,948	7,252
<b>Operating profit/(loss) before changes in working capital</b>		<b>194,454</b>	<b>142,172</b>	<b>178,486</b>	<b>136,671</b>
<b>(Increase)/Decrease in:</b>					
Inventories		35,847	(35,540)	39,162	(37,713)
Trade receivables		(68,295)	56,874	(87,692)	51,875
Prepayments and other receivables		17,095	(66,327)	21,686	(64,562)
<b>Increase/(Decrease) in:</b>					
Suppliers		(76,823)	54,793	(74,999)	51,827
Accruals and other liabilities		157,659	(21,764)	161,952	(10,238)
Income tax (Payments)/Receipts		(44,514)	(20,604)	(42,641)	(19,010)
<b>Net cash flows from operating activities</b>		<b>215,423</b>	<b>109,604</b>	<b>195,954</b>	<b>108,850</b>
<b>Cash flows from investing activities</b>					
Proceeds from disposals of fixed assets		312	713	375	788
Payments for purchases of fixed assets		(13,762)	(12,670)	(7,032)	(4,321)
Proceeds from grants	25	299	470	0	0
Interest and related income received		865	372	660	316
Payments for acquisition of subsidiaries		(4,396)	(25,781)	(4,396)	(25,781)
Cash and cash equivalent of the companies acquired or whose consolidation was discontinued	7	5,073	4,996	0	0
Proceeds from sale or decrease in participating interest in associates and joint ventures (JVs)		0	3,454	0	3,454

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

	Note	GROUP		COMPANY	
		1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
Payments for acquisition or increase in participating interest in associates and joint ventures (JVs)		(6,500)	(14,499)	(6,500)	(14,499)
Proceeds from sale of shares, bonds and other securities		12,213	119	11,178	119
Payments for acquisition of shares, bonds and other securities		(2,035)	(46)	(2,035)	(46)
Receipts of Dividends		17,358	1,066	22,157	1,066
Proceeds from issued loans		2,100	0	4,226	34,181
Issued loans		(6,500)	0	(17,006)	(3,110)
Proceeds from lease receivables		16,322	12,678	16,322	12,678
Payments for acquisition of assets for issued leases		(44,329)	0	(44,329)	0
<b>Net cash flows for investing activities</b>		<b>(22,980)</b>	<b>(29,128)</b>	<b>(26,380)</b>	<b>4,845</b>
<b>Cash flows from financing activities</b>					
Payments from changes in subsidiaries without loss of control		(409)	0	(670)	0
Receipts from increase of share capital in subsidiaries from non-controlling interests		0	30,612	0	0
Proceeds for short term loans	21	35,000	45,561	35,000	45,560
Payments for short term loans	21	(95,913)	(1,467)	(95,521)	0
Proceeds for long term loans	21	15,000	0	15,000	0
Payments for long term loans	21	(5,389)	(38,464)	(4,000)	(37,740)
Payments for leases	22	(24,549)	(18,763)	(23,703)	(18,241)
Dividends paid to equity holders of parent	29	(40,000)	(15,000)	(40,000)	(15,000)
Dividends paid to non-controlling interest		(1,026)	(650)	0	0
Interest and other financial expenses paid		(5,255)	(8,984)	(4,810)	(8,311)
<b>Net cash flows from financing activities</b>		<b>(122,541)</b>	<b>(7,155)</b>	<b>(118,704)</b>	<b>(33,732)</b>
<b>Net increase /(decrease) of cash and cash equivalents</b>		<b>69,902</b>	<b>73,321</b>	<b>50,870</b>	<b>79,963</b>
Effect of foreign exchange rate differences in cash		(1,380)	444	(808)	90
<b>Cash and cash equivalents at the beginning of the period</b>	20	<b>314,435</b>	<b>240,670</b>	<b>253,250</b>	<b>173,197</b>
<b>Cash and cash equivalents at the end of the period</b>	20	<b>382,957</b>	<b>314,435</b>	<b>303,312</b>	<b>253,250</b>

The accompanying notes form an integral part of these Separate and Consolidated Financial Statements.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)***CONSOLIDATED AND SEPARATE STATEMENT OF CHANGES IN EQUITY FOR FISCAL YEAR 2025**

<b>COMPANY</b>	<b>Note</b>	<b>Share capital</b>	<b>Share premium</b>	<b>Reserves</b>	<b>Retained earnings</b>	<b>Total</b>
<b>1st January 2025</b>		<b>55,460</b>	<b>62,702</b>	<b>76,116</b>	<b>60,037</b>	<b>254,315</b>
Total comprehensive income		0	0	12,241	109,416	<b>121,657</b>
Distribution of dividends	29	0	0	0	(40,000)	<b>(40,000)</b>
Share based payments	29	0	0	(1,388)	0	<b>(1,388)</b>
Termination in consolidation of joint entity		0	0	0	2	<b>2</b>
Transfers/other movements	29	0	0	(8,460)	8,460	<b>0</b>
<b>31st December 2025</b>		<b>55,460</b>	<b>62,702</b>	<b>78,509</b>	<b>137,915</b>	<b>334,586</b>

<b>COMPANY</b>	<b>Note</b>	<b>Share capital</b>	<b>Share premium</b>	<b>Reserves</b>	<b>Retained earnings</b>	<b>Total</b>
<b>1st January 2024</b>		<b>55,460</b>	<b>62,702</b>	<b>57,950</b>	<b>41,401</b>	<b>217,513</b>
Total comprehensive income		0	0	7,108	38,773	<b>45,881</b>
Distribution of dividends		0	0	0	(15,000)	<b>(15,000)</b>
Share based payments		0	0	5,921	0	<b>5,921</b>
Formation of reserves		0	0	5,137	(5,137)	<b>0</b>
<b>31st December 2024</b>		<b>55,460</b>	<b>62,702</b>	<b>76,116</b>	<b>60,037</b>	<b>254,315</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

<b>GROUP</b>	<b>Note</b>	<b>Share capital</b>	<b>Share premium</b>	<b>Reserves</b>	<b>Retained earnings</b>	<b>Sub-Total</b>	<b>Non-Controlling</b>	<b>Total</b>
<b>1st January 2025</b>		<b>55,460</b>	<b>62,702</b>	<b>77,875</b>	<b>102,852</b>	<b>298,889</b>	<b>11,116</b>	<b>310,005</b>
Total comprehensive income		0	0	13,534	106,729	<b>120,263</b>	(1,207)	<b>119,056</b>
Distribution of dividends	29	0	0	0	(40,000)	<b>(40,000)</b>	(516)	<b>(40,516)</b>
Share based payments	29	0	0	(1,388)	0	<b>(1,388)</b>	0	<b>(1,388)</b>
Change due to acquisition of a subsidiary	7	0	0	1	(728)	<b>(727)</b>	5,649	<b>4,922</b>
Termination in consolidation of joint entity		0	0	0	2	<b>2</b>	0	<b>2</b>
Transfers/Other	29	0	0	(8,460)	8,460	<b>0</b>	0	<b>0</b>
<b>31st December 2025</b>		<b>55,460</b>	<b>62,702</b>	<b>81,562</b>	<b>177,315</b>	<b>377,039</b>	<b>15,042</b>	<b>392,081</b>
<b>GROUP</b>	<b>Note</b>	<b>Share capital</b>	<b>Share premium</b>	<b>Reserves</b>	<b>Retained earnings</b>	<b>Sub-Total</b>	<b>Non-Controlling</b>	<b>Total</b>
<b>1st January 2024</b>		<b>55,460</b>	<b>62,702</b>	<b>61,194</b>	<b>77,151</b>	<b>256,507</b>	<b>9,692</b>	<b>266,199</b>
Total comprehensive income		0	0	5,622	45,839	<b>51,461</b>	(29,620)	<b>21,841</b>
Share capital increase of subsidiaries		0	0	0	0	<b>0</b>	30,612	<b>30,612</b>
Distribution of dividends		0	0	0	(15,000)	<b>(15,000)</b>	0	<b>(15,000)</b>
Share based payments		0	0	5,921	0	<b>5,921</b>	0	<b>5,921</b>
Change due to acquisition of a subsidiary		0	0	0	0	<b>0</b>	432	<b>432</b>
Formation of reserves		0	0	5,138	(5,138)	<b>0</b>	0	<b>0</b>
<b>31st December 2024</b>		<b>55,460</b>	<b>62,702</b>	<b>77,875</b>	<b>102,852</b>	<b>298,889</b>	<b>11,116</b>	<b>310,005</b>

*The accompanying notes form an integral part of these Separate and Consolidated Financial Statements.*

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

### **NOTES ON THE FINANCIAL STATEMENTS**

#### **1 GENERAL INFORMATION FOR THE GROUP AND THE COMPANY**

“TERNA TOURIST TECHNICAL AND MARITIME S.A.” (the “Company” or “TERNA”), as renamed from LITHOS SOCIETE ANONYME COMPANY by virtue of the decision dated 06.11.2008 by the Extraordinary General Shareholders Meeting, which was published in the Government Gazette Issue 14207/30.12.2008 (S.A. & LTD Issue), is registered in the Société Anonyme Registrar of the Athens Prefecture, under Reg. No.56330/01/B/04/506(08). The company’s duration has been set to ninety (90) years.

The share capital of the Company amounts to fifty-five million four hundred and sixty thousand (55,460,000) euros divided into five hundred and fifty-four thousand six hundred (554,600) common nominal shares with a nominal value of one hundred (100) euros each.

The basic sector in which the Company and Group are active is constructions. TERNA holds a 7th grade construction certificate and its main activity is to undertake and carry out public and private construction projects of any kind. According to the legislation in effect, companies that hold a 7th grade construction certificate may undertake public projects of over 35 million Euros. There is no upper limit to the budget of the projects that the Group may independently undertake. The Group’s construction activities now extend beyond Greece, in the Balkans.

Moreover, TERNA owns and manages a quarry and trades and supplies its construction segment with inert materials.

The Group is engaged in the production of quarry products and in the extraction and processing of magnesite, namely in the production of magnesite-based products, through the licenses and mining concessions it holds via the subsidiary company TERNA MAG.

Furthermore, the Group through its participation in the affiliated company HERON ENERGY S.A., continues its activities in the production of electric energy from thermal sources.

The consolidated financial statements of TERNA are included in the consolidated financial statements of its parent GEK TERNA S.A., which during the reporting date of the Statement of Financial Position, owned 100% of its share capital (31.12.2024: 100%).

#### **2 BASIS FOR THE PRESENTATION OF THE FINANCIAL STATEMENTS**

##### **2.1 Basis for the Presentation of financial statements**

The Company’s separate and consolidated Financial Statements as of 31<sup>st</sup> December 2025 covering the annual period starting on January 1st until December 2025 have been prepared according to the International Financial Reporting Standards (IFRS), published by the International Accounting Standards Board (IASB) and according to their interpretations, published by the International Financial Reporting Interpretations Committee (IFRIC) and adopted by the European Union until 31st December 2025.

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

The Group applies all the International Accounting Standards, International Financial Reporting Standards and their Interpretations, which apply to the Group's activities. The relevant accounting policies, a summary of which is presented below in Note 4, have been applied consistently in all the periods presented.

### **2.2 Going concern**

The Group's management estimates that the Company and its subsidiaries hold sufficient resources, which ensure their operation as "Going Concern" in the foreseeable future.

The going concern assumption is also based on estimates related to the potential impacts of the ongoing military conflicts in the wider region of Ukraine and the Middle East.

The Management has estimated that there is no material uncertainty regarding the continuation of the activity of the Group and the Company, thus implementing the framework for preparing the financial statements for the financial year ended on 31.12.2025.

### **2.3 Basis of measurement**

The accompanying separate and consolidated Financial Statements as of December 31st, 2025, have been prepared according to the principle of historical cost, apart from the cases of investment property, investments in equity securities, derivative financial instruments and financial assets recorded at fair value through profit or loss, which are measured at fair value.

### **2.4 Presentation currency**

The presentation currency is Euro (the currency of the Group's parent domicile) and all the amounts are presented in thousand Euro unless otherwise mentioned.

### **2.5 Comparability**

The comparative items of the Consolidated Statement of Financial Position for the year ended 31.12.2024 have been restated due to the Purchase Price Allocation and the finalization of the related goodwill of the companies acquired in 2024, as the Group exercised the option provided under IFRS 3 "Business Combinations" to finalize the above items within 12 months from the date of acquisition of control (see Note 7 for further details).

### **2.6 Use of estimates**

The preparation of the Financial Statements according to IFRS requires the use of estimates and judgments on the application of the Company's accounting policies. Judgments, assumptions and estimates of the Management affect the amount of valuation of several asset and liability items, the amount recognized during the year regarding specific income and expenses as well as the presented estimates of contingent liabilities.

Assumptions and estimates are assessed on an on-going basis according to historic experience and other factors, including expectations of future event outcomes, considered reasonable given the

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

current conditions. The estimates and assumptions relate to the future and, consequently, the actual results may differ from the accounting calculations.

The areas that require the highest degree of judgment as well as the areas in which estimates and assumptions have a significant effect on the Consolidated Financial Statements are presented in Note 3 of the Financial Statements.

### **2.7 New Standards, Interpretations and Amendments to Standards**

The accounting principles applied for the preparation of the Financial Statements are the same as those applied for the preparation of the annual Financial Statements of the Group and the Company for FY ended as of 31 December 2024, apart from the adoption of several new accounting standards, whose application was mandatory in the European Union for FYs beginning as at January 1st, 2025 (see Notes 2.7.1 and 2.7.2).

#### **2.7.1 New Standards, Interpretations, Revisions and Amendments to existing Standards that are effective and have been adopted by the European Union**

The following new Standards, Interpretations and amendments of IFRSs have been issued by the International Accounting Standards Board (IASB), are adopted by the European Union and their application is mandatory from or after 01.01.2025.

##### **Amendments to IAS 21 “The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability” (effective for annual periods starting on or after 01.01.2025)**

In August 2023, the International Accounting Standards Board (IASB) issued amendments to IAS 21 “The Effects of Changes in Foreign Exchange Rates” that require entities to provide more useful information in their financial statements when a currency cannot be exchanged into another currency. The amendments introduce a definition of currency exchangeability and the process by which an entity should assess this exchangeability. In addition, the amendments provide guidance on how an entity should estimate a spot exchange rate in cases where a currency is not exchangeable and require additional disclosures in cases where an entity has estimated a spot exchange rate due to a lack of exchangeability. The above have been adopted by the European Union with effective date of 01.01.2025. The amendments do not affect the consolidated Financial Statements.

#### **2.7.2 New Standards, Interpretations, Revisions and Amendments to existing Standards that have not been applied yet or have not been adopted by the European Union**

The following new Standards, Interpretations and amendments of IFRSs have been issued by the International Accounting Standards Board (IASB), but their application has not started yet or they have not been adopted by the European Union.

##### **IFRS 9 & IFRS 7 “Amendments to the Classification and Measurement of Financial Instruments” (effective for annual periods starting on or after 01.01.2026)**

In May 2024, the International Accounting Standards Board (IASB) issued amendments to the Classification and Measurement of Financial Instruments which amended IFRS 9 “Financial Instruments” and IFRS 7 “Financial Instruments: Disclosures”. Specifically, the new amendments clarify when a financial liability should be derecognized when it is settled by electronic payment. Also, the

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

amendments provide additional guidance for assessing contractual cash flow characteristics to financial assets with features related to ESG-linked features (environmental, social and governance). IASB amended disclosure requirements relating to investments in equity instruments designated at fair value through other comprehensive income and added disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs. The Group will examine the impact of the above on its Financial Statements. The above have been adopted by the European Union with effective date of 01.01.2026.

### **Amendments to IFRS 9 and IFRS 7 “Contracts Referencing Nature-dependent Electricity” (effective for annual periods starting on or after 01.01.2026)**

On 18 December 2024, the International Accounting Standards Board (IASB) issued amendments to IFRS 9 “Financial Instruments” and IFRS 7 “Financial Instruments: Disclosures” to help companies better report the financial effects of nature-dependent electricity contracts, which are often structured as power purchase agreements (PPAs). Nature-dependent electricity contracts help companies to secure their electricity supply from sources such as wind and solar power. The amount of electricity generated under these contracts can vary based on uncontrollable factors such as weather conditions. The amendments allow companies to better reflect these contracts in the financial statements, by a) clarifying the application of the ‘own-use’ requirements, b) permitting hedge accounting if these contracts are used as hedging instruments and c) adding new disclosure requirements to enable investors to understand the effect of these contracts on a company’s financial performance and cash flows. The amendments are effective for accounting periods on or after 1 January 2026, with early application permitted. The Group will examine the impact of the above on its Financial Statements. The above have been adopted by the European Union with effective date of 01.01.2026.

### **Annual Improvements to IFRS Standards-Volume 11 (effective for annual periods starting on or after 01.01.2026)**

In July 2024, the IASB issued the “Annual Improvements to IFRS Accounting Standards-Volume 11” addressing minor amendments to the following Standards: IFRS 1 “First-time Adoption of International Financial Reporting Standards”, IFRS 7 “Financial Instruments: Disclosures”, IFRS 9 “Financial Instruments”, IFRS 10 “Consolidated Financial Statements” and IAS 7 “Statement of Cash Flows”. The amendments are effective for accounting periods on or after 1 January 2026. The Group will examine the impact of the above on its Financial Statements. The above have been adopted by the European Union with effective date of 01.01.2026.

### **IFRS 18 “Presentation and Disclosure in Financial Statements” (effective for annual periods starting on or after 01.01.2027)**

In April 2024, the International Accounting Standards Board (IASB) issued a new standard, IFRS 18, which replaces IAS 1 “Presentation of Financial Statements”. The objective of the Standard is to improve how information is communicated in an entity’s financial statements, particularly in the statement of profit or loss and in its notes to the financial statements. Specifically, the Standard will improve the quality of financial reporting due to a) the requirement of defined subtotals in the statement of profit or loss, b) the requirement of the disclosure about management-defined performance measures and c) the new principles for aggregation and disaggregation of information. The Group will examine the impact of the above on its Financial Statements. The above have been adopted by the European Union with effective date of 01.01.2027.

**IFRS 19 “Subsidiaries without Public Accountability: Disclosures” (effective for annual periods starting on or after 01.01.2027)**

In May 2024, the International Accounting Standards Board issued a new standard, IFRS 19 “Subsidiaries without Public Accountability: Disclosures”. The new standard allows eligible entities to elect to apply IFRS 19 reduced disclosure requirements instead of the disclosure requirements set out in other IFRS. IFRS 19 works alongside other IFRS, with eligible subsidiaries applying the measurement, recognition and presentation requirements set out in other IFRS and the reduced disclosures outlined in IFRS 19. This simplifies the preparation of IFRS financial statements for the subsidiaries that are in-scope of this standard while maintaining at the same time the usefulness of those financial statements for their users. IFRS 19 is effective from annual reporting periods beginning on or after 1 January 2027, with early adoption permitted. The Group will examine the impact of the above on its Financial Statements, though it is not expected to have any. The above have not been adopted by the European Union.

**Amendments to IFRS 19 “Subsidiaries without Public Accountability: Disclosures” (effective for annual periods starting on or after 01.01.2027)**

IFRS 19 “Subsidiaries without Public Accountability: Disclosures” was developed based on the disclosure requirements in other IFRS Accounting Standards as at 28 February 2021. At the time of its issuance, IFRS 19 did not include reduced disclosure requirements introduced or amended after that date. In August 2025, the IASB amended IFRS 19 to incorporate reduced disclosure requirements for new and amended IFRS Accounting Standards issued between February 2021 and May 2024. IFRS 19 will continue to be updated when new or amended IFRS Accounting Standards are issued. The Group will examine the impact of the above on its Financial Statements of its subsidiaries. The above have not been adopted by the European Union.

**Amendments to IAS 21 “The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency” (effective for annual periods starting on or after 01.01.2027)**

In November 2025, the International Accounting Standards Board (IASB) issued amendments to IAS 21 “The Effects of Changes in Foreign Exchange Rates” to clarify how entities should translate financial statements from a non-hyperinflationary functional currency into a hyperinflationary presentation currency. Under the amendments, all amounts in the financial statements (assets, liabilities, equity, income, expenses, including comparatives) shall be translated at the closing rate at the date of the most recent statement of financial position. Previously, assets and liabilities were translated at the closing rate, but income and expenses were translated at transaction rates. In addition, when an entity applies IAS 29 “Financial Reporting in Hyperinflationary Economies” to a foreign operation whose functional currency is not hyperinflationary, comparative amounts for that foreign operation are restated using a general price index rather than the closing rate. The amendments also introduce additional disclosure requirements, including disclosures regarding the application of the new translation requirements, instances where the presentation currency ceases to be hyperinflationary and the provision of summarized financial information for affected foreign operations. The amendments are effective for annual reporting periods beginning on or after 1 January 2027, with early application permitted. The Group will examine the impact of the above on its Financial Statements. The above have not been adopted by the European Union.

### **3 SIGNIFICANT ACCOUNTING ESTIMATES AND MANAGEMENT ASSESSMENTS**

Preparation of Financial Statements in accordance with the International Financial Reporting Standards (IFRS) requires the Management to make judgments, estimates and assumptions which affect assets and liabilities, contingent receivables and liabilities disclosures as well as revenue and expenses during the presented periods.

In particular, the amounts included in or affecting the financial statements, as well as the related disclosures, are estimated through making assumptions about values or conditions that cannot be known with certainty at the time of preparation of the financial statements and therefore, actual results may differ from what has been estimated. An accounting estimate is considered significant when it is material to the financial position and income statement of the Group and requires the most difficult, subjective or complex judgments of the Management. Estimates and judgments of the Management are based on past experience and other factors, including expectations for future events, judged to be reasonable in the circumstances. Estimates and judgments are continually reassessed on the basis of all the available data and information.

Key estimates and evaluations referring to the data whose development could affect the financial statements items in the upcoming 12 months are as follows:

#### **3.1 Significant judgments of the Management**

Key judgments of the Management applied while implementing the Group and the Company accounting policies, which have the most significant impact on the financial statements (apart from those analyzed in Note 3.2) are analyzed as follows:

##### **i) Acquisition of “business” according to the definition provided in IFRS 3 or acquisition of assets**

In accordance with IFRS 3 "Business Combinations", the Management determines whether a transaction or other event constitutes a business combination in accordance with the relevant definition of the Standard, i.e. whether the assets acquired and liabilities assumed constitute a "business". In the event the acquired assets do not constitute a business, then the Group manages the transaction or other event as an acquisition of an asset. According to IFRS 3, the term "business" is defined as an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members or participants. The accounting treatment of a business combination is carried out in accordance with the accounting policy described in Note 4.2.

##### **ii) Recognition of revenue from construction contracts**

Managing revenue and expenses from a construction contract depends on whether the final result of the contract implementation can be reliably estimated (and is expected to bring profit to the constructor or the result of the implementation are expected to be loss-bearing). When the outcome of a construction contract can be reliably estimated, then revenue and expense of the contract are recognized over the term of the contract, respectively, as revenue and expense.

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

---

The Group uses the completion stage to determine the appropriate amount of revenue and expense which it will recognize in a specific period. In particular, based on the input method under IFRS 15, the construction cost at every reporting date is compared to the total budgeted cost in order to determine the percentage of completion. The completion stage is measured on the basis of the contractual costs incurred until the reporting date in relation to the total estimated cost of every construction project. The Group, therefore, makes significant estimates regarding the gross result with which every construction contract will be implemented (total budgeted cost of the construction contract implementation).

### **iii) Consolidation of subsidiaries in which the Group holds a non-majority percentage of voting rights (de facto control)**

The Group assesses in each reporting period the existence of control over subsidiaries in which it holds a participation percentage of voting rights of less than 50%, based on the conditions specified in IFRS 10. Specifically, the Group, based on its existing rights, assesses whether it has the possibility to direct any business activities that significantly affect the return of the subject companies, i.e. the relevant activities, assessing in addition any cases where the Group maintains significant participation/investment, has the right to receive variable returns from its participation in the subject companies and has the ability to influence the level of their returns.

## **3.2 Estimates and assumptions**

Specific amounts that are either included or affect the Financial Statements and the related disclosures are estimated, necessitating to make assumptions about values or conditions that cannot be known with certainty during the period of the Financial Statements preparation. An accounting estimate is considered significant when it is material to the financial position and the income statement of the Group and requires most difficult, subjective or complex judgments of the Management. The Group assesses such estimates on an ongoing basis, based on historical results and experience, through meetings with specialists, applying trends and other methods considered reasonable in the circumstances, as well as making projections regarding potential changes in the future.

### **i) Recognition of deferred tax assets**

The extent, to which deferred tax assets are recognized for unused tax losses, is based on the judgment regarding the extent, to which it is probable that sufficient taxable profits will be offset with these tax losses.

In order to determine the amount of a deferred tax asset that can be recognized, significant judgments of the Group's Management are required, based on future taxable profits, combined with future tax strategies to be pursued, as well as the uncertainties dominating in various tax frameworks, within which the Group operates (for further information please refer to Note 30).

### **ii) Impairment of non-financial assets and goodwill**

Non-financial assets are tested for impairment whenever events or changes in the effective conditions indicate that their book value may not be recoverable in accordance with the accounting policy described in Note 4.6. Goodwill, intangible assets with indefinite economic lives and intangible assets with finite economic lives for which amortization has not yet begun are tested for impairment at least

annually.

**iii) Useful lives of depreciated assets**

For the purpose of calculating depreciation, the Group examines the useful life and residual value of tangible and intangible assets in every reporting period in the light of technological, institutional and economic developments as well as the experience of their exploitation. As at 31.12.2025 the Management estimated that the useful lives of the other depreciable assets represent their expected useful value.

**iv) Fair value measurement of investment property**

In order to measure the value of its investment property, in cases when active market prices are available, the Group determines the fair value based on the valuation reports prepared by independent valuers. If no objective data is available, in particular, due to economic conditions, the Management measures such values based on its past experience, taking into account the available data (further information is presented in Note 11).

**v) Fair value measurement**

The Management uses valuation techniques to determine the fair value of financial instruments (when no active market prices are available) and non-financial assets. This procedure involves making estimates and assumptions about the consideration that market participants would pay to acquire these financial instruments.

The Management bases its assumptions on observable data, but it is not always feasible. In such cases, the Management uses the best available information for its estimates, based on its past experience, also taking into account the available information. Estimated fair values may differ from the actual values that would be made in the context of an ordinary transaction at the reporting date of the financial statements (further information is provided in Note 41).

**vi) Inventory**

To facilitate valuation of inventories, the Group estimates, based on statistical valuation reports and market conditions, the expected selling prices and the costs of processing and disposing the items per inventory category.

**vii) Estimates when calculating value in use of Cash Generating Units (CGU)**

The Group conducts a related impairment test of investments in subsidiaries, joint ventures and associates whenever there is evidence of impairment in accordance with the provisions of IAS 36. If it is established that there are reasons for impairment, it is necessary to calculate value in use and fair value less costs to sell regarding every CGU. Recoverable amounts of CGUs are determined for impairment tests purposes, based on the value in use calculation, which requires making estimates. For the purpose of calculating value in use, estimated cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money as well as the risks associated with particular CGU (further information is provided in Note 12).

**viii) Provision for income tax**

Provision for income tax based on IAS 12 is calculated by estimating the taxes to be paid to tax authorities and includes the current income tax for every financial year and a provision for additional taxes that might arise during tax inspections.

The Group's companies are subject to various income taxation legislations. Significant estimates are required in order to determine the total provision for income tax, as presented in the Statement of Financial Position.

The final tax determination is uncertain in respect of specific transactions and calculations. The Group recognizes liabilities for the projected tax issues based on the calculations as to the extent to which additional taxation will arise. In cases where the final tax result differs from the initially recognized amount, the differences affect the provisions for income tax and deferred tax for the period when it had been determined (for further information please refer to Note 30).

**ix) Contingent liabilities and receivables**

The existence of contingent liabilities and receivables requires the management to make assumptions and judgments on on-going basis about the probability that future events will occur or not occur as well as the possible consequences that these events may have on the Company's operations. Determining contingent liabilities and receivables is a complex procedure that includes judgments regarding future events, laws, regulations, etc. Changes in judgements or interpretations are likely to lead to an increase or decrease in the Company's contingent liabilities in the future. When additional information becomes available, the Group's Management reviews the facts, based on which it may also have to review its estimates (see Note 43).

**x) Provisions for expected credit losses from receivables from clients**

The Group and the Company apply the simplified approach under the provisions of IFRS 9 for calculation of expected credit losses. Under the aforementioned approach, provision for impairment is measured at an amount equal to the expected lifetime loss for the receivables from customers and the contractual assets. The Group and the Company have made provisions for bad receivables in order to adequately cover the loss that can be reliably estimated and arises from these receivables. In every reporting period, the provision that has been made is adjusted and the changes are recognized in the income statement (further information is presented in Notes 16, 17 and 18).

**4 SUMMARY OF KEY ACCOUNTING PRINCIPLES****A. Significant Accounting Principles**

The principal accounting policies adopted in the preparation of the accompanying Company and Consolidated Financial Statements are as follows:

**4.1 Basis for consolidation**

The accompanying consolidated financial statements include the financial statements of TERNA S.A. and its subsidiaries as at 31.12.2025. The date of preparation of the financial statements of the

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

subsidiaries coincides with that of the parent.

Intra-group transactions and balances have been eliminated in the accompanying consolidated financial statements. Where required, the accounting policies of subsidiaries have been amended to ensure consistency with the accounting policies adopted by the Group. Note 5 provides a complete list of consolidated subsidiaries in line with the participating interest, held by the Group.

Subsidiaries are consolidated from the date the Group acquires control over them and they cease to be consolidated at the date of termination of this control.

Non-controlling interests constitute the component of equity of a subsidiary not directly or indirectly attributable to the parent. Losses relating to non-controlling interests (minority interests) of a subsidiary may exceed the rights of non-controlling interests in the subsidiary's equity.

Gains or losses and every component of other comprehensive income are accounted for both by the owners of the parent and the non-controlling interests, even if, as a result, such non-controlling interests present deficit.

### **(a) Subsidiaries**

Subsidiaries are all the companies, which the Parent has the power to control directly or indirectly through other subsidiaries and they are fully consolidated (full consolidation). The Company has and exercises control through its ownership of the majority of the subsidiaries' voting rights. In order to define the control, the following conditions are examined, as recorded in IFRS 10:

- i) The parent company has authority over the investee, since it can direct the related (operational and financial) activities. This is achieved through appointing the majority of the members of the Board of Directors and the directors of the subsidiary by the Management of the parent.
- ii) The parent company holds rights with variable returns from its investment in the subsidiary. Other non-controlled investments are greatly dispersed and, therefore, cannot materially influence decision-making.
- iii) The parent company may exercise its authority over the subsidiary to influence the amount of its returns. This is the result of decision-making on subsidiary's related matters through controlling the decision-making bodies (Board of Directors and Directors).

### **Changes in ownership interest in Subsidiaries**

In case of changes in a parent's ownership interest in a subsidiary, it is examined whether the changes result in a loss of control or not.

- Changes in a parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). In such circumstances, the carrying amounts of the controlling and non-controlling interests shall be adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received shall be recognized directly in equity.
- In case the parents' ownership interest changes in such a way that there is loss of control, then the parent shall record the necessary accounting entries and recognize the result from the sale

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

(derecognition of the assets, goodwill and liabilities of the subsidiary as of the date of loss of control, derecognition of the book value of non-controlling interests, determination of the result from the sale).

- When determining the sale result, any amount previously recognized in other comprehensive income in respect of that company is accounted for using the same method as would be applied by the Group in the event of direct sale of its assets or liabilities. That is to say, the amounts previously recognized in other comprehensive income are reclassified to the income statement.
- Following loss of control of a subsidiary, any investment in the former subsidiary is recognized according to the provisions of IFRS 9.

### ***Investments in subsidiaries in the separate financial statements***

Investments of the parent in its consolidated subsidiaries are measured at acquisition cost less any accumulated impairment losses. Impairment test is carried out in accordance with the provisions of IAS 36.

#### **(b) Joint arrangements**

The Group applies IFRS 11 to all its joint arrangements. Under IFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the contractual rights and obligations of each investor.

Jointly controlled entities are consolidated using the proportionate consolidation method (if it is a joint operation) in the Company or the equity method (if it is a joint venture) in the Group.

