

REMUNERATION REPORT OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY “TERNA ENERGY SOCIETE ANONYME INDUSTRIAL COMMERCIAL TECHNICAL COMPANY” FOR THE YEAR 1.1.2022 – 31.12.2022

INTRODUCTION

This Remuneration Report has been prepared by the Remuneration Committee of the Company “TERNA ENERGY SOCIETE ANONYME INDUSTRIAL COMMERCIAL TECHNICAL COMPANY” (hereinafter: the Company), in accordance with the provisions of Article 112 of the Law 4548/2018 and provides shareholders with an overview of the fees of the members of the Board of Directors of the Company for the year 1.1.2022 - 31.12.2022. The remuneration of the members of the Board of Directors complies with the approved Remuneration Policy and the legislation.

The Remuneration Committee consists of three (3) non-executive members of the Board, with most of them being independent, and of the Chairman of the Committee who is an independent, non-executive member. The Committee’s tasks include:

Submits proposals to the Board of Directors regarding the Remuneration Policy or its revision, so that it can be then submitted to the General Meeting of Shareholders for approval.

Ensures that the Company has a clear, objective, well-documented and transparent Remuneration Policy in accordance with current legislation and is consistent with the Company's business strategy, market conditions, overall profile and risk-taking policy. At the same time the Policy does not encourage excessive and short-term risks.

Submits proposals to the Board of Directors regarding the level of remuneration of persons falling within the scope of the Remuneration Policy, in accordance with article 110 of Law 4548/2018, and regarding the remuneration of the Company's executives, and in particular the head of the internal control unit, and makes a relevant proposal to the Board of Directors, which decides accordingly or proposes to the General Meeting, wherever required.

Monitors the implementation of the Remuneration Policy

Supervises the observance of the relevant decisions regarding the remuneration of the persons that fall within the scope of the Remuneration Policy, at least as defined by the current legislation.

Examines and submits proposals of general directions as well as the appropriate policies and practices that concern the formation of the framework of the fees of the employees, of the members of the Board of Directors and of the Company’s executives.

Examines the information contained in the final draft of the annual remuneration report, providing an opinion to the Board of Directors, before submitting the report to the General Meeting of shareholders.

Examines and submits proposals to the Board of Directors regarding the stock option plans, bonus share plans, additional pension benefit plan and any other long-term reward program.

Examines and acts as an advisor to the Board of Directors, regarding the policies and systems for determining the annual fixed and variable remuneration and benefits at all levels of the Company.

Monitors the effectiveness of the Company's Remuneration Policy in relation to attracting and retaining members of the Board of Directors of recognized prestige and experience and competent management.

It can utilize various services of external consultants in cases it deems necessary for the performance of studies or projects related to its responsibilities.

Ensures that the approach adopted by each non-listed subsidiary of the Group in relation to the remuneration complies with the principles of the Company's Remuneration Policy.

Examines and submits proposals to the Board of Directors, regarding the total level of the annual variable remuneration.

Submits proposals to the Board of Directors for business strategies as part of their relation to remuneration.

It may invite executives and members of the Board of Directors to its meetings, in order to ensure the receipt of comprehensive information for the proper fulfilment of its duties.

The Remuneration Policy of the Company, as revised by the decision of the Ordinary General Meeting of Shareholders on June 23rd, 2021, is posted on the Company's website.

Annual Report on Remuneration of Members of the Board of Directors

According to article 112 of Law 4548/2018, the BoD of the Company is obliged to prepare a clear and comprehensible remuneration report, which contains a fully integrated overview of all remuneration and fees governed by the Remuneration Policy for the last financial year and the data required at least by the above mentioned article 112 of Law 4548/2018, each time in effect.

The report will also include all types of allowances granted or due to persons whose remunerations have been included in the Remuneration Policy during the last financial year, regardless of whether they are newly elected or former members of the Board of Directors.

The remuneration report is submitted for discussion at the regular general meeting of shareholders, as an item on the agenda. The shareholders' vote on the remuneration report is of advisory nature.

