

[This form must be completed and submitted to "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." in its capacity as the Bondholders' Agent by 29.09.2024 at 15.00 at the latest]

To  
HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.  
In its capacity as the Bondholders' Agent  
110 Athinon Avenue, Athens

Attention: Mrs. Maria Gyftonikolou

Tel.: +30 210 3366426

Email: [bondholders\\_rep@athexgroup.gr](mailto:bondholders_rep@athexgroup.gr)

**PROXY APPOINTMENT FORM**

**FOR THE PARTICIPATION IN THE MEETING OF THE BONDHOLDERS OF THE COMMON BOND LOAN OF AN AMOUNT OF €150,000,000 ISSUED BY THE COMPANY "TERNA ENERGY FINANCE S.A. " ON 01.10.2024, OR IN THE EVENT OF A REPETITIVE BONDHOLDERS' MEETING, ON 04.10.2024**

The undersigned bondholder or legal representative of the bondholder of the company "TERNA ENERGY FINANCE S.A." (the "**Company**"):

Full name / tradename of the bondholder	
Father's name (for individuals)	
Tax Identification Number	
Bondholder's account number in the dematerialized securities system	
Number of bonds (if no number is provided, proxy will apply to all bonds registered in the account on the record date)	
Address / Registered office	
Contact phone (mobile)	
Email address	

I hereby appoint the following person <sup>(1)</sup>:

..... son/daughter of ....., residing at ....., street  
..... no. .... holding ID card/passport no. .... issued by  
..... on ....., with email address  
..... and mobile phone number .....

as my proxy and representative, who is authorized and instructed to, acting alone, participate in and represent me at the Bondholders' Meeting, which will be held on **01.10.2024, Tuesday, at 15.00**, or in its repetitive meeting, which will be held on **04.10.2024, Friday, at 11.00 am**, exercise all my rights at their discretion, and in general, take all necessary actions for my lawful participation in the said Bondholders' Meeting, and vote in my name and on my behalf with all voting rights corresponding to

the bonds issued by the Company, of which I am the owner or have the legal or contractual right to vote (e.g., as a pledgee or fiduciary), on the following agenda item only, as follows:

At their absolute discretion

As follows:

Agenda items	Voting Option		
	For	Against	Abstain
<p><b><u>First Agenda Item:</u></b></p> <p>Grant of Bondholder’s consent for</p> <p>(i) GEK TERNA SA and Mr. Georgios Peristeris ceasing to exercise any voting rights in the Guarantor, in the context of the acquisition of – at least – 67% of the shares and voting rights in the Guarantor by “Masdar Hellas Single Member Société Anonyme”, a wholly owned subsidiary of the company “Abu Dhabi Future Energy Company PJSC - Masdar”, as well as to the ensuing changes to the executive powers of Mr. Peristeris (as Executive Chairman of the Guarantor’s Board of Directors), and</p> <p>(ii) the changes in the Guarantor’s corporate purpose (without any amendment to the Articles of Association taking place) and business activity as a result of the Guarantor’s divestment from certain non-core assets, including the Guarantor’s public works construction, waste operating and PPP projects sector and UFBB infrastructure construction sector.</p> <p>Bondholders’ acknowledgement of the non-exercise of the rights described in clause 11.2 (b) (to the extent relevant to the above), (e) and (h) of the CBL Programme due to the above derogations and waiver of any relevant right by the Bondholders.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p><b><u>Second Agenda Item:</u></b></p> <p>Approval to amend the definition of “Material Change” (provided in clause 1.8 of the CBL Programme) to the CBL Programme and granting of an authorization to the Bondholders’ Agent to sign the CBL Programme amendment agreement, provided Closing (as defined in this invitation) takes place:</p> <p><b>“Material Change” means:</b>  <i>“Abu Dhabi Future Energy Company PJSC - Masdar” no longer having the right to exercise (directly or indirectly) at least 33.3% of the voting rights in the Guarantor”.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I also declare that I hereby approve any action taken by my proxy in accordance with this proxy and recognize it as lawful, valid, and effective. <sup>(2)</sup>

Furthermore, I wish to inform the Agent that I have already informed my proxy of the disclosure obligation in the event of the application of paragraph 5 of Article 128 of Law 4548/2018.

This proxy will not be valid in case I have notified the Bondholders’ Agent, with proof of receipt, at least forty-eight (48) hours before the meeting of the Bondholders’ Meeting, of a written recall of this proxy.

..... 2024

The authorizing Bondholder

[signature & full name] <sup>(3)</sup>

**Notes** -----

1. **In particular, for the participation of the bondholder by a proxy in the Bondholders’ Meeting on 01.10.2024 or the repetitive Bondholders’ Meeting on 04.10.2024, which are conducted in a hybrid manner, with physical presence at the headquarters of the Bondholders’ Agent and with the option for Bondholders to participate remotely by real-time teleconference, the bondholder may appoint up to one (1) proxy.**
2. The signed "PROXY APPOINTMENT FORM" and the notification of the recall or replacement of the bondholder's proxy through the "RECALL OF PROXY APPOINTMENT" form must be submitted to "Hellenic Central Securities Depository S.A." in its capacity as the Bondholders' Agent, at 110 Athinon Avenue, Athens, Attention: Mrs. Maria Gyftonikolou, no later than forty-eight (48) hours before the scheduled date of the Bondholders’ Meeting, i.e., by 15.00 on 29.09.2024, and in the case of a repetitive Bondholders’ Meeting by 11.00 am on 02.10.2024.

Each bondholder is requested to ensure the successful delivery and receipt of the "**PROXY APPOINTMENT FORM**" by the Agent by calling +30 210 3366426.

3. In addition (for legal entities): name of the legal entity, full name, and position of the legal representative.