**Joint operations:** Joint operations are accounted for using the proportional consolidation method. In particular, the Group recognizes in the consolidated financial statements: (i) its assets (including its share in any of its assets it holds jointly), (ii) its liabilities (including its share of any jointly held liabilities), (iii) its share in the proceeds of the sale from disposal of joint venture and (iv) its expenses (including its share in any jointly incurred expenses). Essentially, these are tax joint operations, which do not constitute a separate entity within the framework of the IFRS. Their assets and liabilities are incorporated according to the effective proportions in the financial statements of the Company.

**Joint ventures:** Joint ventures are accounted for using the equity method, under which participating interests in joint ventures are initially recognized at cost and subsequently readjusted in compliance with the Group's share of the profits (or losses) and other comprehensive income of the joint ventures. Under the joint venture model, joint venture schemes are the ones in which members have rights over the net assets of the investments and are liable up to the extent of their contribution to the capital of the company. If the Group's participating interest in joint venture losses exceeds the value of the participating interest, the Group discontinues recognizing further losses unless it has undertaken liabilities or has made payments on behalf of the joint venture. Allocation of operating results and other comprehensive results is proportional to the participating interest.

Unrealized gains on transactions between the Group and joint ventures are eliminated according to the Group's participating interest in joint ventures. Unrealized losses are also eliminated unless there is evidence of the transaction for impairment of the transferred asset.

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

Consolidation takes into account the percentage held by the Group, effective as at consolidation date. The structure of the business scheme is the key and determining factor in defining accounting treatment.

The accounting policies of jointly controlled entities are consistent with those adopted and applied by the Group. The date of preparation of the financial statements of jointly controlled entities coincides with that of the parent Company.

### ***Investments in jointly controlled operations in the separate financial statements***

Investments of the parent in joint operations are included in the separate financial statements in proportion. In particular, assets and liabilities are proportionally incorporated in the Company's financial statements.

### ***Investments in joint ventures in the separate financial statements***

Investments of the parent in joint ventures are measured at acquisition cost less any accumulated impairment losses. Impairment test is carried out in accordance with the provisions of IAS 36.

### **(c) Associates**

Associates are entities over which the Group exercises significant influence, but does not exercise control. The Group's investments in associates are accounted for using the equity method. The assumptions used by the Group suggest that holding participating interest of between 20% and 50% of a company's voting rights implies a significant influence over the investee unless it can be clearly demonstrated that this is not the case. Investments in associates are initially recognized at acquisition cost and then consolidated using the equity method. According to this method, investments in associates are recognized at acquisition cost adjusted for changes in the Group's share of equity after the initial acquisition date, excluding any provisions for impairment of those participating interests' value.

Consolidated statement of total comprehensive income includes the proportion of the Group in the total income of associates. If the Group's participating interest in an Associate's loss exceeds the value of the participating interest, the Group discontinues recognizing further losses unless it has settled liabilities or made payments on the part of the affiliate and in general, settled the payments arising from the shareholding. If the associate subsequently produces profits, the investor starts once again recognizing its share of profits only if its share of profits equals the share of losses it had not recognized.

Unrealized gains on transactions between the Group and associates are eliminated according to the Group's participating interest in associates. Unrealized losses are eliminated unless the transaction provides evidence of impairment of the transferred asset.

Accounting policies followed by associates do not differ from those used by the Group and the date of preparation of the financial statements of associates is the same as that of the parent.

### ***Investments in associates in the separate financial statements***

Investments of the parent in consolidated associates are measured at acquisition cost less any accumulated impairment losses. Impairment test is carried out in accordance with the provisions of IAS 36.

## 4.2 Business Combinations

Subsidiaries are fully consolidated (full consolidation) applying the acquisition method from the date when control over them has been acquired and cease to be consolidated from the date when such control is no longer effective. The acquisition of a subsidiary by the Group is accounted for using the acquisition method. As at the acquisition date, the acquirer recognizes the goodwill arising on the acquisition transaction as the excess between:

- the aggregation of (i) the transferred consideration, measured at fair value; (ii) the amount of any non-controlling interests in the acquire (measured at fair value or the proportion of non-controlling interests in its net identifiable assets and (iii) in a business combination that is completed in stages, the fair value at the date of acquisition of the acquirer's shareholding previously acquired in the acquire, less
- the net fair value of the acquired identifiable assets and liabilities as at the acquisition date.

Goodwill is tested for potential impairment on annual basis and the balance between its carrying amount and recoverable amount is recognized as an impairment loss, burdening the income statement for the period.

The costs arising under acquisition of investments in subsidiaries (e.g. fees of consultants, lawyers, accountants, appraisers and other professionals and consultant's fees) are recognized as expenses and burden the income statement for the period, when they are incurred.

Otherwise, when the acquire acquires participating interest, in which, at the acquisition date, net value of assets and assumed liabilities exceeds the transferred consideration, then the issue is classified as an acquisition opportunity. Following the necessary reviews, the excess arising from the above balance is recognized as profit in the income statement for the period.

Any potential consideration paid by the Group is initially recognized at fair value on the date of acquisition. Changes in the fair value of the contingent consideration that meet the conditions for their classification as an asset or liability are recognized in accordance with IFRS 9 in the results. Any consideration recognized in equity is not revised and the subsequent settlement is accounted for within equity.

## 4.3 Goodwill

Goodwill arises from acquisition of subsidiaries and associates or acquisition of control in a company.

Goodwill is recognized as the balance between acquisition cost and fair value of assets, liabilities and contingent liabilities of the acquired entity as at the acquisition date. In the case of a subsidiary's acquisition, goodwill is recorded as a separate asset, while in the case of an associate's acquisition, goodwill is included in the value of the Group's investments in associates.

As at the acquisition date (or at the date of the completion of the relative consideration allocation), acquired goodwill is allocated to the cash-generating units or groups of cash-generating units that are expected to benefit from that business combination. After initial recognition, goodwill is measured at cost less accumulated impairment losses.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

Goodwill is not amortized but is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that a potential impairment may have been incurred (see Note 4.6 regarding the procedures used to review goodwill impairment). Additionally, provisional goodwill is not examined for impairment, until it becomes final.

If a segment of a cash-generating unit, to which goodwill has been allocated, is disposed of, then the goodwill attributable to the disposed segment is included in the carrying amount of that segment to facilitate determination of gains or losses. The value of goodwill attributable to the disposed segment is determined based on the relative values of the disposed segment and the remaining segment of the cash-generating unit.

### 4.4 Intangible assets

The intangible assets of the Group concern:

- i. rights-of-use quarries and mines and operational development costs of land,
- ii. acquired software programs

Upon initial recognition, the intangible assets acquired separately are recorded at cost. Intangible assets acquired as part of business combinations are recognized at fair value at the acquisition date.

Following initial recognition, the intangible assets are measured at cost less accumulated amortization and any impairment loss. Amortization is recorded based on the straight-line method during the useful life of the said assets. All the Group's intangible assets have a definite useful life.

The period and method of amortization is redefined at least at the end of every reporting period. Changes in the expected useful life of each intangible asset are accounted for as a change in accounting estimates.

Methods of amortization and useful lives of the Group's intangible assets can be summarized as follows:

Category	Methods of amortization	Useful live in years
Software	Fixed	3
Rights to use quarries and mines	Fixed	50
Expenses incurred under Operational Development of Quarries –Mines Land Plots Exploitation	Fixed	50

Amortization of concession arrangements rights obtained, is made based on the execution rate of the specific construction contracts.

Gains or losses arising from the write-off due to disposal of an intangible asset are calculated as the difference between the net proceeds of the disposal and the current value of the asset and are recognized in profit or loss for the period.

#### (a) Software

Maintenance of software programs is recognized as an expense when the expense is realized. On the

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

---

contrary, the costs incurred for improving or prolonging the return of software programs beyond their initial technical specifications or respectively the costs incurred for the modification of the software, are incorporated in the acquisition cost of the intangible asset, only if they can be measured reliably.

### **(b) Rights to use quarries and mines**

The value of the rights to use quarries and mines includes the acquisition cost of these assets less the accumulated depreciation and any potential impairment.

### **(c) Expenses incurred under Operational Development of Quarries – Mines Land Plots Exploitation**

Such expenses concern quarry-mining operation development costs and mainly include procedures in respect of galleries surfacing costs, galleries opening costs and extracting sterile soil costs. During the operational development phase (before production starts), galleries surfacing costs are usually capitalized as part of the amortized cost of queries development and construction. Amortization of operating expenses incurred for development of mineral-ore extraction areas is calculated using the percentage recovery method of commercially recoverable mine. Amortization – expenses of capitalized operating costs arising from development of mines- queries include the costs of minerals mining and extraction costs. Operating costs arising from development of mines - queries are capitalized if and only if the following conditions are met:

- the Group will receive future economic benefits (improvement of access to mines) associated with the galleries surfacing activity.
- the Group can utilize the segment of the mine, the access to which has been improved and
- the cost of the galleries surfacing activity associated with this segment can be measured reliably.

The asset arising from the galleries surfacing activity is added to the cost of the mine and is therefore valued at cost less accumulated depreciation and potential impairment.

## **4.5 Tangible assets**

Tangible fixed assets are recognized in the financial statements at acquisition values, less accumulated depreciation and any potential impairment losses. The acquisition cost includes all directly reimbursable costs incurred for the acquisition of these assets.

Subsequent expenses are recorded as an increase in the book value of tangible assets or as a separate asset only to the extent that the said expenses increase the future economic benefits, expected to arise from the use of the fixed asset and that their cost can be measured reliably.

Repair and maintenance cost is recognized in the Income Statement, when incurred.

Tangible assets are written off when they are sold or withdrawn or when no further economic benefits are expected from their ongoing use. Gains and losses, arising from the write-off of tangible fixed assets, are included in the income statement for the year in which the asset is written off.

Assets under construction include fixed assets under construction and are carried at cost. Assets under construction are not depreciated until the fixed asset is settled and put into operation.

Depreciation of tangible fixed assets (excluding land, which is not depreciated) is calculated based on the straight-line method over their estimated useful life as follows:

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

<b>Property, plant and equipment</b>	<b>Useful live (in years)</b>
Building and technical works	8 - 30
Machinery and technical installations	3 - 25
Vehicles	5 - 12
Furniture and fixtures	3 - 12

When the book values of the tangible fixed assets are higher than their recoverable value, then the difference (impairment) is recognized directly as an expense in the Income Statement (see Note 4.6). Upon sale of tangible assets, the differences between the received consideration and their book value are recognized as profits or losses in the Income Statement.

#### **4.6 Impairment of non-current assets (goodwill, intangible and tangible assets/investments in consolidated companies)**

In respect of tangible and intangible fixed assets subject to amortization/depreciation, an impairment test is performed when events or changes in circumstances indicate that their carrying amount may no longer be recoverable. When the net book value of tangible and intangible fixed assets exceeds their recoverable amount, then the excess amount relates to an impairment loss and is recognized directly as an expense in the income statement. Respectively, non-financial assets that are subject to impairment testing (if the relative indications are effective) are the assets measured at acquisition cost or under equity method (investments in subsidiaries, associates and joint ventures). The recoverable amount of investments in subsidiaries and associates is determined in the same way as that in respect of non-financial assets.

For the purpose of impairment test, assets are grouped at the lowest level for which cash flows can be separately identified. The recoverable amount of an asset is the higher of the asset's fair value less costs to sell and value in use. For the purpose of calculating value in use, Management estimates the future cash flows from the asset or cash-generating unit and selects the appropriate discount rate in order to calculate the present value of future cash flows.

Impairment loss is recognized for the amount, by which the book value of an asset or a Cash Generating Unit exceeds their recoverable amount. Discount factors are determined individually for every Cash Generating Unit and reflect the corresponding risk data, determined by the Management for every one of them.

Further assumptions are made that prevail in the energy market. The period reviewed by the management exceeds five years, a timeframe encouraged by IAS 36.

Impairment losses of Cash Generating units first reduce the book value of goodwill allocated to them. Residual impairment losses are charged pro rata to the other assets of the particular Cash Generating Unit. With the exception of goodwill, all assets are subsequently reviewed for indications that their previously recognized impairment loss is no longer effective.

Apart from Goodwill, the Group does not possess intangible assets with indefinite useful life that are not amortized.

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

An impairment loss is reversed if the recoverable amount of a Cash Generating Unit exceeds its book value.

In such a case, the increased book value of the asset will not exceed the book value that would have been determined (net depreciation), if no impairment loss had been recognized, in the asset in previous years.

### **4.7 Financial instruments**

#### **4.7.1 Recognition and derecognition**

Financial assets and financial liabilities are recognized in the Statement of Financial Position when and only when the Group becomes a party to the financial instrument.

The Group ceases to recognize a financial asset when and only, when the contractual rights to the cash flows of the financial asset expire or when the financial asset is transferred and all the risks and benefits, associated with the particular financial asset, are substantially transferred. A financial liability is derecognized from the Statement of Financial Position when and only when, it is repaid - that is, when the commitment set out in the contract is fulfilled, canceled or expires.

#### **4.7.2 Classification and initial recognition of financial assets**

With the exception of trade receivables that do not include a significant finance item and are measured at the transaction price in accordance with IFRS 15, other financial assets are initially measured at fair value by adding the relevant transaction cost except in the case of financial assets measured at fair value through profit or loss.

Financial assets, except those defined as effective hedging instruments, are classified into the following categories:

- Financial assets at amortized cost,
- Financial assets at fair value through profit and loss and
- Financial assets at fair value through other comprehensive income without recycling cumulative profit and losses on derecognition (equity instruments)

Classification of every asset is defined according to:

- the Group's business model regarding management of financial assets and
- the characteristics of their conventional cash flows.

All income and expenses related to financial assets recognized in the Statement of Comprehensive Income are included in the item "Net financial income/(expenses)", except for the impairment of trade receivables included in operating results.

#### **4.7.3 Subsequent measurement of financial assets**

##### ***Financial assets at amortized cost***

A financial asset is measured at amortized cost when the following conditions are met:

- I. financial asset management business model includes holding the asset for the purposes of collecting contractual cash flows,

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

- II. contractual cash flows of the financial asset consist exclusively of repayment of capital and interest on the outstanding balance (“SPPI” criterion).

Following the initial recognition, these financial assets are measured at amortized cost using the effective interest method. In cases where the discount effect is not significant, the discount is omitted.

The amortized cost measured category includes non-derivative financial assets such as loans and receivables with fixed or pre-determined payments that are not traded on an active market, as well as cash and cash equivalents, trade and other receivables.

### ***Financial assets measured at fair value through profit or loss***

Financial assets at fair value through profit or loss include financial assets held for sale, financial assets designated at initial recognition at fair value through profit or loss or financial assets that are required to be measured at fair value.

Financial assets are classified as held for sale if they are acquired for sale or repurchase in the near future.

Financial assets with cash flows that are not only capital and interest payments are classified and measured at fair value through profit or loss, irrespective of the business model.

### ***Financial assets classified at fair value through other comprehensive income (equity interests)***

In accordance with the relevant provisions of IFRS 9, at initial recognition, the Group may irrevocably choose to present in other results directly in equity the subsequent changes in the fair value of an equity investment that is not held for sale.

Gains or losses from these financial assets are never recycled to the income statement. Dividends are recognized as other income in the income statement when the payment entitlement has been proved, unless the Group benefits from such income as a recovery of part of the cost of the financial asset - then such profit is recognized in the statement of comprehensive income. Equity interests designated at fair value through other comprehensive income are not subject to an impairment test. This option is effective for every equity interest separately.

The Group has chosen to classify investments in this category (please refer to Note 19).

#### **4.7.4 Impairment of financial assets**

Adoption of IFRS 9 led to a change in the accounting treatment of impairment losses for financial assets, as it replaced the treatment effective under IAS 39 for recognition of realized losses with recognition of expected credit losses.

Impairment is defined in IFRS 9 as an Expected Credit Loss (ECL), which is the difference between the contractual cash flows attributable to the holder of a particular financial asset and the cash flows expected to be recovered, i.e. cash deficit arising from default events, discounted approximately at the initial effective interest rate of the asset.

The Group and the Company recognize provisions for impairment for expected credit losses for all financial assets except those measured at fair value through profit or loss. The objective of provisions for impairment under IFRS 9 is to recognize the expected credit losses over the life of a financial

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

---

instrument whose credit risk has increased since initial recognition, regardless of whether the assessment is made at a collective or individual level, using all the information that can be collected on the basis of both historical and present data, as well as data relating to reasonable future estimates of the financial position of customers and the economic environment.

To facilitate implementation of this approach, a distinction is made among:

- financial assets whose credit risk has not deteriorated significantly since initial recognition or which have a low credit risk at the reporting date (Stage 1) and for which the expected credit loss is recognized for the following 12 months,
- financial assets whose credit risk has deteriorated significantly, since initial recognition and which have no low credit risk (Stage 2). For these financial assets, the expected credit loss is recognized up to their maturity.
- financial assets for which there is objective evidence of impairment at the reporting date (Stage 3) and for which the expected credit loss is recognized up to maturity.

### ***Trade receivables, other receivables and receivables from contracts with customers***

The Group and the Company apply the simplified approach, stated in IFRS 9 to trade and other receivables as well as to receivables from construction contracts and receivables from leases, calculating the expected credit losses over the life of the above items. In this case, the expected credit losses represent the expected shortfalls in the contractual cash flows, taking into account the possibility of default at any point during the life of the financial instrument. While calculating the expected credit losses, the Group uses a provisioning matrix, grouping the above financial instruments based on the nature and maturity of the balances and taking into account available historical data in relation to the debtors, adjusted for future factors in relation to the debtors and the economic environment. Further analysis is presented in Notes 16, 17 and 18.

#### **4.7.5 Classification and measurement of financial liabilities**

The Group's financial liabilities include mainly borrowings, suppliers and other liabilities.

Financial liabilities are initially recognized at cost, which is the fair value of the consideration received apart from borrowing costs. After initial recognition, financial liabilities are measured at amortized cost using the effective interest method, with the exception of derivatives that are subsequently measured at fair value with changes recognized in the income statement.

Financial liabilities are classified as short-term liabilities unless the Group has the unconditional right to transfer the settlement of the financial liability for at least 12 months after the Financial Statements reporting date.

In particular:

##### **(i) Loan liabilities**

The Group's loan liabilities are initially recognized at cost, which reflects the fair value of the amounts receivable less the relative costs directly attributable to them, where they are significant.

After initial recognition, interest bearing loans are measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account issuing expenses and the

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

difference between the initial amount and the maturity amount. Gains and losses are recognized in the income statement, when the liabilities are derecognized or impaired through the amortization procedure.

### **(ii) Trade and other liabilities**

Balances of suppliers and other liabilities are initially recognized at their fair value and are subsequently measured at amortized cost using the effective interest method.

Trade and other short-term liabilities are not interest-bearing accounts and are usually settled on the basis of the agreed credits.

#### **4.7.6 Derivative financial instruments**

On January 1, 2024, TERNA Group applied the hedging part of IFRS 9, without any material impact on the consolidated financial statements. The accounting standard was applied prospectively without restatement of the comparative figures concerning previous years.

In the context of risk management, the Group utilized derivative financial instruments to hedge foreign exchange risk (fx forward).

Derivative financial products are measured at fair value at the reporting date and the changes are recognized in the income statement. The fair value of these derivatives is determined primarily on a market value and is confirmed by the counterparty credit institutions, if they are involved in these transactions.

Any gain or loss arising from changes in fair value is recognized directly in the Statement of the Comprehensive Income in the item "Net financial Income/(Expenses)".

#### **4.7.7 Offsetting financial assets and financial liabilities**

Financial assets and financial liabilities are offset and the net amount is recorded the Statement of Financial Position only if there is the present legal right to offset the recognized amounts and the entity intends to settle them on a net basis or to require the asset and settle the liability simultaneously.

### **4.8 Leases**

#### ***Recognition and initial measurement of the right-of-use asset***

The Group applies a single recognition and measurement approach for all leases. The Group recognizes lease liabilities for lease payments and right-of-use assets representing the right to use the underlying assets.

At the lease period commencement date, the Group recognizes a right-of-use asset and a lease liability, measuring the right-of-use asset at cost, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of a low-value underlying asset. For these leases, the Group recognizes rentals as operating expenses using the straight-line method over the lease term.

The cost of the right-of-use asset comprises:

- the amount of the initial measurement of the lease liability (see below),

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

---

- any lease payments made at or before the commencement date, less any lease incentives received,
- the initial direct costs incurred by the lessee and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

The Group incurs the obligation for those costs either at the commencement date or as a consequence of having used the underlying asset during a particular period.

### ***Initial measurement of the lease liability***

At the commencement date, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. When the interest rate implicit in the lease can be readily determined, the lease payments shall be discounted using the interest rate implicit in the lease. In any other case the Group's marginal borrowing rate will be used.

At the commencement date, the lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term provided that they have not been paid at the lease commencement date:

1. fixed payments less any lease incentives receivable,
2. any variable lease payments that depend on the future change in index or a rate, initially measured using the index or rate as at the commencement date,
3. amounts expected to be payable by the Group under residual value guarantees,
4. the exercise price of a purchase option if the Group is reasonably certain to exercise that option and
5. payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

### ***Subsequent measurement***

#### ***Subsequent measurement of the right-of-use asset***

After the commencement date, the Group shall measure the right-of-use asset applying a cost model.

The Group shall measure the right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any subsequent re-measurement of the lease liability.

The Group applies the depreciation requirements in IAS 16 in depreciating the right-of-use asset, which it examines for potential impairment.

#### ***Subsequent measurement of the lease liability***

After the commencement date, the Group shall measure the lease liability by:

1. increasing the carrying amount to reflect interest on the lease liability,
2. reducing the carrying amount to reflect the lease payments made and

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

3. re-measuring the carrying amount to reflect any reassessment or lease modifications.

Financial cost of a lease liability is allocated over the lease term in such a way that it results in a constant periodic rate of interest on the remaining balance of the liability.

After the commencement date, the Group shall recognize in profit or loss, (unless the costs are included in the carrying amount of another asset applying other applicable Standards), both the:

1. financial cost of the lease liability and
2. variable lease payments not included in the measurement of the lease liability in the period in which the event or condition that triggers those payments occurs.

### ***The Group as lessor***

Leases in which the Group is the lessor are classified as either finance or operating leases. When the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the lease is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessee, it accounts for the master lease and sublease as two separate contracts. A sublease is classified as either a finance lease or an operating lease depending on the right-of-use asset arising from the head lease.

Revenue from operating leases is recognized on a straight-line basis over the term of the lease. The initial direct costs of negotiating and arranging an operating lease agreement are added to the carrying amount of the underlying asset and recognized using the straight-line method over the lease term.

Amounts due from lessees under finance leases are recognized as receivables in the amount of the Group's net investment in the finance lease. The finance income from the lease is allocated to the reporting periods to reflect the Group's constant periodic rate of return on its remaining net investment in the finance leases.

When the lease includes both leasehold and non-leasehold elements, the Group applies IFRS 15 in order to allocate the contract price to each element separately.

Furthermore, the Group as a developer, provides its customers with the option to lease an asset, in addition to option of purchasing the asset. The ultimate lessee has the right to purchase the leased asset at a price sufficiently below its fair value on the exercise date so that, at the commencement of the lease, it is reasonably certain that the right will be exercised.

The aforementioned transactions bear the characteristics of an alternative form of sale, where the Company acknowledges the following:

- Income from the sale, which is recognized at the beginning of the lease period at the lower value between the fair value and the present value of the receivables to which the Company is entitled, discounted at an interest rate deemed appropriate based on market standards.
- Financial income recognized throughout the lease period from the subsequent measurement of the receivable at amortized cost.

The receivables recognized, as a result of the above contracts, are included in their long-term part in the "Other long-term financial receivables" fund and in their short-term part in the "Advances and

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

other receivables" item. At the same time, the collections of the related receivables and of the corresponding interest income are presented as inflows from investment activities.

### **4.9 Provisions, contingent Liabilities and Assets**

Provisions are recognized, when the Group has present legal or imputed liabilities as a result of past events. Their settlement is possible through resources' outflow and the exact liability amount can be reliably estimated. The provisions are reviewed on the date of the Financial Statements and are adjusted accordingly to reflect the present value of the expense expected for the settlement of the liability.

When the effect of the time value of money is significant, the provision is calculated as the present value of the expenses expected to be incurred in order to settle this liability.

If it is no longer probable that an outflow will be required in order to settle a liability for which a provision has been formed, then it is reversed.

In cases where the outflow due to current commitments is considered improbable or the provision amount cannot be reliably estimated, no liability is recognized in the financial statements. Contingent liabilities are not recognized in the financial statements, but are disclosed unless the probability of an outflow of resources embodying economic benefits is minimal. Potential inflows from economic benefits for the Group which do not meet the criteria of an asset are considered a contingent asset and are disclosed when the inflow of the economic benefits is probable.

### **4.10 Revenue**

In accordance with IFRS 15 a five-step model is established for identifying revenue from contracts with customers:

1. Identify the contract(s) with a customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract.
5. Recognize revenue, when (or as) the entity satisfies a performance obligation.

Revenue is recognized at the amount by which an entity expects to have in exchange for the transfer of the goods or services to counterparty. When awarding a contract, it is defined the accounting monitoring of additional costs as well as direct costs required to complete the contract.

Revenue is defined as the amount that an entity expects to be entitled to in exchange for the goods or services it has transferred to a customer. If the promised consideration in a contract includes a variable amount, the entity estimates the consideration amount that would be entitled to the transfer of the promised goods or services to customer. The consideration amount may vary due to discounts, price subsidies, refunds, credits, price reductions, incentives, additional performance benefits, penalties or other similar items. Promising consideration may also change if the entity's entitlement to the consideration depends on the occurrence or non-occurrence of a future event. For example, a consideration amount will be variable if the product has been sold with a refund or if a fixed amount promise has been given as an additional performance benefit to achieve a specific milestone.

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

The volatility associated with the consideration promised by a customer may be expressly stated in the contract. An entity shall measure the amount of the variable consideration using one of the following methods, whichever method it considers best suited to the amount of consideration to which it will be entitled to:

- a) Estimated value - the estimated value is equal to the sum of the weighted-based on probability-amounts in a range of possible consideration amounts. Estimated value is an appropriate estimate of the variable amount if the entity has a large number of contracts with similar characteristics.
- b) Potential amount - the most probable amount is the only most probable amount in a range of possible consideration amounts (i.e., the only likely outcome of the contract). The most probable amount is an appropriate estimate of the variable amount if the contract has only two possible outcomes (for example, the entity secures additional performance provision or not).

The Group and the Company recognize revenue, when it satisfies the performance of the contractual obligation by transferring the goods or services on the basis of this obligation. Acquisition of control by the client occurs when it has the ability to direct the use and to derive virtually all the economic benefits from this good or service. Control is passed over a period or at a specific time. Revenue from the sale of goods is recognized when the control of the goods is transferred to the client, usually with their delivery to him/her and there is no obligation that could affect the acceptance of the goods by the customer.

### **Commitments for implementation performed over time**

The Group recognizes revenue for a performance obligation that is performed over time only if it can reasonably measure its performance in full compliance with the obligation. The Group is not in a position to reasonably measure progress in meeting a performance obligation when it does not have the reliable information required to apply the appropriate method of measuring progress. In some cases (i.e. during the initial stages of a contract), the entity may not be able to reasonably measure the outcome of a performance obligation, but at least expects to recover the costs incurred to meet it.

In such cases, an entity shall recognize revenue only on the extent of the cost incurred until it is able to reasonably measure the outcome of the execution obligation.

Revenue from of services is recognized in the accounting period in which the services are provided and measured according to the nature of the services to be provided. The receivable from client is recognized, when there is an unconditional right for the entity to receive the consideration for the contractual obligations performed to the client.

A conventional asset is recognized when the Group or the Company has satisfied its liabilities to the counterparty before it pays or before the payment is due, for example when the goods or services are transferred to the customer prior to the right of the Group or the Company to issue an invoice. The contractual obligation is recognized when the Group or the Company receives a consideration from the counterparty as an advance or when it reserves the right to a price, which is postponed before the performance of the contractual obligations and the transfer of the goods or services. The contractual obligation is derecognized when the contract obligations are met and the revenue is recorded in the income statement.

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

### **Commitments for implementation performed at a specific time**

When an implementation commitment is not met over time (as outlined above), then the entity enforces the implementation commitment at a particular time. In determining when the client acquires control of a promising asset and the entity performs an implementation commitment, the entity examines the requirements for the acquisition control, as analytically recorded in IFRS 15.

The main categories of income recognized from implementation commitments fulfilled over time for the Group are as follows:

i. Revenue from contracts with customers related to construction operations

It relates to revenue from contracts with customers and results from implementation commitments that are fulfilled over time. Subsidiaries and joint ventures engaged in the implementation of constructions recognize revenue from construction contracts in their tax records on the basis of customer invoices resulting from relevant sectional project implementation certifications issued by accredited engineers and responsive to the work carried out until the closing date. For the purpose of complying with IFRS, the proceeds from the construction activity are accounted for in the accompanying financial statements progressively during construction, based on the input method of measurement in accordance with the provisions of IFRS 15 "Revenue from Contracts with Customers".

The input method recognizes revenue based on the entity's efforts or inflows towards fulfilling an implementation commitment (for example, the resources consumed, the hours worked, the costs incurred the time spent or the hours of operation of the machines consumed) in relation to the total expected inputs to fulfill this implementation commitment.

ii. Sale of goods

Revenue from the sale of goods, after deduction of sales discounts, sales incentives and related VAT are recognized, when the significant risks and benefits of ownership of the goods are transferred to the buyer.

iii. Income from Rentals

It refers to income from contracts with customers and arises from implementation commitments that are fulfilled over time. Rental income (operating leases) is recognized using the straight-line method according to the terms of the lease.

iv. Dividends

Dividends are accounted for, when the right to collect them is finalized. It is possible that the financial benefits associated with the transaction will flow to the entity and the amount of revenue can be calculated reliably.

v. Interest

Interest income is recognized on an accrual basis.

### **4.11 Income tax**

Income taxes charges for the year consists of current taxes, deferred taxes and tax audit differences from previous years.

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

### **Current Tax**

The current tax is calculated based on the tax Statements of Financial Position of each company included in the consolidated Financial Statements, according to the tax regulation effective in Greece or other tax frameworks under which the foreign subsidiaries operate. The expenses for current Income tax are calculated based on the earnings of each company, as such are reformed on the companies' tax reports and provisions for additional income taxes and is calculated in accordance with statutory or substantially institutionalized tax rates.

### **Deferred Tax**

Deferred taxes are taxes or tax relief related to financial burdens or benefits accruing in the year but already been accounted for or to be accounted for by the tax authorities in different years.

Deferred income taxes are calculated using the liability method in temporary differences at the date of the financial statements between the tax base and the carrying amount of assets and liabilities. Deferred tax liabilities are recognized for taxable temporary differences.

Deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that, when the transaction took place, did not affect either the accounting or the tax profit or loss.

Deferred tax assets are recognized to the extent that there will be a future taxable profit for the utilization of the temporary difference that gives rise to the deferred tax asset.

Deferred tax assets are measured at every reporting date of the financial statements and are reduced to the extent that it is unlikely that there will be sufficient taxable profits against which part or all of the deferred income tax assets may be used.

Deferred tax assets and obligations are calculated at the tax rates expected to be effective for the year in which the asset is incurred or the liability will be settled and are based on the tax rates (and tax laws) that are in effect or effectively in force as at the financial statements reporting date. In the event the time of reversing temporary differences cannot be clearly identified, the tax rate applicable on the next FY date of the Statement of Financial Position will be applied.

Income tax related to items, recognized in other comprehensive income, is also recognized in other comprehensive income.

### **4.12 Share capital, reserves and distribution of dividends**

Common registered shares are recorded as equity. Costs directly attributable to a component of equity net of tax effect, are monitored as a deduction to the Balance of Retained Earnings in equity. Otherwise, this amount is recognized as an expense in the period in question.

In cases when the Company or its subsidiaries acquire part of the Company's share capital (treasury shares), the amount paid, including any expense, net of tax, is deducted from equity until the shares are cancelled or sold. The number of treasury shares held by the Company does not reduce the number of shares in circulation but affects the number of shares included in the calculation of earnings per share. Treasury shares held by the Company do not incorporate a right to receive a dividend.

At 31.12.2025 the Group did not hold in its possession treasury shares.

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

In particular, the reserves are divided into:

### **Statutory reserves**

In compliance with the Greek Commercial Law, companies shall transfer at least 5% of their annual net profits to a statutory reserve until such reserve equals 1/3 of the paid-up share capital. This reserve cannot be distributed during the Company's operations.

