

**INVITATION**  
**to the Shareholders of the Société Anonyme**  
**«GEK TERNA S.A.»**  
**G.E.MH 253001000**  
**to Extraordinary General Assembly**

According to Law and the Articles of Incorporation, the Board of Directors of the company named “**GEK TERNA S.A.**” and the distinctive title “**GEK TERNA**” (the “**Company**”), invites the Shareholders of the Company to **Extraordinary General Assembly** on **Wednesday, 23 October 2024**, at **11.00 am**, to be held at the headquarters of the Company, 85 Mesogeion Ave., Zip Code 115 26, Athens, and through real-time remote teleconferencing, for discussion and resolution in relation to the following sole item in the Agenda:

Resolution in relation to the approval of:

- (a) the sale and transfer to the société anonyme with the name “Masdar Hellas Single Member Société Anonyme” (the “**Purchaser**”) of all the shares held by the Company in the société anonyme “TERNA ENERGY Société Anonyme Industrial, Commercial and Technical Company S.A.” and
- (b) the entry into the relevant sale purchase and covenants agreement dated 20.6.2024 (the “**SPCA**”) between the Company, the Purchaser and “MASDAR TRIDENT HOLDING RSC LIMITED” (as a guarantor in favor of the Company) and of the relevant agreements included in the SPCA.

The effectiveness of the SPCA and the relevant transactions are subject to the receipt of the required approvals and the other conditions precedent provided in the SPCA.

The Company informs the shareholders that they can also participate remotely in the General Assembly and the voting, before and during the Assembly, by audio-visual and electronic means (teleconference), in accordance with the procedures defined in this Invitation.

In case the required quorum is not achieved, the Repeat General Assembly will take place on Thursday, 31 October 2024, at 11.00 am at the same place and with the same procedure.

According to article 121 par. 4 of law 4548/2018, the Company informs its shareholders about the following:

**A. Right to participate and vote in the extraordinary general assembly**

Only the individuals and legal entities registered as shareholders at the beginning of the fifth (5<sup>th</sup>) day prior to the date of the Extraordinary General Meeting, i.e. 18 October 2024 (“**Record Date**”) will be eligible to participate and vote.

For the Repeat General Assembly on 31 October 2024, the shareholder’s capacity must exist at the start of 18/10/2024 (record date), i.e. the fifth (5<sup>th</sup>) date prior to the date of the initial Assembly (according to the provision of article 124 par. 6 of law 4548/2018, as the date of the Repeat General Assembly is not more than thirty (30) days from the initial General Assembly).

A shareholder entitled to participate in the General Meeting and to exercise the right to vote is considered to be a shareholder vis-à-vis the Company who is registered on the Record Date in the

Dematerialized Security System (D.S.S.) of the Hellenic Central Securities Depository (ATHEXCSD) or the person identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Regulation of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

Qualification as a shareholder may be evidenced by any legal means and in any case through information directly received by the Company up to and before the start of the General Assembly from the ATHEXCSD, or through the aforementioned intermediaries in accordance with the regulation above. A shareholder may participate in the General Assembly based on confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary, unless the Assembly refuses such participation for an important reason that justifies the refusal to comply with the written provisions (art. 19 par. 1 Law 4569/2018, art. 124 par. 5 Law 4548/2018).

The exercise of these rights does not require the blocking of shares or any other process, which restricts the shareholders' ability to sell and/or transfer shares during the period between the record date and the date of the General Assembly.

Shareholders who do not comply with the deadline of paragraph 4 of article 128 of Law 4548/2018, i.e. did not submit in writing or by electronic means the possible appointment of a representative or agent to the Company, at least forty-eight (48) hours before the appointed meeting date of the General Assembly, participate in the General Assembly unless the General Assembly refuses this participation for an important reason that justifies its refusal.

