

INVITATION
to the Shareholders of the Société Anonyme
«TERNA ENERGY S.A.»
G.E.MH 312701000
to the Annual Ordinary General Assembly

According to Law and the Articles of Association, the Board of Directors of the company “TERNA ENERGY S.A.”, by means of its decision dated June 2, 2021, invites the Shareholders of the Company to the **Annual Ordinary General Assembly on Wednesday, the 23th of June 2021, at 10:00 a.m.**, through real-time remote teleconferencing, with the following items in the Agenda:

1. Submission and approval of the Annual Financial Statements (Company and Consolidated) for the year 2020, and the relevant Report of the Board of Directors and the Certified Auditors.
2. Approval of the BoD proposition concerning the distribution of earnings, payment of dividends and remuneration to the members of the Board for the year 2020.
3. Approval of the overall management for 2020.
4. Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of their duties during 2020.
5. Discussion and voting on the Remunerations Report in accordance with article 112 of law 4548/2018 for the year 2020.
6. Submission and approval by the General Assembly of the Report on the Audit Committee's activities during the term 01.01.2020-31.12.2020 in accordance with article 44 of law 4449/2017, as in force.
7. Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2021 and determination of their fees.
8. Election of new members of the Board of Directors.
9. Election of members of the Audit Committee as set forth in article 44 of law 4449/2017.
10. Harmonization of the Articles of Association of the Company with the provisions of the new law 4706/2020/Amendment of article 10.
11. Amendment/renewal of the Remuneration Policy for compliance with the new law 4706/2020.
12. Approval of the Suitability Policy of the members of the Company's Board of Directors in accordance with article 3 of law 4706/2020.
13. Various announcements, approvals and discussion on topics of general interest.

The Company, taking into account the precautionary measures to limit the risk of the spread of COVID-19, informs the shareholders that it is not possible to participate in person and that it is possible to participate in the General Meeting remotely by audiovisual and electronic means (video conference), as well as participation in the vote before and during the Assembly, in accordance with the procedures, as described below in this Invitation. In case the required quorum is not achieved, the Repeated General Assembly will take place on Thursday the 1st of July 2021 and at 11:00 am.

According to article 121 par. 4 of law 4548/2018, the Company informs its shareholders about the following:

A. RIGHT TO PARTICIPATE AND VOTE IN THE ORDINARY GENERAL ASSEMBLY

Shareholders of the Company's ordinary shares appearing in the registry of the Dematerialized Securities System ("DSS") administrated by the HELLENIC CENTRAL SECURITIES DEPOSITORY S.A. have the right to participate in the General Assembly. Proof of shareholder's capacity is verified electronically through the Company's online connection to the DSS. The shareholder's capacity must exist at the start of 18/06/2021 ("Record Date"), i.e. the fifth (5th) day before the date of the General Assembly on 23/06/2021 and the relevant written confirmation or electronic certification concerning the shareholder must reach the Company no later than 20/06/2021, i.e. the third (3rd) day before the date of the General Assembly. For the Repeated Assembly the shareholder's capacity must exist at the start of 18/06/2021 (Record Date), i.e. the 5th day before the initial General Assembly date, according to the provision of article 124 par. 6 of law 4548/2018, as the date of the Repeated Assembly is not more than thirty (30) days apart from the initial General Assembly.

Only those who have shareholder's capacity on the said Record Date shall have the right to participate and vote at the General Assembly. In case of non-compliance with the provisions of article 124 par. 6 of law 4548/2018, such a shareholder participates in the General Assembly only after the General Assembly's permission. The exercise of this right does not require the blocking of shares or any other process, which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the General Assembly.

B. MINORITY SHAREHOLDERS' RIGHTS

In accordance with par. 2, 3, 6 and 7 of law 4548/2018 and the Articles of Incorporation of the Company, shareholders have the following rights:

a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the company is required to include in the agenda of the General Assembly additional items, if the relevant request is communicated to the Board by 08/06/2021, i.e. at least fifteen (15) days before the date of the General Assembly. The request for additional items must be accompanied by a justification or a draft resolution to be approved by the General Assembly and the revised Agenda should be published in the same way as the previous Agenda, by 10/06/2021, i.e. thirteen (13) days before the date of the above General Assembly and at the same time will be uploaded on the Company's website (www.terna-energy.com), along with the justification or the draft decision submitted by shareholders in accordance with article 123 par. 4 of law 4548/2018.