### **Development, tax legislation and other untaxed reserves**

These reserves refer to profits not taxed at the applicable tax rate in accordance with the applicable tax framework in Greece and include reserves arising from taxable profits and pertaining to the company's participation in development laws. These reserves will be taxable at the tax rate applicable at the time of their distribution to the shareholders or their conversion into equity under certain circumstances.

### **Foreign currency translation differences from incorporation of foreign operations**

Foreign exchange differences arising on foreign currency translation from consolidation of foreign operations are recognized in other comprehensive income and accumulated in other reserves. The cumulative amount is transferred to the income statement of the year when the participations will be transferred.

### **Other reserves**

The category of other reserves comprises:

- (1) Actuarial gains/(losses) from defined benefit pension schemes arising from (a) empirical adjustments (the effect of differences between previous actuarial assumptions and those eventually occurring) and (b) changes in actuarial assumptions.
- (2) Changes in fair value of investments classified as equity investments.
- (3) Reserves formed based on the expenses recognized by the Company and the Group from services acquired in exchange for equity (equity settled transactions) or stock options. See more detailed Note 4.17(c).

### **Dividends-Distribution**

Dividends distributed to the Company's shareholders are recognized in the financial statements as a liability in the period in which the distribution proposal of the Management is approved by the Annual General Meeting of the Shareholders.

Also, at the same time, the Financial Statements reflect the effect of the approved by the Shareholders' General Assembly distribution of the results and the possible formation of reserves.

## **B. Other Accounting Principles**

The other accounting policies adopted in the preparation of the accompanying Company and Consolidated Financial Statements are as follows:

#### **4.13 Foreign currency translation**

##### **Functional and reporting currency**

The consolidated Financial Statements are presented in Euro, which is the functional currency and the Group's and Parent Company's reporting currency.

##### **Transactions and balances in Foreign Currency**

Foreign currency transactions are converted into the functional currency by using the exchange rates applicable on the date when the said transactions were performed. The monetary assets and liabilities which are denominated in foreign currency are converted into the Group's functional currency on the Statement of Financial Position reporting date using the prevailing closing exchange rate on that day. Any gains or losses due to translation differences that result from the settlement of such transactions during the period, as well as from the conversion of monetary assets denominated in foreign currency based on the prevailing exchange rates on the Statement of Financial Position reporting date, are recognized in the Income Statement.

The non-monetary assets and liabilities which are denominated in foreign currency and which are measured at fair value are converted into the Group's functional currency using the prevailing exchange rate on the date of their fair value measurement. The FX translation differences from non-monetary items measured at fair value are considered as part of the fair value and thus are recorded in the same account as the fair value differences.

Gains or losses arising from transactions in foreign currency as well as from the end of period valuation of monetary assets, denominated in foreign currency, which meet the criteria for cash flow hedges are recognized in other comprehensive income and cumulatively in equity.

##### **Foreign operations**

The functional currency of the Group's foreign subsidiaries is the official currency of the country in which every subsidiary operates. For the preparation of consolidated financial statements, assets and liabilities, including the fair value adjustments as well due to business combinations, of the foreign subsidiaries are translated to Euro based on the foreign exchange rate effective at the Statement of Financial Position reporting date. Revenue and expenses are translated into the presentation currency of the Group based on the average exchange rates for the reported period. Any differences arising from this procedure are charged/(credited) to the foreign currency translation differences' reserves from incorporation of foreign exploitation, of equity, while there are recognized in other comprehensive income in the Statement of Comprehensive Income. Upon the disposal, write off or de-recognition of a foreign subsidiary, the above reserves are transferred to profit or loss for the period.

#### **4.14 Investment property**

Investment property relates to investments in properties which are held (either through acquisitions or through development) by the Group, either to generate rent from its lease or for the increase in its value (capital enhancement) or for both purposes and are not held: a) to be used for production or

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

raw materials' procurement / services or for administrative purposes; and b) for the sale as part of the company's ordinary activities.

Investment property is initially valued at acquisition cost including transaction expenses. Subsequently, it is measured at fair value. Independent appraisers with adequate experience in the location and in the nature of investment property measure the fair value.

The book value recognized in the Group's Financial Statements reflects the market conditions on the reporting date of the Statement of Financial Position. Every profit or loss arising from the fair value revaluations of the investment property is recognized in the Income Statement for the period in which it has been recognized. Repairs and maintenance are recognized as expenses in the period in which they are incurred. Significant subsequent expenses are capitalized when they increase the useful life of the property and its production capacity or reduce the operating costs.

Property transfers from investment property to fixed assets take place only when there is a change in the use of the said property, proven by the Group's self-use of the property or commencement of the property development for disposal purposes.

An investment property is derecognized (eliminated from the Statement of Financial Position) when it is sold or when the investment is withdrawn permanently and it is not expected to generate future economic benefits from its sale. The profits or losses from the withdrawal or sale of investment properties pertain to the difference between the net proceeds from the sale and the book value of the asset and are recognized in the Income Statement for the period in which the asset was sold or withdrawn.

Constructed or developed investment property items are monitored, as well as completed items, at fair value.

### **4.15 Inventory**

Inventory items include constructed or real estate property items kept for sale, idle mines and quarries materials, building materials, spare parts and raw and auxiliary materials. Inventories are measured at the lower amount between the cost and net realizable value. The cost of raw materials, semi-finished and finished products is determined applying the weighted average cost method.

The cost of finished and semi-finished products includes all the costs incurred in order to bring the products to their current state, condition and processing stage and contains raw materials, labor, general industrial expenses and other costs directly affecting acquisition of materials.

The net realizable value of finished products is their estimated selling price during the Company's normal course of business less the estimated costs for their completion and the estimated necessary costs for their sale.

The net realizable value of raw materials is their estimated replacement cost during the normal course of business.

Appropriate provisions are formed for obsolete inventory, if necessary. Impairment of inventory in net realizable value and other losses from inventory are recognized in profit or loss for the period in which they are incurred.

#### **4.16 Cash and Cash Equivalents**

Cash and cash equivalents include cash in hand, sight deposits, term deposits, bank overdrafts and other highly liquid investments that are directly convertible into particular amounts of cash equivalents which are not subject to significant value change risk.

The Group considers term deposits and other highly liquid investments with a maturity of less than three months as cash and cash equivalents, as well as time deposits over three months maturity for which it has the right to early liquidation without loss of capital.

For the purposes of preparing the consolidated Statements of Cash Flows, cash and cash equivalents consist of cash in hand, bank deposits as well as cash equivalents as defined above.

The Group's restricted deposits, irrespective of the nature of their commitment are not included in the cash and cash equivalents but are classified in the item "Prepayments and other receivables" (see Note 18).

#### **4.17 Employee benefits**

**Short-term benefits:** Short-term employee benefits (except for termination of employment benefits) in cash and in kind are recognized as an expense when deemed accrued. Any unpaid amount is recorded as a liability, whereas in case the amount already paid exceeds the benefits' amount, the entity identifies the excessive amount as an asset (prepaid expense) only to the extent that the prepayment shall lead to a future payments' reduction or refund.

**Retirement Benefits:** Benefits following termination of employment include lump-sum severance grants, pensions and other benefits paid to employees after termination of employment in exchange for their service. The Group's liabilities for retirement benefits cover both defined contribution plans and defined benefit plans. The defined contribution plan's accrued cost is recognized as an expense in the period to which it relates. Pension plans adopted by the Group are partly financed through payments to insurance companies or state social security funds.

##### **(a) Defined Contribution Plan**

Defined contribution plans pertain to contribution payment to Social Security Organizations and therefore, the Group does not have any legal obligation in case the Fund is incapable of paying a pension to the insured person. The employer's obligation is limited to paying the employer's contributions to the Funds. The payable contribution by the Group in a defined contribution plan is identified as a liability after the deduction of the paid contribution, while accrued contributions are recognized as expenses in the income statement.

##### **(b) Defined Benefit Plan (non-funded)**

Under Laws 2112/20 and 4093/2012, the Company must pay compensation to its employees upon their dismissal or retirement. The amount of compensation paid depends on the years of service, the level of wages and the way of leaving service (dismissal or retirement). The entitlement to participate in these plans is carried out through the distribution of benefits in the last 16 years until the date of retirement of employees following the scale of Law 4093/2012.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

---

The liability recognized in the Statement of Financial Position for defined benefit plans is the present value of the liability for the defined benefit less the plan assets' fair value (reserves from payments to an insurance company), the changes deriving from any actuarial profit or loss and the previous service cost. The defined benefit commitment is calculated on an annual basis by an independent actuary through the use of the projected unit credit method. Regarding FY 2025 the selected interest rate follows the tendency of European Bonds of 10-year maturity as at December 31 2025, which is regarded as consistent with the provisions of IAS 19, i.e. is based on bonds corresponding to the currency and the estimated term relative to employee benefits as well as appropriate for long-term provisions.

A defined benefit plan establishes, based on various parameters, such as age, years of service and salary, the specific obligations for payable benefits. Provisions for the period are included in the relative staff costs in the accompanying separate and consolidated Income Statements and comprise the current and past service cost, the relative financial cost, the actuarial gains or losses and potentially arising additional charges. Regarding unrecognized actuarial gains or losses, the revised IAS 19 is applied, which includes a number of changes to accounting treatment of defined benefit plans, including as follows:

- i. recognition of actuarial gains/losses in other comprehensive income and their permanent exclusion from the Income Statement,
- ii. non-recognition of the expected returns on the plan investment in the Income Statement but recognition of the relative interest on net liability/(asset ) of the benefits calculated based on the discount rate used to measure the defined benefit obligation,
- iii. recognition of past service cost in the Income Statement at the earliest between the plan modification date or when the relative restructuring or terminal provision are recognized,
- iv. other changes include new disclosures, such as quantitative sensitivity analysis.

### **(c) Share-based Payments (IFRS 2)**

The Group provides executives with remuneration in equity securities. Specifically, the Group provides executives with remuneration based on a bonus share allocation program of the parent company approved by the General Meeting of Shareholders.

None of the existing equity-based payment agreements are cash-settled. Services received in exchange for granting equity-based payments are measured at their fair value. The fair value of the services of executives and employees, on the date the stock options' granting, is recognized in accordance with IFRS 2 as an expense in the income statement, with a corresponding increase in equity (in the account "Reserves for share-based payments") during the period when the services that correspond to the stock options are being received. The total expense of the stock options and free share grants during the vesting period is calculated according to the fair value of the options on the date of granting. The expense is allocated over the vesting period, based on the best available estimate of the number of stock options expected to be granted. Non-market conditions are included in the assumptions for determining the number of options expected to be exercised. The fair value of options is measured by adopting an appropriate valuation model to reflect the number of options for which the performance conditions of each plan are expected to be met. Estimates of the number of options expected to be

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

exercised are revised if there is any indication that the number of stock options expected to be granted differs from previous estimates. Any adjustment made to the cumulative share-based compensation resulting from a review is recognized in the current period.

The above Stock Option Plans take into account the following variables: Exercise Price, Share Price on the granting date, Granting Date, Maturity Date(s) of Options, Expected Volatility of Stock Price, Dividend Yield and Risk-Free Rate.

As of 31.12.2025, there is an active bonus share distribution program of the parent company (see Note 29).

### 4.18 Government grants

Government grants are recognized at fair value, when there is reasonable assurance that the grant will be collected and the Group will comply with all relevant conditions.

Government grants related to the grants for tangible fixed assets are recognized, when there is reasonable assurance that the grant will be collected and all relevant conditions will be met. These grants are recognized as deferred income and are transferred to the income statement during the period based on the expected useful life of the asset, for which the grant was received.

Government grants, relating to expenses, are recorded in transit accounts and recognized in the income statement over the period necessary to balance the expenses they are intended to compensate.

## 5 GROUP AND COMPANY STRUCTURE

The following tables is presented as of 31.12.2025 the total participating interests of parent company TERNA S.A., direct and indirect, in the economic entities, which were included in the consolidation or incorporated as joint operations.

### 5.1 Company's Structure

COMPANY NAME	DOMICILE	DIRECT PARTI- CIPATION %	INDIRECT PARTI- CIPATION %	TOTAL PARTI- CIPATION %	CONSOLI- DATION METHOD	TAX UNAUDITED YEARS
<b>CONSTRUCTION SEGMENT - JOINT OPERATIONS</b>						
J/V TERNA - AKTOR - POWELL (CHAIDARI METRO)	Greece	66.00	0.00	66.00	Proportional consolidation	2020-2025
J/V TERNA - IMPEGILOSPA (TRAM)	Greece	55.00	0.00	55.00	Proportional consolidation	2020-2025
J/V ALPINE MAYREDER BAU GmbH-TERNA (ANCIENT OLYMPIA BYPASS)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V TERNA SA - WAYSS (PERISTERI METRO)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V ETETH-TERNA-AVAX -PANTECHNIKI HORSE RIDING CENTRE	Greece	35.00	0.00	35.00	Proportional consolidation	2020-2025

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

COMPANY NAME	DOMICILE	DIRECT PARTI- CIPATION %	INDIRECT PARTI- CIPATION %	TOTAL PARTI- CIPATION %	CONSOLI- DATION METHOD	TAX UNAUDITED YEARS
J/V TERNA - PANTECHNIKI (OAKA SUR. AREAS)	Greece	83.50	0.00	83.50	Proportional consolidation	2020-2025
J/V TERNA-MICHANIKI AGRINIO BY-PASS	Greece	65.00	0.00	65.00	Proportional consolidation	2020-2025
J/V ALPINE MAYREDER BAU GmbH-TERNA SA (CHAIDARI METRO STATION, PART A')	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V ALPINE MAYREDER BAU GmbH-TERNA SA (PARADEISIA TSAKONA)	Greece	49.00	0.00	49.00	Proportional consolidation	2020-2025
J/V AKTOR-DOMOTECHNIKI-THEMELIODOMI-TERNA-ETETH (THESSAL. MEG. MUNICIPALITY)	Greece	25.00	0.00	25.00	Proportional consolidation	2020-2025
J/V TERNA - AKTOR (SUBURBAN SKA)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V TERNA - AKTOR (R.C. LIANOKLADI - DOMOKOS)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V TERNA SA- THALES AUSTRIA (ETCS SYSTEM PROCUREMENT)	Greece	37.40	0.00	37.40	Proportional consolidation	2020-2025
J/V TERNA SA-AKTOR ATE J&P AVAX-TREIS GEFYRES	Greece	33.33	0.00	33.33	Proportional consolidation	2020-2025
J/V METKA-TERNA	Greece	90.00	0.00	90.00	Proportional consolidation	2020-2025
J/V APION KLEOS	Greece	28.60	0.00	28.60	Proportional consolidation	2020-2025
J/V AKTOR-TERNA-PORTO KARRAS (Florina-Niki Road)	Greece	33.33	0.00	33.33	Proportional consolidation	2020-2025
J/V AKTOR-TERNA (PATHE at Stylida road)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V TERNA - AEGEK Constructions (Promachonas road)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V AKTOR-TERNA (Patras Port)	Greece	70.00	0.00	70.00	Proportional consolidation	2020-2025
J/V IMPREGILO SpA-TERNA SA (Cultural center of Stavros Niarchos Foundation)	Greece	49.00	0.00	49.00	Proportional consolidation	2020-2025
J/V AKTOR ATE - TERNA SA (Lignite works)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V AKTOR ATE - TERNA SA (Thriasio B')	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V AKTOR SA - J&P AVAX - TERNA SA (Tithorea Domokos)	Greece	33.33	0.00	33.33	Proportional consolidation	2021-2025
J/V AKTOR SA - J&P AVAX - TERNA SA (Bridge RL 26, TITHOREA - DOMOKOS)	Greece	44.56	0.00	44.56	Proportional consolidation	2020-2025
J/V AKTOR SA - TERNA SA (Thriasio B' ERGOSE)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V AKTOR - TERNA (Joint Venture ERGOSE No. 751)	Greece	50.00	0.00	50.00	Proportional consolidation	2020-2025
J/V RENCO TERNA (Construction of compression Station of TAP in Greece and in Albania)	Greece	50.00	0.00	50.00	Proportional consolidation	2022-2025
JV TERNA CC CHR D CONSTANTINIDIS	Greece	55.00	0.00	55.00	Proportional consolidation	2021-2025
J/V TERNA-THEMELI (Extention of the tram station in Hellinikon)	Greece	50.00	0.00	50.00	Proportional consolidation	2022-2025
J/V TERNA-MYTILINEOS (ELECTRICAL OPERATION OF RAILROAD KIATO-RODODAFNI)	Greece	50.00	0.00	50.00	Proportional consolidation	2022-2025
J/V TERNA-DAMCO	Greece	50.00	0.00	50.00	Proportional consolidation	2022-2025
J/V TERNA-MYTILINEOS (ELECTRICAL OPERATION OF RAILROAD RODODAFNI-RIO)	Greece	50.00	0.00	50.00	Proportional consolidation	2022-2025

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

COMPANY NAME	DOMICILE	DIRECT PARTI- CIPATION %	INDIRECT PARTI- CIPATION %	TOTAL PARTI- CIPATION %	CONSOLI- DATION METHOD	TAX UNAUDITED YEARS
J/V TERNA-FOTAGONLED (IOANNINA LICHTING)	Greece	50.00	0.00	50.00	Proportional consolidation	2023-2025
J/V TERNA-INTRAKAT (Evros fence)	Greece	65.00	0.00	65.00	Proportional consolidation	2023-2025
J/V TERNA-EKTER (Construction of Ionian Center)	Greece	70.00	0.00	70.00	Proportional consolidation	2023-2025
J/V TERNA-P&C DEVELOPMENT (Construction of Lamia Exhibition)	Greece	50.00	0.00	50.00	Proportional consolidation	2023-2025
J/V TERNA-AKTOR-INTRAKAT (VOAK SDIT)	Greece	55.00	0.00	55.00	Proportional consolidation	2023-2025
J/V TERNA-AKTOR-METKA (PANATHINAIKOS STADIUM)	Greece	40.00	0.00	40.00	Proportional consolidation	2023-2025
JV TERNA–INTRAKAT (EGNATIA ROAD-EAST SECTOR OPERATEION AND MAINTAINANCE)	Greece	50.00	0.00	50.00	Proportional consolidation	2023-2025
JV TERNA–INTRAKAT (EGNATIA ROAD-EAST SECTOR OPERATEION AND MAINTAINANCE)	Greece	50.00	0.00	50.00	Proportional consolidation	2023-2025
JV THALIS-TERNA–CONSTANTINIDIS (E.E.N AMARIOU)	Greece	30.00	0.00	30.00	Proportional consolidation	2023-2025
JV METKA–TERNA (E-APALLOTRIOSIS)	Greece	50.00	0.00	50.00	Proportional consolidation	2024-2025
J/V INTRAKAT - TERNA SA - KAMERES KOK JOINT VENTURE	Greece	50.00	0.00	50.00	Proportional consolidation	2024-2025
JV TERNA–P&C DEVELOPMENT (AERIAL ARCHAEOLOGY MUSEUM)	Greece	50.00	0.00	50.00	Proportional consolidation	2024-2025
JV RENCO - TERNA (ATHO4 Data Center)	Greece	50.00	0.00	50.00	Proportional consolidation	2024-2025
J/V TERNA P C DEVELOPMENT	Greece	50.00	0.00	50.00	Proportional consolidation	2024-2025
J/V TERNA GLOBILED	Greece	55.00	0.00	55.00	Proportional consolidation	2024-2025
J/V TERNA-MYTILINEOS (ELECTRICAL OPERATION OF RAILROAD RODODAFNI-RIO)	Greece	50.00	0.00	50.00	Proportional consolidation	2024-2025
J/V TERNA AE - AKTOR A.T.E. - EGNATIA DIODIA	Greece	50.00	0.00	50.00	Proportional consolidation	2025
J/V TERNA S.A. - REDEX S.A.	Greece	50.00	0.00	50.00	Proportional consolidation	2025
J/V TERNA AE METKA ATE YDATOREMATA	Greece	50.00	0.00	50.00	Proportional consolidation	2025
TERNA AE AKTOR GROUP JOINT-VENTURE	Greece	50.00	0.00	50.00	Proportional consolidation	2025
J/V AKTOR GROUP-TERNA AE-NORTH SOLAR 1	Greece	50.00	0.00	50.00	Proportional consolidation	2025
JV TERNA–INTRAKAT (EGNATIA ROAD-EAST SECTOR 6061 OPERATEION AND MAINTAINANCE)	Greece	50.00	0.00	50.00	Proportional consolidation	2023-2025
J/V VINCI TERNA DOO	Serbia	49.00	0.00	49.00	Proportional consolidation	2022-2025
J/V TERNA TERNA DIACHEIRISI PAGION (OSE PSIFIAKOS METASCHIMATISMOS)	Greece	70.00	0.00	70.00	Proportional consolidation	2025
J/V AVAX-TERNA (MEDITERRANEAN CITY OF DREAMS)	Cyprus	40.00	0.00	40.00	Proportional consolidation	2019-2025

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

### 5.2 Group Structure

COMPANY NAME	DOMICILE	DIRECT PARTI- CIPATION %	INDIRECT PARTI- CIPATION %	TOTAL PARTI- CIPATION %	CONSOLI- DATION METHOD	TAX UNAUDITED YEARS
<b>CONSTRUCTION - SUBSIDIARIES</b>						
J/V EUROIONIA	Greece	95.00	0.00	95.00	Full	2021-2025
J/V CENTRAL GREECE MOTORWAY E-65	Greece	95.00	0.00	95.00	Full	2021-2025
C & M ENGINEERING SA	Greece	62.50	0.00	62.50	Full	2020-2025
P. & C DEVELOPMENT SA	Greece	100.00	0.00	100.00	Full	2020-2025
TERNA OVERSEAS LTD	Cyprus	100.00	0.00	100.00	Full	2018-2025
TERNA BAHRAIN HOLDING WLL	Bahrain	0.00	99.99	99.99	Full	-
TERNA CONTRACTING CO WLL	Bahrain	0.00	100.00	100.00	Full	-
TERNA VENTURES WLL	Bahrain	0.00	100.00	100.00	Full	-
TERNA QATAR LLC	Qatar	0.00	35.00	35.00	Full	2020-2025
AEROZEPHIROS LTD	Cyprus	0.00	100.00	100.00	Full	2020-2025
J/V TERNA-P&C DEVELOPMENT (Construction of Lamia Exhibition)	Greece	50.00	50.00	100.00	Full	2023-2025
JV TERNA-P&C DEVELOPMENT (AERIAL ARCHAEOLOGY MUSEUM)	Greece	50.00	50.00	100.00	Full	2024-2025
J/V TERNA P C DEVELOPMENT	Greece	50.00	50.00	100.00	Full	2024-2025
ILIOHORA SA	Greece	53.30	0.00	53.30	Full	2020-2025
<b>REAL ESTATE- SUBSIDIARIES</b>						
MANTOUDI BUSINESS PARK S.A.	Greece	0.00	100.00	100.00	Full	2020-2025
<b>INDUSTRIAL-MINES - SUBSIDIARIES</b>						
TERNA MAG SA	Greece	48.98	0.00	48.98	Full	2021-2025
VRONDIS QUARRY PRODUCTS SA	Greece	100.00	0.00	100.00	Full	2020-2025
EUROPEAN AGENCIES OF METALS SA	Greece	0.00	100.00	100.00	Full	2020-2025
MALCEM CONSTRUCTION MATERIALS LTD	Malta	0.00	75.00	75.00	Full	2007-2025
CEMENT PRODUCTION AND EXPORT FZC	Libya	0.00	75.00	75.00	Full	2009-2025
<b>HOLDING - SUBSIDIARIES</b>						
QE ENERGY EUROPE LTD	Cyprus	0.00	100.00	100.00	Full	2025
TERNA INFRASTRUCTURE USA INC	US	100.00	0.00	100.00	Full	2025
<b>CONSTRUCTION - JOINT VENTURES</b>						
AIGISTOS S.A.	Greece	49.99	0.00	49.99	Equity	2021-2025
<b>CONSTRUCTION SEGMENT - JOINT OPERATIONS</b>						
J/V MESOGEIOS S.A. – P. & C. DEVELOPMENT S.A.	Greece	0.00	50.00	50.00	Proportional consolidation	2022-2025

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

COMPANY NAME	DOMICILE	DIRECT PARTI- CIPATION %	INDIRECT PARTI- CIPATION %	TOTAL PARTI- CIPATION %	CONSOLI- DATION METHOD	TAX UNAUDITED YEARS
J/V P. & C. DEVELOPMENT S.A. – AKTOR S.A.	Greece	0.00	99.99	99.99	Proportional consolidation	2021-2025
J/V P.&C. DEVELOPMENT S.A. - ERGOTEM S.A.	Greece	0.00	50.00	50.00	Proportional consolidation	2020-2025
J/V AVAX SA-VIOTER SA-ILIOHORA SA	Greece	0.00	37.50	37.50	Proportional consolidation	2020-2025
J/V THALIS-P&C DEVELOPMENT–MESOGILOS (MEA LARISAS)	Greece	0.00	33.33	33.33	Proportional consolidation	2025
<b><i>THERMAL ENERGY - ASSOCIATES</i></b>						
HERON ENERGY S.A.	Greece	13.82	0.00	13.82	Equity	2020-2025
<b><i>REAL ESTATE- ASSOCIATES</i></b>						
GEKA S.A.	Greece	33.34	0.00	33.34	Equity	2020-2025
<b><i>CONCESSIONS SEGMENT- ASSOCIATES</i></b>						
NEA ATTIKH ODOS LEITOURGIA SA	Greece	50.00	0.00	50.00	Equity	2024-2025

The percentages of voting rights of TERNA S.A. in all the above participations coincide with the percentage it holds on the circulating share capital of the companies.

**Assessment of control**

The companies TERNA MAG S.A. and TERNA QATAR LLC are fully consolidated as subsidiaries as the Group exercises control over them in accordance with the requirements of IFRS 10. Within the current year, no changes were made to the above estimates, compared to 31.12.2024 (see note 12.2).

The following table presents the joint ventures for the construction of technical projects and other companies, in which the Group participates, have already concluded the projects for which they have been established for, their guarantee period has expired, their relations with third parties have been settled and their final liquidation is pending. Therefore, they are not included in the consolidated financial statements.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

COMPANY NAME	TOTAL PARTICIPATION % (Indirect)
J/V MAIN ARROGATION CANAL D 1	75.00%
J/V AKTOR, AEGEK, EKTER, TERNA AIRPORT INSTAL. SPATA	20.00%
J/V FRAGMATOS PRAMORITSA	33.33%
J/V J&P AVAX SA – TERNA SA – EFKLEIDIS	35.00%
J/V J&P AVAX-VIOTER-TERNA (OLYMPIC VILLAGE CONSTRUCTION)	37.50%
J/V TERNA-MOCHLOS-AKTOR TUNNEL KIATO-AIGIO	35.00%
J/V J&P AVAX-TERNA-AKTOR PLATANOS TUNNEL	33.33%
J/V ALPINE MAYREDER BAU GmbH-TERNA SA (PARAD. TSAKONA RING ROAD)	49.00%
J/V TERNA SA-NEON STAR SA-RAMA (OPAP 1)	51.00%
J/V AKTOR ATE-J&P AVAX - TERNA SA (Koromilia-Kristalopigi project)	33.33%
J/V TERNA-AI OMAIER	60.00%

### 5.3 Changes in the Group structure within the Year 2025

During the financial year of 2025 the following changes were made in the structure of the Group compared to the year 2024:

- On 18.01.2025, TERNA INFRASTRUCTURE USA INC. was established. The company holds 100% of the above subsidiary.
- On 28.01.2025, the JV TERNA-AKTOR EGNATIA TOLL STATIONS was established with the purpose of managing the tolls of Egnatia Motorway. The company holds 50% of the above joint venture.
- On 28.01.2025, the JV TERNA-REDEX (Design and construction of a parking building at AIA) was established with the purpose of constructing a technical project. The company holds 50% of the above joint venture.
- On 17.03.2025, the Company acquired control of ILIOCHORA S.A. following its participation in the company's share capital increase and the non-participation of its parent company, GEK TERNA. Following this transaction, TERNA S.A.'s ownership interest reached 53.30% (see Note 7 for further details).
- On 26.03.2025, the JV AVAX S.A.-TERNA S.A.-AKTOR ATE-INTRAKAT (Temenos) was liquidated without generating a significant impact on the Group's financial results. The company held 25% of the above joint venture.
- On 06.05.2025, the JV TERNA SA METKA SA WATERCOURSES was established, with the purpose of constructing a technical project. The company holds 50% of the above joint venture.
- On 06.05.2025, the JV AKTOR GROUP-TERNA SA-NORTH SOLAR 1 was established, with the purpose of constructing a technical project. The company holds 50% of the above joint venture.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

- On 07.05.2025, the JV TERNA SA AKTOR GROUP NORTH SOLAR was established, with the purpose of constructing a technical project. The company holds 50% of the above joint venture.
- On 18.07.2025, the construction JV AVAX-TERNA INTRAKAT-MYTILINAIOS (Construction of an artificial barrier on the Greek-Turkish Evros border) was liquidated without significant impact on the Group's results. The company held 25% of the above joint venture.
- On 30.09.2025, the joint venture THALIS-P&C DEVELOPMENT–MESOGIOS (MEA LARISAS) was established, with the purpose of constructing of a technical project. The subsidiary P&C DEVELOPMENT holds 33.33% of the above joint venture.
- On 03.11.2025, the joint venture TERNA – TERNA ASSET MANAGEMENT (OSE DIGITAL TRANSFORMATION) was established, with the purpose of constructing a technical project. The company holds 70% of the above joint venture.
- During the fourth quarter, the JV AKTOR–AVAX–TERNA (Koromilia–Krystallopigi Project), whose scope involved the construction of a technical project, completed its works and was therefore reclassified outside the Group Structure, under construction joint ventures not consolidated.

## 6 GEOGRAPHICAL SEGMENTS

The following table lists selected information for the Group by geographical area.

Geographical segments 31.12.2025	Greece	Balkans	Other regions	Consolidated total
Turnover from external customers	1,623,916	62,660	13,751	<b>1,700,327</b>
Non-current Assets (excl. deferred tax assets and financial assets)	303,869	5,916	16	<b>309,801</b>
Capital expenditure	11,787	247	0	<b>12,034</b>

  

Geographical segments 31.12.2024 *	Greece	Balkans	Other regions	Consolidated total
Turnover from external customers	1,248,548	35,992	15,641	<b>1,300,181</b>
Non-current Assets (excl. deferred tax assets and financial assets)	290,337	5,937	14	<b>296,288</b>
Capital expenditure	12,669	253	0	<b>12,922</b>

\* The figures of the Group for the comparative year ended 31.12.2024 have been restated due to the finalization of the PPA of the acquired companies (see Note 7).

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
*(Amounts in thousands Euro, unless otherwise stated)*

**7 ACQUISITIONS OF COMPANIES****A) Acquisition of 100% of the shares of P. & C. Development S.A. -- Finalization of Fair Values**

On 25.01.2024, TERNA S.A. signed a Preliminary Share Transfer Agreement, with an advance payment of 7,500 out of the total price of 30,000, for the acquisition of 100% of the shares in the P&C DEVELOPMENT S.A., related to its construction business, subject to the approval of the said transfer by the Competition Commission. Following the approval decision no. 858/01.10.2024 by the Competition Commission, on 24.10.2024, Final Act of Transfer for 100% of the company's shares was signed and the remaining balance was fully paid. As of this date, P&C DEVELOPMENT became a subsidiary of TERNA S.A. As a result, from 24.10.2024 onwards, the company has been fully consolidated into the consolidated financial statements of TERNA Group. Furthermore, in accordance with IFRS 3 "Business Combinations", on the date of obtaining control, the TERNA Group provisionally measured the existing acquired assets and assumed liabilities at fair value, which corresponds to their book value. Finally, it should be noted that for the above transaction, there is a potential consideration which depends on the future profitability of specific projects, the final determination of which was completed during the financial year 2025, at which point the determination of fair values was also finalized. No adjustment arose to the amount of contingent consideration initially recognized.

