

TERNA ENERGY FINANCE S.A

(hereinafter, the “Company” or the “Issuer”)

Invitation of the Bondholders of the common bond loan of an amount of €150,000,000 (hereinafter the “CBL”), which the Company has issued by virtue of the Common Bond Loan Programme of an amount up to €150,000,000 dated 10.10.2019 and Agreement of Appointment of the Bondholders’ Agent (hereinafter, the “CBL Programme”)

The TERNA Energy Group (the “Group”) is the largest RES Group in the country, with a portfolio of projects in operation, under construction or in the pipeline, exceeding 2.0 GW while the total portfolio including projects of various technologies at various stages of maturity exceeds 12.0 GW. The Group has a long-term experience in the field with a high performance historically, as well as a high-level know-how, which allows the Group to successfully carry out the most complex and demanding projects that it undertakes.

During 2022 the turnover amounted to 298.0 million EUR while the operating EBITDA from the Group’s continuing operations for the year 2022 amounted to 164.7 million EUR.

The financial position and prospects of the Group since the issuance of the CBL have improved significantly considering:

(A) The successful implementation of significant investments by the Group, resulting in the further strengthening of the long-term and recurring incoming cash flows and, consequently, of the Issuer’s ability (as part of the Group) to duly meet its obligations from the CBL, as the Group has now secured or is developing particularly large-scale projects - milestones such as:

- The Kafireas wind farm complex, with a total capacity of 330 MW, which is also the largest wind farm in the country, whose operation has already started.
- The pumped storage project in Amfilochia, the first of its kind in the country and one of the largest in Europe with a total capacity of 680 MW, the construction of which has begun.
- The Agia Triada photovoltaic park with a total capacity of 470 MW, which is one of the largest projects of its kind in the country.
- The hybrid project in Amari, Crete, with a total capacity of 130 MW, which is the first hybrid project in the country combining a wind farm and a pumped storage.

(B) The significant upgrade of the targets for the installation of RES on a global level during the last years and the promoted significant acceleration of the green transition especially after the energy crisis of 2021-22. Indicatively:

- The proposal of the EU Commission to revise the penetration of energy from RES as a percentage of the total consumption to 40% in 2030, compared to the previous target of 32%. More recently, the European Parliament set the target even higher at 42.5%.
- The Greek Government presented the draft for the revision of the National Energy and Climate Plan in January 2023 aiming to increase the installed RES capacity in the country to 25 GW by 2030 (against a previous target of 19 GW by 2030), with the RES covering around 80% of demand for electricity and 45% of total demand for energy.

(C) The significant upgrade of the investment plan of the Group, who now aims to increase the installed capacity to over 6.3 GW by the end of 2029 (compared to 0.9 GW at the end of 2022) with an intermediate target of 3.3 GW at the end of 2025, planning the total addition of over 5.4 GW through new projects during 2023-29. The implementation of this investment plan is expected to drive the

operating EBITDA to levels exceeding 700 million EUR during 2029. It is noted that in the previous business plan (2019) the installed capacity was planned to reach 1.3 GW in 2025 with operating EBITDA at the level of 300 million EUR.

The significant improvement of the Group's financial position and prospects has also led to a significant increase in its market capitalization, which now exceeds 1.7 billion EUR compared to approximately 800 million in October 2019 when the CBL was issued.

Taking into account the significantly different financial status of the Group based on the above and, in particular, its enhanced growth prospects and its diversified business plan, the Company proposes the amendment of certain terms of the CBL Program, given that these terms now have only a marginal contribution to the protection of the interests of the CBL Bondholders, while they are significantly limiting the flexibility of using the Group's cash reserves and the effective implementation of its business plan. It is the Company's opinion that the amendment of such terms is a necessary adjustment of the CBL Program to its current status and prospects.

In this context, it is proposed to remove the following obligations and restrictions:

- To abolish the Net Debt to EBITDA ratio
- To abolish the Debt Obligations-to-Equity ratio

It is also proposed to amend the definition of the "Material Change", to which a second case of such a change is added.

In accordance with clauses 12.10 and 12.12 of the CBL Programme, the Company's Board of Directors invites the Bondholders to **a Bondholders' Meeting, on 12.12.2023, Tuesday, at 14:00 p.m.**, which will be held in a hybrid manner, i.e. 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 possibility for the Bondholders to participate by real-time teleconference, in accordance with the provision of Article 125 para. 1 of Law 4548/2018, to discuss and decide on the following agenda item:

Sole Agenda Item: Approval of the following amendments to the CBL Programme and granting of an 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.

