

Athens, April 28, 2015

**DECISIONS OF THE SHAREHOLDERS' ORDINARY GENERAL ASSEMBLY
HELD ON APRIL 28, 2015**

Today, the 28th day of April 2015, the Shareholders of the company TERNA ENERGY S.A. held the Ordinary General Assembly, in which 85 Shareholders holding 91,168,049 shares and voting rights, thus a percentage of 83.40% of the share capital, participated and the following decisions have been made:

Item 1: Unanimous approval of the Financial Statements (Company and Consolidated) for the fiscal year 2014, as these statements were notified to the General Secretariat of Commerce and published on the website of the General Commercial Registry, posted on the Company's website as well as on the website of the Athens Stock Exchange and as they were analytically presented in the Annual Financial Report, which was distributed to the Shareholders, present in the Assembly.

Item 2: The General Assembly unanimously approved with 91,168,049 votes, i.e. a percentage of 83.40%, of the proposition regarding profit distribution for the fiscal year 2014, pursuant to which the amount of 25,671,694.47 € will not be distributed but it will be transferred to the account «Balance of undistributed annual profits», and will be used as special taxed reserve, for business purposes. The aforementioned percentage of votes in favor, is higher than the threshold set forth in par. 3 of article 3 of Law 148/1967 required for the non distribution of dividend.

Item 3: The General Assembly unanimously discharged individually and collectively all the Members of the Board of Directors and the Auditor from every liability or indemnification obligation deriving from the exercise of their duties for the fiscal year 2014.

Item 4: The General Assembly unanimously elected Mr. Pavlos Stellakis as Certified Auditor and Mr. Dimitrios Douvris as Deputy Certified Auditor, for the fiscal year 2015, both members of the company "GRANT THORNTON" and their remuneration will be in accordance with the specifications set forth by the Greek Institute of Certified Public Accountants which apply to all of its members.

Item 5: The General Assembly unanimously decided the increase of the Company's share capital by the amount of 9,838,296.00 € with capitalization of part of the special share premium reserve with increase of the nominal value per share from 0.30 € to 0.39 € and at the same time the decrease of the share capital by the amount of 9,838,296.00 € with the respective decrease of the nominal value per share from 0.39 € to 0.30 € and the return of the decreased amount, i.e. 0.09 € per share, to the Shareholders and authorized the Board of Directors to proceed with all relevant actions required in order to implement the above resolution.

Item 6: The General Assembly unanimously decided the expansion of the scope of business of the Company, which is necessary for the new activities to be undertaken in the future, with a view to its further development and growth, by adding the paragraph here below:

“The independent participation and / or cooperation of any kind in any type of legal entities, companies and joint ventures, local or foreign, in Greece or abroad, for the financing, designing, construction, management, development, operation and exploitation of all types of works and facilities, self-financed or co-financed, including concession projects and PPPs, as well as the provision of maintenance, technical operation and management services and any services pertaining to the above”

It is noted that the expansion does not alter the main activities of the company, but it supplements, specifies, enriches and clarifies its existing scope of business.

The General Assembly empowered the Board of Directors to conduct all relevant procedures to implement the resolution.

Item 7: The General Assembly with 91,033,089 votes in favor (83.28%) and 134,960 (0.12%) votes against, granted its permission and approval for the participation of Members of the Board of Directors and Executives of the Company in the management of other companies, which are connected to the Company by any means.

Item 8: The General Assembly approved, with 89,758,943 votes in favor (82.11%) and 1,409,106 (1.29%) votes against, the payment of a total of 85,000.00 € to the C.E.O. Mr Emm. Maragoudakis as well as the continuation of the remuneration to Mr. Maragoudakis as well as to any other Board Member, if they provide services, under the condition that such are employed in several projects and sectors of the Company, notwithstanding their capacity as members of the Board of Directors of the Company, whereas the Board of Directors has been authorized to define the level of such remuneration.

The General Assembly also approved of the provision of loans, credits and in general other guarantees in favor of subsidiaries or related companies, according to the definition of article 42e of C.L. 2190/1920 and currently of article 32 of law 4308/2014.

Regarding Item 9 “Various announcements, approvals and discussion of issues of general interest” no issues for approval and decision making were raised.

The Company’s Management referred to the Company’s projects and developments, approvals, permits and other issues concerning its regular operation.