**Acquired assets and assumed liabilities**

The book values of the acquired assets and assumed liabilities in October 2024 are as follows:

	<b>Fair values as at the date of obtaining control 24.10.2024</b>
<b>ASSETS</b>	
Intangible assets	14,627
Right of use assets	315
Tangible fixed assets	202
Other long-term assets	50
Deferred Tax Assets	11
Trade receivables	15,504
Receivables from contracts with customers	20,240
Prepayments and other receivables	9,888
Income tax receivables	1,080
Cash and cash equivalents	4,060
<b>Total assets</b>	<b>65,977</b>
<b>LIABILITIES</b>	
Long-term loans	3,188
Liabilities from leases	168
Provisions for staff leaving indemnities	9
Other provisions	576
Deferred tax liabilities	5,688
Suppliers	12,517

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	<b>Fair values as at the date of obtaining control 24.10.2024</b>
Short-term loans	2,194
Long term liabilities payable during the next financial year	750
Short-term part liabilities from leases	156
Liabilities from contracts with customers	16,624
Accrued and other short-term liabilities	10,362
Income tax payable	10
<b>Total liabilities</b>	<b>52,242</b>
<b>Net assets</b>	<b>13,735</b>

The Group has exercised the option provided by IFRS 3 "Business Combinations" to finalize these figures within 12 months from the date of obtaining control. The above table presents the finalized fair values of the acquired assets and assumed liabilities as of the date control was obtained. The valuation of the acquired business, as well as the Purchase Price Allocation was performed by an independent expert on behalf of the Group. As a result of the valuation, the Group recognized an intangible asset in the account "Intangible Assets" amounting to 14,627, after the corresponding deferred tax, relating to the contractual backlog at the acquisition date.

Following the above, the calculation of the final goodwill arising from the transaction, which is included in the line item of the same name in the consolidated Statement of Financial Position, is presented as follows:

Acquisition Cost for the 100% of shares	30,000
Minus: Net assets at the acquisition date	(13,735)
<b>Total Goodwill</b>	<b>16,265</b>

Therefore, upon completion of the measurement process and as a result of the finalization of the fair values and the purchase price allocation, the initially recognized temporary Goodwill of 27,675 was derecognized, the fair value of the net acquired assets amounted to 11,410 and the remaining amount of 16,265 was recognized as final Goodwill (see note 8).

In accordance with the recognition and measurement principles set out in IFRS 3 – Business Combinations and IAS 38 – Intangible Assets, the identified intangible asset relates to the contractual backlog of the acquired company, representing the backlog of contractually agreed projects under existing construction contracts in force at the acquisition date (the "Contractual Backlog").

The Contractual Backlog was valued using the Income Approach, specifically by determining the asset's value as the present value of future profits attributable solely to it, after deducting the required returns on all contributing assets involved in generating those profits. A discount rate corresponding to the Cost of Equity, calculated at 13.9%, was applied.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

It is noted that the amount of the recognized goodwill relates mainly to the company's 6th-class contractor's license, which, in combination with the Group's other contractor licenses, creates significant synergies. Through this, the undertaking and execution of new infrastructure projects planned for the near future in Greece is expected, thereby enhancing the Group's ability to participate in major investments.

In addition, this acquisition has strengthened the Group's management team with experienced construction sector professionals, whose expertise and knowledge are expected to contribute to the execution of the Group's construction backlog.

### B) Acquisition of 62.5% of the shares of C&M ENGINEERING S.A. -- Finalization of Fair Values

On 07.08.2024, TERNA signed: a) A final share purchase agreement for 62.5% of the shares in C&M TECHNIKI S.A. (trade name: C&M ENGINEERING) for a total price of 4,688, payable in three installments, b) A preliminary agreement for the purchase of the remaining 37.5% of the shares, with completion set for 31.12.2028 and the price tied to the Company's profitability. As a result of the above, from 07.08.2024 onwards, this company is fully consolidated into the consolidated financial statements of GEK TERNA Group. Furthermore, in accordance with the requirements of IFRS 3 "Business Combinations", as of the date of obtaining control, the TERNA Sub-Group provisionally measured the acquired assets and assumed liabilities at fair value, which coincided with the book value.

#### Acquired assets and assumed liabilities

The fair values of the acquired assets and assumed liabilities in August 2024 are as follows:

	Fair values as at the date of obtaining control 07.08.2024
<b>ASSETS</b>	
Intangible fixed assets	2
Right of use assets	133
Tangible fixed assets	36
Other long-term assets	16
Trade receivables	2,029
Receivables from contracts with customers	939
Prepayments and other receivables	288
Income tax receivables	19
Cash and cash equivalents	936
<b>Total assets</b>	<b>4,398</b>
<b>LIABILITIES</b>	
Liabilities from leases	45
Provisions for staff leaving indemnities	56
Deferred tax liabilities	1
Suppliers	207
Short-term part liabilities from leases	75
Liabilities from contracts with customers	283

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	<b>Fair values as at the date of obtaining control 07.08.2024</b>
Accrued and other short-term liabilities	2,308
Income tax payable	273
<b>Total liabilities</b>	<b>3,248</b>
<b>Net assets</b>	<b>1,150</b>

The Group has exercised the option provided by IFRS 3 "Business Combinations" to finalize these figures within 12 months from the date of obtaining control. The above table presents the finalized fair values of the acquired assets and assumed liabilities as of the date control, was obtained. The valuation of the acquired business, as well as the Purchase Price Allocation, was performed by an independent expert on behalf of the Company. Following the completion of the valuation, no assets were recognized by the Group.

Following the above, the calculation of the final goodwill arising from the transaction, which is included in the corresponding line item of the Consolidated Statement of Financial Position, is as follows:

Net assets at the acquisition date (100%)	1,150
Minus: Minority interest at the acquisition date (37,5%)	(431)
<b>Net assets at the acquisition date (62,5%)</b>	<b>719</b>
Acquisition Cost for the 62,5% of shares	4,688
Minus: Net assets at the acquisition date	(719)
<b>Total Goodwill</b>	<b>3,969</b>

During 2025, an amount of 1,406 was paid as part of the settlement of the transaction price, which, following this payment, was fully repaid.

It is noted, that the amount of the recognized goodwill relates to the acquisition of a design company with extensive experience across all design disciplines, staffed with capable and highly experienced professionals. These executives, through their knowledge and expertise, are expected to contribute to the execution of the projects that comprise the Group's construction backlog.

By leveraging the experience of these professionals, the Group is expected to strengthen its ability to undertake more complex design and construction projects within the major infrastructure and other investments planned in Greece for the coming period.

### C) Company acquisition under common control

On 17.03.2025, following a decision of the Extraordinary General Meeting of Shareholders, the Share Capital of ILIOCHORA S.A. was increased by 2,990,000.00 euros through the issuance of 130,000 new registered shares with a nominal value of 23 euros each. The increase was fully covered by the shareholder TERNA S.A., which paid the total amount in cash and acquired 100% of the new shares, while the other shareholder, GEK TERNA S.A., waived its pre-emption right. Following the above transaction, TERNA S.A.'s shareholding in ILIOCHORA S.A. amounted to 53.30%, compared to 46.70%

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

held by GEK TERNA S.A. Furthermore, taking into account that the conditions for exercising control under IFRS 10 are met (see Note 4.1(a) of the Financial Statements), the Company acquired control over ILIOCHORA S.A. on 17.03.2025, as well as over its 100% subsidiary EUROPEAN AGENCIES OF METALS S.A. and the 37.5% jointly controlled JV J&P–AVAX S.A.–VIOTER S.A.–ILIOCHORA S.A.

The acquisition by TERNA S.A. of ILIOCHORA S.A. and the aforementioned companies does not result in a change in control of the companies by the parent company GEK TERNA S.A. Therefore, the corporate restructuring is considered as a transaction between entities under common control and is excluded from the scope of IFRS 3.

The Management, in accordance with paragraphs 10 to 12 of IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”, which, among other things, state that “in the absence of an standard or an Interpretation that specifically applies to a transaction, other event or condition, management shall use its judgement in developing and applying an accounting policy that results in information that is relevant to the economic decision-making needs of users and reliable.”

The Company has selected to apply the pooling of interest/predecessor value method. Under this approach, the Statements of Financial Position of the acquired companies are aggregated using the carrying amounts of assets and liabilities, without any further measurement at fair value.

More specifically, based on the pooling of interest/predecessor value method, it is noted that:

1. The assets and liabilities of the absorbed entity are recognized at their carrying amounts.
2. Intangible assets and contingent liabilities are recognized only to the extent that they were recognized in the financial statements of the acquired companies.
3. No goodwill is recognized. Any difference between the acquisition cost of the investment and the equity of the acquired companies is recognized in the account “Retained earnings” within Equity.
4. Non-controlling interests are measured proportionately based on the percentage of non-controlling ownership interests in the carrying amounts of the relevant assets and liabilities
5. Transaction costs are recognized directly as expenses in the Income Statement.

The Company did not restate the comparative information presented.

The receivables, liabilities and equity items acquired on 17.03.2025 are analyzed as follows:

	<b>Accounting values as at the date of obtaining control 17.03.2025</b>
<b>ASSETS</b>	
Right of use assets	29
Tangible fixed assets	1,412
Participations in associates	286
Investment in equity interests	11,721
Other long-term assets	20
Receivables from contracts with customers	806
Prepayments and other receivables	298
Income tax receivables	2

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
*(Amounts in thousands Euro, unless otherwise stated)*

Cash and cash equivalents	5,073
<b>Total assets</b>	<b>19,647</b>
<b>LIABILITIES</b>	
Deferred tax liabilities	2,105
Suppliers	560
Short-term part liabilities from leases	29
Accrued and other short-term liabilities	4,857
<b>Total liabilities</b>	<b>7,551</b>
<b>Net assets</b>	<b>12,096</b>

The calculation of the recognition of a reserve in “Retained Earnings” of Equity is analyzed as follows:

Net assets at the acquisition date (100%)	12,096
Minus: Minority interest at the acquisition date (46,7%)	(5,649)
<b>Net assets at the acquisition date (53,3%)</b>	<b>6,447</b>
Cost of Investment	7,176
Minus: Net assets at the acquisition date	(6,447)
<b>Total Reserve recognized</b>	<b>729</b>

**8 INTANGIBLE ASSETS AND GOODWILL****8.1 Intangible assets**

Group’s intangible assets presented in the attached financial statements and their movement for the periods from 1 January to 31 December 2025 and 2024, are analyzed as follows:

	GROUP					Total
	Concessions and other Rights	Rights from construction contract	Software	Development Costs	Other	
<b>Acquisition Value</b>						
<b>1st January 2025*</b>	<b>28,767</b>	<b>102,649</b>	<b>5,170</b>	<b>30,323</b>	<b>1,685</b>	<b>168,594</b>
Additions	0	0	70	2,826	1,334	<b>4,230</b>
Sales	0	0	(41)	0	0	<b>(41)</b>
Write offs	0	0	(2)	0	0	<b>(2)</b>
Transfers	0	0	33	598	(424)	<b>207</b>
Foreign exchange differences	0	0	(27)	0	0	<b>(27)</b>
<b>31st December 2025</b>	<b>28,767</b>	<b>102,649</b>	<b>5,203</b>	<b>33,747</b>	<b>2,595</b>	<b>172,961</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP					
	Concessions and other Rights	Rights from construction contract	Software	Development Costs	Other	Total
<b>Accumulated amortization and impairments</b>						
<b>1st January 2025</b>	<b>(28,767)</b>	<b>(88,022)</b>	<b>(3,260)</b>	<b>(20,918)</b>	<b>0</b>	<b>(140,967)</b>
Amortization	0	(2,031)	(361)	(567)	0	(2,959)
Sales	0	0	41	0	0	41
Write offs	0	0	2	0	0	2
Impairments	0	0	0	(3,425)	0	(3,425)
Foreign exchange differences	0	0	28	0	0	28
<b>31st December 2025</b>	<b>(28,767)</b>	<b>(90,053)</b>	<b>(3,550)</b>	<b>(24,910)</b>	<b>0</b>	<b>(147,280)</b>
<b>Net book value</b>						
<b>31st December 2025</b>	<b>0</b>	<b>12,596</b>	<b>1,653</b>	<b>8,837</b>	<b>2,595</b>	<b>25,681</b>

	GROUP					
	Concessions and other Rights	Rights from construction contract	Software	Development Costs	Other	Total
<b>Acquisition Value</b>						
<b>1st January 2024</b>	<b>28,767</b>	<b>88,022</b>	<b>4,632</b>	<b>25,396</b>	<b>912</b>	<b>147,729</b>
Additions	0	0	189	4,430	1,270	5,889
Addition due to acquisition of entity	0	0	335	0	0	335
Transfers	0	0	0	497	(497)	0
Foreign exchange differences	0	0	14	0	0	14
<b>31st December 2024</b>	<b>28,767</b>	<b>88,022</b>	<b>5,170</b>	<b>30,323</b>	<b>1,685</b>	<b>153,967</b>
Completion of the PPA for the acquired companies 31.12.2024	0	14,627	0	0	0	14,627
<b>Restated Balances 31st December 2024*</b>	<b>28,767</b>	<b>102,649</b>	<b>5,170</b>	<b>30,323</b>	<b>1,685</b>	<b>168,594</b>

	GROUP					
	Concessions and other Rights	Rights from construction contract	Software	Development Costs	Other	Total
<b>Accumulated amortization and impairments</b>						
<b>1st January 2024</b>	<b>(25,202)</b>	<b>(86,919)</b>	<b>(2,538)</b>	<b>(5,087)</b>	<b>0</b>	<b>(119,746)</b>
Amortization	(85)	(1,103)	(370)	(2,370)	0	(3,928)
Addition due to acquisition of entity	0	0	(334)	0	0	(334)
Impairments	(3,480)	0	(4)	(13,849)	0	(17,333)
Transfers from/(to) assets	0	0	0	388	0	388
Foreign exchange differences	0	0	(14)	0	0	(14)
<b>31st December 2024</b>	<b>(28,767)</b>	<b>(88,022)</b>	<b>(3,260)</b>	<b>(20,918)</b>	<b>0</b>	<b>(140,967)</b>

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP					Total
	Concessions and other Rights	Rights from construction contract	Software	Development Costs	Other	
<b>Net book value</b>						
<b>31st December 2024</b>	<b>0</b>	<b>14,627</b>	<b>1,910</b>	<b>9,405</b>	<b>1,685</b>	<b>27,627</b>

\* The figures of the Group for the comparative period 31.12.2024 were adjusted due to the finalization of the PPA of the acquired companies (see Note 7).

Amortization for the Group for the fiscal years 2025 and 2024 has been recorded in the Cost of sales by 2,801(31.12.2024:3,472), in Administrative and distribution expenses by 0 (31.12.2024:289), in Research and development expenses by 71 (31.12.2024:125), 46 in the Other Income/(expenses) (31.12.2024:44) and in the Inventory by 42 (31.12.2024:0).

Regarding the Group, the development expenses mainly refer to costs incurred in the Group's mining activities (magnesium) of the subsidiary TERNA MAG S.A.

The "Impairments" account for the fiscal year 2025 an amount of 3,425 is included, which pertains to the subsidiary company TERNA MAG S.A.

### Impairment test of intangible assets

With regard to the amortizable intangible assets, the Group's Management carries out relevant impairment tests in accordance with the requirements of IAS 36, only when and where relevant indications indicate potential need for impairment.

Within the financial year 2025, total impairment losses were recognized on the value of intangible assets amounting to 3,425 (31.12.2024: 17,333), which burdened the Group's consolidated results and have been recognized in the "Other Income/(Expenses)" of the Income Statement of the year (Note 34).

The total amount of 3,425 relates to impairment losses on development expenses and exploitation rights of quarries and magnesite mines of the subsidiary TERNA MAG (Industrial operating segment).

### 8.2 Goodwill

The goodwill, that has been recognized, refers to an acquisition made by the Group in previous year. More specifically, TERNA S.A. acquired 66.7% of the construction joint venture EUROIONIA and E-65 with an unamortized balance of 2,381, through which it will execute additional major construction project according to existing construction contracts. Within the fiscal year 2025, the fair values were finalized and definitive goodwill was recognized amounting to 3,969 arising from the acquisition of 62.5% of the shares in the subsidiary C&M TECHNIKI S.A. and 16,265 arising from the acquisition of 100% of the shares in the subsidiary P. & C. DEVELOPMENT S.A. (see Note 7 for further details).

The movement of goodwill in the consolidated Financial Statements for the year ended 31.12.2025 and 31.12.2024 is as follows:

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	<b>Constructions</b>
<b>Net book value at 01.01.2024</b>	2,380
Addition	31,644
<b>Net book value at 31.12.2024</b>	<b>34,024</b>
Completion of the PPA for the acquired companies 31.12.2024	(11,409)
<b>Restated Net book value at 31.12.2024*</b>	<b>22,615</b>
<b>Net book value at 01.01.2025*</b>	<b>22,615</b>
<b>Net book value at 31.12.2025</b>	<b>22,615</b>
<b>Gross book value on 31.12.2025</b>	29,994
Accumulated impairment losses	(7,379)
<b>Net book value at 31.12.2025</b>	<b>22,615</b>

\* The figures of the Group for the comparative period 31.12.2024 were adjusted due to the finalization of the PPA of the acquired companies (see Note 7).

### Goodwill Impairment Test

Management reviews goodwill for impairment annually (on December 31) or more frequently if events or changes in circumstances indicate that the carrying amount may have depreciated, in accordance with the accounting practice as described in note 4.6.

The Group reviewed the goodwill for impairment on 31.12.2025 and the key assumptions used to determine the recoverable amount, are disclosed below. The audit did not reveal any impairment loss. The recoverable values of cash-generating units are determined according to value in use calculations using appropriate estimates regarding future cash flows and discount rates.

In particular, the goodwill that arises during the consolidation process of subsidiaries resulting from an acquisition has been divided into the following cash flow generation units (CFUs) per operating segment according to the above Table. The goodwill impairment test is carried out at the subsidiary company level.

The recoverable amount of each Cash Flow Generating Unit is determined based on a value-in-use calculation. This determination results from the present value of the estimated future cash flows expected to be generated by each Cash Flow Generating Unit, using the discounted cash flow (DCF) method. The cash flows are based on the most recent budgets approved by Management. The cash flow projections, beyond the period covered by the most recent budgets, are estimated by extrapolating the budget-based projections using a steady or declining growth rate for the following years. This rate does not exceed the long-term average growth rate of the sectors in which the Group operates. The cash flow projections are based on reasonable and supportable assumptions representing the best information available to Management at the reporting date of the Financial Statements.

The Management evaluates the rationality of the underlying assumptions with regard to the projected cash flows by examining the causes of differences between past projected cash flows and currently

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

projected cash flows. Also, the Management ensures that the assumptions underlying the currently projected cash flows are consistent with past actual results. From the carried-out impairment test, there was no need for recognition of goodwill impairment losses.

**Assumptions used to determine value in use**

The Group, in order to determine the recoverable value of each Cash Flow Generating Unit, calculates the value in use, through the method of the present value of the estimated future cash flows. The main assumptions that the Group uses to determine the estimated future cash flows are as follows:

Regarding the goodwill for the construction joint ventures EUROIONIA and E-65, the determination value-in-use is based on the following key assumptions as adopted by the Management to determine future cash flows: a) the projected revenue under the existing construction contracts of two joint ventures, b) the budgeted operating profit margins of construction projects, which are also calculated on the basis of the results of the last years. Estimated future cash flows are determined up to the completion of the construction projects of the joint ventures and have been discounted at a discount rate of 8.4%. Regarding the goodwill arising from the acquisition of the companies P&C Development S.A. and C&M Engineering S.A., it was examined for impairment purposes and no need for a relevant adjustment arose. For the impairment test of the goodwill of P&C Development S.A., the Cost of Equity was applied as the discount rate, which was calculated at 13.9%. For the impairment test of the goodwill of C&M Engineering S.A., the Cost of Equity was applied as the discount rate, which was calculated at 10%.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)***9 RIGHT-OF-USE ASSETS**

Right of use assets and changes for the periods 1 January to 31 December 2025 and 2024, presented in the accompanying financial statements, are analyzed as follows:

	<b>GROUP</b>					
	Land-Plots	Buildings and Installations	Technological and mechanical equipment	Vehicles	Other	Total
<b><u>Acquisition Value</u></b>						
<b>1st January 2025</b>	<b>1,860</b>	<b>24,755</b>	<b>58,927</b>	<b>22,368</b>	<b>170</b>	<b>108,080</b>
Additions	817	8,570	21,126	5,833	0	<b>36,346</b>
Addition due to acquisition of entity (Note 7)	0	248	0	0	0	<b>248</b>
Termination of contracts	(284)	(2,716)	(1,956)	(559)	0	<b>(5,515)</b>
Foreign exchange differences	(14)	(85)	0	0	0	<b>(99)</b>
<b>31st December 2025</b>	<b>2,379</b>	<b>30,772</b>	<b>78,097</b>	<b>27,642</b>	<b>170</b>	<b>139,060</b>
<b><u>Accumulated amortization and impairments</u></b>						
<b>1st January 2025</b>	<b>(910)</b>	<b>(15,977)</b>	<b>(8,910)</b>	<b>(6,734)</b>	<b>(1)</b>	<b>(32,532)</b>
Amortization	(449)	(5,847)	(8,095)	(4,217)	(17)	<b>(18,625)</b>
Addition due to acquisition of entity (Note 7)	0	(219)	0	0	0	<b>(219)</b>
Termination of contracts	124	1,637	1,956	511	0	<b>4,228</b>
Foreign exchange differences	14	82	0	0	0	<b>96</b>
<b>31st December 2025</b>	<b>(1,221)</b>	<b>(20,324)</b>	<b>(15,049)</b>	<b>(10,440)</b>	<b>(18)</b>	<b>(47,052)</b>
<b><u>Net book value</u></b>						
<b>31st December 2025</b>	<b>1,158</b>	<b>10,448</b>	<b>63,048</b>	<b>17,202</b>	<b>152</b>	<b>92,008</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	<b>GROUP</b>					
	Land-Plots	Buildings and Installations	Technological and mechanical equipment	Vehicles	Other	Total
<b><u>Acquisition Value</u></b>						
<b>1st January 2024</b>	<b>1,146</b>	<b>20,559</b>	<b>41,215</b>	<b>15,280</b>	<b>1,144</b>	<b>79,344</b>
Additions	947	4,690	17,712	7,069	18	<b>30,436</b>
Addition due to acquisition of entity	0	375	0	419	0	<b>794</b>
Termination of contracts	(240)	(910)	0	(400)	(992)	<b>(2,542)</b>
Foreign exchange differences	7	41	0	0	0	<b>48</b>
<b>31st December 2024</b>	<b>1,860</b>	<b>24,755</b>	<b>58,927</b>	<b>22,368</b>	<b>170</b>	<b>108,080</b>
<b><u>Accumulated amortization and impairments</u></b>						
<b>1st January 2024</b>	<b>(646)</b>	<b>(11,516)</b>	<b>(3,620)</b>	<b>(3,565)</b>	<b>(807)</b>	<b>(20,154)</b>
Amortization	(322)	(4,598)	(5,290)	(3,420)	(98)	<b>(13,728)</b>
Addition due to acquisition of entity	0	(213)	0	(134)	0	<b>(347)</b>
Termination of contracts	65	390	0	385	904	<b>1,744</b>
Foreign exchange differences	(7)	(40)	0	0	0	<b>(47)</b>
<b>31st December 2024</b>	<b>(910)</b>	<b>(15,977)</b>	<b>(8,910)</b>	<b>(6,734)</b>	<b>(1)</b>	<b>(32,532)</b>
<b><u>Net book value</u></b>						
<b>31st December 2024</b>	<b>950</b>	<b>8,778</b>	<b>50,017</b>	<b>15,634</b>	<b>169</b>	<b>75,548</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	<b>COMPANY</b>					
	Land-Plots	Buildings and Installations	Technological and mechanical equipment	Vehicles	Other	Total
<b><u>Acquisition Value</u></b>						
<b>1st January 2025</b>	<b>1,156</b>	<b>22,029</b>	<b>58,757</b>	<b>21,653</b>	<b>170</b>	<b>103,765</b>
Additions	728	8,467	20,945	5,626	0	<b>35,766</b>
Termination of contracts	(284)	(2,514)	(1,956)	(559)	0	<b>(5,313)</b>
Foreign exchange differences	0	(42)	0	0	0	<b>(42)</b>
<b>31st December 2025</b>	<b>1,600</b>	<b>27,940</b>	<b>77,746</b>	<b>26,720</b>	<b>170</b>	<b>134,176</b>
<b><u>Accumulated amortization and impairments</u></b>						
<b>1st January 2025</b>	<b>(652)</b>	<b>(14,256)</b>	<b>(8,738)</b>	<b>(6,391)</b>	<b>(1)</b>	<b>(30,038)</b>
Amortization	(366)	(5,420)	(8,046)	(3,994)	(17)	<b>(17,843)</b>
Termination of contracts	124	1,605	1,956	511	0	<b>4,196</b>
Foreign exchange differences	0	40	0	0	0	<b>40</b>
<b>31st December 2025</b>	<b>(894)</b>	<b>(18,031)</b>	<b>(14,828)</b>	<b>(9,874)</b>	<b>(18)</b>	<b>(43,645)</b>
<b><u>Net book value</u></b>						
<b>31st December 2025</b>	<b>706</b>	<b>9,909</b>	<b>62,918</b>	<b>16,846</b>	<b>152</b>	<b>90,531</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	<b>COMPANY</b>					<b>Total</b>
	<b>Land-Plots</b>	<b>Buildings and Installations</b>	<b>Technological and mechanical equipment</b>	<b>Vehicles</b>	<b>Other</b>	
<b><u>Acquisition Value</u></b>						
<b>1st January 2024</b>	<b>880</b>	<b>18,901</b>	<b>41,045</b>	<b>15,052</b>	<b>1,144</b>	<b>77,022</b>
Additions	464	4,014	17,712	6,963	18	29,171
Termination of contracts	(188)	(907)	0	(362)	(992)	(2,449)
Foreign exchange differences	0	21	0	0	0	21
<b>31st December 2024</b>	<b>1156</b>	<b>22,029</b>	<b>58,757</b>	<b>21,653</b>	<b>170</b>	<b>103,765</b>
<b><u>Accumulated amortization and impairments</u></b>						
<b>1st January 2024</b>	<b>(461)</b>	<b>(10,337)</b>	<b>(3,448)</b>	<b>(3,424)</b>	<b>-807</b>	<b>(18,477)</b>
Amortization	(248)	(4,286)	(5,290)	(3,318)	(98)	(13,240)
Termination of contracts	57	388	0	351	904	1,700
Foreign exchange differences	0	(21)	0	0	0	(21)
<b>31st December 2024</b>	<b>(652)</b>	<b>(14,256)</b>	<b>(8,738)</b>	<b>(6,391)</b>	<b>(1)</b>	<b>(30,038)</b>
<b><u>Net book value</u></b>						
<b>31st December 2024</b>	<b>504</b>	<b>7,773</b>	<b>50,019</b>	<b>15,262</b>	<b>169</b>	<b>73,727</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
*(Amounts in thousands Euro, unless otherwise stated)*

---

The Group's amortization for the financial year 2025 has been recorded in the Cost of sales by 14,957 (31.12.2024:10,621), in the Administrative and Distribution expenses by 2,607 (31.12.2024:2,431), in research and development Expenses by 14 (31.12.2024:9), in the Other income/(expense) by 1,007 (31.12.2024:666) and in the inventory by 40 (31.12.2024:0).

The Company's amortization for the financial year 2025 has been recorded in the Cost of sales by 14,894 (31.12.2024:10,407), in the administrative Expenses by 2,025 (31.12.2024:2,241) and in the Other income/(expense) by 924 (31.12.2024:592).

The additions of the year mainly concern the commencement of new bank related lease contracts for machineries of the Company TERNA S.A. which are used in the construction projects carried out by the Company.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)***10 TANGIBLE FIXED ASSETS**

The Group's and the Company's tangible fixed assets and their movements for the periods from 1 January to 31 December 2025 and 2024, in the accompanying financial statements, are analyzed as follows:

	<b>GROUP</b>						
	<b>Quarries/Land- Plots</b>	<b>Buildings and Facilities</b>	<b>Technological and mechanical equipment</b>	<b>Vehicles</b>	<b>Other</b>	<b>Assets under construction and prepayments for acquisition of fixed asset</b>	<b>Total</b>
<b><u>Acquisition Value</u></b>							
<b>1st January 2025</b>	<b>13,377</b>	<b>7,317</b>	<b>180,719</b>	<b>36,076</b>	<b>20,312</b>	<b>2,789</b>	<b>260,590</b>
Additions/Changes in advances to suppliers of fixed assets	0	2	2,800	364	2,655	1,984	<b>7,805</b>
Addition due to acquisition of entity (Note 7)	1,164	3,688	2,053	211	765	0	<b>7,881</b>
Sales	0	(1)	(149)	(69)	(430)	0	<b>(649)</b>
Write offs	0	0	(29)	(3)	(51)	(1)	<b>(84)</b>
Transfers	0	0	2,249	53	0	(2,510)	<b>(208)</b>
Foreign exchange differences	0	(30)	(74)	(36)	(41)	0	<b>(181)</b>
<b>31st December 2025</b>	<b>14,541</b>	<b>10,976</b>	<b>187,569</b>	<b>36,596</b>	<b>23,210</b>	<b>2,262</b>	<b>275,154</b>
<b><u>Accumulated amortization and impairments</u></b>							
<b>1st January 2025</b>	<b>(6,357)</b>	<b>(5,123)</b>	<b>(142,008)</b>	<b>(30,065)</b>	<b>(13,028)</b>	<b>0</b>	<b>(196,581)</b>
Depreciation	(135)	(153)	(5,102)	(1,133)	(1,454)	0	<b>(7,977)</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

	<b>GROUP</b>						
	Quarries/Land- Plots	Buildings and Facilities	Technological and mechanical equipment	Vehicles	Other	Assets under construction and prepayments for acquisition of fixed asset	Total
Addition due to acquisition of entity (Note 7)	0	(3,444)	(2,049)	(211)	(765)	0	<b>(6,469)</b>
Sales	0	1	145	34	410	0	<b>590</b>
Write offs	0	0	27	3	44	0	<b>74</b>
Foreign exchange differences	0	30	74	36	41	0	<b>181</b>
<b>31st December 2025</b>	<b>(6,492)</b>	<b>(8,689)</b>	<b>(148,913)</b>	<b>(31,336)</b>	<b>(14,752)</b>	<b>0</b>	<b>(210,182)</b>
<b><u>Net book value</u></b>							
<b>31st December 2025</b>	<b>8,049</b>	<b>2,287</b>	<b>38,656</b>	<b>5,260</b>	<b>8,458</b>	<b>2,262</b>	<b>64,972</b>
<b><u>Acquisition Value</u></b>							
<b>1st January 2024</b>	<b>13,377</b>	<b>6,969</b>	<b>181,793</b>	<b>36,435</b>	<b>17,546</b>	<b>1,595</b>	<b>257,715</b>
Additions/Changes in advances to suppliers of fixed assets	0	13	2,627	453	2,415	1,525	<b>7,033</b>
Addition due to acquisition of entity	0	98	156	64	797	0	<b>1,115</b>
Sales	0	0	(1,459)	(362)	(441)	0	<b>(2,262)</b>
Write offs	0	(4)	(2,502)	(527)	(33)	0	<b>(3,066)</b>
Transfers	0	236	91	0	4	(331)	<b>0</b>
Foreign exchange differences	0	5	13	13	24	0	<b>55</b>
<b>31st December 2024</b>	<b>13,377</b>	<b>7,317</b>	<b>180,719</b>	<b>36,076</b>	<b>20,312</b>	<b>2,789</b>	<b>260,590</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	<b>GROUP</b>						
	<b>Quarries/Land- Plots</b>	<b>Buildings and Facilities</b>	<b>Technological and mechanical equipment</b>	<b>Vehicles</b>	<b>Other</b>	<b>Assets under construction and prepayments for acquisition of fixed asset</b>	<b>Total</b>
<b><u>Accumulated depreciations and impairments</u></b>							
<b>1st January 2024</b>	<b>(4,746)</b>	<b>(2,583)</b>	<b>(115,530)</b>	<b>(29,251)</b>	<b>(11,273)</b>	<b>0</b>	<b>(163,383)</b>
Depreciation	(280)	(204)	(5,823)	(1,343)	(1,311)	0	(8,961)
Addition due to acquisition of entity	0	(69)	(43)	(56)	(708)	0	(876)
Sales	0	0	1,247	257	436	0	1,940
Write offs	0	4	2,540	477	30	0	3,051
Impairments	(1,331)	(2,266)	(24,473)	(136)	(178)	0	(28,384)
Transfers	0	0	87	0	0	0	87
Foreign exchange differences	0	(5)	(13)	(13)	(24)	0	(55)
<b>31st December 2024</b>	<b>(6,357)</b>	<b>(5,123)</b>	<b>(142,008)</b>	<b>(30,065)</b>	<b>(13,028)</b>	<b>0</b>	<b>(196,581)</b>
<b><u>Net book value</u></b>							
<b>31st December 2024</b>	<b>7,020</b>	<b>2,194</b>	<b>38,711</b>	<b>6,011</b>	<b>7,284</b>	<b>2,789</b>	<b>64,009</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

	<b>COMPANY</b>						<b>Total</b>
	<b>Quarries/Land-Plots</b>	<b>Buildings and Facilities</b>	<b>Technological and mechanical equipment</b>	<b>Vehicles</b>	<b>Other</b>	<b>Assets under construction and prepayments for acquisition of fixed asset</b>	
<b>Acquisition Value</b>							
<b>1st January 2025</b>	<b>9,811</b>	<b>2,009</b>	<b>134,161</b>	<b>32,901</b>	<b>16,129</b>	<b>59</b>	<b>195,069</b>
Additions/Changes in advances to suppliers of fixed assets	0	0	2,313	353	2,532	149	<b>5,347</b>
Sales	0	(1)	(356)	(348)	(430)	0	<b>(1,135)</b>
Write offs	0	0	(29)	(3)	(51)	0	<b>(83)</b>
Transfers	0	0	23	0	0	(23)	<b>0</b>
Foreign exchange differences	0	(30)	(72)	(26)	(5)	0	<b>(133)</b>
<b>31st December 2025</b>	<b>9,811</b>	<b>1,978</b>	<b>136,040</b>	<b>32,877</b>	<b>18,175</b>	<b>185</b>	<b>199,065</b>
<b>Accumulated depreciation and impairments</b>							
<b>1st January 2025</b>	<b>(6,359)</b>	<b>(1,291)</b>	<b>(105,097)</b>	<b>(28,133)</b>	<b>(8,928)</b>	<b>0</b>	<b>(149,807)</b>
Depreciation	(135)	(77)	(4,519)	(947)	(1,309)	0	<b>(6,987)</b>
Sales	0	1	324	313	410	0	<b>1,048</b>
Write offs	0	0	27	3	44	0	<b>74</b>
Foreign exchange differences	0	29	71	25	5	0	<b>130</b>
<b>31st December 2025</b>	<b>(6,494)</b>	<b>(1,338)</b>	<b>(109,194)</b>	<b>(28,739)</b>	<b>(9,778)</b>	<b>0</b>	<b>(155,542)</b>
<b>Net book value</b>							
<b>31st December 2025</b>	<b>3,317</b>	<b>640</b>	<b>26,846</b>	<b>4,138</b>	<b>8,397</b>	<b>185</b>	<b>43,523</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

	COMPANY						Total
	Quarries/Land-Plots	Buildings and Facilities	Technological and mechanical equipment	Vehicles	Other	Assets under construction and prepayments for acquisition of fixed asset	
<b>Acquisition Value</b>							
<b>1st January 2024</b>	<b>9,811</b>	<b>1,769</b>	<b>138,034</b>	<b>33,453</b>	<b>14,177</b>	<b>379</b>	<b>197,622</b>
Additions/Changes in advances to suppliers of fixed assets	0	3	2,303	309	2,399	(84)	4,930
Sales	0	0	(3,690)	(342)	(419)	0	(4,451)
Write offs	0	(4)	(2,498)	(527)	(32)	0	(3,061)
Transfers	0	236	0	0	0	(236)	0
Foreign exchange differences	0	5	12	8	4	0	29
<b>31st December 2024</b>	<b>9,811</b>	<b>2,009</b>	<b>134,161</b>	<b>32,901</b>	<b>16,129</b>	<b>59</b>	<b>195,069</b>
<b>Accumulated depreciation and impairments</b>							
<b>1st January 2024</b>	<b>(4,748)</b>	<b>(1,222)</b>	<b>(106,409)</b>	<b>(27,694)</b>	<b>(8,204)</b>	<b>0</b>	<b>(148,276)</b>
Depreciation	(280)	(68)	(4,668)	(1,145)	(1,164)	0	(7,325)
Sales	0	0	3,456	238	414	0	4,108
Write offs	0	4	2,536	477	30	0	3,047
Impairments	(1,331)	0	0	0	0	0	(1,331)
Foreign exchange differences	0	(5)	(12)	(9)	(4)	0	(30)
<b>31st December 2024</b>	<b>(6,359)</b>	<b>(1,291)</b>	<b>(105,097)</b>	<b>(28,133)</b>	<b>(8,928)</b>	<b>0</b>	<b>(149,807)</b>
<b>Net book value</b>							
<b>31st December 2024</b>	<b>3,452</b>	<b>718</b>	<b>29,064</b>	<b>4,768</b>	<b>7,201</b>	<b>59</b>	<b>45,262</b>

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

The Group, when calculating amortization, reviews the useful life and residual value of tangible assets at each reporting period, taking into account technological, institutional and economic developments, as well as the experience derived from their exploitation.

