

**[It must be filled in and submitted to the Hellenic Central Securities Depository SA. under its capacity as Bondholder Agent by 20.11.2022, 13:00 the latest]**

To:

**Hellenic Central Securities Depository SA. under its capacity as Bondholder Agent, 110 Athinon Avenue, Athens 104 42**

**FAO: Ms Maria Gyftonikolou**

**Tel: 2103366496**

**Email: bondholders\_rep@athexgroup.gr**

**FORM FOR THE APPOINTMENT OF PROXY**

**for participating at the BONDHOLDERS MEETING OF THE COMMON BOND LOAN OF AN AMOUNT OF €150,000,000 ISSUED BY THE COMPANY "TERNA ENERGY FINANCE S.A "**

**OF 22.11.2022 OR AT THE REPETITIVE BONDHOLDERS MEETING OF 25.11.2022**

The undersigned bondholder or legal representative of the bondholder of the company "TERNA ENERGY FINANCE S.A" (the "Company")

Full Name/ Trade name of the bondholder	
Father's name (for natural person)	
Tax Account Number	
Bondholder Account No in the dematerialized system	
Number of bonds (if no number of bonds is filled-in, the proxy will be valid for the total number of bonds registered in the Bondholder Account on the record date)	
Address/ Headquarters	
Contact Number (Mobile Number)	
Email	

**Hereby authorize**

Mr/Mrs. .... (father's name) ....., resident of....., Street ..... No. ...., holder of ID/Passport Number .....

email.....and mobile number.....

as my proxy and representative, and authorize and mandate him/her, without the involvement of any other party, to participate and represent me at the upcoming Bondholders Meeting which will be held on **22.11.2022, Tuesday at 13:00** or at the repetitive Bondholders' Meeting which will be held on **25.11.2022, Friday at 13:00**, to exercise any and all of my rights in his/her opinion, and in general to take any and all necessary actions for my lawful participation in the Bondholders Meeting, and to vote in my name and on my behalf with the aggregate number of the bonds issued by the Company which I

own or hold the voting rights to by operation of law or contract (e.g. in my capacity as pledgee or escrow agent) in relation to the sole item of the agenda listed below, as follows:

In his/her opinion

As follows:

Sole Item of the Agenda	Vote		
	In Favor	Against	Abstain
<p>Grant of Bondholders' consent to the change of use of the amount of €10,767,000 out of the proceeds as follows:</p> <p>Pursuant to clause 3.1 of the CBL Program and the Prospectus dated 10.10.2019, the amount of €56,000,000 would be allocated for the construction of 14 wind farms in Greece, with a total capacity of 218 MW, by the Guarantor or its subsidiaries (either through an intragroup loan from the Guarantor to the subsidiaries or through an increase in the share capital of the subsidiaries by the Guarantor) during the period 2019-2022. In particular, the amount of €10,767,000 would be allocated for the construction by the Guarantor of four (4) wind farms (prefecture of Evritania) in the Region of Central Greece (former Prefecture of Evritania and Fthiotida) with a total installed capacity of 66.6 MW.</p> <p>The requested Bondholders' consent concerns the expansion and extension of the use of the aforementioned amount of €10,767,000, to be allocated for the construction by the subsidiaries of the Guarantor of wind farms in the wider Greek national territory until 31.3.2023.</p> <p>Accordingly, the grant of Bondholders' consent is requested for the amendment of Clause 3.1 of the CBL Program as follows:</p> <p><i>"3.1 The proceeds of the Bond Loan will be used as described in detail in section "Grounds for the issuance of the CBL and Purpose of Proceeds" of the Prospectus, in conjunction with the resolution of the Bondholders' Meeting dated [●]"</i>.</p>			

I also declare that I approve as of today all actions which my representative(s) shall take in accordance with the present authorization, recognizing such actions as lawful, valid and effective.

I hereby inform the Company that I have already notified my representative(s) about the obligation of notification according to the provisions of article 128 paragraph 5 of the Law 4548/2018.

The present empowerment becomes null and void in case I notify in writing the Company at least two (2) business days prior the Bondholders Meeting date, a written revocation thereof, with acknowledgment of receipt.

..... 2022

Undersigned Bondholder

[signature & name]

**Notes** \_\_\_\_\_

- 1) **Specifically, for bondholder participation by proxy at the Bondholders Meeting on 22.11.2022 or at the repetitive Bondholders' Meeting on 25.11.2022, remotely in real-time by teleconference, bondholders can appoint up to one (1) proxy.**
- 2) The signed "FORM FOR THE APPOINTMENT OF PROXY" and the notification for the revocation or replacement of the proxy of the bondholder by the "FORM FOR THE WITHDRAWAL OF THE APPOINTMENT OF THE PROXY" should be sent to the "Greek Central Securities Depository SA" under its capacity as Bondholders' Agent, 110 Athens Avenue, Athens, FAO Ms Maria Giftopoulou, the latest forty-eight (48) hours before the Bondholders' Meeting, i.e. by 20.11.2022 at 13:00 and in case of a repetitive meeting 23.11.2022 at 13:00.  
  
Bondholders are requested to confirm that the **"FORM FOR THE APPOINTMENT OF PROXY"** is successfully sent and received by the Company, and can, for this purpose, call at 2103366496.
- 3) Further (for legal entities): stamp and name of the entity's representative.