

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 2022, and of the relevant Reports of the Board of Directors and the Chartered Auditor

The 2022 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 Mr. George Panagopoulos 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 2022

a) The Board of Directors proposes to the Annual Ordinary General Meeting the distribution of profits and reserves totaling Euro 44,604,209.65, i.e. amount of Euro 0.38 per share, according to article 162 par. 3 of law 4548/2018, 1,808,309.17 Euros from the reserves of Law 3299/2004 formed during the tax years 2005 and 2006, the amount of 395,900.48 Euros from the reserves of Law 2238/1994 and the remaining amount of 42,400,000.00 from the reserves of article 48 of law 4172/2013 up to the year ended in 31.12.2022. 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 2022, the Ex-Dividend date was set for Monday 26 June 2023. Beneficiaries of the Dividend are registered in the files of S.A.T. of Tuesday 27 June 2023 (record date) and the Start Date of Dividend Payment is Monday 3 July 2023.

The dividend for the fiscal year 2022 will be paid through a Financial Institution. Details will be provided with a new announcement from 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 01.01.2022-31.12.2022 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 01.01.2022-31.12.2022, is included in the documents available to the investors and is posted on the Company's website [https://www.terna-energy.com/enimerosi-ependyton / enimerosi-metoxon / genikes-sineleuseis /](https://www.terna-energy.com/enimerosi-ependyton/enimerosi-metoxon/genikes-sineleuseis/).

ITEM 4

Submission by the independent Board members of their activity report during the period 01.01.2022—24.05.2023, 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 5

Approval of Overall Management of the Year 2022.

The Board of Directors will propose the approval of the overall management of the year 2022 by the members of the BoD. namely Messrs. Georgios Peristeris, Emmanouil Maragoudakis, Georgios Spyrou, Michael Gourzis, Georgios Mergos, Aristotelis Spiliotis, Nikolaos Voutychtis, Andreas Taprantzis, Sofia Kounenaki-Efraimoglou, Marina Sarkisian Ochanesoglou and Tatiana Karapanagioti.

ITEM 6

Discharge of the Chartered Auditor from any relevant liability or compensation deriving from the exercise of their duties during fiscal year 2022.

The Board of Directors shall propose to the Shareholders to vote on the discharge of the Auditor Mr. George Panagopoulos from any liability or compensation deriving from the exercise of his duties for fiscal year 2022.

The General Assembly, through a special roll call voting, discharges the Auditor from any relevant liability or compensation deriving from the exercise of his duties during fiscal year 2022 with votes.

ITEM 7

Discussion and voting on the Remunerations Report in accordance with article 112 of law 4548/2018 for the year 2022.

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 2022 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 2022, in accordance with the Remuneration Policy approved by the General Meeting of 23.06.2021.

ITEM 8

Election of one Regular and one Deputy Certified Auditor, members of the Body of Chartered Auditors Accountants, for auditing fiscal year 2023, 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 2023 with fees based on the ones paid for the year 2022 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 2023 with fees based on the ones paid for the year 2022 as may be adjusted depending on the audit requirements.

ITEM 9

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

It is proposed to the General Assembly to renew the term of the existing 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 Taprantzis, independent non-executive member of the Board. Nominated as a Member.
3. Nikolaos Kalamaras, independent, non-member of the Board. Recommended as a Member, Expert in Accounting and Auditing.

The Members of the Audit Committee are verified to meet the requirements of article 44 of Law 4449/2017, they all meet the independence criteria of Article 9 of Law 4706/2020, they all have sufficient knowledge of the sector, in which the Company operates, Mr. Nikolaos Kalamaras has sufficient knowledge in the field of auditing and accounting and all Members are able to implement their responsibilities and obligations.

ITEM 10

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

