



EMPOWERMENT
for REPRESENTATION OF SHAREHOLDERS – VOTING FORM
in the EXTRAORDINARY GENERAL ASSEMBLY
of the 6th of NOVEMBER 2024

I, the undersigned shareholder with the following data:

Email:

SURNAME OF PERSON / NAME OF LEGAL ENTITY

ADDRESS OF RESIDENCE/ REGISTERED OFFICE.....

ID / Reg. No

NUMBER OF SHARES.....

SHAREHOLDER'S SAT No

SHAREHOLDER'S Account No.....

NAME AND SURNAME OF LEGAL REPRESENTATIVE(S) (applicable to legal entities only):

.....

I hereby empower the following representative /es:

REPRESENTATIVES' DATA:

Table with 3 columns: NAME - SURNAME, ID Nr, ADDRESS. Rows 1, 2, 3.

Description of the voting procedure in case of empowerment of more than one representatives

(To be analytically described.

E.g. All the representatives act collectively or each of them separately, in case more than one representative attend the Assembly, each of them acts separately, the first excludes the second and the second the third and so on)

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to represent the undersigned in the Extraordinary Shareholders General Assembly of «TERNA ENERGY S.A.», which will take place on Wednesday 6, 2024, and at 11:00 a.m. as well as in any other Assembly after postponement or continuation of the above and to vote on my behalf with the total or part of the shares of "TERNA ENERGY SA", which I own, or the voting rights of which I hold by virtue of law or contract, in the item of the Agenda as follows:

Please send the present to the Company's Shareholders' Department 48hrs before the Extraordinary General Assembly in the email IR.TernaEnergy@terna-energy.com or by fax at 210 6968076 or by post to the registered offices of the Department at 85, Messogion Ave., 115 26, Athens.

AGENDA ITEM	FOR	AGAINST	ABSTAIN	AT HIS SOLE OPTION
<p>1. Resolution in relation to:</p> <p>(a) the approval of the Draft Demerger Agreement dated 25.09.2024 through spin-off of (i) the public works construction, waste management and public private partnerships (PPP) projects sector (the “Sector A”) and its contribution to the 100% subsidiary entity under the name “TERNA ENERGY ASSET MANAGEMENT SA” (the “Beneficiary By Absorption”) and (ii) the ultra-fast broadband infrastructure construction business sector (the “Sector B”) through the incorporation of a new entity (the “Beneficiary By Incorporation”), pursuant to Law 4601/2019, article 52 of Law 4172/2013, article 61 of Law 4438/2016, and Law 4548/2018, as in force, together with the transformation balance sheets of 31.05.2024, the valuation reports dated 23.09.2024 pursuant to article 17 of Law 4548/2018, the reports on the terms of the Draft Demerger Agreement dated 23.09.2024 pursuant to article 62 of Law 4601/2019 and the Board of Directors’ report on the demerger dated 25.09.2024 pursuant to article 61 of Law 4601/2019;</p> <p>(b) the approval of the demerger of the Company through spin-off of (i) Sector A and its contribution to the Beneficiary By Absorption, and (ii) Sector B through the incorporation of the Beneficiary By Incorporation, pursuant to Law 4601/2019, article 52 of Law 4172/2013, article 61 of Law 4438/2016, as well as Law 4548/2018, as in force;</p> <p>(c) the approval of the draft articles of association of the Beneficiary By Incorporation;</p> <p>(d) the approval of all the decisions and actions taken to date by the Board of Directors as well as the Company’s representatives in relation to the abovementioned demerger; and</p> <p>(e) the granting of authority to Company’s executives in relation to the actions for the implementation of the aforementioned demerger.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

⊗ Please mark your choice with X.

or

Other (Please describe analytically)

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(The shareholder to choose to empower a representative to vote at the latter’s sole option, should cross check whether there is an obligation to publish the rendering of such empowerment according to Law 3556/2007.)

I hereby inform you that I have already notified my representative(s) about the obligation of notification according to the provisions of article 128 of the Law 4548/2018. The present empowerment becomes null and void in case I notify in writing the Company at least 48 hours before prior to the respective date of the General Assembly a written revocation thereof.

(Place)...../ (Date):.....

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(Signature)

(Name of Shareholder)

Please send the present to the Company’s Shareholders’ Department 48hrs before the Extraordinary General Assembly in the email IR.TernaEnergy@terna-energy.com or by fax at 210 6968076 or by post to the registered offices of the Department at 85, Messogion Ave., 115 26, Athens.