

**Brief description of the items in the Agenda
Draft resolutions**

ITEM 1:

Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2019, and of the relevant Reports of the Board of Directors and the Chartered Auditor

The 2019 Annual Financial Statements will be presented (Company and Consolidated), which include:

- STATEMENT OF FINANCIAL POSITION
STATEMENT OF COMPREHENSIVE INCOME
STATEMENT OF CASH FLOWS
STATEMENT OF CHANGES IN EQUITY
together with the relevant Notes
- Board of Directors' Management Report addressed to the Shareholders
- Audit Report by the Chartered Auditor Ms. Dimitra Pagoni from the Auditing Firm GRANT THORNTON.

(The Financial Statements have already been posted on the Company's website www.terna-energy.com)

The Board of Directors will propose the approval of the above Financial Statements.

The General Assembly approves the above Financial Statements with votes.

ITEM 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 2019

The distribution of profits of Parent Company is based on the results (earnings before taxes) of the application of the IFRS, which for the year 2019 amount to 21,167,049.62 €. After deduction of the income taxes for the respective year (current and deferred taxes) amounting to 1,103,709.56 €, the net profits of the company for the said year amount to 20,063,340.06 €.

a) The Board of Directors submits for approval to the Annual Ordinary General Assembly of Shareholders the distribution of dividend for the year 2019, according to par. 2 of article 160 of L. 4548/2018. The Board of Directors of the Company on April 8, 2020 decided the distribution of dividend from the profits of the year 2019 amounting to 0.17 € per share, thus a total amount of 19,060,173.06 €. This amount exceeds the amount that the Company is obliged by law to distribute to the Shareholders as dividend. This amount will be increased by the dividend corresponding to the treasury shares held by the Company.

In particular, regarding the distribution of the dividend for the year 2019 and, according to the Financial Calendar which was published in the Athens Stock Exchange, the Ex-Dividend date of was set for Monday 22 June 2020. Beneficiaries of the Dividend are registered in the files of S.A.T. of Tuesday 23 June 2020 (record date) and the Start Date of Dividend Payment is Monday 29 June 2020.

The dividend for the fiscal year 2019 will be paid through a Financial Institution. Details will issued with a new announcement of the company.

b) The Board of Directors, following recommendation of the Nominations and Remunerations Committee, proposes to the Annual General Assembly the payment of fees to the members of the Board of Directors, from the available after taxes profits of the Company, in accordance with articles 109 and 110 of L. 4548/2018, of a total amount of € 700,000.00.

The General Assembly approves with votes of the (a) proposal and with votes the (b) proposal.

ITEM 3

Approval of Overall Management of the Year 2019.

The Board of Directors will propose the approval of the overall management of the year 2019 by the members of the BoD. namely Messrs. Georgios Peristeris, Georgios Perdikaris, Emmanouil Maragoudakis, Georgios Spyrou, Michael Gourzis, Vassilios Delikaterinis, Georgios Kouvaris, Gagik Apkarian and Georgios Mergos.

ITEM 4

Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of their duties during fiscal year 2019.

The Board of Directors shall propose to the Shareholders to vote on the discharge of the Auditor Ms. Dimitra Pagoni from any liability or compensation deriving from the exercise of her duties for fiscal year 2019.

The General Assembly, through a special roll call voting, discharges the Auditor from any relevant liability or compensation deriving from the exercise of her duties during fiscal year 2019 with votes.

ITEM 5

Announcement about the election of a new executive member of the Board of Directors, replacing a resigned member.

The Board of Directors of the Company, during its meeting on April 2nd, 2020, elected, in accordance with I. 4548/2018, as amended and in force, and sub-clause 3 of clause 10 of the Company's Articles of Association, Mr. Emmanouil Moustakas son of Michail, Civil Engineer, as new executive member of the BoD, replacing Mr. Vassilios Delikaterinis, who resigned, for the remainder of his term, i.e. until June 30th, 2022.

Following the above, the Board of Directors is comprised of the following persons:

Georgios Peristeris son of Theodoros – Chairman,
Georgios Perdikaris son of Gerasimos – Vice-Chairman,
Emmanouil Maragoudakis son of Vassilios – Chief Executive Officer,
Georgios Spyrou son of Simeon – Executive Officer,
Emmanouil Moustakas son of Michail – Executive Member
Michail Gourzis son of Alexandros – non-Executive Member,
Georgios Kouvaris son of Theologos – Independent non-executive Member
Georgios Mergos son of Ioannis – Independent non-executive Member
Gagik Apkarian son of Serop – Independent non-executive Member

ITEM 6

Discussion and voting on the Remunerations Report in accordance with article 112 of law 4548/2018 for the year 2019.

The Board of Directors will propose to the General Assembly the approval of the Remuneration Report of the members of the Board of Directors of the Company for the fiscal year 2019 in accordance with article 112 of Law 4548/2018, according to which no remuneration was paid to the members of the Board of Directors during the fiscal year 2019, in accordance with the Remuneration Policy approved by the Extraordinary General Meeting of 18.12.2019.

ITEM 7

Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2020, and arrangement of their fees

The Board of Directors will propose, following a relevant recommendation by the Audit Committee, the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2020 with fees based on the ones paid for the year 2019 as may be adjusted depending on the audit requirements.

The General Assembly approves with votes, the proposal and decides on the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2020 with fees based on the ones paid for the year 2019 as may be adjusted depending on the audit requirements.

ITEM 8

Approval of a new share buyback programme in accordance with article 49 of law 4548/2018.

The Board of Directors proposes the approval of a share buyback program of the Company through the Athens Stock Exchange up to 10% of the Company's paid-up share capital, lasting twenty-four months, ie no later than April 28, 2022 with a minimum purchase price of thirty cents (€ 0.30) and maximum price thirty euros (€ 30) per share, which will be used in accordance with current legislation.

The General Assembly approves with votes the share buyback up to percentage of 10% of the total shares of the Company, with a minimum purchase price of thirty cents (0.30 €) and a maximum price of thirty euros (30.00 €), which will take place within a period of twenty-four months, ie no later than April 28, 2022, and authorizes the Board of Directors of the Company to comply with all relevant legal formalities.

ITEM 9

Amendment and Extension of duration of the Remuneration Policy of the Company approved by the Shareholders' Extraordinary General Assembly of 18.12.2019.

The Board of Directors will propose the amendment and extension of the duration of the Remuneration Policy approved by the Extraordinary General Assembly of 18.12.2019, drafted by the Nomination and Remuneration Committee.

The General Assembly approves with votes. the amendment and extension of the duration of the Company's Remuneration Policy for four (4) years.

ITEM 10

Various announcements, approvals and discussion about matters of general interest

The Company's Management will refer to the Company's projects and developments, approvals, licenses and other issues that concern its regular operation.

Required quorum for resolutions on all items:

20% of the share capital and

Required majority: 50% +1 votes of those present