The remuneration report concerns, on the one hand (i) the existing rights of the Board members and the respective General Managers and the obligations of the Company to the above persons, and on the other hand (ii) the conditions, based on which remuneration will be provided to existing members of the Board, taking into account the salary and working conditions of the employees.

The purpose of this Remuneration Report is to review compliance with the approved Remuneration Policy, the legal framework and to enhance transparency regarding the payment of all types of remuneration in a comprehensible and clear manner. In particular, this Remuneration Report:

- Presents in a transparent manner the structure of all types of remuneration governed by the Remuneration Policy.
- Contributes to the diffusion and establishment of the principles of transparency, meritocracy, justice, proportionality in the implementation of the remuneration framework from the top to the bottom of the organization, taking into account the type and level of remuneration with the importance and weight of responsibilities of each position and the performance of each executive.
- Demonstrates the ability of the Company to formulate and implement competitive remuneration packages, which are harmonized with market practices and at the same time are able to attract or retain competent and valuable executives within the corporate structures.

- Recognizes the reasonable and fair level of remuneration that should be aimed at creating goodwill both in the long run and through the achievement of shorter-term goals aimed at preventing decision-making with excessive business risk and on the other hand maintaining viability and profitability.
- Provides information on the total remuneration granted or paid, by analysis in individual components, the separate reporting of fixed and variable remuneration, including the audit of any remuneration according to paragraph 2 of article 109 of Law 4548/18 and including the manner by which the total remuneration complies with the approved Remuneration Policy.
- Exercises control on the general application of the basic guidelines for the management and payment of fees to the members of the Board of Directors, the Chief Executive Officer and the General Managers in accordance with the Organizational Chart of the Company and the approved Remuneration Policy.
- Monitors cases of conflict of interest.

This Remuneration Report refers to the Board Members and to the General Manager according to the provisions of article 112 of Law 4548/2018.

The fees reported include both the fixed and any variable part of the respective remuneration. They reflect the fees of any kind from any company belonging to the group, as defined in article 32 of Law 4308/2014. Finally, the existence or use of any possibility of recovery of variable remuneration was not observed or reported. Pursuant to article 112 par. 2 (g) of Law 4548 / 18, no deviations from the approved Remuneration Policy under article 110 par. 7, regarding a temporary extraordinary remuneration to the Executive Director Mr. G. Spyrou, due to his additional significant efforts for the development of two new projects, one in Poland and one in Bulgaria.

Approved Fees Based on Remuneration Policy

The fixed fees in accordance with the provisions of article 109, par. 1 of Law 4548/18 on remuneration to members of the Board of Directors and the Remuneration Policy, as approved by the General Meeting of Shareholders on 23/6/2021, are as follows:

The Executive Chairman and the Chief Executive Officer, as members of the Board of Directors, may receive a fixed annual remuneration of the A + scale defined below, having considered the payments under article 5.1 (b.1) of the Remuneration Policy. The upper limit of total fixed fees for the Executive Chairman is set at € 1,000,000. The remuneration may come entirely from the remuneration of the Board of Directors or from the sum of (a) the fixed remuneration of scale A + as defined in the Remuneration Policy and up to the amount determined by a relevant decision of the Board of Directors and (b) the remuneration of a Board member.

The executive members of the Board who receive remuneration with regard to other roles within the Company, as members of the Board of Directors and as members of the BoD committees receive a fixed fee per year, which is included in the total annual sum of their fixed remuneration.

In case the Company wishes to proceed with the preparation of a service contract or any other special relationship pursuant to the article 109, par. 3 of Law 4548/2018, where fees will be paid to a person governed by the Remuneration Policy, then provisions of the articles 99-101 of Law 4548/2018 will apply.

In addition, the executive members of the Board of Directors who hold roles and managerial positions either in the Company or in companies within the Group and are paid either as employees through relevant contracts that they have signed with these legal entities, or as self-employed persons through service or project contracts on a fixed basis, have in any case the same rights and obligations in fixed remuneration, in compensation and retirement clauses, in variable remuneration and benefits, always in full compliance both in terms of social security, tax and labor legislation, and also in terms of corporate governance legislation.

