

To  
**TERNA ENERGY SA**  
85, Messogion Ave.  
115 26 Athens

**EMPOWERMENT**  
**for REPRESENTATION OF SHAREHOLDERS**  
**in the REGULAR GENERAL ASSEMBLY**  
**of May 12, 2010**

I, the undersigned shareholder with the following data:

**SHAREHOLDER'S DATA**

**SURNAME OF PERSON / NAME OF LEGAL ENTITY .....**

**NAME OF PERSON ..... FATHER'S NAME.....**

**ADDRESS OF RESIDENCE/ REGISTERED OFFICE.....**

**STREET..... NO. .... P.C.. .... TEL. NO.....**

**NUMBER OF SHARES.....**

**HEREBY EMPOWER**

Mr. / Mrs....., (resident .....,

Street.....,no.....),

and/or

Mr. / Mrs....., (resident .....,

Street.....,no.....),

and/or

Mr. / Mrs....., (resident .....,

Street.....,no.....),

acting jointly or severally, to represent the undersigned in the Regular Shareholders General Assembly of «**TERNA ENERGY S.A.**», which will take place on **Wednesday May 12, 2010, and at 90:30 a.m.** in the head offices of the company at 85, Messogion Ave., Athens and to vote on my behalf with the total or part of the shares of "TERNA ENERGY SA", which I own, or the voting rights of which I hold by virtue of law or contract, in all the items of the Agenda as follows:

AGENDA ITEMS	VOTING INTENTION		
	FOR	AGAINST	ABSTAIN
1. Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2009, 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 2009.			
3. Consent to continue the payment of fees to members of the Board of Directors for services rendered to the Company.			
4. 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 2009			
5. Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing the fiscal year 2010, and arrangement of their fees.			
6. Consent to amend the use and time schedule in the Allocation Table of Raised Funds included in the Prospectus of the Initial Public Offering of shares in the Athens Stock Exchange dated 19/10/2007			
7. Approval of own shares buy-back programme in accordance with Article 16 of Codified Law 2190/1920 as amended and currently in force			
8. Consent for the signing of contracts according to article 23a par.2 of Codified Law 2190/20			
9. 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.			
10. Various announcements, approvals and discussion about matters of general interest.			

I hereby declare that I consent to all the actions of the above representative(s) which will take place during the implementation of the present empowerment, as lawful, binding and with full effect.

(Place)...../ (Date):.....

.....  
(Signature)

.....  
(Name of Shareholder)