If these additional issues are not published, the requesting Shareholders are entitled to request the postponement of the General Assembly in accordance with paragraph 5 of article 141 of law 4548/2018 and to make the publication themselves at the expense of the Company.

b) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the company's Board of Directors discloses to the shareholders in accordance with article 123 par. 3 of law 4548/2018, by 17/06/2021 at the latest i.e. at least six (6) days before the date of the General Assembly, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board by 16/06/2021, i.e. at least seven (7) days before the date of the General Assembly.

c) At the request of any shareholder submitted to the company until 17/06/2021, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested specific information regarding the affairs of the Company, insofar as such information is relevant for the proper assessment of the items on the agenda. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes. The Board of Directors has the right to respond collectively to shareholders' requests with same content. There is no obligation to provide information when the

relevant information is already available on the Company's website, in particular in the form of questions and answers.

d) At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is communicated to the Company by 17/06/2021, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested information regarding the corporate affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the minutes. Corresponding deadlines for any exercise of rights of minority shareholders also apply in case of Repeated General Assemblies.

In any event, in exercise of the relevant right, the Shareholders must prove their shareholder status and, except for the first indent of paragraph C above, the number of shares, they hold. Proof of shareholder status may be evidenced by any legal instrument and, however, on the basis of information received by the Company from the Dematerialized Securities System ("DSS"), provided it provides registry services, or through the participants and registered intermediaries in the Dematerialized Securities System ("DSS") in any other case.

These minority rights may also be exercised by associations of shareholders in their own name but on behalf of their members if their members have the number of shares required to exercise the rights. A minority right is not considered the right that can be exercised by each Shareholder. The association must have communicated its valid constitution and its articles of association to the Company of which the Shareholders are its members one month before exercising the above rights. The statement of exercise right must indicate the names of the shareholders, on whose behalf the right is exercised.

C. PROCEDURE FOR PROXY VOTING

Shareholders may participate in the General Assembly and vote either in person or by proxy. Each shareholder, individual or legal entity, may appoint up to three (3) proxies for only one General Assembly only or for any Assemblies that take place within a specific timeframe. In cases where a shareholder owns Company shares that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

Proxies cast their votes according to the Shareholders' instructions, given that such are provided, and are obliged to record the voting instructions for at least one (1) year following the submission of the General Assembly's Minutes to the relevant Authority or if a Resolution is released publicly from its registration to the Registry of Societe Anonyme Companies. The non-compliance of a Proxy to instructions provided by the Shareholder does not affect the validity of the General Assembly's resolutions even if the Proxy vote was decisive for the resolution. Before the commencement of the General Assembly, the proxy must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder.

A conflict of interest may arise in particular when the proxy: a) is a controlling shareholder of the Company or is another controlled entity by such shareholder; b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder or a controlled entity by such shareholder; c) is an employee or an auditor of the Company, or of a controlling shareholder or a controlled entity by such shareholder; d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove. A proxy is appointed or revoked in written and is disclosed to the Company also in the same manner, at least two (2) days prior to the date of the General Assembly.

The proxy form will be available to shareholders in electronic form on the Company's website (www.terna-energy.com). The said form, filled in and signed by the shareholder, must be filed with the Company, specifically to the Company's Shareholders' Department (address: 85 Mesogeion Str. Athens) or by email at IR.TernaEnergy@terna-energy.com, or sent by fax to: + 30 210-6968076, at least two (2) days before the date of the General Assembly. The relevant shareholder is advised to confirm that the proxy form has successfully been submitted and received by the Company, by calling at + 30 210-6968457 (Mr. George Koufios).

D. Participation and exercise of voting rights in the General Assembly remotely in real time via video conference

In order for the shareholders to participate and vote in the Ordinary General Meeting of June 23, 2021, which will take place from a distance in real time via video conference without their physical presence, it is required to create and use an electronic account of the shareholder or any representative on the electronic platform developed by the Hellenic Stock Exchange Group Athens Stock Exchange SA for the provision of services for conducting General Meetings from a distance in real time through video conferencing to publishing companies on the website <https://axia.athexgroup.gr>.

The internet platform is provided by EL.K.AT., while the WEBEX tool / service team from Cisco Hellas SA is used for the video conference. To access the electronic platform, a computer or mobile phone of the smartphone or tablet type is required, with an installed internet browsing application (browser) and the possibility of internet access. Creating the account of the shareholder or his representative on the above electronic platform requires a valid e-mail address (email) and the mobile phone of the shareholder or any of his representative.

In case that upon entering the electronic platform the above data entered by the shareholder are not identified with the data that have been registered in the Intangible Securities System or with the identification data and have been notified to the Company by Hellenic Central Securities Depository SA. or through intermediaries, as part of the shareholder identification facilitation services at general meetings at a distance provided to the issuing public limited companies, the shareholder must update or update his / her above data in order to create the account.

For this purpose and to avoid malfunctions, the shareholders are requested to contact the Participant of the Securities Account at DSS. or another intermediary acting as custodian of the shareholder through whom their shares are held, in order to disclose and / or update their valid email address and mobile phone number for identification.