## **B. Minority shareholders' rights**

Ahead of the upcoming Extraordinary General Assembly of the Company's shareholders on 23/10/2024, detailed information regarding the rights of the Shareholders of par. 2, 3, 6 and 7 of article 141 of law 4548/2018 is listed below:

(a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the company is required to include in the agenda of the General Assembly additional items, if the relevant request is communicated to the Board by 8/10/2024, i.e. at least fifteen (15) days before the date of the General Assembly. The request for additional items must be accompanied by a justification or a draft resolution to be approved by the General Assembly and the revised Agenda should be published in the same way as the previous Agenda, by 10/10/2024, i.e. thirteen (13) days before the date of the above General Assembly and at the same time will be released on the Company's website ([www.gekterna.com](http://www.gekterna.com)), along with the justification or the draft decision submitted by shareholders in accordance with article 123 par. 4 of law 4548/2018. If these additional items of the agenda are not published, the requesting shareholders are entitled to request the postponement of the General Assembly in accordance with paragraph 5 of article 141 of law 4548/2018 and to make the publication themselves at the expenses of the Company.

(b) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Company's Board of Directors discloses to the shareholders in accordance with article 123 par. 3 of law 4548/2018, by 16/10/2024 at the latest i.e. at least seven (7) days before the date of the General Assembly, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board by 17/10/2024, i.e. at least six (6) days before the date of the General Assembly.

(c) At the request of any shareholder submitted to the Company until 17/10/2024, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested specific information regarding the affairs of the Company, insofar as such information is relevant for the proper assessment of the items on the agenda. The Board of Directors has the right to refuse to provide such information for a substantial reasonable cause, which is indicated in the Minutes. The Board of Directors has the right to respond collectively to shareholders' requests with the same content. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Also, at the request of shareholders, representing one-twentieth (1/20) of the paid-up capital, the Board of Directors may be requested to announce at the Extraordinary General Assembly, the amounts paid during the last two years to each member of the Board of Directors or to the directors of the Company, as well as any provision to these persons from any cause or contract of the Company with them.

In all of the above cases, the Board of Directors may refuse to provide the information for a sufficient substantial reason, which is recorded in the minutes. In the cases of this paragraph, the Board of Directors may respond uniformly to shareholder requests with the same content.

(d) At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is communicated to the Company by 17/10/2024, i.e. at least five (5) full days before the General Assembly, the Board of Directors is obligated to provide to the General Assembly the requested information regarding the corporate affairs and assets and liabilities of the Company. The Board of Directors has the right to refuse to provide such information for a sufficient substantial cause, which is indicated in the minutes.

In any event, in exercising the relevant right, the shareholders must prove their shareholder status and, except for the first indent of paragraph (c) above, the number of shares, they hold. Proof of shareholder status may be evidenced by any legal means and, in any event, on the basis of information received by the Company from the Dematerialized Securities System, provided it provides registry services, or through the participants and registered intermediaries in the Dematerialized Securities System ("DSS") in any other case.

The above minority rights may also be exercised by associations of shareholders in their own name but on behalf of their members if their members have the number of shares required to exercise the rights. A minority right is not considered the right that may be exercised by each Shareholder. The association must have communicated its valid constitution and its articles of association to the Company, of which its members are shareholders, one month before exercising the above rights. The statement of exercise right must indicate the names of the shareholders, on whose behalf the right is exercised.

### **C. Procedure for proxy voting**

Shareholders may participate in the General Assembly and vote either in person or by proxy. Each shareholder, individual or legal entity, may appoint up to three (3) proxies for only one General Assembly or for any Assemblies that take place within a specific timeframe. In cases where a shareholder owns Company shares that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder. The provision of power of attorney is freely revocable. A proxy acting for several Shareholders may vote differently for each Shareholder.

Proxies cast their votes according to the Shareholders' instructions, provided same are given, and are obliged to record the voting instructions for at least one (1) year following the submission of the General Assembly's Minutes to the relevant Authority or if a Resolution is subject to publicly from its registration with the General Commercial Registry. The non-compliance of a Proxy to instructions provided by the Shareholder does not affect the validity of the General Assembly's resolutions even if the Proxy vote was decisive for the resolution. Regarding the appointment and revocation or replacement of the representative and the obligations of the shareholder's representative, the provisions of article 128 paragraphs 4 and 5 of Law 4548/2018 apply.

Before the commencement of the General Assembly, the proxy must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder.

A conflict of interest may arise in particular when the Proxy: (a) is a controlling shareholder of the Company or is another controlled entity by such shareholder; (b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder or a controlled entity by such shareholder; (c) is an employee or an auditor of the Company, or of a controlling shareholder or a controlled entity by such shareholder; (d) is the spouse or a relative of the 1<sup>st</sup> degree of any natural person referred to in (a) to (c) hereinabove.