The Executive Members of the Board of Directors can be remunerated in total for their services rendered to the companies of the Group, with annual fixed fees that fall in the range from B (from € 40,000 to € 100,000), A (from € 60,000 to € 160,000) up to A + (over € 120,000).

The remuneration table of the Members of the Board of Directors as well as the respective remuneration of those provided by the Company's Remuneration Policy is presented.

FULL NAME	CAPACITY	SCALE OF FIXED GROSS REMUNERATION OF THE BOD MEMBERS	COMMITTEES	VARIABLE REMUNERATION
Peristeris Georgios	Chairman	A+	-	Do not exceed 100% of fixed
Maragkoudakis Emmanuel	Chief Executive Officer	A	-	Do not exceed 100% of fixed
Spyrou Georgios	Executive Director	A	-	Do not exceed 100% of fixed
Gourzis Michael	Non-Executive Member, Member of Audit Committee	Up to 40,000 €	Up to 10,000 € per committee	-
Mergos Georgios	Independent Non-Executive Member, Chairman of Audit Committee, Member of Remuneration & Nomination Committee	Up to 40,000 €	Up to 10,000 € per committee and up to 30,000 € as Chairman of the Audit Committee	-
Kalamaras Nikolaos	Member of Audit Committee, Expert in Audit Accounting	-	Up to 30,000 €	-
Aristotelis Spiliotis	Executive Member			
Nikolaos Voutihtis	Non-Executive Member, Member of Audit Committee	Up to 40,000 €	Up to 10,000 € per committee	-
Tatiana Karapanagioti	Independent Non-Executive Member, Member of ESG Committee	Up to 40,000 €	Up to 10,000 € per committee	-
Andreas Taprantzis	Independent Non-Executive Member, Chairman of Remuneration & Nomination Committee & Member of Audit Committee	Up to 40,000 €	Up to 10,000 € per committee	-
Marina Sarkisian Ohasenoglou	Independent Non-Executive Member, Chairman of ESG Committee, Member of Remuneration Committee	Up to 40,000 €	Up to 10,000 € per committee	-
Sofia Kounenaki Efraimoglou	Independent Non-Executive Member, Chairman of Remuneration & Nomination Committee & Member of ESG Committee	Up to 40,000 €	Up to 10,000 € per committee	-

In addition to the above, to all Members of the Board, additional benefits are provided that include liability insurance, participation in the Group Health Insurance of the Company, coverage of corporate expenses, coverage of travel expenses and overnight stays for Independent Non-Executive Members of the Board, residing outside Athens. No corporate car is provided to the Board members, except for the CEO of the Company. Furthermore, to some members of the Board, as well as to the General Manager the Company also provides a credit card with the sole purpose of repaying expenses incurred on behalf of the Company according to the table below.

Full Name	Bank Institutions	Credit Limit
Gerogios Peristeris	ALPHA BANK	15.000,00
Emmanuel Maragoudakis	ALPHA BANK	15.000,00
Emmanuel Moustakas	ALPHA BANK	15.000,00
Georgios Agrafiotis	ALPHA BANK	15.000,00

Remuneration of the Board of Directors and Committees of the Company and companies of the Group:

For the Executive, Non-Executive, and Independent Non-Executive Members of the Board, Fixed Annual Fees are provided for their participation in the Board, and their participation in the Committees of the Board of Directors, which can be granted once a year from the taxed profits of the Company, as was performed during the financial year 2021.

The General Meeting of 22/6/2022 approved with a majority of 91.99% of those present the payment of salaries, pursuant to article 109 of law 4548/2018, to the members of the Board of Directors and the members of the Committees of the Company for the year 2022 total amount € 1,370,000 from the taxed until the year 2021 profits of the Company. The following Table presents fees and benefits granted by the Company to the members of the Board of Directors during the year 2022:

N/A	NAME	POSITION ON THE BOARD OF DIRECTORS	PARTICIPATION IN BOD COMMITTEES	FIXED REMUNERATION FROM TERNA ENERGY					VARIABLE REMUNERATION FROM TERNA ENERGY	FIXED REMUNERATION FROM SUBSIDIARIES		VARIABLE REMUNERATION SUBSIDIARY COMPANIES	TOTAL VARIABLE REMUNERATION	TOTAL FIXED REMUNERATION	TOTAL REMUNERATION	PERCENTAGE OF VARIABLE REMUNERATION IN RELATION TO FIXED RATES	COMMENTS	
				FIXED REMUNERATION	REMUNERATION OF THE BOARD OF DIRECTORS & COMPANY COMMITTEES	FACILITIES				SHORT-TERM VARIABLE REMUNERATION (BONUS)	FIXED REMUNERATION							GROUP COMPANY BOD REMUNERATION
						COMPANY CAR	GROUP LIFE - HEALTH / LIABILITY INSURANCE POLICY	TRAVEL EXPENSES										
1	Peristeris Georgios	CHAIRMAN		0	700.000	YES*	YES*	NO	0	0	0	0	0	700.000	700.000	0,00%		
2	Maragoudakis Emmanouil	CHIEF EXECUTIVE OFFICER	INVESTMEN	0	100.000	YES	€ 1.031	NO	0	238.600	0	0	0	338.600	338.600	0,00%		
3	Spyrou Georgios	EXECUTIVE DIRECTOR, EXECUTIVE MEMBER		0	70.000	NO	€ 1.031	NO	0	101.400	108.000	0	0	279.400	279.400	0,00%		
4	Gourzis Michael	NON-EXECUTIVE MEMBER	REMUNERATION	0	50.000	YES*	YES *1	NO	0	0	0	0	0	50.000	50.000	0,00%		
5	Mergos Georgios	VICE-CHAIRMAN, INDEPENDENT NON-EXECUTIVE MEMBER	AUDIT, REMUNERATION	0	90.000	NO	€ 1.031	NO	0	0	0	0	0	90.000	90.000	0,00%		
6	Kalamaras Nikolaos	NON-MEMBER OF THE BOARD	AUDIT COMMITTEE	0	20.000	NO	No insurance	NO	0	0	0	0	0	20.000	20.000	0,00%		
7	Agrafiotis Georgios	GENERAL MANAGER	ESG	0	0	NO	€ 1.031	NO	0	188.600	0	0	0	188.600	188.600	0,00%		
8	Aristotelis Spiliotis	EXECUTIVE MEMBER	INVESTMENT	0	50.000	NO	€1.031	NO	0	81.400	0	0	0	131.400	131.400	0,00%		
9	Nikolaos Voutyhtis	NON-EXECUTIVE MEMBER	INVESTMENT, NOMINATIONS	0	60.000	NO	No insurance	NO	0	0	0	0	0	60.000	60.000	0,00%		
10	Tatiana Karapanagioti	INDEPENDENT NON-EXECUTIVE MEMBER	ESG	0	50.000	NO	No insurance	NO	0	0	0	0	0	50.000	50.000	0,00%		
11	Andreas Taprantzis	INDEPENDENT NON-EXECUTIVE MEMBER	AUDIT, REMUNERATION	0	60.000	NO	No insurance	NO	0	0	0	0	0	60.000	60.000	0,00%		
12	Marina Sarkisian Ohasenoglou	INDEPENDENT NON-EXECUTIVE MEMBER	ESG, NOMINATIONS	0	60.000	NO	No insurance	NO	0	0	0	0	0	60.000	60.000	0,00%		
13	Sofia Kounenaki Eframoglou	INDEPENDENT NON-EXECUTIVE MEMBER	ESG, NOMINATIONS	0	60.000	NO	No insurance	NO	0	0	0	0	0	60.000	60.000	0,00%		
	Total			0	1.370.000				0	610.000	108.000	0	0	2.088.000	2.088.000	0,00%		

* Covered by GEK TERNA S.A. or another company of GEK TERNA Group

*Regarding the total fixed remuneration of Mr. Spyrou for the year 2022, the increase observed compared to the year 2021, is justified due to extraordinary increased obligations for the development of two new projects in Poland and Bulgaria.