On 31.12.2025, the Management estimates that the economic lives of the other depreciable assets represent their expected value in use.

The amortization of the Group for the year 2025 has been recorded in the Cost of sales by 6,943 (31.12.2024:7,276), in the administration and distribution Expenses by 415 (31.12.2024:591), in the research and development Expenses 53 (31.12.2024:64) and in Other income/(expenses) by 553 (31.12.2024:1,031) and in Inventory by 13 (31.12.2024:0).

The amortization charge of the Company is depicted in the total income Statement in the Cost of sales 6,412 (31.12.2024:6,534), in the administration and distribution Expenses by 302 (31.12.2024:490) and in Other income/(expenses) by 274 (31.12.2024:302).

There are no encumbrances on tangible assets.

## 11 INVESTMENT PROPERTY

The movement of investment property for the financial years 2025 and 2024 of the Group and the Company is analyzed as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
<b>Balance 1st January</b>	<b>8,387</b>	<b>8,169</b>	<b>7,763</b>	<b>7,545</b>
Fair value adjustments	(398)	218	(397)	218
<b>Balance 31st December</b>	<b>7,989</b>	<b>8,387</b>	<b>7,366</b>	<b>7,763</b>

Investment property is measured at fair value according to IAS 40. The Group, as of the reference date 31.12.2025, undertook a revaluation of the fair value of its property portfolio. As a result of the revaluation, a loss of 398 was recognized (2024: total gain of 218) (see Note 34), in accordance with the reports of independent property valuers.

The following table presents data regarding the key assumptions taken into consideration for the valuation of the investment property on 31.12.2025:

Property	Fair Value 31.12.2025	Method	Market value	Interest rate	Inflation	Return	Cost of development
Kos - Land	776	Real estate market	4.25-26.24 euro per sqm	-	-	-	-

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

Property	Fair Value 31.12.2025	Method	Market value	Interest rate	Inflation	Return	Cost of development
Building and Plot position of Lezides Aliveri Evoia	1,175	Real estate market	Building 169.00 euros/sq.m. & Land 6.30 euros/sq.m.	-	-	-	-
Plot in Posidonia position, Laurio, Attica	13	Real estate market	1.87 euro per sqm	-	-	-	-
Madoudi, (Evoia) – Plots	624	Real estate market	5.50 euro per sqm	-	-	-	-
Bulgaria-Plots (Samokov)	5,401	Real estate market /Exploitation	34.25-35.45 euro per sqm	-	-	-	-
	<b>7,989</b>						

The relevant data regarding the key assumptions taken into consideration for the valuation of the investment property 31.12.2024, are as follows:

Property	Fair Value 31.12.2024	Method	Market value	Interest rate	Inflation	Return	Cost of development
Kos - Land	740	Real estate market	4.25-26.24 euro per sqm	-	-	-	-
Building and Plot position of Lezides Aliveri Evoia	1,150	Income based on Direct Capitalization	Building 165.00/sq.m., plot 5.99 euros/sq.m., building rent 1.69 euros. /sq.m.	12.25%	-	12.25%	-
Plot in Posidonia position, Laurio, Attica	13	Real estate market	1.87 euro per sqm	-	-	-	-
Madoudi, (Evoia) – Plots	624	Real estate market	5.50 euro per sqm	-	-	-	-
Bulgaria-Plots (Samokov)	5,860	Real estate market /Exploitation	37.52 euro per sqm	-	-	-	-
	<b>8,387</b>						

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

Generally, a change in the assumptions about the estimated rental value of investment properties is accompanied by a similar commensurate change in the annual increase of the rent and in the discount rate and by an opposite change in the long-term lease availability rate.

There are no encumbrances on investment property.

## 12 PARTICIPATIONS IN SUBSIDIARIES

### 12.1 Analysis of changes of investments in subsidiaries for the year 2025

The subsidiaries of the Company are presented in detail in Note 5.

The change in the book value of investments in subsidiaries in the Company's financial statements is as follows:

	COMPANY	
	2025	2024
<b>Balance 1st January</b>	<b>103,575</b>	<b>73,935</b>
Additions	3,251	64,075
Impairment loss	(7,306)	(34,435)
Transfers from/(to) investments in equity instruments	4,186	0
Other movements	(5,000)	0
<b>Balance 31st December</b>	<b>98,706</b>	<b>103,575</b>

The impairment losses recognized within the financial year amounted to 7,306 (2024: 34,435) and relate to: a) an amount of 3,673 (2024: 4,531) concerning the subsidiary company TERNA OVERSEAS LTD and b) an amount of 3,634 (2024: 1,789) concerning the subsidiary company J/V EUROIONIA. The amounts of impairments are included in the item "Gains/(Losses) from the valuation of participations and securities" in the Company's Income Statement (see Note 35).

The additions of 3,251 relate to the following: a) an amount of 2,990 with regard to the acquisition of control of the ILIOCHORA S.A. ((see note 7 for details) and b) an amount of 261 relating to the increase in the participation interest in the subsidiary TERNA INFRASTRUCTURE USA INC.

Transfers from/(to) investments in equity instruments amounting to 4,186 relate to transfers arising from the acquisition of control of the subsidiary company ILIOCHORA S.A. by GEK TERNA (see Note 7 for details).

Other movements amounting to 5,000 relate to a reduction in the Company's interest in TERNA OVERSEAS LTD, following a share capital decrease effected through the offsetting of other receivables with the subsidiary.

### 12.2 Assessment of control under IFRS 10

- The Group holds 48.98% in the issued share capital of TERNA MAG S.A. According to the requirements of IFRS 10, the parent company exercises control over TERNA MAG S.A. as it has the

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

ability to direct the respective activities through appointing the members of the Board of Directors.

- The company TERNA QATAR LLC, in the share capital of which the Group participates by 35%, is consolidated as a subsidiary, as a control is documented in accordance with the requirements of IFRS 10 "Consolidated Financial Statements". More specifically, on a contract basis, the Group essentially holds control of the management and operation of the company in question.

During the year, no changes were made in the above estimates, compared to 31.12.2024.

### 12.3 Impairment test

In accordance with the accounting policies followed and the requirements of IAS 36, the Company performs an impairment test on the assets at the end of each annual reporting period if there is any indication of impairment. A test may be carried out earlier if any evidence of impairment arises. The evaluation conducted focuses on both extrinsic and endogenous factors. In addition, the Company, in the case of participations that have already been impaired and when there is evidence of reversal, compares the book value with their recoverable value and evaluates the possibility of reversing part or all of the impairment recognized in prior periods.

#### Assumptions used to determine the value in use

For subsidiaries that are a separate and distinct Cash Flow Generating Unit (CFGU), the determination of recoverable amount was based on value in use. The value in use was calculated using the discounted cash flow method, i.e. cash flow projections based on Management's budgets and forecasts. The specific method for determining the value in use is affected by (is sensitive to) the following basic assumptions, as these were adopted by the Management to determine the future cash flows: a) Preparation of business plans per CFGU: The calculations to determine the recoverable value of the CFGU were based on business plans approved by the Management, which are based on recently prepared budgets and estimates made by the Management from which budgeted operating profit and EBITDA margins are being extracted and applied, as well as future estimates using reasonable assumptions. b) Weighted average cost of capital (WACC): WACC reflects the discount rate of future cash flows of each CFGU, according to which the cost of equity and the cost of long-term borrowing are weighted, in order to calculate the company's total cost of capital.

#### Impairment test results

Within the year ended 31.12.2025 there was an impairment of the value of the participations in subsidiaries totaling 7,306 (31.12.2024: 34,435).

Within the current year, the indications that led the Management to perform a test for any impairments or reversal of any impairments in these subsidiaries were the improvement of their Net Equity in relation to the cost of participation in them.

### 12.4 Subsidiaries with significant percentage of non-controlling interest

The data and the accounts of the financial statements of the significant subsidiaries a) TERNA MAG S.A (with scope of business mining and magnesite exploitation) and b) ILIOCHORA S.A. (with construction

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

activities), in which there are minority interests of third parties and in which the highest seated parent company being GEK TERNA S.A., have as follows:

	TERNA MAG S.A.		ILIOCHORA S.A.
	31.12.2025	31.12.2024	31.12.2025
Percentage of non-controlling interests	51.02%	51.02%	46.70%
<b><u>Statement of Financial Position</u></b>			
Non-current assets	38,920	33,863	18,278
Current assets	13,159	11,068	8,888
(Long-term liabilities)	(26,828)	(13,447)	(3,198)
(Short-term liabilities)	(18,796)	(18,672)	(3,387)
<b>Net fixed assets</b>	<b>6,455</b>	<b>12,812</b>	<b>20,581</b>
<b>Equity corresponding to non-controlling interests</b>	<b>4,082</b>	<b>7,326</b>	<b>9,475</b>
<b><u>Statement of Comprehensive Income</u></b>			
Turnover	14,222	15,751	6,435
Net Profit/(Loss)	6,356	(56,737)	436
Other Comprehensive Income	1	2	3,416
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>6,357</b>	<b>(56,735)</b>	<b>3,852</b>
<b>Non-controlling interests from continuing operations</b>	<b>(3,243)</b>	<b>(30,175)</b>	<b>1,577</b>
<b><u>Statement of Cash Flows</u></b>			
Net cash flows from operating activities	(823)	3,641	(3,151)
Net cash flows from investing activities	(6,413)	(7,658)	(28)
Net cash (outflows) /inflows from financing activities	7,168	(1,792)	2,946
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(68)</b>	<b>(5,809)</b>	<b>(233)</b>
Opening cash and cash equivalents	94	5,903	1,717
<b>Closing cash and cash equivalents</b>	<b>26</b>	<b>94</b>	<b>1,484</b>

The above financial accounts of the subsidiary are before consolidation entries with the broader Group.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

**13 INVESTMENTS IN JOINT ARRANGEMENTS AND AFFILIATED COMPANIES****13.1 Investments in joint ventures**

The Group holds rights in joint ventures, consolidated under /Equity method in accordance with the provisions of IAS 28, which are presented in Note 5 to the Financial Statements.

Changes in investments in joint ventures in 2025 and 2024 are analyzed as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
<b>Balance 1st January</b>	<b>27,286</b>	<b>22,716</b>	<b>26,715</b>	<b>22,716</b>
Additions	1,000	3,999	1,000	3,999
Capital return/Dividends	(1,748)	(1,499)	0	0
Total Comprehensive Income from the application of the equity consolidation method	2,930	2,070	0	0
<b>Balance 31st December</b>	<b>29,468</b>	<b>27,286</b>	<b>27,715</b>	<b>26,715</b>

All movements presented in the above table relate the company AIGISTOS S.A. The amount of dividends had been received by 31.12.2025.

The most significant joint venture included in this account as of 31.12.2025 is AIGISTOS S.A. The full percentage i.e. 100% of the figures and accounts of the financial statements concerning the most significant joint venture AIGISTOS S.A., for the fiscal years 2025 and 2024 are as follows:

Participation	AIGISTOS SA	
	49.99%	49.99%
	31.12.2025	31.12.2024
Non-current assets	21,938	15,862
Cash and cash equivalents	7,619	4,585
Other current assets	33,770	18,837
<b>Total assets</b>	<b>63,327</b>	<b>39,284</b>
Long-term financial liabilities (less trade and other liabilities and provisions)	10,561	9,504
Short-term financial liabilities (less trade and other liabilities and provisions)	36,144	16,588
Other short-term liabilities	7,045	5,945
<b>Total liabilities</b>	<b>53,750</b>	<b>32,037</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

Participation	AIGISTOS SA	
	49.99%	49.99%
	31.12.2025	31.12.2024
<b>Net assets</b>	<b>9,577</b>	<b>7,247</b>
<b>Carrying amount of investments in financial statements</b>	<b>26,751</b>	<b>24,570</b>
Turnover	74,146	48,148
(Depreciation/Amort.)	(2,316)	(1,517)
(Financial expenses)	(368)	(578)
Tax expenses	(1,737)	(1,529)
<b>Results after taxes</b>	<b>5,847</b>	<b>4,142</b>
Other comprehensive income	17	0
<b>Total Results</b>	<b>5,864</b>	<b>4,142</b>
Share in the results of the Group	2,922	2,070
Share in the other comprehensive results of the Group	8	0
<b>Share in the total comprehensive results of the Group</b>	<b>2,930</b>	<b>2,070</b>

**13.2 Investments in associates**

The change in investments in associates in 2025 and 2024 is as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
<b>Balance 1st January</b>	<b>45,984</b>	<b>44,595</b>	<b>3,999</b>	<b>3,499</b>
Additions	5,500	500	5,500	500
Capital return/Dividends	(17,769)	(3,456)	0	0
Impairment loss	0	0	(6,000)	0
Results from the application of the equity consolidation method	(4,303)	4,345	0	0
Addition due to acquisition of entity (Note 7)	286	0	0	0
<b>Balance 31st December</b>	<b>29,698</b>	<b>45,984</b>	<b>3,499</b>	<b>3,999</b>

The addition of the amount of 5,500 concerns the participation of the parent company in the share capital increase in the company NEA EGNATIA ODOS OPERATION S.A.

The account "Capital return/dividends" amounting to 17,769 in the Group concerns dividends from the company HERON ENERGY S.A.. As of 31.12.2025, an amount of 12,499 has been received.

The result from the application of the equity method amounting to (4,303) in the Group concerns the companies NEA ATTIKI ODOS OPERATION S.A. amounting to (4,931) and the company HERON ENERGY S.A. amounting to 628.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

With regard to the company, the account “Impairment loss” amounting to 6,000 relates to the company NEA ATTIKI ODOS OPERATION S.A.

The most significant associated company included in this item as of 31.12.2025, is HERON ENRGY S.A. (see details in Note 5). The 100% of the data and accounts of the financial statements for the fiscal 2025 and 2024 are as follows:

Participation	HERON ENERGY SA	
	13.82%	13.82%
	31.12.2025	31.12.2024
Non-current assets	169,606	208,196
Cash and cash equivalents	57,232	44,666
Other current assets	561,121	600,759
<b>Total assets</b>	<b>787,959</b>	<b>853,621</b>
Long-term financial liabilities (less trade and other liabilities and provisions)	42,550	196,028
Other long-term liabilities	6,279	5,780
Short-term financial liabilities (less trade and other liabilities and provisions)	229,730	112,030
Other short-term liabilities	284,203	190,548
<b>Total liabilities</b>	<b>562,762</b>	<b>504,386</b>
<b>Net assets</b>	<b>225,197</b>	<b>349,235</b>
<b>Carrying amount of investments in financial statements</b>	<b>28,842</b>	<b>45,984</b>
Turnover	1,518,569	1,556,895
(Depreciation/Amort.)	(18,136)	(16,511)
(Financial expenses)	(9,830)	(8,856)
Financial income	727	272
Tax expenses	(646)	(17,829)
<b>Results after taxes</b>	<b>4,555</b>	<b>63,826</b>
Other comprehensive income	(11)	(5)
<b>Total Results</b>	<b>4,544</b>	<b>63,821</b>
Share in the results of the Group	629	4,845
Share in the other comprehensive results of the Group	(2)	(1)
<b>Share in the total comprehensive results of the Group</b>	<b>627</b>	<b>4,844</b>

**13.3 Investments in joint operations – Proportional consolidation**

The companies accounted for using the proportionate consolidation method in consolidated and separate financial statements of the Company are analytically presented in Note 5. These companies refer to joint operations’ schemes with partners-shareholders and basically are tax construction joint operations, which do not constitute a separate entity under IFRS. Their assets and liabilities are

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

consolidated, in accordance with the proportion of the participating interest, in the Group and Company financial statements.

The following amounts, before omissions, are included in the consolidated and separate Financial Statements for fiscal years 2025 and 2024 and represent the Group's share in assets and liabilities as well as on profit after tax of the jointly controlled entities.

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Non-current assets	15,744	13,717	15,394	13,461
Other current assets	237,530	186,637	214,937	175,042
<b>Total assets</b>	<b>253,274</b>	<b>200,354</b>	<b>230,331</b>	<b>188,503</b>
Long-term liabilities	23,847	18,324	22,933	16,924
Other short-term liabilities	254,500	208,645	236,065	198,947
<b>Total liabilities</b>	<b>278,348</b>	<b>226,969</b>	<b>258,998</b>	<b>215,871</b>
<b>Equity</b>	<b>(25,074)</b>	<b>(26,615)</b>	<b>(28,667)</b>	<b>(27,368)</b>
<b>Turnover</b>	249,787	192,636	224,569	188,152
Total income after tax	10,188	20,610	6,508	20,164
Profit after tax	<b>6,658</b>	<b>14,738</b>	<b>3,818</b>	<b>14,215</b>

## 14 OTHER LONG-TERM RECEIVABLES

The account “Other long-term receivables” on 31.12.2025 and 31.12.2024 in the accompanying financial statements is analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Other long-term financial receivables</b>				
Loans to subsidiaries, joint ventures and other related companies	7,553	3,117	19,351	6,352
Receivables from financial leasing	8,472	0	8,472	0
Given guarantees	1,309	1,125	959	755
Withheld amounts of invoiced receivables	0	4,831	0	4,831
Other long-term financial assets	377	377	341	340
Provision for impairment of long-term financial assets	(340)	(340)	(340)	(340)
<b>Total (a)</b>	<b>17,371</b>	<b>9,110</b>	<b>28,783</b>	<b>11,938</b>

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Other long-term non-financial receivables</b>				
Long-term advance payments to suppliers	36,961	24,832	36,961	24,832
Advance payments for businesses acquisition	409	0	409	0
<b>Total (b)</b>	<b>37,370</b>	<b>24,832</b>	<b>37,370</b>	<b>24,832</b>
<b>Total Other long-term assets (a+b)</b>	<b>54,741</b>	<b>33,942</b>	<b>66,153</b>	<b>36,770</b>

The change in the account “Other long-term receivables” of the Group and the Company concerns mainly a) the increase in the account “Long-term advance payments to suppliers”, which includes advances to suppliers in the construction sector and b) the account “Receivables from financial leasing”, which includes the recognition of a finance lease receivable for machinery by the Company.

With regard to the change in the item “Other long-term financial assets” of the Company, the account “Loans to subsidiaries, joint ventures and other related companies” includes intra-group financing granted to the subsidiary company TERNA MAG S.A. and to the associate company NEA ATTIKI ODOS OPERATION S.A.

## 15 INVENTORY

The account “Inventories” on 31.12.2025 and 31.12.2024 in the accompanying financial statements is analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Raw-auxiliary materials	560	37,897	167	37,590
Spare parts of fixed assets	651	492	3	28
Merchandise and Finished and semi-finished products	25,699	24,573	2,340	4,323
Properties (Land-Buildings) as inventories	2,196	2,196	0	0
Impairment	(18,591)	(18,591)	(289)	(289)
<b>Total</b>	<b>10,515</b>	<b>46,567</b>	<b>2,221</b>	<b>41,652</b>

The change in the balance of the item mainly arise from the account “Raw-auxiliary materials” and concerns the purchase of equipment amounting to 32,000 in the previous year from an affiliated company of GEK TERNA Group, which was used in a project carried out by TERNA S.A. during 2025. The said amount is included in the “Cost of sales” item of the statement of comprehensive income for the year.

With the exception of the above cases, there was no need for impairment of inventories on 31.12.2025.

The inventories are not burdened with liens.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

**16 TRADE RECEIVABLES**

The “Trade receivables” of the Group and the Company on 31.12.2025 and 31.12.2024, in the accompanying financial statements are analyzed as follows

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>31.12.2025</b>	<b>31.12.2024</b>	<b>31.12.2025</b>	<b>31.12.2024</b>
Trade receivables	558,121	402,628	517,244	352,676
Customers – Doubtful and litigious	3,261	3,278	3,011	3,012
Notes/Checks Receivable overdue	821	821	821	821
Checks Receivable	0	8	0	8
Minus: Provisions for doubtful trade receivables	(18,971)	(19,789)	(16,568)	(17,839)
<b>Total</b>	<b>543,232</b>	<b>386,946</b>	<b>504,508</b>	<b>338,678</b>

The change in the item arises from the construction segment as a result of increased invoicing for completed works.

The book values of trade receivables represent their fair value.

At every reporting date, the Group examines the need to recognize potentially arising impairment and expected credit losses, in accordance with the requirements of IFRS 9. The maximum exposure to credit risk at the financial statements reporting date is the book value of every category of receivables as recorded above. Provisions for impairment of trade receivables regarding 2025 and 2024 are analyzed as follows:

	<b>GROUP</b>			
	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
<b>Balance 01.01.2024</b>	<b>0</b>	<b>1,339</b>	<b>17,945</b>	<b>19,284</b>
Provision of credit loss	0	455	0	455
Provision of credit loss due to acquisition of entity	0	0	879	879
Recovery of provision of credit loss	0	(48)	(848)	(896)
Foreign exchange differences	0	31	36	67
<b>Balance 31.12.2024</b>	<b>0</b>	<b>1,777</b>	<b>18,012</b>	<b>19,789</b>

	<b>GROUP</b>			
	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
<b>Balance 01.01.2025</b>	<b>0</b>	<b>1,777</b>	<b>18,012</b>	<b>19,789</b>
Provision of credit loss	0	74	0	74
Provision of credit loss due to acquisition of entity	0	0	549	549
Recovery of provision of credit loss	0	(415)	(781)	(1,196)
Eliminations	0	(82)	(29)	(111)
Foreign exchange differences	0	(60)	(74)	(134)
<b>Balance 31.12.2025</b>	<b>0</b>	<b>1,294</b>	<b>17,677</b>	<b>18,971</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	COMPANY			
	Stage 1	Stage 2	Stage 3	Total
<b>Balance 01.01.2024</b>	<b>0</b>	<b>812</b>	<b>17,452</b>	<b>18,264</b>
Provision of credit loss	0	440	0	440
Recovery of provision of credit loss	0	(44)	(848)	(892)
Foreign exchange differences	0	0	27	27
<b>Balance 31.12.2024</b>	<b>0</b>	<b>1,208</b>	<b>16,631</b>	<b>17,839</b>

	COMPANY			
	Stage 1	Stage 2	Stage 3	Total
<b>Balance 01.01.2025</b>	<b>0</b>	<b>1,208</b>	<b>16,631</b>	<b>17,839</b>
Provision of credit loss	0	68	0	68
Recovery of provision of credit loss	0	(413)	(759)	(1,172)
Eliminations	0	(82)	(28)	(110)
Foreign exchange differences	0	0	(57)	(57)
<b>Balance 31.12.2025</b>	<b>0</b>	<b>781</b>	<b>15,787</b>	<b>16,568</b>

The following table analyzes the total of trade receivables as well as the maturity of outstanding overdue trade receivables:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Non-outstanding balances	446,892	295,714	426,472	268,100
Outstanding balances	115,311	111,021	94,604	88,417
<b>Total trade receivables</b>	<b>562,203</b>	<b>406,735</b>	<b>521,076</b>	<b>356,517</b>

The maturity of balances of the outstanding overdue trade receivables is analyzed as follows:

	GROUP 2025					Total
	Non-outstanding balances	less than 6 months	6 - 12 months	12 - 24 months	up to 24 months	
Total amount of receivables	446,892	11,049	78,742	3,290	22,229	562,203
Expected credit loss	(207)	(2)	(5,810)	(43)	(12,909)	(18,971)
<b>Total</b>	<b>446,685</b>	<b>11,047</b>	<b>72,933</b>	<b>3,247</b>	<b>9,321</b>	<b>543,232</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP 2024					
	Non-outstanding balances	less than 6 months	6 - 12 months	12 - 24 months	up to 24 months	Total
Total amount of receivables	295,714	21,371	62,627	7,124	19,899	406,735
Expected credit loss	(535)	(216)	(5,269)	(172)	(13,597)	(19,789)
<b>Total</b>	<b>295,179</b>	<b>21,155</b>	<b>57,358</b>	<b>6,952</b>	<b>6,302</b>	<b>386,946</b>

	COMPANY 2025					
	Non-outstanding balances	less than 6 months	6 - 12 months	12 - 24 months	up to 24 months	Total
Total amount of receivables	426,472	8,057	57,107	3,824	25,617	521,076
Expected credit loss	(202)	(0)	(4,929)	(41)	(11,396)	(16,568)
<b>Total</b>	<b>426,269</b>	<b>8,057</b>	<b>52,178</b>	<b>3,782</b>	<b>14,221</b>	<b>504,507</b>

	COMPANY 2024					
	Non-outstanding balances	less than 6 months	6 - 12 months	12 - 24 months	up to 24 months	Total
Total amount of receivables	268,100	12,772	46,240	9,199	20,206	356,517
Expected credit loss	(80)	(217)	(5,267)	(20)	(12,255)	(17,839)
<b>Total</b>	<b>268,020</b>	<b>12,555</b>	<b>40,973</b>	<b>9,179</b>	<b>7,951</b>	<b>338,678</b>

The non-post-dated amounts of the Group include an amount of 87.1 mn euros (31.12.2024: 68.9 mn euros), which relates to withheld amounts for purposes of good performance (retained guarantees).

In the context of the Group's operations, necessary measures are taken on a case basis to ensure the timely collection of receivables.

Finally, an important guarantee for the collection of balances are the received advances concerning construction contracts, which on 31.12.2025 amounted to 404.4 mn euros (31.12.2024: 341.5 mn euros) (see Notes 17 & 27).

**17 RECEIVABLES/LIABILITIES FROM CONTRACTS WITH CUSTOMERS**

The receivables from contracts with customers are analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Receivables from construction contracts with customers	189,669	276,385	165,270	244,229
Receivables from other contracts with customers	7,595	7,185	7,199	5,356
Less: Impairments of receivables from contracts with customers	(176)	(193)	(46)	(46)
<b>Total</b>	<b>197,088</b>	<b>283,377</b>	<b>172,423</b>	<b>249,539</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

The decrease of the account “Receivables from construction contracts with customers” is due to the invoicing of completed works.

