

Brief description of the items in the Agenda
Draft resolutions

ITEM 1:

Submission and Approval of the Annual Financial Statements (Company and Consolidated) for the fiscal year 2020, and of the relevant Reports of the Board of Directors and the Chartered Auditor

The 2020 Annual Financial Statements will be presented (Company and Consolidated), which include:

- STATEMENT OF FINANCIAL POSITION
STATEMENT OF COMPREHENSIVE INCOME
STATEMENT OF CASH FLOWS
STATEMENT OF CHANGES IN EQUITY
together with the relevant Notes
- Board of Directors' Management Report addressed to the Shareholders
- Audit Report by the Chartered Auditor Ms. Dimitra Pagoni from the Auditing Firm GRANT THORNTON.

(The Financial Statements have already been posted on the Company's website www.terna-energy.com)

The Board of Directors will propose the approval of the above Financial Statements.

The General Assembly approves the above Financial Statements with votes.

ITEM 2

Approval of the proposition by the Board of Directors concerning the distribution of earnings, the payment of dividends and fees to the Members of the Board of Directors for fiscal year 2020

a) The Board of Directors submits for approval to the Annual Ordinary General Assembly of Shareholders the distribution of dividend for the year 2020, from the reserves of the Company pursuant to article 48 of law 4172/2013, in accordance with article 162 par. 3 of law 4548/2018, of a total amount of 19,060,173.06 €, i.e. € 0.17 per share. This amount exceeds the amount that the Company is obliged by law to distribute to the Shareholders as dividend. This amount will be increased by the dividend corresponding to the treasury shares held by the Company.

In particular, regarding the distribution of the dividend for the year 2020 and, according to the Financial Calendar which was published in the Athens Stock Exchange, the Ex-Dividend date of was set for Monday 5 July 2021. Beneficiaries of the Dividend are registered in the files of S.A.T. of Tuesday 6 July 2021 (record date) and the Start Date of Dividend Payment is Monday 12 July 2021.

The dividend for the fiscal year 2020 will be paid through a Financial Institution. Details will be provided with a new announcement of the company.

b) The Board of Directors, following recommendation of the Nominations and Remunerations Committee, proposes to the Annual General Assembly the payment of fees to the members of the Board of Directors, from the available after taxes profits of the Company, in accordance with articles 109 and 110 of L. 4548/2018, of a total amount of € 1,080,000.00.

The General Assembly approves with votes of the (a) proposal and with votes the (b) proposal.

ITEM 3

Approval of Overall Management of the Year 2020.

The Board of Directors will propose the approval of the overall management of the year 2020 by the members of the BoD. namely Messrs. Georgios Peristeris, Georgios Perdikaris, Emmanouil Maragoudakis, Georgios Spyrou, Michael Gourzis, Vassilios Delikaterinis (until 2/4/2020), Emmanouil Moustakas (from 2/4/2020), Georgios Kouvaris, Gagik Apkarian and Georgios Mergos.

ITEM 4

Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of their duties during fiscal year 2020.

The Board of Directors shall propose to the Shareholders to vote on the discharge of the Auditor Ms. Dimitra Pagoni from any liability or compensation deriving from the exercise of her duties for fiscal year 2020.

The General Assembly, through a special roll call voting, discharges the Auditor from any relevant liability or compensation deriving from the exercise of her duties during fiscal year 2020 with votes.

ITEM 5

Discussion and voting on the Remunerations Report in accordance with article 112 of law 4548/2018 for the year 2020.

The Board of Directors will propose to the General Assembly the approval of the Remuneration Report of the members of the Board of Directors of the Company for the fiscal year 2020 in accordance with article 112 of Law 4548/2018, according to which remuneration was paid to the members of the Board of Directors during the fiscal year 2020, in accordance with the Remuneration Policy approved by the General Meeting of 29.04.2020.

ITEM 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.

Submission and Voting by the General Assembly of the Annual Report of the Acts of the Audit Committee for the corporate year 01.01.2020-31.12.2020 in accordance with article 44 of law 4449/2017, as in force.

The full text of the Annual Report of the Audit Committee for the corporate year 01.01.2020-31.12.2020, is included in the documents available to the investing public and is posted on the Company's website <https://www.terna-energy.com/enimerosi -ependyton / enimerosi-metoxon / genikes-sineleuseis />.

ITEM 7

Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2021, and arrangement of their fees

The Board of Directors will propose, following a relevant recommendation by the Audit Committee, the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2021 with fees based on the ones paid for the year 2020 as may be adjusted depending on the audit requirements.

The General Assembly approves with votes, the proposal and decides on the election of the auditing firm GRANT THORNTON, for the audit of the Company and Consolidated Financial Statements of 2021 with fees based on the ones paid for the year 2020 as may be adjusted depending on the audit requirements.

ITEM 8

Election of new members of the Board of Directors.

It is proposed the election of new Board of Directors of the Company consisting of 11 Members, whose detailed CVs are posted on the Company's website <https://www.terna-energy.com/enimerosi-ependyton/enimerosi-metoxon/genikes-sineleuseis/>.