In the event that the quorum provided in the CBL Programme is not reached, the Bondholders are invited to a **repetitive Bondholders' Meeting**, which will also be held in a hybrid manner with the presence of the Bondholders at the offices of the Bondholders' Agent and with the possibility for the Bondholders to participate by real-time teleconference, **on 15.12.2023, Friday, at 14:00 p.m.**, to discuss and decide on the sole item on the agenda, without publishing a new invitation.

Capitalized terms included in this invitation without being defined shall have the same meaning as that attributed thereto in the CBL Programme.

A. Required quorum and majority

Pursuant to the terms of the CBL Programme, the Bondholders' Meeting is quorate and validly decides on the above item of the agenda if one or more Bondholders, whose participation in the total outstanding nominal value of the Bonds equals to or exceeds 50% of the total outstanding principal amount of the CBL, are present at the meeting. In the event of a repetitive meeting, the Bondholders' Meeting shall be quorate and validly make decisions if Bondholders, whose participation in the total outstanding nominal value of the Bonds equals or exceeds 20% of the total outstanding principal amount of the CBL, are present at the meeting.

Pursuant to the terms of the CBL Programme, if the Bondholders' Meeting is quorate, a decision on the sole item on the agenda requires a resolution of the majority of the Bondholders, i.e. Bondholders holding at the first Meeting 50.01% of the total outstanding capital of the Bond Loan, and in the event of a repetitive meeting, 50.01% of the nominal value (capital) of the Bonds represented.

B. Right to participate and vote in the Bondholders' Meeting

Both in the Bondholders' Meeting on 12.12.2023 as well as in the possible repetitive Bondholders' Meeting on 15.12.2023, those who appear as holders of Bonds in the records of the Dematerialized Securities System (D.S.S.) managed by the company "Hellenic Central Securities Depository S.A." (ATHEXCSD) or those identified as such through registered intermediaries or other intermediaries, subject to the provisions of the relevant legislation, at the beginning of the fifth day prior to the date of the meeting of the initial Bondholders' Meeting, i.e. on 07.12.2023 (**Record Date**), are entitled to participate and vote, without any requirement to restrict their Bonds.

Proof of the qualification as a Bondholder may take place by any lawful means and, in any event, on the basis of the information received by the Bondholders' Agent prior to the commencement of the Bondholders' Meeting from ATHEXCSD or through the aforesaid intermediaries.

Bondholders may attend the Bondholders' Meeting in person or by proxy, in the latter case by completing and signing the relevant proxy form, which is available on the website provided below in section C.

¹ The additions are marked as underlined text.

For the participation of each Bondholder in the Bondholders' Meeting, any **authorisation and representation documents** (as well as **any authorizations for the participation in the Bondholders' Meeting by proxy or any recall thereof** as referred to in section C) shall be filed at the offices of the Bondholders' Agent, "Hellenic Central Securities Depository S.A." and the distinctive title "ATHEXCSD" (110, Athinon Avenue, Athens 104 42, to the attention of Mrs. Maria Gyftonikolou, tel. +30 2103366426, email: bondholders_rep@athexgroup.gr) or sent by e-mail to the above e-mail address, no later than forty-eight (48) hours before the date set for the Bondholders' Meeting, i.e. **by Sunday, 10.12.2023 at 14:00 p.m.** The above shall apply mutatis mutandis in the event of a repetitive meeting, i.e. the deadline for the filing / dispatch shall expire on 13.12.2023 at 14:00 p.m.

A Bondholder holding a stake representing at least $\frac{1}{4}$ of the share capital of the Company and/or the Guarantor shall be deprived of the right to vote at the Bondholders' Meeting.

C. Procedure for participation by proxy

Each Bondholder entitled to participate as described above shall attend the Bondholders' Meeting and vote either in person or by proxy.

Each Bondholder may appoint up to three (3) proxies. However, if the Bondholder holds Bonds appearing in more than one securities account, this restriction shall not prevent the Bondholder from appointing different proxies for Bonds appearing in each securities account in connection with the Bondholders' Meeting. A proxy acting for more than one Bondholders may vote differently for each Bondholder.

The Bondholder proxy is required to disclose to the Bondholders' Agent before the beginning of the Bondholders' Meeting any specific fact which may be useful to the Bondholders in assessing the risk that the proxy may serve interests other than the interests of the represented Bondholder. A Bondholder may not be represented at the Bondholders' Meeting by a person who has the status set out in paragraph 2 of article 99 of Law 4548/2018 in relation to the Company.

The recall of a proxy appointed to attend the Bondholders' Meeting shall take place in writing and shall be notified to the Bondholders' Agent.

The form to be used by the Bondholders for the appointment of a proxy in relation to the Bondholders' Meeting (the "**Proxy Appointment Form**") is available on the website <https://www.ternaenergy-finance.com/index.php/en/news-announcements> and in hard copy at the Company's offices at 124 Kifisias Avenue, Athens.

