

**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 2021, and of the relevant Reports of the Board of Directors and the Chartered Auditor

The 2021 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 2021

a) The Board of Directors proposes to the Annual Ordinary General Meeting the distribution of profits and reserves totaling Euro 39,390,730.60, ie amount of Euro 0.34 per share, according to article 162 par. 3 of law 4548/2018, 4,818,361.20 Euros come from the reserves of Law 3299/2004 formed during the tax years 2005 and 2006, and the remaining amount of 34,572,369.40 from the reserves of article 48 of law 4172/2013 up to the year ended in 31.12.2021. 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 2021 and, according to the Financial Calendar which was published in the Athens Stock Exchange, the Ex-Dividend date of was set for Monday 4 July 2022. Beneficiaries of the Dividend are registered in the files of S.A.T. of Tuesday 5 July 2022 (record date) and the Start Date of Dividend Payment is Monday 11 July 2022.

The dividend for the fiscal year 2021 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 € 1,370,000.00.

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

ITEM 3

Submission and approval by the General Assembly of the Report on the Audit Committee's activities during the term 01.01.2021-31.12.2021 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 01.01.2021-31.12.2021, 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 4

Approval of Overall Management of the Year 2021.

The Board of Directors will propose the approval of the overall management of the year 2021 by the members of the BoD. namely Messrs. Georgios Peristeris, Georgios Perdikaris (until 23/6/2021), Emmanouil Maragoudakis, Georgios Spyrou, Michael Gourzis, Emmanouil Moustakas (until 23/6/2021), Georgios Kouvaris (until 23/6/2021), Gagik Apkarian (until 23/6/2021), Georgios Mergos, Aristotelis Spiliotis (from 23/6/2021), Nikolaos Voutychtis (from 23/6/2021), Andreas Taprantzis (from 23/6/2021), Sofia Kounenaki-Efraimoglou (from 23/6/2021)and Tatiana Karapanagioti (from 23/6/2021).

ITEM 5

Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of their duties during fiscal year 2021.

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 2021.

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 2021 with votes.

ITEM 6

Discussion and voting on the Remunerations Report in accordance with article 112 of law 4548/2018 for the year 2021.

The Board of Directors will submit to the General Assembly for advisory voting the Remuneration Report of the members of the Board of Directors of the Company for the fiscal year 2021 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 2021, in accordance with the Remuneration Policy approved by the General Meeting of 23.06.2021. It is pointed out that in addition to the above remuneration, there are also fees received from companies controlled by members of the Board of Directors, which provided services to the Company, exclusively in their professional capacity, under

usual market terms, and within the limits of day-to-day transactions of the Company, based on the provisions of article 99, par. 3 of law 4548/2018. In particular, these fees for the period during which these persons were elected and had assumed the position of Board members, amounted at € 316,4 thousand and in particular an amount of € 130,8 thousand was paid to ERKIOS Single Member Private Company, duly represented by the CEO, Mr. Emmanouil Maragkoudakis, and an amount of 185,6 thousand was paid to NDTK CONSULTING SERVICES Single Member Private Company, duly represented by Aristotelis Spiliotis (Board member as of 23.06.2021).

ITEM 7

Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2022, 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 2022 with fees based on the ones paid for the year 2021 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 2022 with fees based on the ones paid for the year 2021 as may be adjusted depending on the audit requirements.

ITEM 8

Submission by the independent Board members of their report to the Shareholders' General Assembly, pursuant to article 9 par. 5 of law 4706/2020

The full text of the report of the Independent Members of the Board of Directors 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 9

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 1-8:
20% of the share capital and
Required majority: 50% +1 votes of those present***