



INVITATION
to 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 Wednesday, the 12th day of May 2010 and at 09:30 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 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. Consents 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.

Shareholders who wish to participate in the General Assembly, either in person or through a representative, by signing a relevant authorization form available on the company's website (www.terna-energy.gr) and at the Company's offices, according to the Law and the Company's Articles of Association, should block all or part of their shares, through their Authorized Broker or If their shares are deposited in the Special Account, through the Hellenic Exchange S.A. and receive 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, April 20, 2010

The Board of Directors