

Athens, June 5, 2019

**DECISIONS OF THE SHAREHOLDERS' ORDINARY GENERAL ASSEMBLY  
HELD ON JUNE 5, 2019**

Today, the 5<sup>th</sup> day of June 2019, the Shareholders of the company TERNA ENERGY S.A. held the Ordinary General Assembly, in which 163 Shareholders holding 94,676,363 shares and voting rights, thus a percentage of 83.11 % of the share capital, participated and the following decisions were made:

Item 1: Approved with 94,583,443 votes in favor (99.90% of those present) and 92,920 abstain (0.10 % of those present), the Financial Statements (Company and Consolidated) for the fiscal year 2018, as these statements were posted on the Company's website as well as on the website of the Athens Exchange and as they were analytically presented in the Annual Financial Report, which was distributed to the shareholders present together with a copy of the report of the Audit Committee to the General Assembly.

Item 2: The General Assembly, with 90,380,545 votes in favor (95.46% of those present) and 4,295,818 against (4.54 % of those present) decided no dividend distribution for the year 2018, according to par. 2 of article 161 of L. 4548/2018 requiring an increased majority of 80% of the share capital represented in the Assembly.

The General Assembly, with 90.751.712 votes in favor (95.85% of those present) and 3,924,651 against (4.15 % of those present) also approved of the payment of fees for the year 2018, to the Members of the Board of Directors and to the Members of the Committees, from the available after tax profits of the Company, in accordance with articles 109 and 110 of L. 4548/2018, amounting to a gross total of € 700,000.00.

Item 3: The General Assembly, with 94,219,379 votes in favor (99.52 % of those present) and 364,064 against (0.38 % of those present) and 92,920 abstain (0.10 % of those present), approved of the overall management for the year 2018 by the members of the BoD, namely Messrs. Georgios Peristeris, Georgios Perdikaris, Emmanouil Maragoudakis, Georgios Spyrou, Michael Gourzis, Vassilios Delikaterinis, Georgios Kouvaris (from 25/9/2018), Gagik Apkarian, Nicholaos Kalamaras (until 25/9/2018) and Georgios Mergos.

Item 4: The General Assembly with 94,219,379 votes in favor (99.52 % of those present) and 364,064 votes against (0.38 % of those present) and 92,920 abstain (0.10 % of those present), discharged the Auditor from any liability or compensation deriving from the exercise of her duties for fiscal year 2018.

Item 5: The General Assembly with 93,861,693 votes in favor (99.14 % of those present) and 814,670 votes against (0.86 % of those present), elected the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2019 with fees based on the ones paid for the year 2018 as may be adjusted depending on the audit requirements.

Item 6: The General Assembly unanimously, with 94.676.363 votes, granted its permission and approval for the participation of Members of the Board of Directors and Executives of the Company in the management of other companies, which are connected to the Company in any way.

Item 7: The General Assembly with 87,289,328 votes in favor (92.20 % of those present) and 6,484,581 votes against (6.85 % of those present) and 902,454 abstain (0.95 % of those present), decided upon the harmonization of the articles with the new law 4548/2018 as well as the full new text of the Articles of Association of the Company. It is noted that the articles: Article 1: *Incorporation - Name*, Article 2: *Registered Office*, Article 3: *Objective*, Article 4: *Term*, Article 5 (1): *Share capital*, Article 14: *Fees of the Members of the Board of Directors*, Article 21: *Adoption of Resolutions*, Article 25: *Corporate Financial year*, remain unchanged and do not need to be adjusted.

Item 8: The General Assembly with 94,542,306 votes in favor (99.86% of those present) and 134,057 votes against (0.14 % of those present), elected a new Audit Committee for a 2-year term, consisting of the independent non-executive member of the Board of Directors Mr. Georgios Mergos, who is elected as Chairman of the Committee, Mr. Michael Gourzis, non-executive member of the BoD and Mr. Nikolaos Kalamaras, who is not a member of the Board of Directors and meets the conditions of independence, as provided for in law 3016/2002. Both Mr. Mergos and Mr. Kalamaras have proven sufficient knowledge in accounting and auditing and all members have proven sufficient knowledge in the fields of activity of the Company. The Elected Members of the Audit Committee demonstrably fulfil the requirements of article 44 of law 4449/2017 and are in a position to fulfil their responsibilities and obligations.

Regarding Item 9 "Various announcements, approvals and discussion of issues of general interest", the Company's Management referred to the Company's projects and developments, approvals, permits and informed the shareholders that the 100% subsidiary of the Group "TERNA ENERGY FINANCE S.A." is considering the issuance of a new Bond Loan of € 120 to € 150 million for the refinancing of the existing Common Bond Loan, which is trading in the Regulated Market of the Athens Exchange, through the exercise of the Call Option, in accordance with the terms of the Bond Loan Program dated 12/7/2017, as well as for the implementation of the investment program.

No issues for approval and decision making were raised.