Provisions for impairment of receivables from contracts with customers are analyzed according to the IFRS 9 as following:

	GROUP			
	Stage 1	Stage 2	Stage 3	Total
<b>Balance 01.01.2024</b>	<b>0</b>	<b>184</b>	<b>0</b>	<b>184</b>
Foreign exchange differences	0	9	0	9
<b>Balance 31.12.2024</b>	<b>0</b>	<b>193</b>	<b>0</b>	<b>193</b>

	GROUP			
	Stage 1	Stage 2	Stage 3	Total
<b>Balance 01.01.2025</b>	<b>0</b>	<b>193</b>	<b>0</b>	<b>193</b>
Foreign exchange differences	0	(17)	0	(17)
<b>Balance 31.12.2025</b>	<b>0</b>	<b>176</b>	<b>0</b>	<b>176</b>
<b>Balance 01.01.2024</b>	<b>0</b>	<b>46</b>	<b>0</b>	<b>46</b>
<b>Balance 31.12.2024</b>	<b>0</b>	<b>46</b>	<b>0</b>	<b>46</b>
<b>Balance 01.01.2025</b>	<b>0</b>	<b>46</b>	<b>0</b>	<b>46</b>
<b>Balance 31.12.2025</b>	<b>0</b>	<b>46</b>	<b>0</b>	<b>46</b>

Liabilities in relation to contracts with customers are analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Customer advances	231,769	207,136	205,500	175,763
Non-completed liabilities from construction contracts	122,473	81,702	115,937	69,171
Non-completed liabilities from other contracts with customers	96	936	49	890
<b>Total</b>	<b>354,338</b>	<b>289,774</b>	<b>321,486</b>	<b>245,824</b>

Changes in Receivables and liabilities from Construction Contracts with customers (short-term and long-term (note 27) within the current fiscal year are due to the following factors:

Receivables from construction contracts with customers	GROUP
<b>Balance 01.01.2024</b>	<b>324,016</b>
Effect due to execution of existing contracts	(72,248)
Income for the period from new contracts	4,361
Addition due to acquisition of entity	20,240
Foreign exchange differences	16
<b>Balance 31.12.2024</b>	<b>276,385</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

<b>Balance 01.01.2025</b>	<b>276,385</b>
Effect due to execution of existing contracts	(96,441)
Income for the period from new contracts	8,942
Addition due to acquisition of entity	806
Foreign exchange differences	(23)
<b>Balance 31.12.2025</b>	<b>189,669</b>

**Liabilities due to construction contracts with customers****GROUP**

<b>Balance 01.01.2024</b>	<b>122,024</b>
Effect due to execution of existing contracts	(35,042)
Income for the period from new contracts	1,473
Foreign exchange differences	8,462
<b>Balance 31.12.2024</b>	<b>96,917</b>
Liabilities due to construction contracts with customers-Short term portion	81,702
Liabilities due to construction contracts with customers-Long term portion (Note 27)	15,215

<b>Balance 01.01.2025</b>	<b>96,917</b>
Effect due to execution of existing contracts	41,596
Income for the period from new contracts	17,323
<b>Balance 31.12.2025</b>	<b>155,836</b>
Liabilities due to construction contracts with customers-Short term portion	122,473
Liabilities due to construction contracts with customers-Long term portion (Note 27)	33,363

**18 ADVANCES AND OTHER RECEIVABLES**

The account “Advances and other receivables” on 31 December 2025 and 31 December 2024 in the accompanying financial statements are analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Prepayments and other short-term non-financial receivables</b>				
Advances to suppliers	72,622	71,005	68,197	65,932
VAT for rebate – offsetting	4,593	10,762	3,468	10,171
Prepayment to insurance funds (Social Security Organization of technical works)	13,939	12,216	12,712	11,110
Transitional asset accounts	27,644	35,157	22,554	29,889
Other non-financial receivables	1,268	975	647	727
<b>Total (a)</b>	<b>120,066</b>	<b>130,115</b>	<b>107,578</b>	<b>117,829</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Other short-term financial receivables</b>				
Receivables from J/V, related companies and other associates	12,143	11,637	13,907	12,299
Short-term part of granted long-term loans	28	18	28	89
Short-term part of receivables from financial leasing	8,472	0	8,472	0
Financial receivables from other various debtors	12,629	18,171	13,465	18,292
Blocked bank deposit accounts	3,430	4,015	1,665	2,236
Doubtful – Litigious other receivables	121	121	121	121
Less: Impairments of other short-term financial receivables	(13,067)	(13,492)	(12,171)	(12,749)
<b>Total (b)</b>	<b>23,756</b>	<b>20,470</b>	<b>25,487</b>	<b>20,288</b>
<b>Total prepayments and other receivables (a+b)</b>	<b>143,822</b>	<b>150,585</b>	<b>133,065</b>	<b>138,117</b>

In the account “Short-term part of receivables from financial leasing” of the Group includes the recognition of a finance lease receivable for machinery by the Company.

The movement in the provision for impairment of these current assets of the Group and the Company, following the application of the requirements of IFRS 9, is as follows:

	GROUP			
	Stage 1	Stage 2	Stage 3	Total
<b>Balance 01.01.2024</b>	<b>0</b>	<b>171</b>	<b>13,022</b>	<b>13,193</b>
Provision of credit loss due to acquisition of entity	0	0	678	678
Recovery of provision of credit loss	0	(12)	0	(12)
Eliminations	0	0	(369)	(369)
Foreign exchange differences	0	0	2	2
<b>Balance 31.12.2024</b>	<b>0</b>	<b>159</b>	<b>13,333</b>	<b>13,492</b>

	GROUP			
	Stage 1	Stage 2	Stage 3	Total
<b>Balance 01.01.2025</b>	<b>0</b>	<b>159</b>	<b>13,333</b>	<b>13,492</b>
Provision of credit loss due to acquisition of entity	0	0	165	165
Recovery of provision of credit loss	0	(5)	(573)	(578)
Foreign exchange differences	0	0	(12)	(12)
<b>Balance 31.12.2025</b>	<b>0</b>	<b>154</b>	<b>12,913</b>	<b>13,067</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	COMPANY			
	Stage 1	Stage 2	Stage 3	Total
<b>Balance 01.01.2024</b>	<b>0</b>	<b>156</b>	<b>12,966</b>	<b>13,122</b>
Recovery of provision of credit loss	0	(5)	0	(5)
Eliminations	0	0	(368)	(368)
<b>Balance 31.12.2024</b>	<b>0</b>	<b>151</b>	<b>12,598</b>	<b>12,749</b>

	COMPANY			
	Stage 1	Stage 2	Stage 3	Total
<b>Balance 01.01.2025</b>	<b>0</b>	<b>151</b>	<b>12,598</b>	<b>12,749</b>
Recovery of provision of credit loss	0	(4)	(574)	(578)
<b>Balance 31.12.2025</b>	<b>0</b>	<b>147</b>	<b>12,024</b>	<b>12,171</b>

**19 EQUITY INTERESTS AND FINANCIAL ASSETS AT FAIR VALUE THROUGH RESULTS****19.1 Equity Interests**

The movement of investments in equity interests in financial years 2025 and 2024 is analyzed as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
<b>Balance 1st January</b>	<b>37,897</b>	<b>29,571</b>	<b>35,421</b>	<b>25,512</b>
Additions	583	46	585	47
Capital return	(1,035)	0	0	0
Addition due to acquisition of entity (Note 7)	11,721	0	0	0
Fair value through the Other Comprehensive Income	15,604	8,280	11,643	9,862
Cost of investments disposed	(11,178)	0	(11,178)	0
Transfer from/(to) subsidiaries (Note 12)	(4,186)	0	(4,186)	0
<b>Balance 31st December</b>	<b>49,406</b>	<b>37,897</b>	<b>32,285</b>	<b>35,421</b>

The most important investments are listed in more detail in note 41.

Profit from the measurement at fair values was included in the Other comprehensive income in the Statement of Comprehensive Income, which is not reclassified to profit or loss in subsequent periods.

The accounts “Addition due to acquisition of entity” and “Transfers from/(to) subsidiaries” include amounts of 11,721 and (4,186) respectively, relating to the acquisition of control of ILIOCHORA S.A. (see detailed Notes 7 and 12) by TERNA S.A.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

The account "Cost of investments disposed" includes the price of the sale of 450,000 shares of the parent company GEK TERNA by TERNA S.A., amounting to 11,178.

The account "Capital return" includes a capital return amount of 1,035 from ICON EOOD to the subsidiary company TERNA OVERSEAS LTD.

### 19.2 Financial assets at fair value through results

The movement of financial assets at fair value through results in financial years 2025 and 2024 relates to shares and is analyzed as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
<b>Balance 1st January</b>	<b>9,881</b>	<b>10,000</b>	<b>9,881</b>	<b>10,000</b>
Additions	1,450	0	1,450	0
Return of capital	0	(119)	0	(119)
Adjustment at fair through Earnings	791	0	791	0
<b>Balance 31st December</b>	<b>12,122</b>	<b>9,881</b>	<b>12,122</b>	<b>9,881</b>

The item "Financial assets at fair value through results" includes shares listed on the Athens Stock Exchange (ATHEX).

## 20 CASH AND CASH EQUIVALENTS

Cash and cash equivalents of the Group and the Company on 31 December 2025 and 31 December 2024, in the accompanying financial statements are analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Cash in hand	45	58	32	39
Sight Deposits	359,422	276,029	293,290	218,211
Term Deposits	23,490	38,348	9,990	35,000
<b>Total</b>	<b>382,957</b>	<b>314,435</b>	<b>303,312</b>	<b>253,250</b>

The Group possesses blocked deposits amounting to 3,430 (4,015 in the previous financial year), which are held in specific bank accounts in order to settle its short-term operating and financial liabilities. These blocked deposits are classified in the account "Advances and other receivables" (see Note 18).

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

### 21 BORROWINGS

Long-term loans in the accompanying separate and consolidated financial statements are analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Long-term loans	120,928	109,457	118,361	105,568
Less: Long term liabilities payable during the next financial year	(47,941)	(6,324)	(47,374)	(4,935)
<b>Long-term part of loan</b>	<b>72,987</b>	<b>103,133</b>	<b>70,987</b>	<b>100,633</b>

Long-term loans in the accompanying separate and consolidated financial statements are analyzed in the table below as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Up to 1 Year	47,941	6,324	47,374	4,935
Between 1 - 5 Years	34,011	60,605	32,011	58,105
Over 5 Years	38,976	42,528	38,976	42,528
<b>Total</b>	<b>120,928</b>	<b>109,457</b>	<b>118,361</b>	<b>105,568</b>

The Group has the obligation to maintain specific financial indicators relating to bond loans.

The total financial cost of long-term and short-term loan liabilities, for the year 2025 and the corresponding comparative period of 2024, is included in the item "Net financial income/(expenses)" of the consolidated and separate Income Statement. The average interest rate for the Group for the period ended 31.12.2025 stood at 3.50% (31.12.2024: 4.96%).

The Group's long-term debt is 100% in euro (100% at the end of the previous year) and represents approximately 82.2% of the Group's total debt (56% at the end of the previous year). The long-term debt mainly covers the investment financing needs for all segments of the Group.

As of 31.12.2025, the total loan liabilities of the Group amount to 147,079 (2024: 195,584) of which an amount of 120,928 (2024: 109,457) relates to long-term bank loans and an amount of 26,151 (2024: 86,127) relates to short-term bank loans.

Of the amount of 120,928 (2024: 109,457) relating to long-term bank loans, an amount of 64,941 (2024: 55,105) relates to bond bank loans and an amount of 55,987 (2024: 54,352) relates to intra-group loans mainly from the parent company GEK TERNA.

The condensed movement of short-term and long-term borrowing of the Group and the Company on 31.12.2025 and 31.12.2024 was as follows:

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Long-term loans</b>				
<b>Opening balance</b>	<b>109,457</b>	<b>142,093</b>	<b>105,568</b>	<b>141,434</b>
Capital withdrawals	15,000	0	15,000	0
Capital payments	(5,389)	(38,464)	(4,000)	(37,740)
Interest payments	(2,631)	(4,443)	(2,516)	(4,317)
Loan interest in financial results (note 36)	4,491	6,333	4,309	6,191
Addition due to acquisition of entity	0	3,938	0	0
<b>Closing balance</b>	<b>120,928</b>	<b>109,457</b>	<b>118,361</b>	<b>105,568</b>

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Short-term loans</b>				
<b>Opening balance</b>	<b>86,127</b>	<b>38,571</b>	<b>85,073</b>	<b>38,034</b>
Capital withdrawals	35,000	45,561	35,000	45,560
Capital Payments	(95,913)	(1,467)	(95,521)	0
Interest payments	(708)	(1,916)	(663)	(1,680)
Loan interest in financial results (note 36)	1,645	3,184	1,595	3,159
Addition due to acquisition of entity	0	2,194	0	0
<b>Closing balance</b>	<b>26,151</b>	<b>86,127</b>	<b>25,484</b>	<b>85,073</b>

**22 LEASE LIABILITIES**

Lease liabilities as of 31 December 2025 and 31 December 2024 are analyzed as following in the accompanying financial statements:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Liabilities from bank leases (long-term)	55,627	49,020	55,627	49,020
Liabilities from bank leases (short-term)	15,101	9,704	15,085	9,689
<b>Sub-total of bank leases (a)</b>	<b>70,728</b>	<b>58,724</b>	<b>70,712</b>	<b>58,709</b>
Liabilities from third parties leases (long-term)	8,350	8,117	7,492	6,890
Liabilities from third parties leases (short-term)	8,569	6,686	7,902	6,067
<b>Sub-total of third parties leases (b)</b>	<b>16,919</b>	<b>14,803</b>	<b>15,394</b>	<b>12,957</b>
<b>Total leases (a)+(b)</b>	<b>87,647</b>	<b>73,527</b>	<b>86,106</b>	<b>71,666</b>

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

The repayment period of lease liabilities is analyzed in the tables below as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Up to 1 Year	23,670	16,391	22,987	15,756
Between 1 - 5 Years	59,539	49,214	58,863	48,203
Over 5 Years	4,438	7,922	4,256	7,707
<b>Total</b>	<b>87,647</b>	<b>73,527</b>	<b>86,106</b>	<b>71,666</b>

Changes in these liabilities in 2025 and 2024 are presented below as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Liabilities from leases</b>				
<b>Opening balance</b>	<b>73,527</b>	<b>58,335</b>	<b>71,666</b>	<b>57,657</b>
Repayments of lease contracts	(24,549)	(18,763)	(23,703)	(18,241)
Liabilities from new contracts	36,346	30,437	35,767	29,172
Foreign exchange differences	(2)	1	(3)	1
Financial cost for the period (note 36)	3,562	3,922	3,475	3,877
Addition due to acquisition of entity	29	444	0	0
Termination of lease	(1,266)	(849)	(1,096)	(800)
<b>Closing balance</b>	<b>87,647</b>	<b>73,527</b>	<b>86,106</b>	<b>71,666</b>
Long-term liabilities from leases	<b>63,977</b>	<b>57,136</b>	<b>63,119</b>	<b>55,910</b>
Short-term liabilities from leases	<b>23,670</b>	<b>16,391</b>	<b>22,987</b>	<b>15,756</b>

## 23 PROVISIONS FOR STAFF INDEMNITIES

According to Greek labor legislation, every employee is entitled to a lump-sum indemnity in case of dismissal or retirement. The amount of the indemnity depends on the length of service with the company and the employee's wages the day he/she is dismissed or retires. Employees that resign or are justifiably dismissed, are not entitled to such an indemnity.

The indemnity payable in case of retirement in Greece is equal to 40% of the indemnity calculated in case of dismissal. According to the practices in the countries where the subsidiaries of the Group are operating in, staff indemnity programs are usually not funded.

The estimates for staff indemnity liabilities were determined through an actuarial study. The following tables present an analysis of the net expenditure for the relevant provisions recorded in the consolidated Statement of Comprehensive Income for the year ended on 31 December 2025 and the change of the relevant provision accounts for staff indemnities presented in the attached consolidated Statement of financial position for the year ended on 31 December 2025.

The expense for staff indemnities recognized by the Group in the Statement of Comprehensive Income and recorded in Cost of sales by 1,809 , in administration and distribution expenses by 459, in Other

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

income/(expenses) by 11 and in the financial expenses by 76 (1,178, 451.5 and 61 in the previous year, respectively) and recognized by the Company in the Cost of sales by 1,708 , in administration and distribution Expenses by 377 and in financial expenses by 72 (1,154, 370 and 58 in the previous year, respectively), is analyzed as follows:

	GROUP		COMPANY	
	1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
Current service cost	2,279	1,634	2,086	1,524
Financial cost	76	61	72	58
Recognition of actuarial (profits)/losses	143	208	144	208
<b>Total</b>	<b>2,498</b>	<b>1,903</b>	<b>2,302</b>	<b>1,790</b>

The changes in the relative provisions in the Statement of financial position are as follows:

	2025	2024	2025	2024
	<b>Balance as at 1 January</b>	<b>3,194</b>	<b>2,557</b>	<b>2,679</b>
Provision recognized in Net earnings	2,355	1,695	2,157	1,582
Provision recognized in Other Comprehensive Income	143	208	144	208
Provision recognized in inventories	0	6	0	0
Addition due to acquisition of entity (see Note 7)	0	64	0	0
Foreign exchange differences	(54)	29	-11	5
Compensation payments	(1,882)	(1,365)	(1,694)	(1,145)
<b>Balance 31 December</b>	<b>3,756</b>	<b>3,194</b>	<b>3,275</b>	<b>2,679</b>

The key actuarial assumptions for the years 2025 and 2024 are as follows:

	2025	2024
Discount rate	2.80%	2.78%
Future salaries increases	2.50%	2.50%
Inflation	2.00%	2.00%
Mortality	EVK 2000	EVK 2000
Movement of salaried workers (departure under their own will)	Table 1	Table 1

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

**Table 1**

<b>Years of Service</b>	<b>Leaving rate</b>
From 0 to 1 years	1.50%
From 1 to 5 years	1.00%
From 5 to 10 years	0.50%
From 10 years and above	0.00%

The following table presents the sensitivity of the provisions for staff indemnities to total comprehensive income in case of changes in certain actuarial assumptions.

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
Increase in discount rate by 0.5%	(70)	(58)	(67)	(55)
Decrease in discount rate by 0.5%	73	61	70	58
Increase in expected wage growth by 0.5%	73	60	70	58
Decrease in expected wage growth by 0.5%	(70)	(58)	(67)	(55)
Increase in expected inflation by 0.5%	0	0	0	0
Decrease in expected inflation by 0.5%	0	0	0	0

**24 OTHER PROVISIONS**

Changes in other provisions of the Group and the Company in 2025 and 2024 are as follows:

	<b>GROUP</b>			<b>COMPANY</b>		
	<b>Provisions for environmental rehabilitation</b>	<b>Other provisions</b>	<b>Total</b>	<b>Provisions for environmental rehabilitation</b>	<b>Other provisions</b>	<b>Total</b>
<b>1st January 2025</b>	<b>114</b>	<b>8,579</b>	<b>8,693</b>	<b>114</b>	<b>6,957</b>	<b>7,071</b>
Unused provisions recognized in profit	0	(79)	(79)	0	0	0
Foreign exchange differences	0	(161)	(161)	0	(162)	(162)
<b>31st December 2025</b>	<b>114</b>	<b>8,339</b>	<b>8,453</b>	<b>114</b>	<b>6,795</b>	<b>6,909</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP			COMPANY		
	Provisions for environmental rehabilitation	Other provisions	Total	Provisions for environmental rehabilitation	Other provisions	Total
<b>1st January 2024</b>	<b>114</b>	<b>8,327</b>	<b>8,441</b>	<b>114</b>	<b>7,127</b>	<b>7,241</b>
Provisions used	0	(199)	(199)	0	(199)	(199)
Unused provisions recognized in profit	0	(154)	(154)	0	0	0
Addition from company acquisition	0	576	576	0	0	0
Foreign exchange differences	0	29	29	0	29	29
<b>31st December 2024</b>	<b>114</b>	<b>8,579</b>	<b>8,693</b>	<b>114</b>	<b>6,957</b>	<b>7,071</b>

The item “Other provisions” in the above table is analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Provisions for tax for tax non-inspected years	2,250	2,250	2,050	2,050
Provisions for litigations	5,087	5,087	4,087	4,087
Provision for loss-bearing construction contracts	343	422	(1)	0
Other provisions	659	820	659	820
<b>Total</b>	<b>8,339</b>	<b>8,579</b>	<b>6,795</b>	<b>6,957</b>

**25 GRANTS**

The movement of grants of the Group in the Statement of financial position for the years 2025 and 2024 is as follows:

	GROUP	
	2025	2024
<b>Balance 1st January</b>	<b>3,500</b>	<b>3,213</b>
Recognition of grants	299	470
Amortization of grants on fixed assets recognized in net results (see Note 34)	(202)	(158)
Amortization of grants on fixed assets recognized in inventories	(31)	(25)
<b>Balance 31st December</b>	<b>3,566</b>	<b>3,500</b>

The grants are amortized in accordance with the granted assets’ depreciation or utilization rates.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

### 26 SUPPLIERS

The item «Suppliers» as of 31 December 2025 and 31 December 2024, in the accompanying financial statements are analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
Suppliers	299,699	370,873	268,319	339,327
Checks and notes payable	1,221	2,680	4	6
<b>Total</b>	<b>300,920</b>	<b>373,553</b>	<b>268,323</b>	<b>339,333</b>

The balance of the item mainly arises by an amount of 286,765 (31.12.2024: 359,642) from the construction segment and by amount of 13,493 (31.12.2024: 13,911) from the industrial segment of the Group.

### 27 ACCRUED AND OTHER LIABILITIES

Accrued and other liabilities (long term and short term) as of 31 December 2025 and 31 December 2024 in the accompanying financial statements, are analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Other long-term financial liabilities</b>				
Other long-term financial liabilities	0	5,438	0	5,438
<b>Total (a)</b>	<b>0</b>	<b>5,438</b>	<b>0</b>	<b>5,438</b>

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Other long-term non-financial liabilities</b>				
Collected advances from contracts with customers	172,657	134,390	164,276	125,395
Liabilities from construction agreements	33,363	15,215	33,363	15,215
<b>Total (b)</b>	<b>206,020</b>	<b>149,605</b>	<b>197,639</b>	<b>140,610</b>
<b>Total other long-term liabilities (a+b)</b>	<b>206,020</b>	<b>155,043</b>	<b>197,639</b>	<b>146,048</b>

The balance of the account “Collected advances from contracts with customers” concerns mainly:

(a) collected advances from the customer of the project AMFILOCHIA ENERGY STORAGE STATION amounting to 29,842.

(b) collected advances from the customers of the projects INTERNATIONAL AIRPORT HERAKLION CRETE amounting to 15,675 and NEA EGNATIA ODOS CONCESSION amounting to 29,533.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

(c) collected advances from the customers of the projects NEA ODOS S.A. amounting to 22,000 and PASIFAI ODOS S.A. amounting to 7,047.

(d) collected advances from other construction projects.

The balance in "Liabilities from construction agreements" refers to invoicing of project advances, which are expected to be executed beyond the next 12 months.

	GROUP		COMPANY	
	31.12.2025	31.12.2024	31.12.2025	31.12.2024
<b>Accrued and other short-term financial liabilities</b>				
Liabilities from dividends payable and capital return	691	1,200	0	0
Liabilities to members of j/v and other associates	3,344	3,630	3,479	8,712
Accrued expenses	35,749	44,220	32,936	42,739
Acquisition under settlement	150	0	150	0
Liabilities from acquisition of companies	0	1,406	0	1,406
Sundry Creditors	16,051	15,061	12,091	10,446
<b>Total (a)</b>	<b>55,985</b>	<b>65,517</b>	<b>48,656</b>	<b>63,303</b>
<b>Other short-term non-financial liabilities</b>				
Liabilities from taxes and duties	60,011	17,631	56,890	16,407
Social security funds	13,386	10,159	12,932	9,726
Provisions for loss-bearing construction contracts	3,783	2,098	3782	2095
<b>Total (b)</b>	<b>77,180</b>	<b>29,888</b>	<b>73,604</b>	<b>28,228</b>
<b>Total Accrued and other short-term liabilities (a+b)</b>	<b>133,165</b>	<b>95,405</b>	<b>122,260</b>	<b>91,531</b>

The account "Liabilities from dividends payable and capital return" includes an obligation of a subsidiary company to pay dividends to non-controlling interests.

The account "Accrued expenses" relates to accrued expenses for the execution of construction projects.

The change in the account "Liabilities from acquisition of companies" concerns a reduction due to repayment within the first half of an amount of 1,406 which concerns the acquisition by the Company of 62.5% of the share capital of the company C&M ENGINEERING S.A. within 2024.

The change in the account "Liabilities from taxes and duties" is mainly due to the increase in VAT liabilities amounting to 39,627, as a result of increased invoiced construction works..

## 28 SHARE CAPITAL

As of 31.12.2025 the Share Capital of the Company amounts to 55,460,000 euro, fully paid and divided into 554,600 common shares with a nominal value of 100 euro each. Each share of the Company provides the right to one vote. The account of share premium amounts to 62,702 on 31.12.2025.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)***29 RESERVES**

The reserves of the Group and the Company for the years 2025 and 2024, in the accompanying financial statements, are analyzed as follows:

<b>GROUP</b>	<b>Statutory reserves</b>	<b>Reserves from fair value difference of assets through Other Comprehensive Income</b>	<b>Reserves from participating interest in other comprehensive income of associates and joint ventures</b>	<b>Reserves of foreign currency translation differences from incorporation of foreign operations</b>	<b>Development and tax legislation reserves</b>	<b>Share based payments reserves and other reserves</b>	<b>Total</b>
<b>1st January 2024</b>	<b>15,433</b>	<b>7,706</b>	<b>37</b>	<b>1,183</b>	<b>35,620</b>	<b>1,215</b>	<b>61,194</b>
Earnings from other comprehensive income	0	6,110	0	(325)	0	(163)	5,622
Formation of reserves	5,138	0	0	0	0	0	5,138
Share based payments	0	0	0	0	0	5,921	5,921
<b>31st December 2024</b>	<b>20,571</b>	<b>13,816</b>	<b>37</b>	<b>858</b>	<b>35,620</b>	<b>6,973</b>	<b>77,875</b>
<b>1st January 2025</b>	<b>20,571</b>	<b>13,816</b>	<b>37</b>	<b>858</b>	<b>35,620</b>	<b>6,973</b>	<b>77,875</b>
Earnings from other comprehensive income	0	12,589	7	1,050	0	(111)	13,535
Share based payments	0	0	0	0	0	(1,388)	(1,388)
Transfers to minority interest and other changes	0	(8,460)	0	0	0	0	(8,460)
<b>31st December 2025</b>	<b>20,571</b>	<b>17,945</b>	<b>44</b>	<b>1,908</b>	<b>35,620</b>	<b>5,474</b>	<b>81,562</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

COMPANY	Statutory reserves	Reserves from fair value difference of assets through Other Comprehensive Income	Reserves from participating interest in other comprehensive income of associates and joint ventures	Reserves of foreign currency translation differences from incorporation of foreign operations	Development and tax legislation reserves	Share based payments reserves and other reserves	Total
<b>1st January 2024</b>	<b>13,350</b>	<b>7,706</b>	<b>0</b>	<b>979</b>	<b>34,705</b>	<b>1,210</b>	<b>57,950</b>
Earnings from other comprehensive income for the year	0	7,692	0	(422)	0	(162)	7,108
Formation of reserves	5,137	0	0	0	0	0	5,137
Share based payments	0	0	0	0	0	5,921	5,921
<b>31st December 2024</b>	<b>18,487</b>	<b>15,398</b>	<b>0</b>	<b>557</b>	<b>34,705</b>	<b>6,969</b>	<b>76,116</b>
<b>1st January 2025</b>	<b>18,487</b>	<b>15,398</b>	<b>0</b>	<b>557</b>	<b>34,705</b>	<b>6,969</b>	<b>76,116</b>
Earnings from other comprehensive income for the year	0	10,943	0	1,410	0	(112)	12,241
Share based payments	0	0	0	0	0	(1,388)	(1,388)
Transfers and other changes	0	(8,460)	0	0	0	0	(8,460)
<b>31st December 2025</b>	<b>18,487</b>	<b>17,881</b>	<b>0</b>	<b>1,967</b>	<b>34,705</b>	<b>5,469</b>	<b>78,509</b>

## **TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

---

### **Statutory Reserves**

In compliance with the Greek Law, companies shall transfer at least 5% of their annual net profits to a statutory reserve until such reserve equals 1/3 of the paid-up share capital. This reserve cannot be distributed but can be used for loss write off.

### **Development and tax legislation reserves**

These reserves relate to profits that have not been taxed at the effective tax rate according to the applicable tax framework. Such reserves will be taxable at the tax rate applicable at the time of their distribution to the shareholders or their transfer to equity under specific circumstances.

### **Fair value differences Reserve on assets through Other Total Comprehensive Income**

It includes changes in the fair value of investments classified as investments in equity securities.

In March 2025, the Company obtained control over ILIOCHORA S.A. (see note 7 for details). As a result of this transaction, the Company reclassified its investment from “Investments in equity interests” to “Investments in subsidiaries”. Up to the date of reclassification, both the Company and the Group measured this investment at fair value. Following the reclassification, an amount of 436, which related to accumulated fair value gains, was transferred to the “Retained Earnings” account.

In December 2026, the Company sold 450,000 shares of GEK TERNA held in the parent company GEK TERNA, for a total consideration of 11,178. The Company measures its shareholdings at fair value. As a result of this transaction and given that the reserve formed in relation to these shares up to the date of the transaction is non-recyclable to profit or loss of the period, the Company and the Group reclassified an amount of 8,024, which related to accumulated fair value gains, to the “Retained Earnings” account.

The above two transactions, amounting in total to 8,460, are presented in the line item “Transfers/other movements” in the tables above.

### **Distribution of dividend**

At the Ordinary General Meeting of the Company’s shareholders held on 28.08.2025 it was decided to distribute a dividend of 40,000 to the parent company GEK TERNA SA. The dividend had been paid until 31.12.2025.

### **Share-based payments:**

#### **Bonus Share Plan of the Company**

The Ordinary General Meeting of Shareholders on June 20, 2023 of the parent company GEK TERNA approved the Remuneration Policy, which included a plan regarding the distribution of up to three million six hundred thousand (3,600,000) treasury common registered shares, subject to the achievement of specific targets or the occurrence of specific event. The plan was established for the four-year period 2023-2027. The Board of Directors of GEK TERNA was authorized to further determine the beneficiaries, the manner of exercising the respective rights and the terms of the plan, as well as to regulate all relevant procedural matters for the implementation of the resolution.

The Board of Directors of the parent company, at its meeting of 18.01.2024, in implementation of the aforementioned decision of the General Meeting of Shareholders, accepted the recommendation of the Nomination and Remuneration Committee, the terms of implementation of the Program/Plan, as

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

well as the Criteria - Objectives of the Program (with regard to the fulfilment of market-related objectives e.g. increase in share price but also non-market related objectives such as e.g. targets for the commencement of specific concessions, construction of projects, EBITDA, debt service, etc.), as well as in relation to the Allocation of shares per Criteria - Objectives. Following the evaluation of relevant terms and conditions of the program/plan, the grant date of the plan towards the beneficiaries was considered to be October 1, 2024.

Within the financial year 2025, the parent company assessed the achievement of specific performance goals of the program and allocated 1,112,500 treasury shares to the beneficiaries.

The benefits in the form of shares, which were recognized in the results of the year ended 31.12.2025, amounted to 5,948 for the Group and the Company (31.12.2024: 7,252) and are included in the administrative and distribution Expenses in the item "Share-based payments" (see note 32). The full amount relates to valuation expense.

### 30 INCOME TAX – DEFERRED TAX

The tax rate for legal entities in Greece both for the year 2025 and for the year 2024 after the enactment of Law 4799/2021 which amended par. 1, no. 58 of Law 4172/2013 is set at 22%.

The effective tax rate differs from the nominal. The calculation of the effective tax rate is affected by several factors, the most important of which are non-exemption of specific expenses, depreciation rates differences, arising between the fixed asset's useful life and the rates defined under CL 4172/2013 and the ability of companies to generate tax-exempted discounts and tax-exempted reserve.

#### (a) Income Tax Expense

Income tax in the Statement of comprehensive income is analyzed as follows:

	GROUP		COMPANY	
	1.1-31.12.2025	1.1-31.12.2024	1.1-31.12.2025	1.1-31.12.2024
Current tax	68,770	39,146	65,724	36,587
Tax adjustments of previous years	(2,896)	45	(2,911)	45
Adjustments for tax audit differences	81	(116)	38	0
<b>Total</b>	<b>65,955</b>	<b>39,075</b>	<b>62,851</b>	<b>36,632</b>
Deferred tax expense/(income)	(23,549)	(10,213)	(24,293)	(8,886)
<b>Total income tax expense/(income)</b>	<b>42,406</b>	<b>28,862</b>	<b>38,558</b>	<b>27,746</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

	GROUP		COMPANY	
	1.1-31.12.2025	1.1-31.12.2024	1.1-31.12.2025	1.1-31.12.2024
<b>Profit before income tax expense</b>	<b>146,486</b>	<b>45,082</b>	<b>147,975</b>	<b>66,519</b>
Nominal tax rate	<b>22%</b>	<b>22%</b>	<b>22%</b>	<b>22%</b>
<b>Income tax expense/(income) based on the nominal tax rate</b>	<b>32,227</b>	<b>9,918</b>	<b>32,555</b>	<b>14,634</b>
Results not included in the calculation of tax	1,955	1,760	(2,436)	642
Adjustments of tax of previous years and additional taxes	(2,900)	45	(2,921)	45
Difference in taxation of foreign companies	(369)	(90)	(355)	(91)
Write-off/Offsetting) of tax losses	9,897	7,764	6,908	4,662
Adjustments for tax audit differences	81	(116)	38	0
Taxable differences of previous years for which no deferred tax has been recognized	(132)	0	0	0
Effect of net temporary tax differences for which no deferred tax has been recognized	1,344	10,992	4,769	7,854
Effect of participating in net results of associates and joint venture	303	(1,411)	0	0
<b>Income tax expense</b>	<b>42,406</b>	<b>28,862</b>	<b>38,558</b>	<b>27,746</b>

Tax return statement is submitted on an annual basis but declared profits or losses remain provisional until the tax authorities inspect the taxpayer's books and records and issue an audit report. The Group annually estimates any contingent liabilities, expected to arise from the audit of past years, making relevant provisions, where appropriate. Information on the unaudited tax years is listed in Notes 5 and 43.1 of the Financial Statements.