The appointment and revocation of a Shareholder's Proxy shall be made in writing and notified to the Company in the same form, at least forty-eight (48) hours before the date of the General Assembly meeting or, in the case of shareholders identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by mediators.

Specifically for the shareholder's participation by proxy in the General Assembly of 23/10/2024 or the possible Repeat General Assembly, remotely in real time via teleconference, or for the shareholder's participation by proxy in voting on the issues of the General Assembly to be held before the General Assembly, the shareholder or the Participant of the Securities Account in DSS or other intermediary acting as the shareholder's custodian through which his shares are held may appoint up to one (1) representative, whose appointment is required to be made at least forty-eight (48) hours before the date of the General Assembly meeting.

Upon receipt of the above information by the Company and based on the representative's email address and mobile phone number as stated in the representation form, the Company will create a representative account on the electronic platform which will be notified by email so that to activate his account to be able to exercise shareholder rights.

The proxy form will be available to shareholders in electronic form on the Company's website <http://www.gekterna.com/investor-relations/shareholders-information/shareholders-meetings/>. The said form, filled in and signed by the shareholder, must be filed with the Company, specifically to the Company's Shareholders' Department (address: 85 Mesogeion Str. Athens), or in the email address [ir@gekterna.com](mailto:ir@gekterna.com), or sent by fax to: + 30 210-6968076 at least forty-eight (8) hours before the date of the General Assembly. The relevant shareholder is advised to confirm that the proxy form has successfully been submitted and received by the Company, by calling at + 30 210-6968457.

**D. Participation and exercise of voting rights in the general assembly remotely in real Time via video conference**

In order for the shareholders to participate and vote in the Extraordinary General Meeting of 23 October 2024 or any Repetitive General Assembly, which will take place via real time video conference without physical presence, it is required to create and use an electronic account of the shareholder or any representative on the electronic platform developed by the Hellenic Stock Exchange Group Athens Stock Exchange SA for the provision of services for conducting general assemblies from a distance in real time through video conferencing to listed companies on the website <https://axia.athexgroup.gr>.

The internet platform is provided by ATHEXCSD, while the Zoom Meetings from Zoom Video Communications Inc is used for the video conference.

To access the electronic platform, a computer or mobile phone (smartphone) or tablet type is required, with an installed internet browsing application (browser) and the possibility of internet access. Creating the account of the shareholder or his representative on the above electronic platform requires a valid e-mail address (email) and the mobile phone of the shareholder or any of his representative.

In case that upon entering the electronic platform the above data entered by the shareholder cannot be verified against the data registered in the Dematerialized Securities System or with the identification data and have been notified to the Company by the Hellenic Central Securities Depository S.A. or through intermediaries, as part of the shareholder identification facilitation services at general meetings at a distance provided to the listed companies, the shareholder must update or update his / her above data in order to create the account.

For this purpose and to avoid malfunctions, the shareholders are requested to contact the Participant of the Securities Account at D.S.S. or another intermediary acting as custodian of the shareholder through whom their shares are held, in order to disclose and / or update their valid email address and mobile phone number for identification.

Further instructions for participation in the General Assembly by teleconference will be posted on the Company's website and will be sent by the Company via email to the shareholders who have completed the above procedure and are entitled to participate in the Extraordinary General Assembly or any Repeat.

Shareholders can contact the Company's Shareholder Services Department for any questions and information via email at [ir@gekterna.com](mailto:ir@gekterna.com) or by phone at +30 210 6968457.

Also, from the publication of the present until the end of the General Assembly there will be a help desk to provide information and support to shareholders and their representatives for issues related to the General Assembly (i.e. connection, voting etc.) at +30 210 33.66.426 or by e-mail to [axiaeshareholdersmeeting@athexgroup.gr](mailto:axiaeshareholdersmeeting@athexgroup.gr).

On the date of the General Assembly, the Shareholders, in order to participate in its work, should connect in time via the Online Platform, at least fifteen minutes (15') before the start time of the General Meeting announced in this Invitation and declare the number of voting rights with which they will participate in the General Assembly and vote and, if they wish to modify it (towards the smallest).

