

Announcement

TERNA ENERGY FINANCE S.A (hereinafter, the “Company”)

Information regarding the resolutions of the reiterative Bondholders Meeting of the common bond loan of an amount of €150,000,000 of the Company (hereinafter, the “CBL”)

The Company announces that on 15th December 2023 the reiterative Meeting of the Bondholders of the bond loan issued pursuant to the Common Bond Loan Programme of an amount up to €150,000,000 and Agreement on Appointment of the Bondholder Agent, dated 10.10.2019 (hereinafter, “CBL Program”), which had been held in a hybrid manner with the presence of the Bondholders at the offices of the Bondholders’ Agent, Hellenic Central Securities Depository S.A, located at 110, Athinon Avenue, 104 42 Athens, and with the option of the Bondholders to participate in real-time by videoconference, in accordance with the provision of Article 125 par. 1 of Law 4548/2018.

Bondholders representing 41,190 bonds, out of 150,000 bonds in total, i.e 27.46% of the total outstanding principal amount of the CBL at the time of the Meeting, participated in the reiterative Meeting, either in person or by proxy. The sole item of the agenda was voted in favor by Bondholders representing 41,011 bonds, i.e. 99.57% of the bonds represented during the reiterative Meeting, and it was voted against by Bondholders representing 179 bonds, i.e. 0.43% of the bonds represented during the reiterative Meeting.

In particular, the reiterative Bondholders Meeting of the CBL resolved the following:

On the sole item of the agenda, the reiterative Meeting granted the Bondholders’ approval to the following amendments to the CBL Programme and the authorization to the Bondholders’ Agent to sign the CBL Programme amendment agreement:

- (i) Amendment of the definition “Material Change” (provided in clause 1.8 of the CBL Programme) with the addition of a second case as follows:

“**Material Change**” means:

(a) the withdrawal, replacement, removal, resignation, in any way, of Mr. George Peristeris from the position of the Chairman and executive member of the Board of Directors of the Guarantor (including his non-election and appointment in the above position), and/or the discontinuation and/or amendment of the competences and duties already assigned to him by the Guarantor’s Board of Directors in relation to the management, administration and representation of the Guarantor in accordance with the law and the articles of association, as same are carried out and implemented on the date of the Programme. In case the above discontinuation or amendment of the competencies and duties of Mr. George Peristeris is due to death, illness or body injury, this is not considered to be a Material Change and/or

*(b) GEK TERNA SA and Mr. Georgios Peristeris no longer having the right to exercise (directly or indirectly) cumulatively at least 33.3% of the Guarantor’s voting rights”.*¹

- (ii) Deletion of clause 9.2.1. of the CBL Programme.

- (iii) Deletion of clause 9.2.3 of the CBL Programme.

Athens, 15 December 2023

¹ The additions are marked as underlined text.