Global Minimum Tax – Pillar II

In 2024, Law 5100/2024 was enacted in Greece, incorporating into Greek legislation the EU Council Directive 2022/2523, which ensures a global minimum tax rate of 15% starting in 2024, in accordance with the OECD's Pillar II Global Anti-Base Erosion (GloBE) rules. These rules concern multinational corporate groups and large-scale domestic groups with annual revenues of 750 mn euros or more. Under this legislation, a supplementary tax may arise for any difference between the actual effective tax rate calculated based on GloBE anti-base erosion rules per jurisdiction/country and the minimum rate of 15%. The process involves evaluating the existence of safe harbors in the countries where the Group operates. From the calculations and given the limited scope of the Group's activities in foreign countries, there is no material impact on the Group's tax liability.

**(b) Deferred Tax**

Deferred income tax is calculated on all the temporary tax differences between the book value and the tax basis of the assets and liabilities.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025 – 31 December 2025  
(Amounts in thousands Euro, unless otherwise stated)

A deferred tax asset is recognized for the transferred tax losses to the extent that a respective tax benefit can be realized via future taxable profit.

The Group offsets deferred tax assets and obligations, when there is an effective legal right to offset the current tax assets against current liabilities provided that the deferred taxes relate to the same tax authority. The offset amounts in 31.12.2025 and 31.12.2024 for the Group and the Company are analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024*	31.12.2025	31.12.2024
Deferred tax assets	9,239	3,512	8,671	3,014
Deferred tax liabilities	(15,436)	(29,614)	(1,536)	(19,503)
<b>Net deferred asset/ (liability)</b>	<b>(6,197)</b>	<b>(26,102)</b>	<b>7,135</b>	<b>(16,489)</b>

\* The figures of the Group for the comparative period 31.12.2024 were adjusted due to the finalization of the PPA of the acquired companies (see Note 7).

The change of the net deferred tax asset/(liability) in the Statement of Financial Position is analyzed as follows:

	GROUP		COMPANY	
	31.12.2025	31.12.2024*	31.12.2025	31.12.2024
<b>Net deferred tax asset/(liability)</b>	<b>(6,197)</b>	<b>(26,102)</b>	<b>7,135</b>	<b>(16,489)</b>
<b>Opening Balance</b>	<b>(26,102)</b>	<b>(28,513)</b>	<b>(16,489)</b>	<b>(23,250)</b>
Addition due to acquisition of entity (see Note 7)	(2,104)	(5,677)	0	0
(Expense)/Income recognized in net earnings	23,549	10,212	24,293	8,885
(Expense)/Income recognized in Other comprehensive income	(1,540)	(2,124)	(669)	(2,124)
<b>Closing Balance</b>	<b>(6,197)</b>	<b>(26,102)</b>	<b>7,135</b>	<b>(16,489)</b>

\* The figures of the Group for the comparative period 31.12.2024 were adjusted due to the finalization of the PPA of the acquired companies (see Note 7).

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

Deferred taxes (assets and liabilities) in 2025 and 2024 are analyzed as follows:

Deferred tax	GROUP				31.12.2025
	01.01.2025*	Addition due to acquisition	Statement of Profit or loss (Debit)/Credit	Other comprehensive income (Debit)/Credit	
Investment property	(172)	0	79	0	<b>(93)</b>
Tangible and Intangible Assets	(13,317)	0	(586)	0	<b>(13,903)</b>
Investments	(4,344)	(2,120)	(175)	(1,572)	<b>(8,211)</b>
Contract Assets/Contract Liabilities	(16,415)	(177)	24,456	0	<b>7,864</b>
Recognized tax losses	626	183	(10)	0	<b>799</b>
Recognition of assets from concession contracts	0	0	(1)	0	<b>(1)</b>
Provision for staff indemnities	587	0	98	31	<b>716</b>
Derivatives	(205)	0	205	0	<b>0</b>
Trade receivables	3,543	11	(141)	0	<b>3,413</b>
Other Provisions	264	0	108	0	<b>372</b>
Lease Contracts	193	0	309	0	<b>502</b>
Other	3,138	(1)	(793)	1	<b>2,345</b>
<b>Total</b>	<b>(26,102)</b>	<b>(2,104)</b>	<b>23,549</b>	<b>(1,540)</b>	<b>(6,197)</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

Deferred tax	GROUP				31.12.2024*
	01.01.2024	Addition due to acquisition	Statement of Profit or loss (Debit)/Credit	Other comprehensive income (Debit)/Credit	
Investment property	(115)	0	(57)	0	<b>(172)</b>
Tangible and Intangible Assets	(10,689)	(3,218)	590	0	<b>(13,317)</b>
Investments	(2,174)	0	1	(2,170)	<b>(4,343)</b>
Contract Assets/Contract Liabilities	(23,059)	(2,589)	9,232	0	<b>(16,416)</b>
Recognized tax losses	317	0	309	0	<b>626</b>
Provision for staff indemnities	445	4	92	46	<b>587</b>
Derivatives	0	0	(205)	0	<b>(205)</b>
Trade receivables	4,535	0	(992)	0	<b>3,543</b>
Other Provisions	467	127	(330)	0	<b>264</b>
Lease Contracts	125	(1)	69	0	<b>193</b>
Other	1,635	0	1,503	0	<b>3,138</b>
<b>Total</b>	<b>(28,513)</b>	<b>(5,677)</b>	<b>10,212</b>	<b>(2,124)</b>	<b>(26,102)</b>

\* The figures of the Group for the comparative period 31.12.2024 were adjusted due to the finalization of the PPA of the acquired companies (see Note 7).

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

Deferred tax	COMPANY			
	01.01.2025	Statement of Profit or loss (Debit)/Credit	Other comprehensive income (Debit)/Credit	31.12.2025
Investment property	216	79	0	<b>295</b>
Tangible and Intangible Assets	(4,797)	549	0	<b>(4,248)</b>
Investments	(4,344)	(174)	(700)	<b>(5,218)</b>
Contract Assets/Contract Liabilities	(13,954)	23,797	0	<b>9,843</b>
Recognized tax losses	626	(235)	0	<b>391</b>
Provision for staff indemnities	567	97	32	<b>696</b>
Derivatives	(205)	205	0	<b>0</b>
Trade receivables	3,456	(137)	0	<b>3,319</b>
Other Provisions	171	125	0	<b>296</b>
Lease Contracts	179	293	0	<b>472</b>
Other	1,596	(306)	(1)	<b>1,289</b>
<b>Total</b>	<b>(16,489)</b>	<b>24,293</b>	<b>(669)</b>	<b>7,135</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

<b>Deferred tax</b>	<b>COMPANY</b>			<b>31.12.2024</b>
	<b>01.01.2024</b>	<b>Statement of Profit or loss (Debit)/Credit</b>	<b>Other comprehensive income (Debit)/Credit</b>	
Investment property	273	(57)	0	<b>216</b>
Tangible and Intangible Assets	(5,467)	670	0	<b>(4,797)</b>
Investments	(2,174)	0	(2,170)	<b>(4,344)</b>
Contract Assets/Contract Liabilities	(21,668)	7,714	0	<b>(13,954)</b>
Recognized tax losses	317	309	0	<b>626</b>
Provision for staff indemnities	431	90	46	<b>567</b>
Derivatives	0	(205)	0	<b>(205)</b>
Trade receivables	4,451	(995)	0	<b>3,456</b>
Other Provisions	467	(296)	0	<b>171</b>
Lease Contracts	120	59	0	<b>179</b>
Other	0	1,596	0	<b>1,596</b>
<b>Total</b>	<b>(23,250)</b>	<b>8,885</b>	<b>(2,124)</b>	<b>(16,489)</b>

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

### 31 TURNOVER

Company's turnover of years 2025 and 2024 in the accompanying financial statements is analyzed as follows:

#### Revenues from contracts with customer per segment

	GROUP	
	1.1-31.12.2025	1.1-31.12.2024
<b>1) Revenues from contracts with customer per segment</b>		
<i>Revenues from construction services' segment</i>		
Infrastructure Projects– Motorways - Airport	1,143,935	855,799
Industrial –Energy	493,850	411,542
Other services of construction services' segment	23,570	7,648
<b>Total</b>	<b>1,661,355</b>	<b>1,274,989</b>
<i>Revenues from concession exploitation segment</i>		
Other services from concession exploitation segment	9,090	0
<b>Total</b>	<b>9,090</b>	<b>0</b>
<i>Revenues from industry segment</i>		
Sales of industrial products - quarries	26,104	24,296
<b>Total</b>	<b>26,104</b>	<b>24,296</b>
<i>Revenues from Holding segment and other presented operating segments</i>		
Other revenues of Holding segment	3,778	896
<b>Total</b>	<b>3,778</b>	<b>896</b>
<b>Total revenues from contracts with customers</b>	<b>1,700,327</b>	<b>1,300,181</b>

	GROUP	
	1.1-31.12.2025	1.1-31.12.2024
<b>2)The analysis of turnover from contracts with customers at the time of income recognition is analyzed as follows:</b>		
Transfer of goods and services at a specific time	38,972	25,116
Services rendered with the passage of time	1,661,355	1,275,065
<b>Total turnover from contracts with customers</b>	<b>1,700,327</b>	<b>1,300,181</b>

**3)** The backlog of Group's construction contracts amounts to 6,574 mn euros on 31.12.2025 (see note 43.2). The predicted execution course of backlog is analyzed as follows: (a) 2,126 mn euros in 2025 and b) 4,448 mn euros for a period until 2029.

**4)** The turnover breakdown for the period by country and by operating segment is presented below:

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	<b>GROUP</b>			
	<b>1.1-31.12.2025</b>			
	<b>Greece</b>	<b>Balkans</b>	<b>Other regions</b>	<b>Total</b>
Revenue of Construction Segment	1,598,748	62,603	4	1,661,355
Revenue of Concessions Segment	9,090	0	0	9,090
Revenue of Industry Segment	12,300	57	13,747	26,104
Revenue of Holding and other presented operating segments	3,778	0	0	3,778
<b>Total</b>	<b>1,623,916</b>	<b>62,660</b>	<b>13,751</b>	<b>1,700,327</b>

	<b>GROUP</b>			
	<b>1.1-31.12.2024</b>			
	<b>Greece</b>	<b>Balkans</b>	<b>Other regions</b>	<b>Total</b>
Revenue of Construction Segment	1,238,768	35,925	296	1,274,989
Revenue of Industry Segment	8,884	67	15,345	24,296
Revenue of Holding and other presented operating segments	896	0	0	896
<b>Total</b>	<b>1,248,548</b>	<b>35,992</b>	<b>15,641</b>	<b>1,300,181</b>

The Other regions refer to sales to customers which are located outside Greece and Balkans.

### **32 COST OF SALES – ADMINISTRATIVE AND DISTRIBUTION EXPENSES – RESEARCH AND DEVELOPMENT EXPENSES**

The cost of sales for the years 2025 and 2024 in the accompanying financial statements, is analyzed as follows:

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>1.1-31.12.2025</b>	<b>1.1-31.12.2024</b>	<b>1.1-31.12.2025</b>	<b>1.1-31.12.2024</b>
Inventory cost-construction materials	453,754	406,245	433,684	398,068
Employee remuneration	140,057	109,546	136,027	105,724
Fees and expenses of third parties	775,189	525,404	702,157	504,960
Other third-party expenses	4,610	4,594	3,669	3,463
Leases	29,593	26,123	29,334	26,069
Insurance costs	11,533	8,217	9,786	6,360
Repairs-Maintenance expenses	9,187	8,803	8,998	8,609
Taxes-duties	5,436	4,328	4,703	4,261

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	GROUP		COMPANY	
	1.1-31.12.2025	1.1-31.12.2024	1.1-31.12.2025	1.1-31.12.2024
Promotion and advertising expenses	360	303	354	295
Transportation and travel expenses	29,963	20,500	28,982	19,563
Provisions	1,606	1,172	1,688	1,391
Depreciation	24,702	21,369	21,523	16,978
Commissions and other financial expenses	11,953	14,141	11,755	14,069
Other	8,845	6,584	8,399	6,353
<b>Total</b>	<b>1,506,788</b>	<b>1,157,329</b>	<b>1,401,059</b>	<b>1,116,163</b>

The increase in the item is associated with higher construction activity, as reflected in the increase in Turnover in the statement of comprehensive income for the year.

The “Leases” account includes lease expenses that do not meet the recognition criteria under IFRS 16, these expenses are recognized in the Statement of Comprehensive Income.

The administrative and distribution expenses for the years 2025 and 2024, in the attached financial statements, are analyzed as follows:

	GROUP		COMPANY	
	1.1-31.12.2025	1.1-31.12.2024	1.1-31.12.2025	1.1-31.12.2024
Employee remuneration	7,974	6,820	4,655	3,978
Fees and expenses of third parties	6,105	6,447	3,849	5,122
Share based payments (note29)	5,948	7,252	5,948	7,252
Remuneration of BoD	12	12	0	0
Other third-party expenses	278	156	123	43
Leases	222	211	255	476
Insurance costs	684	749	673	744
Repairs - Maintenance	212	202	175	171
Taxes - Duties	1,483	1,364	1,088	907
Promotion and advertising expenses	1,434	1,206	1,415	1,195
Transportation and travel expenses	2,584	2,848	629	958
Depreciation	3,022	3,311	2,328	2,928
Other	4,759	4,101	4,610	3,770
<b>Total</b>	<b>34,717</b>	<b>34,679</b>	<b>25,748</b>	<b>27,544</b>

Research and development expenses for the years 2025 and 2024 in the accompanying financial statements are analyzed as follows:

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

	GROUP		COMPANY	
	1.1-31.12.2025	1.1-31.12.2024	1.1-31.12.2025	1.1-31.12.2024
Employee remuneration	12	35	6	0
Fees and expenses of third parties	779	1,044	1,021	1,024
Other third-party expenses	1	0	0	0
Insurance Premiums	4	4	0	0
Repairs - Maintenance	1	5	0	0
Taxes - Duties	4	5	0	0
Transportation and travel expenses	27	19	2	3
Depreciation	137	198	0	0
Other	324	375	321	363
<b>Total</b>	<b>1,289</b>	<b>1,685</b>	<b>1,350</b>	<b>1,390</b>

### 33 AUDITORS' FEES

	GROUP		COMPANY	
	1.1-31.12.2025	1.1-31.12.2024	1.1-31.12.2025	1.1-31.12.2024
<b>Total</b>	474	510	340	313

The above fees relate to all Group companies and are related to the statutory audit, tax audit and other permitted services provided by all audit firms with which the Group collaborates.

### 34 OTHER INCOME/(EXPENSES)

Other income/(expenses) of the financial years of 2025 and 2024 are analyzed as follows:

	GROUP		COMPANY	
	1.1-31.12.2025	1.1-31.12.2024	1.1-31.12.2025	1.1-31.12.2024
<b>Other income</b>				
Amortization of grants on fixed assets	202	158	0	0
Income from insurance and legal indemnities	123	1,767	123	805
Recovery of impairments of assets	1,773	908	1,750	897
Gains from valuation of Investment Property	61	218	61	218
Earnings from elimination of liabilities	5,170	356	105	13
Other revenue	1,270	2,007	1,670	4,274
<b>Total other income</b>	<b>8,599</b>	<b>5,414</b>	<b>3,709</b>	<b>6,207</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	GROUP		COMPANY	
	1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
<b>Other Expenses</b>				
Depreciation not included in the cost	(1,605)	(1,741)	(1,244)	(933)
Foreign exchange differences on payments	(941)	(315)	(363)	(532)
Impairments/Write off of fixed, intangible assets, right of use assets and goodwill	(3,455)	(45,682)	(30)	(1,296)
Impairments/Write off of inventories	(269)	(9,203)	(269)	0
Impairments/Write off of receivables	(142)	(518)	(133)	(501)
Loss from valuation of Investment Property	(459)	0	(459)	0
Other expenses	(1,838)	(3,029)	(1,047)	(1,403)
<b>Total other expenses</b>	<b>(8,709)</b>	<b>(60,488)</b>	<b>(3,545)</b>	<b>(4,665)</b>
<b>Total other income/(expenses)</b>	<b>(110)</b>	<b>(55,074)</b>	<b>164</b>	<b>1,542</b>

The change in the item "Other income/(expenses)" is due to the significant impairments of the assets of the subsidiary company TERNA MAG S.A., that were recognized in the previous year and are reflected in the accounts "Impairments/Write-off of fixed, tangible and intangible fixed assets, right-of-use assets and goodwill" and "Impairments/Write-off of inventories" respectively.

### 35 GAINS/(LOSSES) FROM VALUATION OF PARTICIPATIONS AND SECURITIES – INCOME/(LOSSES) FROM PARTICIPATIONS AND OTHER EQUITY SECURITIES

#### 35.1 Gains/(losses) from valuation of participations and securities

Gains/(losses) from the valuation of participations and securities, of the financial years 2025 and 2024, in the accompanying financial statements are analyzed as follows

	GROUP		COMPANY	
	1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
Profit/(loss) from valuation of financial assets at fair value through profit and loss (Note 19)	791	0	791	0
Loss /reverse of loss from valuation on interest in subsidiaries (Note 12)	0	0	(7,306)	(34,435)
Loss/reverse of loss from valuation on interest in affiliated companies (Note 13)	0	0	(6,000)	0
<b>Total</b>	<b>791</b>	<b>0</b>	<b>(12,515)</b>	<b>(34,435)</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)***35.2 Income/(losses) from participations and other equity securities**

Income/(losses) from participations and other equity securities, for the years 2025 and 2024 in the attached financial statements are analyzed as follows:

	GROUP		COMPANY	
	1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
Dividends and capital return of subsidiaries	0	0	5,726	0
Dividends from participations in affiliated companies	0	0	17,770	3,455
Dividends from participations in joint ventures	0	167	2,243	1,666
Dividends from other investments	824	1,533	824	1,533
<b>Total</b>	<b>824</b>	<b>1,700</b>	<b>26,563</b>	<b>6,654</b>

In the account "Dividends from participations in affiliated companies" of the Company, the amount of 17,770 relates to a dividend from the affiliated company HERON ENERGY S.A. With regard to the Company's account "Dividends from participations in joint ventures", the amount of 2,243 relates to AIGISTOS S.A. In the account "Dividends and capital return of subsidiaries", the amount of 4,622 relates to P&C DEVELOPMENT S.A. and the amount of 1,104 relates to C&M ENGINEERING S.A.

**36 FINANCIAL INCOME/(EXPENSES)**

Financial income/(expenses) for years 2025 and 2024, are analyzed as follows in the accompanying financial statements:

	GROUP		COMPANY	
	1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
Deposit interest	577	294	323	240
Loan interest	187	46	410	1,817
Finance income from lease contracts	593	256	593	256
Other financial income	83	56	83	4
<b>Total financial income</b>	<b>1,440</b>	<b>652</b>	<b>1,409</b>	<b>2,317</b>
Interest and expenses of short-term loans	(1,645)	(3,184)	(1,595)	(3,159)
Interest and expenses of long-term loans	(4,491)	(6,333)	(4,309)	(6,191)
Finance cost from lease contracts	(3,562)	(3,922)	(3,475)	(3,877)
Commissions and Other financial expenses	(1,982)	(2,594)	(1,704)	(2,339)
<b>Total financial expenses</b>	<b>(11,680)</b>	<b>(16,033)</b>	<b>(11,083)</b>	<b>(15,566)</b>

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

	GROUP		COMPANY	
	1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
<b>Net interest income/(expenses)</b>	<b>(10,240)</b>	<b>(15,381)</b>	<b>(9,674)</b>	<b>(13,249)</b>
Gains from derivatives financial instruments measured at fair value	0	933	0	933
Losses from derivatives financial instruments measured at fair value	(933)	0	(933)	0
<b>Derivatives valuation results</b>	<b>(933)</b>	<b>933</b>	<b>(933)</b>	<b>933</b>
<b>Net financial income/(expenses)</b>	<b>(11,173)</b>	<b>(14,448)</b>	<b>(10,607)</b>	<b>(12,316)</b>

The change in the Group's net financial income/(expenses) is mainly affected to the decrease in financial expenses, which resulted from the decrease in total borrowings. During the year, the Group proceeded with the repayment of debt facilities amounting to 101,302, while at the same time obtaining new borrowings of 50,000, resulting in a net decrease in borrowings of 51,302 euros.

## 37 PERSONNEL COST

Payroll cost expenses in 2025 and 2024 are analyzed as follows:

	GROUP		COMPANY	
	1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1- 31.12.2024
Wages and related employee benefits	115,975	91,257	109,905	85,386
Social security fund contributions	31,020	24,587	29,664	23,594
Provision for employee indemnities	2,279	1,634	2,085	1,524
Remuneration of quasi-personnel	52,450	41,752	51,132	40,593
<b>Total</b>	<b>201,724</b>	<b>159,230</b>	<b>192,786</b>	<b>151,097</b>

At the end of the closing period, the Group employed 4,491 people worldwide and the Company 4,127. Respectively, at the end of the previous year, the Group employed 3,641 people worldwide and the Company 3,596.

The change in both the number of employees and personnel cost for the Group and the Company is related to the increase in construction activity of the parent company TERNA S.A.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)***38 TRANSACTIONS WITH RELATED PARTIES**

The transactions of the Company and the Group with related parties for the period ended 31.12.2025 and 31.12.2024, as well as the balances of receivables and liabilities arising from such transactions as of 31.12.2025 and 31.12.2024 are as follows:

Sales-Purchases of goods and services

Period 31.12.2025					COMPANY			
Related party	GROUP				COMPANY			
	Revenue	Purchases	Debit Balances	Credit Balances	Revenue	Purchases	Debit Balances	Credit Balances
Parent Company	39,969	9,987	44,740	14,142	39,969	9,866	44,740	13,251
Subsidiaries	0	0	0	0	210,448	6,670	28,069	23,369
Joint Ventures	19,124	56,471	15,457	11,174	19,124	56,356	15,457	9,926
Other Related Parties	569,896	40,064	143,835	157,055	358,230	37,467	110,753	103,485

**Period 31.12.2024**

Year 31.12.2024					COMPANY			
Related party	GROUP				COMPANY			
	Revenue	Purchases	Debit Balances	Credit Balances	Revenue	Purchases	Debit Balances	Credit Balances
Parent Company	43,838	3,605	39,038	10,500	43,838	3,393	39,038	9,833
Subsidiaries	0	0	0	0	201,404	2,349	25,911	36,605
Joint Ventures	2,286	18,775	4,984	9,161	2,286	18,430	4,984	8,036
Other Related Parties	423,263	67,813	62,483	180,204	217,187	64,767	19,547	109,970

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*Loans and interest

Year 31.12.2025					COMPANY			
Related party	GROUP				Finance Revenue	Finance expense	Loans receivable	Loans payable
	Finance Revenue	Finance expense	Loans receivable	Loans payable				
Parent Company	0	1,778	0	55,987	0	1,773	0	55,987
Subsidiaries	0	0	0	0	223	0	11,818	0
Other Related Parties	68	0	4,605	0	67	0	4,585	0

**Period 31.12.2024**

Year 31.12.2024					COMPANY			
Related party	GROUP				Finance Revenue	Finance expense	Loans receivable	Loans payable
	Finance Revenue	Finance expense	Loans receivable	Loans payable				
Parent Company	0	2,734	0	54,353	0	2,729	0	54,214
Subsidiaries	0	0	0	0	1,771	0	3,305	0
Other Related Parties	7	14	193	0	7	0	193	0

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

Transactions with related parties are made on the same terms as transactions with third parties.

It granted loans amounting to 17,006 (31.12.2024: 3,110) to subsidiaries and other related parties and received repayments of loans granted and interest amounting to 4,226 (31.12.2024: 34,181) from subsidiaries and other related parties. Similarly, it repaid loans and interest to its parent company GEK TERNA S.A., amounting to 0 (31.12.2024: 34,348).

Additionally, the Group received an amount of 12,499 (31.12.2024: 3,454) as dividend from an associate company and an amount of 3,174 as dividend from a joint venture. Correspondingly, the Company received an amount of 4,966 as dividend from its subsidiaries. The Company also paid 40,000 to its parent company GEK TERNA S.A., as a dividend distribution. These amounts are not included in the tables above.

The above table does not include a transaction amounting to 11,178 relating to the acquisition of 450,000 treasury shares held by the subsidiary TERNA S.A. from the parent company GEK TERNA.

**Transactions and remuneration of the Board of Directors members and senior executives:** The remuneration of the Board of Directors members and senior executives of the Group and Company, recognized for the periods ended on 31.12.2025 and 31.12.2024, as well as the balances of receivables and liabilities that have emerged from such transactions on 31.12.2025 and 31.12.2024 are as follows:

	GROUP		COMPANY	
	1.1- 31.12.2025	1.1- 31.12.2024	1.1- 31.12.2025	1.1-31.12.2024
Remuneration for services rendered	6,277	4,919	4,920	4,722
Remuneration of employees	1,921	1,592	1,187	922
Remuneration for participation in Board meetings	12	12	0	0
Share based payments (note 29)	5,948	7,252	5,948	7,252
<b>Total</b>	<b>14,158</b>	<b>13,776</b>	<b>12,055</b>	<b>12,896</b>
	<b>31.12.2025</b>	<b>31.12.2024</b>	<b>31.12.2025</b>	<b>31.12.2024</b>
Liabilities	320	207	217	75
Receivables	296	69	243	53

### 39 OBJECTIVES AND RISK MANAGEMENT POLICIES

The Group is exposed to multiple financial risks such as market risk (volatility in exchange rates, interest rates, market prices etc.), credit risk and liquidity risk. The risk management plan aims to eliminate the negative effect of these risks on financial results of the Group as these effects arise from uncertainty in financial markets and the changes in costs and sales. The risk management policy is applied by the financial services of the Group.

The procedure followed is as follows:

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

- evaluation of risks related to Group's activities and operations,
- planning the methodology and selecting the necessary financial products for decreasing the risk and
- execution/application, in accordance with the approved procedure by the management, of the risk management plan.

The financial instruments of the Group are mainly deposits in banks, short-term financial products of high liquidity traded in the money market, trade debtors and creditors, loans to and from associates, shares, dividends payable and liabilities arising from leasing.

### 39.1 FOREIGN EXCHANGE RISK

Euro is the functional currency of the parent company and the reporting currency of the Group.

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will be subject to fluctuations due to changes in exchange rates. This type of risk may arise, for the Group, from foreign exchange differences at the valuation and conversion into the Group's currency (Euro) of financial assets, mainly financial receivables and financial liabilities, related to transactions that are carried out in a currency other than the functional currency of the Group's entities. The transactions mainly concern purchases of fixed assets and inventories, commercial sales, investments in financial assets, loans, as well as net investments in foreign operations.

The Group operates through branches and companies in Greece and the Balkans and thus it may be exposed to foreign exchange risk.

Regarding the construction projects in the Balkans: the contractual receivables, liabilities to basic suppliers (cement, iron products, asphalt, cobble, skids etc.) and sub-contractors are realized in euro and thus the exposure to foreign exchange risk is limited. Moreover, the Bulgarian lev (BGN) has a fixed exchange rate against euro.

The following table presents the financial assets and liabilities in foreign currency:

	2025										
(amounts in euro)	AED	ALL	BHD	IQD	LYD	MKD	QAR	RON	RSD	SAR	USD
Financial assets	626	80	3,606	124	505	(1)	115	96	757	506	19,732
Financial liabilities	(441)	(236)	(259)	(1,089)	(2)	(5)	(522)	(273)	(39)	(13)	(3,563)
<b>Total current assets</b>	<b>185</b>	<b>(156)</b>	<b>3,347</b>	<b>(965)</b>	<b>503</b>	<b>(6)</b>	<b>(407)</b>	<b>(177)</b>	<b>718</b>	<b>493</b>	<b>16,169</b>
Financial assets	6	0	2	9	0	0	9	52	(1)	0	0
Financial liabilities	0	0	0	0	0	0	0	0	0	0	0
<b>Total non-current assets</b>	<b>6</b>	<b>0</b>	<b>2</b>	<b>9</b>	<b>0</b>	<b>0</b>	<b>9</b>	<b>52</b>	<b>(1)</b>	<b>0</b>	<b>0</b>

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

(amounts in euro)	2024										
	AED	ALL	BHD	IQD	LYD	MKD	QAR	RON	RSD	SAR	USD
Financial assets	511	89	5,304	1	653	7	68	56	3,894	677	10,870
Financial liabilities	(380)	(225)	(295)	(21)	(2)	(8)	(875)	(186)	(250)	(142)	(56,057)
<b>Total current assets</b>	<b>131</b>	<b>(136)</b>	<b>5,009</b>	<b>(20)</b>	<b>651</b>	<b>(1)</b>	<b>(807)</b>	<b>(130)</b>	<b>3,644</b>	<b>535</b>	<b>(45,187)</b>
Financial assets	11	0	3	10	0	0	10	2	0	0	0
Financial liabilities	0	0	0	0	0	0	0	0	0	0	0
<b>Total non-current assets</b>	<b>11</b>	<b>0</b>	<b>3</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>10</b>	<b>2</b>	<b>0</b>	<b>0</b>	<b>0</b>

The following table presents the sensitivity of Net Earnings as well as other comprehensive income to fluctuations of exchange rates through their effect on financial assets and liabilities. For BGN currency we did not examine the sensitivity as it maintains a stable exchange rate against euro. For all other currencies, we examined the sensitivity at a change of +/- 10%.

The table presents the effects of the +10% change. The effect of the -10% change is represented by the opposite amount.

	2025										
	AED	ALL	BHD	IQD	LYD	MKD	QAR	RON	RSD	SAR	USD
Effect on Net earnings	2	0	0	0	0	0	0	0	0	8	1,294
Effect on other comprehensive income	(32)	(16)	378	(208)	50	0	(41)	(12)	372	38	3

	2024										
	AED	ALL	BHD	IQD	LYD	MKD	QAR	RON	RSD	SAR	USD
Effect on Net earnings	0	0	0	0	0	0	0	0	0	0	(3,431)
Effect on other comprehensive income	(28)	(14)	533	(112)	65	0	(80)	(13)	694	53	0

To manage this category of risk, the Group's Management and financial department make sure that the largest possible part of receivables (income) and liabilities (expenses) are realized in euro or in currencies pegged to euro (i.e. the Bulgarian lev, BGN) or in the same currency in order to be matched against each other.

### 39.2 INTEREST RATE RISK SENSITIVITY ANALYSIS

The Group's policy is to minimize its exposure to cash flows interest regarding long-term financing. On 31.12.2025, 100% of the Group's total bank debt carries floating interest rate (stable spread).

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

The following table presents the sensitivity of Net earnings for the period towards a reasonable change in interest rates of receivables and liabilities amounting to +/-20% (2024: +/-20%) on the variable part of the interest rate (i.e. Euribor 6M). The changes in interest rates are estimated to be normal in relation to current market conditions.

	2025		2024	
	20%	-20%	20%	-20%
Net earnings after income tax (from interest bearing liabilities)	(332)	332	(718)	718
Net earnings after income tax (from interest earning assets)	804	(804)	1,154	(1,154)

The Group is not exposed to other interest rate risks or variation of securities' prices the price of which is traded on a financial market.

### 39.3 CREDIT RISK

The credit risk exposure of the Group is limited to financial assets, which are as follows:

	31.12.2025	31.12.2024
Receivables from derivatives	0	933
Cash and cash equivalents	382,957	314,435
Loans and receivables	781,447	699,903
<b>Total</b>	<b>1,164,404</b>	<b>1,015,271</b>

The Group continuously monitors its receivables, either separately or per group and encompasses any differences in its credit risk. In cases when deemed necessary, external reports related to current or potential customers are used.

The Group is not exposed to significant credit risk from trade receivables. This is attributed to, on one hand, to the Group's policy, which is focused on the cooperation with reliable clients and on the other hand, to the nature of the Group's operations.

In particular, the total amount of receivables, whether related to the narrow or the broader public segment or clients with significant financial position in Greece and abroad, are under special monitoring and the Management constantly assesses the reliability of its customers, the size of each of them, regardless of whether they are a broader public or private entity, for possible implications, in order to take the necessary measures to minimize any implications for the Group.

Credit risk in respect of cash available and other receivables is considered limited, given that the counterparties are reliable banks with high quality capital structure, the Greek State and the broader public sector and strong business Groups.

The Management assumes that the aforementioned financial assets, for which impairment is calculated where necessary, are of high credit quality.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

### 39.4 LIQUIDITY RISK

The Group manages its liquidity requirements by closely monitoring of debt, long-term financial liabilities and daily payments. The liquidity needs are monitored in different time-zones daily and weekly as well as in a rolling 30-day period. The liquidity needs for the coming 6 months and the coming year are estimated on a monthly basis.

