

**INVITATION**  
**to the Shareholders of the Société Anonyme**  
**«TERNA ENERGY S.A.»**  
**G.E.MH 312701000**  
**to the Annual Ordinary General Assembly**

According to Law and the Articles of Incorporation, the Board of Directors of the company with the distinctive title “TERNA ENERGY S.A.”, by means of its decision dated May 14, 2019, invites the Shareholders of the Company to the **Annual Ordinary General Assembly on Wednesday, the 5<sup>th</sup> of June 2019, at 09:30 a.m.**, at the registered offices of the Company, at 85, Messogion Ave., 11526, Athens, with the following items in the Agenda:

1. Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2018, and of the relevant Reports of the Board of Directors and the Chartered Auditor.
2. Approval of the proposition by the Board of Directors concerning the distribution of earnings, the payment of dividends and fees to the Members of the Board of Directors for fiscal year 2018.
3. Approval of the overall management for 2018.
4. Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of their duties during fiscal year 2018.
5. Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2019, and arrangement of their fees.
6. Consent regarding the participation of the Members of the Board and Senior Executives of the Company in the Management of other companies, which are in any way related to the Company.
7. Adjustment of the Company’s Articles of Association to the provisions of Law 4548/2018, codifying its articles in a single text and eliminating the transitional provisions.
8. Election of New Audit Committee.
9. Various announcements, approvals and discussion about matters of general interest.

In case the required quorum is not achieved, the 1<sup>st</sup> Repeated General Assembly will take place on Wednesday the 12<sup>th</sup> of June 2019 and at 09:30 am at the Company’s registered offices, 85 Mesogeion Ave., 11526 Athens.

**A. RIGHT TO PARTICIPATE AND VOTE IN THE ORDINARY GENERAL ASSEMBLY**

Shareholders of the Company’s ordinary shares appearing in the registry of the Dematerialized Securities System (“DSS”) administrated by the HELLENIC CENTRAL SECURITIES DEPOSITORY S.A. have the right to participate in the General Assembly. Proof of shareholder’s capacity is verified electronically through the Company’s online connection to the DSS. The shareholder’s capacity must exist at the start of 31/05/2019 (“Record Date”), i.e. the fifth (5th) day before the date of the General Assembly on 5/06/2019 and the relevant written confirmation or electronic certification concerning the shareholder must reach the Company no later than 2/06/2019, i.e. the third (3rd) day before the date of the General Assembly. For the 1st Repeated Assembly the shareholder’s capacity must exist at the start of 31/05/2019(Record Date), according to the provision of article 124 par. 6 of law 4548/2018, as the date of the Repeated Assembly is not more than thirty (30) days from the General Assembly.

Only those who have shareholder's capacity on the said Record Date shall have the right to participate and vote at the General Assembly. In case of non-compliance with the provisions of article 124 par. 6 of law 4548/2018, such a shareholder participates in the General Assembly only after the General Assembly's authorization. The exercise of this right does not require the blocking of shares or any other process, which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the General Assembly.

## **B. MINORITY SHAREHOLDERS' RIGHTS**

In accordance with par. 2, 3, 6 and 7 of law 4548/2018 and the Articles of Incorporation of the Company, shareholders have the following rights:

a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the company is required to include in the agenda of the General Assembly additional items, if the relevant request is communicated to the Board by 21/05/2019, i.e. at least fifteen (15) days before the date of the General Assembly. The request for additional items must be accompanied by a justification or a draft resolution to be approved by the General Assembly and the revised Agenda should be published in the same way as the previous Agenda, on 23/05/2019, i.e. thirteen (13) days before the date of the above General Assembly and at the same time will be released on the Company's website ([www.gekterna.com](http://www.gekterna.com)), along with the justification or the draft decision submitted by shareholders in accordance with article 123 par. 4 of law 4548/2018. If these additional issues are not published, the requesting Shareholders are entitled to request the postponement of the General Assembly in accordance with paragraph 5 of article 141 of law 4548/2018 and to make the publication themselves at the expense of the Company.

b) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the company's Board of Directors discloses to the shareholders in accordance with article 123 par. 3 of law 4548/2018, by 30/05/2019 at the latest i.e. at least six (6) days before the date of the General Assembly, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board by 29/05/2019, i.e. at least seven (7) days before the date of the General Assembly.

c) At the request of any shareholder submitted to the company until 30/05/2019, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested specific information regarding the affairs of the Company, insofar as such information is relevant for the proper assessment of the items on the agenda. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes. The Board of Directors has the right to respond collectively to shareholders' requests with same content. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers.

d) At the request of shareholders representing one fifth (1/10) of the paid-up share capital, which is communicated to the Company by 30/05/2019, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested information regarding the Corporate Affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes. Corresponding deadlines for any exercise of rights of minority shareholders also apply in case of Repeated General Assemblies.

In any event, in exercise of the relevant right, the Shareholders must prove their shareholder status and, except for the first indent of paragraph C above, the number of shares, they hold. Proof of shareholder status may be evidenced by any legal instrument and, however, on the basis of information received by the Company from the Dematerialized Securities System ("DSS"), provided it provides registry services, or through the participants and registered intermediaries in the Dematerialized Securities System ("DSS") in any other case.

These minority rights may also be exercised by associations of shareholders in their own name but on behalf of their members if their members have the number of shares required to exercise the rights. A minority right is not considered the right that can be exercised by each Shareholder. The association must have communicated its valid constitution and its articles of association to the Company of which the Shareholders are its members one month before exercising the above rights. The statement of exercise right must indicate the names of the shareholders, on whose behalf the right is exercised.

### **C. PROCEDURE FOR PROXY VOTING**

Shareholders may participate in the General Assembly and vote either in person or by proxy. Each shareholder, individual or legal entity, may appoint up to three (3) proxies for only one General Assembly only or for any Assemblies that take place within a specific timeframe. In cases where a shareholder owns Company shares that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

Proxies cast their votes according to the Shareholders' instructions, given that such are provided, and are obliged to record the voting instructions for at least one (1) year following the submission of the General Assembly's Minutes to the relevant Authority or if a Resolution is released publicly from its registration to the Registry of Societe Anonyme Companies. The non-compliance of a Proxy to instructions provided by the Shareholder does not affect the validity of the General Assembly's resolutions even if the Proxy vote was decisive for the resolution. Before the commencement of the General Assembly, the proxy must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder.

A conflict of interest may arise in particular when the proxy: a) is a controlling shareholder of the Company or is another controlled entity by such shareholder; b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder or a controlled entity by such shareholder; c) is an employee or an auditor of the Company, or of a controlling shareholder or a controlled entity by such shareholder; d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove. A proxy is appointed or revoked in written and is disclosed to the Company also in the same manner, at least two (2) days prior to the date of the General Assembly.

The proxy form will be available to shareholders in electronic form on the Company's website ([www.terna-energy.com](http://www.terna-energy.com)). The said form, filled in and signed by the shareholder, must be filed with the Company, specifically to the Company's Shareholders' Department (address: 85 Mesogeion Str. Athens) or sent by fax to: + 30 210-6968076, at least two (2) days before the date of the General Assembly. The relevant shareholder is advised to confirm that the proxy form has successfully been submitted and received by the Company, by calling at + 30 210-6968457 (Mr. George Koufios).

The option for Shareholders to participate in the General Assembly through electronic means, without physical presence at the Meeting location, the option for long-distance voting either through electronic means or through mail, as well as the option to appoint and revoke a proxy through electronic means, is not possible in the way it is declared in article 125 of law 4548/2018.

### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The information referred to in article 123 par. 3 and 4 of law 4548/2018, the Invitation, the total number of current shares and voting rights, the forms for proxy voting, the description of the agenda items and the draft decisions of the General Assembly are available in electronic form at the Company's website (<http://www.terna-energy.com>).

The full text of such information, namely the documents to be submitted to the General Assembly and the draft resolutions on the items of the agenda is available in hardcopy at the Shareholder's Department of GEK TERNA S.A., at 85, Mesogeion Ave., Athens (tel. +30 210-6968457), where shareholders can obtain copies from.

**Athens, May 14, 2019**  
**The Board of Directors**