Variable Remuneration and Benefits:

No variable remuneration has been granted to the Executive Members of the Board of Directors for the financial year 2022 (such as Bonus, stock option plans under article 113 of Law 4548/2018).

Regarding the program for the distribution of bonus shares to the Company's executives, at the meeting of 27.12.2022 the Board of Directors accepted the Recommendation of the Remuneration Committee of the Company regarding the certification of the achievement of the first three objectives of the Program for the Provision of Free Shares decided by the General Meeting of 16.12.2020 which provides for the issuance of up to 2,500,000 new shares with capitalization of reserves from the issue of shares premium accounts and their free distribution to the beneficiaries, which was subsequently incorporated into the Company's Remuneration Policy. The three objectives achieved correspond to 48% of the shares of the Program and in this regard, the Board of Directors, pursuant to the authority of the General Meeting of 16.12.2020, at its meeting on 18/1/2023 decided the issuance of One Million Two Hundred Thousand (1,200,000) new ordinary voting registered shares of nominal value of thirty cents (€ 0.30) each with capitalization of reserves from the issue of shares premium account, increasing the share capital of the Company by the amount of Euro Three Hundred and Sixty Thousand (€ 360,000) and amending accordingly the Share Capital article 5 of the Company's Articles of Association. The above costs were valued and recognised in accordance with IFRS 2, for 2022, at € 48.8 million.

Comparative Table of Total Annual Remuneration of Members of the Board of Directors

Below is the Comparative Table of Total Annual Remuneration of Members of the Board of Directors of the Company, Fixed and Variable, as well as the Average Annual Gross Remuneration of Employees for the years 2018 - 2022 (article 112 par. 2 b of Law 4548/2018). The Table presents the total remuneration of the members of the Board of Directors, the EBIDTA of the Group, the taxed profits of the Group after minority interests, the Group staff, the gross remuneration and the average annual remuneration of the employees.

YEAR	TOTAL ANNUAL REMUNERATION OF BOD MEMBERS €	EBIDTA OF GROUP* Million €	NET PROFIT OF THE GROUP* Million €	GROUP PERSONNEL	GROSS REMUNERATION OF PERSONNEL €	AVERAGE ANNUAL REMUNERATION OF EMPLOYEES €
2022	2.088.000	116,3	21,6	427	9.905.374	23.198
2021	1.616.790	161,8	69,4	355	8.625.988	24.299
2020	1.056.984	194,7	71,8	334	8.666.236	25.947
2019	1.092.889	182,0	51,6	311	7.515.027	24.164
2018	726.466	167,9	44,9	257	6.240.633	24.283

* The amounts are related with the results from continuing operations.

Approval and Publication of the Remuneration Report

According to article 112, par. 3 of Law 4548/18, the remuneration report is submitted for discussion at the ordinary general meeting of shareholders, as one of the subjects of the agenda. The shareholders' vote on the remuneration report is of advisory nature. The Board of Directors must explain in the next Remuneration Report, the way the above result of the vote was considered at the ordinary general meeting.

According to article 112, par. 4 of L.4548/18, this Remuneration Report together with the date and the results of the advisory vote of the General Meeting of Shareholders is subject to publication formalities and remains available on the Company's website for at least the period provided by the above provision. The Remuneration Report does not include specific categories of personal data within the meaning of Article 9 (1) of Regulation (EU) 2016/679 of the European Parliament and of the Council (L 119/1) or personal data relating to the marital status of members of the Board of Directors of the Company. The Company processes personal data of the members of the Board of Directors (BoD) included in the Remuneration Report based on the article 112 to increase the corporate transparency regarding the remuneration of the members of the Board of Directors, and also in order to strengthen the accountability of the BoD members and the supervision of shareholders on these remunerations. Without prejudice to any longer period provided by a special provision, the Company does not disclose personal data included in the Remuneration Report, after ten (10) years from the publication of this Remuneration Report. According to article 112, par. 6 of the law, the Members of the Board of Directors ensured that the Remuneration Report was prepared and is expected to be published, in accordance with the requirements of the provisions of article 112, par. 6 of Law 4548/2018.