



INVITATION
for the Shareholders of the société anonyme
«TERNA ENERGY S.A.»
to the Annual Ordinary General Assembly

According to Codified Law 2190/1920 “Regarding Sociétés Anonymes” and the Articles of Incorporation, the Board of Directors of the company with the distinctive title “TERNA ENERGY S.A.”, invites the Shareholders of the Company to the Annual Ordinary General Assembly on Monday, the 23rd day of June 2008 and at 10:00 a.m., in 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 2007, and of the relevant Reports of the Board of Directors and the Chartered Auditor.
2. Approval of the proposition of the Board of Directors concerning the distribution of profits, the payment of dividends and fees to the Members of the Board of Directors for the fiscal year 2007.
3. Discharge of the Members of the Board of Directors and of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of their duties during the fiscal year 2007.
4. Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing the fiscal year 2008, and arrangement of their fees.
5. Approval of own shares buy-back programme in accordance with Article 16 of Codified Law 2190/1920

6. Decision making about amendments, additions, eliminations and re re-numeration of the provisions of the Articles of Association intended for consistency with Law 3604/2007.
7. Consent regarding the participation of the Members of the BoD and of the Executives of the Company in the Management of other companies, which are in any way connected with the Company.
8. Various announcements, approvals and discussion about matters of general interest.

The Shareholders who wish to participate in the General Assembly, according to the Law and the Articles of Incorporation of the Company, should act as follows:

- If their shares are not deposited in the Special Account, they should block all or part of them, through their Authorized Broker, and receive from the latter a relevant Certificate of Hold of their shares. This Certificate has to be submitted to the offices of the Company accompanied by proxy for their representation, if any, at least five (5) days before the date of the Ordinary General Assembly.
- If their shares are deposited in the Special Account, they should block all or part of them by stating so to the Hellenic Exchange S.A. (ex CENTRAL SECURITIES DEPOSITORY S.A.) and receive from the latter the relevant Certificate of Hold of their shares. This Certificate has to be submitted to the offices of the Company accompanied by proxy for their representation, if any, at least five (5) days before the date of the Ordinary General Assembly.

Athens, May 28, 2008
The Board of Directors