Following the above, the proposed composition of the Board of Directors is as follows:

1. George Peristeris, Chairman
2. Emmanouil Maragoudakis,
3. George Spyrou,
4. Aristotelis Spiliotis,
5. Michael Gourzis,
6. Nikolaos Voutichtis,
7. George Mergos, Independent Non-Executive Member
8. Marina Sarkisian Ochanesoglou, Independent Non-Executive Member
9. Andreas Tapratzis, Independent Non-Executive Member
10. Sofia Kounenaki-Efraimoglou, Independent Non-Executive Member
11. Tatiana Karapanagioti, Independent Non-Executive Member

ITEM 9

Election of members of the Audit Committee as set forth in article 44 of law 4449/2017.

It is proposed the election by the General Assembly of a three-member Audit Committee with a two-year term with the following composition:

1. George Mergos, independent non-executive member of the Board. Nominated as Chairman of the Audit Committee.
2. Andreas Tapratzis independent non-executive member of the Board. Nominated as a Member.
3. Nikolaos Kalamaras independent, non-member of the Board. Recommended as an Expert in Accounting and Auditing.

All the members of the Committee are independent. CVs of the proposed members are given below.

George Mergos. Nominated as Chairman of the Committee. He is an Independent Non-Executive Member of the Board of Directors and Chairman of the Audit Committee of the Company from 2017 until today. During this period, with the instructions and directions given to him by the Board of Directors, he had a decisive role in strengthening the company's Internal Control System, strengthening the Internal Control Unit, drafting the Internal Operating Regulations and the Internal Procedures Manual, as well as the satisfaction of the Company's obligations in matters of Regulatory Compliance. He studied Economics at the University of Athens, holds an MSc from the University of Oxford and a PhD from Stanford University in the USA. Today he is an Emeritus Professor of Economics at the National and Kapodistrian University of Athens, where he has been teaching since 1986. He has extensive experience as an Independent Non-Executive Member on the boards of listed companies and banks as well as a member of Audit Committees. As Secretary General of the Ministries of Economy and Finance, he had in his responsibilities the supervision of the Hellenic Capital Market Commission and ELTE, as well as the integration of the European Legislation.

Andreas Tapratzis. Nominated as a Member of the Committee. He has extensive administrative experience in the private sector. He is currently the Managing Director of Avis since 2014, while in the past he was the Managing Director of HRDH (2011-2014) and Chief Operating Officer and Managing Director of Retail Banking at the Postal Savings Bank (TT) (2009-2011). Also, since July 2019 he is a member of the Board of Directors of Attica Bank and Chairman of the Risk Management Committee. He holds a degree in Chemical Engineering (MSc), a PhD from the National Technical University of Athens and an MBA and AMP from INSEAD. (See detailed Curriculum Vitae above).

Nikolaos Kalamaras. Recommended as an Expert in Accounting and Auditing. He was born in Kallithea, Attica in 1957. He is a graduate of the Athens University of Economics and Business, then the Higher School of Economics and Business (ASOEE) in Business Administration. He has extensive experience as an Accountant and as an Internal Auditor. He was an independent, non-executive member of the Board of Directors of the Company from 2007 to 2018 and Chairman of the Audit Committee until 2017. Since then, he is a member of the Audit Committee of the Company as an Accounting and Auditing Specialist and Chairman of the Audit Committee of Terna Energy Single Financing Societe Anonyme. He has been very active as an Accountant and Tax Consultant for companies since 1977. He is the CEO and Shareholder of the company "Taxation SA". Accounting Tax Technical Audit Company ". He is also a member of the Hellenic and American Institute of Internal Auditors (ID 1374) - (ID 1521425). Since 1998 he has been a presenter of Tax Seminars and author of Accounting books.

The composition of the Audit Committee fully meets the requirements of the law and the Hellenic Capital Market Commission.

ITEM 10

Harmonization of the Articles of Association of the Company with the provisions of the new law 4706/2020/Amendment of article 10.

The Articles of Association, marked with its proposed amendments, are posted on the Company's website <https://www.terna-energy.com/enimerosi-ependyton/enimerosi-metoxon/genikes-sineleuseis/>.

ITEM 11

Amendment/renewal of the Remuneration Policy for compliance with the new law 4706/2020

The BoD will propose the amendment and renewal of the duration of the Remuneration Policy approved by the General Assembly on 29.04.2020, prepared under the auspices of the Nominations and Remuneration Committee and posted on the Company's website <https://www.terna-energy.com/enimerosi-ependyton/enimerosi-metoxon/genikes-sineleuseis/>.

The General Meeting approves with votes the revision and renewal of the duration of the Company's Remuneration Policy for four (4) years.

ITEM 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

The draft Suitability Policy, prepared by the Nominations and Remuneration Committee, is posted on the Company's website <https://www.terna-energy.com/enimerosi-ependyton/enimerosi-metoxon/genikes-sineleuseis/>.

The General Assembly approves with votes the proposed Suitability Policy.

ITEM 13

Various announcements, approvals and discussion about matters of general interest

The Company's Management will refer to the Company's projects and developments, approvals, licenses and other issues that concern its regular operation.

Required quorum for resolutions on all items 1-9 and 10-12:

20% of the share capital and

Required majority: 50% +1 votes of those present

Required quorum for resolutions on item 10:

50% of the share capital and

Required majority: 50% +1 votes of those present