The Group maintains cash and deposits in banks in order to cover its liquidity needs for periods up to 30 days. The capital for long-term liquidity needs is disbursed from time-deposits of the Group. The maturity of financial liabilities on December 31st, 2025 is analyzed as follows:

	0 to 12 months	1 to 5 years	Over 5 years	Total
Long-term borrowing	47,941	34,011	38,976	120,928
Liabilities from leases	23,670	59,539	4,438	87,647
Short-term borrowing	26,151	0	0	26,151
Suppliers	300,920	0	0	300,920
Accrued and other short-term financial liabilities	55,985	0	0	55,985
<b>Total</b>	<b>454,667</b>	<b>93,550</b>	<b>43,414</b>	<b>591,631</b>

The respective maturity of financial liabilities for December 31st, 2024 was as follows:

	0 to 12 months	1 to 5 years	Over 5 years	Total
Long-term borrowing	6,324	60,605	42,528	109,457
Liabilities from leases	16,391	49,214	7,922	73,527
Other long-term financial liabilities	0	5,438	0	5,438
Short-term borrowing	86,127	0	0	86,127
Suppliers	373,553	0	0	373,553
Accrued and other short-term financial liabilities	65,517	0	0	65,517
<b>Total</b>	<b>547,912</b>	<b>115,257</b>	<b>50,450</b>	<b>713,619</b>

The above contractual maturities reflect the gross cash flows, which may differ from the book values of liabilities as the date of the Statement of Financial Position.

### 39.5 OTHER RISKS AND UNCERTAINTIES

Given the new circumstances shaped by geopolitical changes, the contradictory decisions of the U.S. on major issues (Ukraine, Middle East, equipment) and inflationary pressures and considering that the Group has no activities in Russia, Ukraine and the Middle East, the Group's outlook and prospects remains positive in the medium and long term. The reasons are: a) The retained investment-grade rating for the Greek economy by leading international rating agencies, including the upgrade by

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

Moody's to "Baa3" in March, which translates into increased inflows of investment capital with more favorable borrowing terms required for investments, b) the significant signed and pending construction contracts to be executed.

**40 FINANCIAL ASSETS AND LIABILITIES: PRESENTATION**

The financial assets as well as the financial liabilities of the Group per categories are as follows:

<b>31.12.2025</b>				
<b>Financial Assets</b>	<b>Amortised cost</b>	<b>Fair value through profit or loss</b>	<b>Fair value through other comprehensive income</b>	<b>Total</b>
Listed shares and Mutual funds	0	12,122	0	<b>12,122</b>
Investments in securities	0	0	49,406	<b>49,406</b>
Other long-term receivables	17,371	0	0	<b>17,371</b>
Trade and other receivables	764,076	0	0	<b>764,076</b>
Cash and cash equivalents	382,957	0	0	<b>382,957</b>
<b>Total</b>	<b>1,164,404</b>	<b>12,122</b>	<b>49,406</b>	<b>1,225,932</b>

  

<b>31.12.2024</b>				
<b>Financial Assets</b>	<b>Amortised cost</b>	<b>Fair value through profit or loss</b>	<b>Fair value through other comprehensive income</b>	<b>Total</b>
Listed shares and Mutual funds	0	9,881	0	<b>9,881</b>
Investments in securities	0	0	37,897	<b>37,897</b>
Other long-term receivables	9,110	0	0	<b>9,110</b>
Receivables from derivatives	0	933	0	<b>933</b>
Trade and other receivables	690,793	0	0	<b>690,793</b>
Cash and cash equivalents	314,435	0	0	<b>314,435</b>
<b>Total</b>	<b>1,014,338</b>	<b>10,814</b>	<b>37,897</b>	<b>1,063,049</b>

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

Financial Liabilities	31.12.2025			Total
	Amortised cost	Fair value through profit or loss	Fair value through other comprehensive income	
Long-term borrowing	120,928	0	0	<b>120,928</b>
Trade and other payables	356,905	0	0	<b>356,905</b>
Short-term borrowing	26,151	0	0	<b>26,151</b>
Liabilities from leases	87,647	0	0	<b>87,647</b>
<b>Total</b>	<b>591,631</b>	<b>0</b>	<b>0</b>	<b>591,631</b>

Financial Liabilities	31.12.2024			Total
	Amortised cost	Fair value through profit or loss	Fair value through other comprehensive income	
Long-term borrowing	109,457	0	0	<b>109,457</b>
Other long-term liabilities	5,438	0	0	<b>5,438</b>
Trade and other receivables	439,070	0	0	<b>439,070</b>
Short-term borrowing	86,127	0	0	<b>86,127</b>
Liabilities from leases	73,527	0	0	<b>73,527</b>
<b>Total</b>	<b>713,619</b>	<b>0</b>	<b>0</b>	<b>713,619</b>

**41 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS**

Financial assets and financial liabilities measured at fair value in the Group's Statement of Financial Position are classified under the following 3 level hierarchy in order to determine and disclose the fair value of financial instruments per valuation technique:

- **Level 1:** fair value based on quoted (unadjusted) prices in active markets for comparable assets or liabilities.
- **Level 2:** fair value based on valuation techniques in which all inputs that significantly affect the fair value are based (either directly or indirectly) on observable market data.
- **Level 3:** fair value based on valuation techniques, in which the data that significantly affects the fair value, is not based on observable market data.

The Group's financial assets and liabilities measured at fair value on 31.12.2025 and 31.12.2024 are classified in the aforementioned levels of hierarchy as follows:

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

	<b>31.12.2025</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial Assets</b>				
Listed shares (Financial assets at fair value through results)	0	12,122	0	12,122
Investments in securities	47,334	0	2,072	49,406
<b>Total</b>	<b>47,334</b>	<b>12,122</b>	<b>2,072</b>	<b>61,528</b>
<b>Net fair value</b>	<b>47,334</b>	<b>12,122</b>	<b>2,072</b>	<b>61,528</b>

  

	<b>31.12.2024</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial Assets</b>				
Listed shares (Financial assets at fair value through results)	0	9,881	0	9,881
Investments in securities	31,328	0	6,569	37,897
Receivables from derivatives	0	933	0	933
<b>Total</b>	<b>31,328</b>	<b>10,814</b>	<b>6,569</b>	<b>48,711</b>
<b>Net fair value</b>	<b>31,328</b>	<b>10,814</b>	<b>6,569</b>	<b>48,711</b>

There were no changes in valuation technique applied by the Group within the period. There were no amount transfers between Levels 1 and 2 during the period ended as at 31.12.2025 and within financial year 2024.

The change in the account "Investments in securities" (Level 1) as at 31.12.2025 compared to 31.12.2024 is mainly due to the acquisition of control over the subsidiary ILIOCHORA S.A., amounting to 11,721, from GEK TERNA.

Level 3 assets relate to investments in unlisted companies with shareholding interests of less than 20%. The change in the account "Investments in securities" (Level 3) as at 31.12.2025 compared to 31.12.2024 is mainly due to transfers amounting to 4,186, resulting from the acquisition of control over the subsidiary ILIOCHORA S.A. from GEK TERNA.

**Fair value measurement of Level 3 financial instruments**

Changes in financial instruments classified in Level 3 of the Group for the financial year ended on 31.12.2025 and financial year 2024 are presented as follows:

	<b>1.1-31.12.2025</b>	<b>1.1-31.12.2024</b>
	<b>Investments in securities</b>	<b>Investments in securities</b>
<b>Opening balance</b>	<b>6,569</b>	<b>7,262</b>
Receipts	(1,035)	0
Additions	585	46
Transfers	(4,186)	0
Profit /(loss) in Other Comprehensive Income	139	(739)
<b>Closing balance</b>	<b>2,072</b>	<b>6,569</b>

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

Assets of level 3 are related to investments in companies with participation less than 20% (Note 19). These investments are analyzed as follows:

	Fair value of fin. instruments 31.12.2025	Fair value of fin. instruments 31.12.2024	Fair value calculation method	Other Information
ILIOHORA SA	0	4,047	Equity method at fair values	Fair value of equity on 31.12.2024
ICON EOOD	1,425	2,461	Equity method at fair values	Fair value of equity on 31.12.2025/31.12.2024
Other investments	647	61	Equity method at fair values	Fair value of equity on 31.12.2025/31.12.2024
<b>Total</b>	<b>2,072</b>	<b>6,569</b>		

Level 2 financial assets refer mainly to listed shares.

The book values of the following financial assets and liabilities approximate their fair value because of their short-term nature:

- Trade and other receivables
- Cash available
- Suppliers and other liabilities

## 42 POLICIES AND PROCEDURES FOR CAPITAL MANAGEMENT

The objectives of TERNA Group regarding the management of its capital are as follows:

- to ensure the Group's ability to continue as a going-concern and
- to ensure satisfactory capital structure and returns for the shareholders.

The Group defines the level of capital in proportion to the risk of its activities, it monitors the developments of the economic environment and their effect on the risk characteristics and it manages the capital structure (relation of debt to equity) with the adjustment of the amount and maturity of debt, the issue of new shares or the return of capital to shareholders, with the adjustment of the dividend and the sale of individual or a group of assets.

For this purpose, the Group monitors the capital on the basis of financial leverage ratio which is defined as: Adjusted Net Debt/Adjusted Equity. As "Adjusted Net Debt" is defined as the sum of Loan liabilities, Bank lease liabilities minus cash and cash equivalents as they are presented in Statement of Financial Position. As "Adjusted Equity" is defined as Equity plus Grants.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

The ratio at the end of 2025 and 2024 was as follows:

	2025	2024
Interest bearing debt	217,807	254,308
Minus:		
Cash and Cash equivalents	(382,957)	(314,435)
<b>Adjusted Net Debt</b>	<b>(165,150)</b>	<b>(60,127)</b>
Equity	392,081	310,005
Grants	3,566	3,500
<b>Adjusted Equity</b>	<b>395,647</b>	<b>313,505</b>
<b>Leverage ratio</b>	<b>(41.74)%</b>	<b>(19.18)%</b>

### 43 CONTINGENT LIABILITIES AND ASSETS

#### 43.1 Tax unaudited years

The tax obligations of the Group are not definitive as there are unaudited tax years, which are analyzed in Note 5 to the Financial Statements for the year ended on 31.12.2025.

For the unaudited tax years, it is possible that additional taxes and surcharges can be imposed at the time when they are examined and finalized. The Group makes an annual estimate of the contingent liabilities that are expected to arise from the tax audit of past years, making relevant provisions were deemed necessary. The Group has made provision for unaudited tax years of 2,250 (31.12.2024: 2,250). The Management considers that in addition to the provisions made, any tax amounts that may arise will not have a material impact on equity, profit or loss and cash flows of the Group and the Company.

Pursuant to the relevant tax provisions of: a) paragraph 1 of article 84 of Law 2238/1994 (unaudited income tax cases), b) paragraph 1 of article 57 of Law 2859/2000 (unaudited VAT cases) and c) par. 5 of article 9 of Law 2523/1997 (imposition of fines for income tax cases), the State's right to impose the respective taxation for the years up to and including 2019 has time elapsed until 31.12.2025, , with the reservation of special or exceptional provisions that may provide for a longer lapse period and under the conditions specified by such provisions.

In addition to the above, in the absence of a statute of limitations and lapse in the Code of Laws on Stamp Duties, the relevant claim of the State for imposition of stamp duties is subject to the twenty-year statute of limitations and lapse in accordance with the article 249 of the Civil Code for cases created up to the fiscal year 2013. From 01.01.2014 and after the entry into force of Law 4174/2013, the statute of limitations and lapse for the imposition of stamp duty is limited to 5 years, given that the procedures for imposing and collecting the stamp duty are now part of the provisions of Tax Procedures Code.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

---

### *Tax Compliance Certificate*

For the fiscal years 2011 to 2016, the Group's companies that were subject to the mandatory special tax audit, in accordance with the provisions of paragraph 5 of article 82 of Law 2238/1994 and article 65A, paragraph 1 of Law 4174/2013, received the Tax Compliance Certificate without any material discrepancies arising. From the fiscal year 2017 onwards, the implementation of the special tax audit and the issuance of the Tax Compliance Certificate became optional. For the financial years 2018 through 2024, the Company has been subject to the aforementioned optional special tax audit and has received tax compliance reports with unqualified conclusions.

The special tax audit for the year 2025 is in progress and the relevant tax certificate is to be issued after the publication of the annual Financial Statements 31.12.2025. At the end of the tax audit, Management does not expect significant tax liabilities to incur other than those recorded and reflected in the Group's and Company's financial statements.

It should be noted that, according to the issues mentioned in the Circular POL. 1192/2017, the right of the State for a tax charge up to and including the year 2018 has lapsed unless the specific provisions on 10-year, 15-year and 20-year limitation periods apply.

### **43.2 Commitments from construction contracts**

The backlog of the construction contracts of the Group on 31.12.2025 amounts to 6,574 mn euros (31.12.2024: 4,059 mn euros). Under these commitments, the Group has issued letters of guarantee totaling 1,451 mn euros (31.12.2024: 1,059 mn euros).

### **43.3 Litigations**

The Company and its consolidated companies are involved (in their capacity as defendant and plaintiff) in various court cases in the context of their normal operation. In particular, in the case of legal proceedings against the Group for accidents at work that occurred during the execution of construction works, it is noted that the Group is insured against accidents at work and, therefore, no significant burden is expected to arise from the potentially adverse outcome of such court cases.

The Group makes provisions in the financial statements for outstanding legal cases when it is probable that an outflow of resources will be required to settle the obligation and that the amount can be estimated reliably. In this context, the Group has recognized as of 31.12.2025 provisions of 5,087 (31.12.2024: 5,087) for litigations (see Note 24).

The Management, as well as legal consultants, consider that outstanding cases are expected to be settled without significant adverse effects on the consolidated financial position of the Group or the Company, or the results of their operation apart from the provision already made for litigations.

### **Client claims against Joint Venture "SIEMENS A.G. - AKTOR S.A. - TERNA S.A." in which the Group participates and the counterpart claim of the Joint Venture**

On 29.12.2015, the Hellenic Railways Organization ("OSE") filed a litigation to the Piraeus Court of Appeal against the joint venture under the title SIEMENS A.G. - AKTOR S.A. - TERNA S.A., whose member is a subsidiary of the Issuer, TERNA S.A.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

---

The legal dispute arose from the project “*Renovation of a railway line and manufacture of signaling electrification, - telecommunication in the part of Piraeus - Athens - Three bridges - SKA - Acharnes / Three bridges - Ano Liossia (connection to SKA – Korinthos High Speed Railway Line)*”, whose contractor was the aforementioned joint venture, following the decision made by OSE on the final cessation of operations and termination of no. 994/2005 project implementation agreement.

OSE demands that the joint venture should pay the amount of 22,062 plus interest as from 05.12.2014, otherwise from 31.12.2015, as unduly paid, on the ground that this amount does not correspond to a contractual benefit that OSE received from the joint venture. In particular, based on the aforementioned litigation, this amount constitutes a deviation, on the one hand between the work invoiced by the joint venture SIEMENS A.G. - AKTOR S.A. - TERNA S.A. and paid by OSE to the joint venture and on the other hand, the revised (by OSE) final measurement of the conducted work and the project.

In addition, a payment of Euro 624 plus interest is requested as from 01.09.2011, otherwise from 31.12.2015, which corresponds to the unamortized part of the prepayment that had been paid to the joint venture contractor of the project, in the context of its implementation.

The hearing of the case had been initially scheduled for 21.09.2017, however, after cancellations and postponements, was rescheduled for 05.12.2019, when it was also cancelled. It has already been rescheduled for hearing on 18.03.2021 and was postponed for the hearing of 17.03.2022 which was also postponed for the new hearing date which is expected on 19.10.2023, where it was canceled. Subsequently, the Joint Venture filed a motion for the designation of a new hearing date before the Court of Appeals of Piraeus, which set for May 8, 2025 and was postponed to 19.02.2026, on which date it was subsequently cancelled. Following the filing of the relevant summons, a new hearing date has been set for 17.09.2026.

At a stage prior to the aforementioned OSE litigation, the joint venture contractor of the project and the companies participating in it, as of 30.03.2012 have filed an appeal against OSE and against the final measurement of the project so that it should be revised. This appeal, initially rejected by the Piraeus Court of Appeal for formal reasons, was again referred to the five-member Piraeus Court of Appeal under no. 1038/2017 decision of the Supreme Court published on 16.06.2017. The above appeal was heard, after being postponed, on 17.01.2019 and the decision no. 330/2020 was issued which refers to hearing the said appeal at the Piraeus Court of Appeal in a three-member court panel.

Following the above, the Consortium (Joint Venture) filed a relevant summons for determination of a hearing date before the Piraeus Court of Appeal under a three-member composition and a hearing was set for 17.03.2022, where it was discussed and the decision No. 346/2022 was issued, which according to its mandate accepts partially the above appeal and cancels: a) the presumed implicit rejection by the Minister of Transport and Networks as of the 27.11.2011 application for treatment of the applicants against the decision 4766/25.08.2011 of the Board of Directors of the defendant – O.S.E. S.A., by which their applicants' objection from 30.06.2011 and with protocol number OSE - DIPAR 1845763 was rejected, b) the above decision of the Board of Directors of O.S.E. S.A. 4766/25.08.2011, by which the objection of the applicants dated 30.06.2011 and with protocol number OSE - DIPAR 1845763 was rejected and c) the act with protocol number 1845244/16.06.2011 of the Managing Service of the project entitled “*Railway Renovation and Construction of Electrical Motion – Signaling – Remote Control – in the Section Piraeus – Athens – Treis Gefyres – SKA Acharnes / Treis Gefyres – Ano*

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

---

*Liosia – Connection with S.Y.T. SKA – Korinthos*”, which corrected the Final Measurement of this from 20.04.2011, as regards: a) the reduction of the contractually determined works performed, which also include those of articles 1NT/2, 1NT/9, 1NT /10, 1NT/16, 1NT/20, 1NT/21, 1NT/24, 1NT25/1, 1NT25/5, 1NT25/6, 1NT25/7, 1NT25/12 and 1NT25/15, b) in the materials on site and c) in the new works of articles 2NT/1, 2NT/18, 2NT/32, 2NT/33, 2NT/34, 2NT/35, 2NT/36 and 2NT/37, in order to accept the Final Measurement, as submitted by the contracting consortium towards OSE S.A., with regard to the above (a) contractually determined works that were performed and curtailed, which also include those of articles 1NT/2, 1NT/9, 1NT/10, 1NT/16, 1NT/20, 1NT/21, 1NT/24, 1NT25/1, 1NT25/5, 1NT25/6, 1NT25/7, 1NT25/12 and 1NT25/15, b) materials on site and c) new works of articles 2NT/1, 2NT/ 18, 2NT/32, 2NT/33, 2NT/34, 2NT/35 2NT/36 and 2NT/37.

Following the above decision of the Court, the contractor submitted to OSE S.A. a document with the subject: "Submission of the 67th Certification of Completed Works" for the project. With the letter numbered 9034826/31.08.2022 of the Managing Service Dept., the alleged "67th Certification" was returned with the reasons mentioned therein. Against the above-mentioned act under the number 9034826/31.08.2022 of the Managing Service Dept., the contractor legally filed its objection dated 15.09.2022. Also, the Contractor similarly requested in a relevant letter the return of the letters of guarantee of good performance and advance payment. With its letter numbered 9034926/31.08.2022, the Managing Service Dept. responded negatively to the return of the guarantees, with the reasons mentioned therein. Against the above-mentioned act No. 9034926/31.08.2022 of the Managing Service Dept., the Contractor legally filed its objection dated 15.09.2022. The Managing Service Dept. forwarded its suggestions on the objections, from 16.09.2022, of the contractor against the letters of the Managing Service Dept. where the 67th invoice was returned and also against the non-return of the guarantee letters of the project respectively, on time, to the competent “Technical Council for Construction Projects and Studies of Supervised Bodies” of the General Secretariat of Infrastructure of the Ministry of Infrastructure and Transport, in order to issue its opinion before the issuance of a Decision by the competent ruling Body on the objections, in accordance with article 174 of Law 4412/16, as amended by article 87 of Law 4782/21.

On 09.12.2022 the Minister of Infrastructure and Transport (as the competent ruling body) with the decision numbered 395361, partially accepts the Contractor's objection as of 16.09.2022 against the letter numbered 9034826/31.08.2022 of the Managing Service Dept., with which the 67th Account of the project was returned. In view of the above, ultimately the Managing Service without delay and in full compliance with the final court decision number 346/2022 of the Piraeus Court of Appeal should:

- a) draw up and competently submit for approval, a Protocol for the Regulation of Unit Prices for New Works, which will be approved as soon as possible by the Supervisory Authority.
- b) carry out the redrafting and approval of the analytical measurements (to the extent required due to compliance with the final court decision), as well as the final measurement.
- c) draw up and submit for approval, a Summary Table of Works for the subsequent liquidation of the contractor consideration, which will be approved as soon as possible by the Supervisory Authority.

Appropriate actions should also be taken for the temporary and final acceptance of the project, according to the above rationale.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

---

Also, on 09.12.2022 the Minister of Infrastructure and Transport with the decision number 395306, accepts the objection from 16.09.2022 of the Contractor Joint Venture against the letter numbered 9034926/31.08.2022 of the Managing Service Dept., by virtue of which the project's letters of guarantee are not returned and articulates the following view: *"....As it can be observed from the elements and data of the project's file, the amount recognized by the Managing Service Dept. as being payable to the contractor, according to the corrected Final Measurement, exceeds the amount of the letters of guarantee and therefore they should be returned, since there is no reason to continue withholding the letters of guarantee and furthermore since this is not deemed necessary in order to safeguard the interests of the project owner. At the same time the return of the letters is also in accordance with the final and immediately enforceable decision under number 346/2022 of the Piraeus Court of Appeal"*.

It is noted that: a) the contractor joint venture, with regard to its requests which were rejected as indefinite according to the decision under no. 346/2022 of the Piraeus Court of Appeal, filed an appeal from 13.09.2022 before the Piraeus Court of Appeal where a trial date of was set for 15.02.2024, which it was postponed for 20.03.2025 but was ultimately canceled. Following the filing of a new summons, a hearing was set for 19.02.2026 and following a further adjournment, rescheduled for 19.11.2026 and b) OSE S.A. filed an appeal in the country's Supreme Court against the decision under no. 346/2022 of the Piraeus Court of Appeal. The contractor joint venture scheduled the aforementioned annulment application for a trial date on 01.12.2025 and following a relevant adjournment, a new hearing date was set for 25.01.2027.

There were processes and contacts among the parties following the aforementioned decisions of the Minister of Infrastructure and Transport, which due to the tragic train accident in Tempi were suspended.

In addition, we note that on 07.03.2024 two (2) appeals of OSE S.A. were presented to the contracting consortium before the Administrative Court of Appeal of Piraeus against the respective decisions of the Minister of Infrastructure and Transport (as mentioned above). The hearing of the above has been postponed to 09.10.2024. The contractor joint venture filed and served, respectively, the supplementary interventions dated 27.09.2024, in favor of maintaining the validity of the aforementioned decisions of the Minister of Infrastructure and Transport, the hearing of which has been scheduled for 10.06.2026.

### **Arbitration dispute between the joint venture J&P AVAX – TERNA J.V. - MEDITERRANEAN CITY OF DREAMS and ICR Cyprus Resort Development Co Ltd**

In the year 2025, the joint venture of J&P AVAX S.A. and TERNA S.A. under the name "J&P AVAX – TERNA J.V. - MEDITERRANEAN CITY OF DREAMS" (the "Joint Venture"), which had undertaken the construction of the «*City of Dreams Mediterranean Integrated Casino Resort*», in Limassol, Cyprus, continued the arbitration proceedings against the project owner, the company ICR Cyprus, through the LCIA (London court of international arbitration) for the satisfaction of the claims it maintains against ICR, regarding, on the one hand, damages caused due to the incomplete planning on the part of the project owner and the numerous changes to the project design, which were issued throughout its construction and on the other hand, the significant delay in the completion of the project and the consequent increase in costs due to the extension of its execution period, as well as

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

---

the increases in the prices of materials and the costs of the project, as a result of the energy crisis, Covid and the conflict in Ukraine.

Within the framework of this procedure, the joint venture Cyprus Avax S.A.-Terna S.A., in which the Company holds a 40% stake, submitted on April 26, 2025, to the competent Arbitration Court its statement of claims. Of these claims, the quantified portion amounts to 53.05 mn euros, while there are also numerous claims that, at this stage, cannot be quantified. However, this will be done to the extent that the underlying cause of these claims is accepted by the competent Arbitration Court.

On 16 August 2025, ICR filed, according to information from the Joint Venture's lawyers, a counter statement calling for claims against the Consortium estimated at 52 mn euros. The above amount also included an amount of 31.5 mn euros already paid by the Consortium. The above amount was paid in order to avoid the adverse consequences, namely the forfeiture of letters of guarantee against the Consortium. It is noted that the payment of the above amount has been made by the Joint Venture with an explicit reservation against ICR.

The hearing of the current arbitration, which was initially scheduled to commence on 28 September 2026, was postponed to 4 October 2027. Furthermore, the two opposing parties entered into a "mediation" process during the last quarter of 2025, which, however, did not yield any substantive outcome. As a result, the trial of the case has been postponed by approximately 6–8 months.

Based on the initial assessment of the Joint Venture's legal advisors and the project's engineers, the Joint Venture's Management considers as highly likely that the majority of its claims will prevail, however, due to the nature of the claims and the complexity of the project, an accurate assessment of such an outcome cannot take place at this stage. Regarding ICR's claims against the Joint Venture, the counterclaim is currently under assessment by the Joint Venture's legal advisors and independent experts and although for some of the counterclaims, for which an initial assessment was possible, it appears indicatively that, the Joint Venture's exposure appears, in general, to be limited, additional information is required to form a comprehensive position.

In any event, the aforementioned case is not expected to have an adverse impact on the financial position, results or cash flows of the Company and the Group. Management, in accordance with paragraph 92 of IAS 37, will not disclose further information regarding this ongoing legal case, on the grounds that such disclosure could be prejudicial to the Group's position in the aforementioned legal dispute.

Based on the above, Management does not expect any outflow of resources from the Joint Venture, even overall, taking into account what it claims.

## 44 EVENTS AFTER THE REPORTING DATE OF THE STATEMENT OF FINANCIAL POSITION

From 01.01.2026 until the date of approval of the attached financial statements, the following important events took place:

- On 09.01.2026, TERNA S.A. signed a contract with IRC ELLINIKON S.A. for the construction of the project "PARK RISE: BLOCK A-U1.5 EXECUTION OF CONTRACTUAL WORKS PHASE II", amounting to 72.2 mn euros.

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

---

- On 27.01.2026, TERNA S.A. signed a contract with NEA EGNATIA ODOS OPERATION S.A. for the construction of the project "*CONTRACT FOR THE PROVISION OF OPERATIONAL SERVICES & REGULAR MAINTENANCE, IMPLEMENTATION & MONITORING OF TEMPORARY TRAFFIC MANAGEMENT MEASURES FOR THE WESTERN SECTION OF THE CONCESSION PROJECT OF EGNATIA ROAD & THE 3 VERTICAL ROAD AXES*", amounting to 36 mn euros.
- On 05.02.2026, GEK TERNA announced the signing of a Share Purchase Agreement for the transfer of participation interests it holds in the concession company DIKTAION CONCESSIONS S.A. and the operation company DIKTAION OPERATIONS S.A., relating to the Chania – Heraklion section of the North Road of Crete, so that the new shareholding structure will be as follows: GEK TERNA S.A. 40%, AKTOR CONCESSIONS S.A. 24%, METLEN ENERGY & METALS S.A. 24%, and AKTOR PARTICIPATIONS IN CONCESSIONS AND PPP PROJECTS S.A. 12%.

With respect to the construction scope of the project, which is currently carried out by TERNA S.A., upon the final completion of the transaction, TERNA S.A. will be substituted by a new corporate scheme under the name "TERNA-AKTOR-METKA DIKTAION JOINT VENTURE", consisting of TERNA S.A. (40%), AKTOR (30%) and METKA (30%).

The completion of the transaction is subject to the fulfillment of all terms and conditions provided for in the Share Purchase Agreement and the Concession Agreement, including the receipt of the required approvals from the competent authorities and the project's lending banks.

- On 05.02.2026, the Joint Venture TERNA S.A. – TERNA ENERGY ASSET MANAGEMENT S.A. in which TERNA participates with 70% interest, signed a contract with HELLENIC RAILWAYS ORGANIZATION S.A. for the construction of the project "*INSTALLATION, CUSTOMIZATION, MANAGEMENT AND OPERATIONAL GUARANTEE OF AN INTEGRATED INFORMATION SYSTEM FOR THE DIGITAL TRANSFORMATION OF OSE*", amounting to 24.7 mn euros.
- On 09.02.2026, it is announced that TERNA has been declared by the National Railway Company of Romania (CFR) as the contractor for two major railway projects with a total budget of approximately 1 bn euros.

Specifically, the construction arm of the GEK TERNA Group was declared the final bidder, in a joint venture with Alstom Romania, for the following two sections of the Craiova-Drobeta Turnu Severin-Caransebeş railway network in Romania:

- Craiova-Filiași (Lot 1), with a budget of 543.4 mn euros
- Filiași-Igiroasa (Lot 2), with a budget of 449.2 mn euros

These two segments comprise the Craiova-Igiroasa line, spanning a total length of 83 kilometers, for which TERNA will undertake the full design and restoration.

TERNA's participation in the consortium is set at 69% for Lot 1 and 74% for Lot 2, while the duration for the completion of technical studies is set at 12 months, followed by a construction period of 36 months.

- On 16.02.2026, the Consortium TERNA-METKA-ILIOCHORA-ELEMKA, in which the subsidiary companies TERNA and ILIOCHORA participate with a combined stake of 50%, was declared by the Region of Attica as the provisional contractor for the project "*CREATION OF AN URBAN*

## TERNA GROUP

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

(Amounts in thousands Euro, unless otherwise stated)

---

*METROPOLITAN PARK IN THE FALIRIKO BAY AREA*", with an amount of 120.8 mn euros corresponding to TERNA and ILIOCHORA.

- On 06.03.2026, TERNA was declared by DEDDIE as the provisional contractor for the project *"DEED-50 TURN KEY IMPLEMENTATION OF THE NEW 150/20 kV DISTRIBUTION CENTER (D/C) – INDOOR-TYPE GIS OF KERATEA AND THE DOUBLE 150 kV XLPE-INSULATED INTERCONNECTING CABLE LINE: KERATEA D/C – KERATEA S/S"*, with a contractual value of 37 mn euros.
- On 26.03.2026, TERNA signed a Contract with the Piraeus Port Authority (PPA) for the construction of the project *"INSTALLATION OF ERTGS AT PIER I" & YE05-07 "INSTALLATION OF REEFER RACKS AT PIER I"*, amounting 19 mn euros.
- On 30.03.2026, the consortium *"TERNA – ALSTOM,"* in which TERNA participates with a 69% share, received an invitation to submit supporting documents for the signing of the contract for the project in Romania *"DESIGN & EXECUTION OF WORKS RELATED TO THE INVESTMENT OBJECTIVE 'REHABILITATION OF THE RAILWAY LINE CRAIOVA – DROBETA TURNU SEVERIN – CARANSEBEŞ, PART OF THE ORIENT/EAST–MEDITERRANEAN CORRIDOR – LOT 1: CRAIOVA (CAP X) – FILIASI (CAP Y), KM 247+760 – KM 286+735"*, amounting 277.16 mn euros corresponding to TERNA, following its declaration as provisional contractor on 15.04.2025.

**TERNA GROUP**

Annual Financial Statements of the fiscal year 1 January 2025- 31 December 2025

*(Amounts in thousands Euro, unless otherwise stated)*

---

**45 APPROVAL OF FINANCIAL STATEMENTS**

The separate and consolidated Financial Statements for the year ended 31.12.2025 were approved by the Board of Directors of TERNA S.A. on 21st April 2026.

CHAIRMAN OF THE BoD

THE DEPUTY CHIEF EXECUTIVE OFFICER

GEORGIOS PERDIKARIS

ALEXANDROS MICHAILIDIS

THE CHIEF FINANCIAL OFFICER

THE DIRECTOR OF ACCOUNTING DEPARTMENT

PANAGIOTIS KAZANTZIS

ANASTASIA GKAMARI