Further instructions for participation in the General Meeting by teleconference will be posted on the Company's website and will be sent by the Company via email to the shareholders who have completed the above procedure and are entitled to participate in the Ordinary General Meeting or any Repeat.

Shareholders can contact the Company's Shareholder Services Department for any questions and information via email at IR.TernaEnergy@terna-energy.com or by phone at +30 210 6968457. Also, from the publication of this until the end of the General Meeting there will be a help desk to provide information and support to shareholders and their representatives at +30 210 33.66.120 or by e-mail to AXIAeShareholdersMeeting@athexgroup.gr.

The shareholders who will participate in the General Meeting via real-time video conference, are taken into account for the formation of the quorum and the majority and will be able to effectively exercise their rights during the General Meeting.

Shareholders who have successfully connected to the online platform will be able to participate in the General Meeting via real-time video conferencing via a link that will be sent to them via email. By activating the teleconferencing application (Cisco Webex) via the link at the beginning of the General Meeting, the shareholders will be able to:

- a) monitor by electronic or audiovisual means the conduct of the General Assembly, b) take the floor and address the General Assembly orally during the General Assembly, while at the same time through the online platform they will be able to:
- c) vote in real time during the General Assembly on the items on the agenda, and
- d) receive information on the registration of their vote.

E. Procedure for remote participation in the voting held before the General Assembly (Letter Vote)

It is possible to participate in the General Assembly from a distance by audiovisual and electronic means (teleconference), as well as to participate in the voting before the Assembly, as provided by no. 126 Law 4548/2018.

Shareholders wishing to participate remotely in the voting on the issues of the General Meeting that will be held before the General Meeting, can use the following possibilities:

- a) or to exercise the right to vote before the General Assembly through the online platform <https://axia.athexgroup.gr> in which they will have previously created an account and have successfully registered according to the above, no later than twenty-four (24) hours before the date of the meeting of the General Assembly (ie no later than 22 June at 10 am)
- b) either by filling in and resubmitting the "Letter of Voting Form" which is available on the Company's website at: <https://www.terna-energy.com/enimerosi-ependyton/enimerosi-metoxon/genikes-sineleuseis/> , and is submitted to the Company at 85 Mesogeion Ave. in Athens or sent to fax: 210-6968076 or at IR.TernaEnergy@terna-energy.com, at least twenty-four (24) hours before the date of the Repeat General Meeting (ie no later than 22 June at 10 am)
- c) or to participate on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who vote according to the above before the General Meeting are counted for the formation of the quorum and majority, only if the relevant votes have been received by the Company no later than June 22 at 10 am.

It is noted that the shareholders who wish to appoint representatives to participate remotely in the voting on the issues of the General Meeting to be held before the General Meeting, will be able to appoint up to one (1) representative, who must be appointed at least forty eight (48) hours before the date of the General Meeting (ie no later than June 21 at 10 am).

After this deadline, it will not be possible to participate through a representative in the voting that will take place before the General Assembly.

Shareholders can contact the Company's Shareholder Services Department for any questions and instructions via email at IR.TernaEnergy@terna-energy.com .The shareholder is also called to take

care of the confirmation of the successful sending of the "Letter of Form Voting" and its receipt by the Company and can for this purpose call the phone: +30 210 6968457 (Shareholder Service Department).

Upon confirmation of the shareholder status of each beneficiary, instructions for attendance during the General Meeting will be sent to the Shareholder or Representative. Any beneficiary (Shareholder or Representative) may attend the meeting of the General Meeting using audiovisual and electronic media, from its beginning at 10:00 on June 23, 2021 until its end, by entering online the link will be sent to the email address he has stated.

Any beneficiary (Shareholder or Representative) may also address the General Meeting by submitting questions either in writing or at least forty-eight (48) hours prior to the scheduled date of the General Meeting at the Company's offices, to the Shareholder Service Department, or by fax to 210 6968076, or by sending an email to IR.TernaEnergy@terna-energy.com, or during the meeting using audiovisual and electronic media.

It is noted that the meeting will have Greek as the official language, while for the participants from a distance there will be an interpretation in English.

D. AVAILABLE DOCUMENTS AND INFORMATION

The information referred to in article 123 par. 3 and 4 of law 4548/2018, the Invitation, the total number of current shares and voting rights, the forms for proxy voting, the form for Letter Vote, the description of the agenda items and the draft decisions of the General Assembly are available in electronic form at the Company's website (<http://www.terna-energy.com>).

The full text of such information, namely the documents to be submitted to the General Assembly and the draft resolutions on the items of the agenda is available in hardcopy at the Shareholder's Department of the Company, at 85, Mesogeion Ave., Athens (tel. +30 210-6968457), where shareholders can obtain copies.

Athens, June 2, 2021
The Board of Directors