The shareholders who will participate in the General Assembly via real-time video conference, are taken into account for the formation of the quorum and the majority and will be able to effectively exercise their rights during the General Assembly.

Shareholders who have successfully connected to the online platform will be able to participate in the General Assembly via real-time video conferencing via a link that will be sent to them via email. By activating the teleconferencing application (Zoom) via the link at the beginning of the General Assembly, the shareholders will be able to:

- a) monitor by electronic or audiovisual means the conduct of the General Assembly,
- b) take the floor and address the General Assembly orally during the General Assembly, while at the same time through the online platform they will be able to:
- c) vote in real time during the General Assembly on the items on the agenda, and
- d) receive information on the registration of their vote.

#### **E. Procedure for remote participation in the voting held before the general assembly (Letter Vote)**

It is possible to participate in the General Assembly from a distance by audiovisual and electronic means (teleconference), as well as to participate in the voting before the Assembly, as provided by no. 126 Law 4548/2018.

Shareholders wishing to participate remotely in the voting on the items of the General Assembly that will be held before the General Assembly, can use the following options:

- a) to exercise the right to vote before the General Assembly through the online platform <https://axia.athexgroup.gr> in which they will have previously created an account and have successfully registered according to the above, no later than twenty-four (24) hours before the date of the General Assembly (i.e. no later than 22 October 2024 at 10:59 am).
- b) to fill in and submit the "Letter of Voting Form", which is available on the Company's website, at: <https://www.gekterna.com/en/investor-relations/shareholders-information/shareholders-meetings/> , to the Company at 85 Mesogeion Ave. in Athens or send to fax: 210-6968076 or at [ir@gekterna.com](mailto:ir@gekterna.com) , at least twenty-four (24) hours before the date of the General Assembly (i.e. no later than 22 October 2024 at 10:59 am).
- c) or to participate on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who vote according to the above before the General Assembly are taken into account for the formation of the quorum and majority, only if the relevant votes have been received by the Company no later than 22 October 2024 at 10:59 am.

It is noted that the shareholders who wish to appoint representatives to participate remotely in the voting on the issues of the General Assembly to be held before the General Assembly, will be able to appoint up to one (1) representative, who must be appointed at least forty eight (48) hours before the date of the General Meeting (i.e. no later than 21 October 2024 at 10:59 am).

After this deadline, it will not be possible to participate through a representative in the voting that will take place before the General Assembly.

Shareholders can contact the Company's Shareholder Services Department for any questions and instructions via email at [ir@gekterna.com](mailto:ir@gekterna.com). The shareholders are reminded that they are responsible for receipt of the confirmation of the successful sending of the "Form of Letter Voting" and its receipt by the Company and for this purpose they can call at: +30 210 6968457 (Shareholder Service Department).

Upon confirmation of the shareholder status of each beneficiary, instructions for attendance during the General Assembly will be sent to the Shareholder or Representative. Any beneficiary (Shareholder

or Representative) may attend the General Assembly by using audiovisual and electronic media, from its beginning at 11:00 am on 23 October 2024 until its end, by entering online the link to be sent to the email address they have notified.

Any beneficiary (Shareholder or Representative) may also address the General Assembly by submitting questions either in writing or at least forty-eight (48) hours prior to the scheduled date of the General Assembly at the Company's offices, to the Shareholder Service Department, or by fax to 210 6968076, or by sending an email to [ir@gekterna.com](mailto:ir@gekterna.com), or during the meeting using audiovisual and electronic media.

It is noted that the assembly's official language is Greek.

**F. Available documents and information**

The information referred to in article 123 par. 3 and 4 of law 4548/2018, the Invitation, the total number of current shares and voting rights, the forms for proxy voting, the form for Letter Vote, the description of the agenda items and the draft decisions of the General Assembly are available in electronic form at the Company's website (<https://www.gekterna.com/>).

The full text of such information, namely the documents to be submitted to the General Assembly and the draft resolutions on the items of the agenda is available in hardcopy at the Shareholder's Department of the Company, at 85, Mesogeion Ave., Athens (tel. +30 210-6968457), where shareholders can obtain copies.

**Athens, 2.10.2024**  
**For the Company**