Specifically for the participation of a Bondholder by proxy in the Bondholders' Meeting on 12.12.2023 or in any repetitive meeting, remotely in real time via teleconference, each Bondholder may appoint up to one (1) proxy. The Proxy Appointment Form, completed and signed, **with proof of signature certified by a public administrative authority or Citizens Service Centre ("KEP") or digitally signed with digital document certification through the platform gov.gr or digitally signed using a qualified digital signature (qualified certificate)** as well as any notice of a proxy recall, shall be filed with the Bondholders' Agent "Hellenic Central Securities Depository S.A." (110, Athinon Avenue, 104 42 Athens) to the attention of Mrs. Maria Gyftonikolou, or by e-mail to the address bondholders_rep@athexgroup.gr **no later than forty-eight (48) hours before the Bondholders' Meeting, i.e. by 10.12.2023 at 14:00 p.m. and in case of a repetitive Meeting by 13.12.2023 at 14:00 p.m.**

Bondholders are requested to arrange for confirmation of the successful dispatch of the Representative Appointment Form (or the proxy recall) by calling +30 2103366426.

For the participation of the Bondholder by proxy remotely in real time via teleconference (as per section D), upon receipt of the above information by the Bondholders' Agent and based on the e-mail address and mobile phone number of the proxy, as stated in the Proxy Appointment Form, an account of the proxy is created in the online platform; the proxy will be notified via e-mail to activate their account so that they can exercise the rights of the Bondholder pursuant to the above.

D. Real-time remote participation and voting process via teleconference

In order for each Bondholder to participate in the Bondholders' Meeting remotely in real time via teleconference, the creation and use of an account of the Bondholder in the online platform developed by the Hellenic Stock Exchange Group - Athens Exchange S.A. for the provision of services for the holding of General Meetings remotely in real time via teleconference to issuers on the website <https://axia.athegroup.gr> is required.

The web platform is provided by the company "Hellenic Central Securities Depository S.A.", while the Zoom meetings service from Zoom Video Communications Inc is used for videoconferencing.

Access to the web platform requires a computer or a smartphone or a tablet, with an installed web browser and internet access. For the creation of the Bondholder's account in the web platform, the valid e-mail address and mobile phone number of the Bondholder is required.

In the event that upon entering the online platform the above data entered by the Bondholder are not identical with the data registered in the Dematerialized Securities System (D.S.S.) or with the identification data, which have been disclosed to the Company by the Hellenic Central Securities Depository S.A. or through intermediaries, within the framework of the services of facilitating the verification of the identification of shareholders in remote meetings that it provides to the issuing public limited companies in accordance with the No. 8 decision of the Board of Directors of H.C.S.S.C "Technical terms and procedures for the provision of the Registry Service, Corporate & Other Related Transactions", the Bondholder must inform and/or update the above data in order to create the account.

For this purpose and to avoid any malfunctions, the Bondholders are requested to contact without delay the Participant of the Securities Account of the D.S.S. in which they hold the Bonds or any other intermediary that provides custody services for the Bonds, if applicable, in order to communicate and/or update their valid e-mail address and mobile phone number for their identification.

Bondholders who have successfully logged in to the online platform will be able to participate in the Bondholders' Meeting in real-time via teleconference through a link sent to them via email.

On the date of the Meeting, the Bondholders must log in to the online platform timely at least fifteen minutes (15') before the starting time of the Meeting as announced in the Invitation and indicate the number of voting rights for which they will participate in the Meeting and vote and, if they wish, modify (to the lesser of) the number of voting rights.

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Bondholders who participate in the Bondholders' Meeting in real-time via teleconference will be taken into account for the purpose of forming a quorum and majority and will be able to effectively exercise their rights during the Bondholders' Meeting, and will have the ability to:

- (i) observe the conduct of the Bondholders' Meeting,
- (ii) speak and address the Bondholders' Meeting during the Bondholders' Meeting,

while at the same time, through the online platform, they will be able to:

- (iii) vote in real time during the Bondholders' Meeting on the sole item on the agenda; and
- (iv) receive an update on the recording of their votes.

Further instructions on how to participate in the Bondholders' Meeting by teleconference will be posted on the website provided above in section C.

Bondholders may contact the Company's Investor Relations Department for any questions and information at the following e-mail address ir.ternaenergy@terna-energy.com or by telephone at (+30) 210 6968457, daily during working days and hours.

Additionally, from the publication hereof until the end of the Bondholders' Meeting, information and support will be provided to the Bondholders at +30 210 33.66.426 or by e-mail at AXIAeShareholdersMeeting@athexgroup.gr.

Athens, 20.11.2023

The Board of Directors