

Brief Description and Draft Resolution on the item of the agenda
Of the Extraordinary General Meeting of the Shareholders of “TERNA ENERGY S.A.”
to be held on 6 November 2024

Sole Item:

Resolution in relation to:

- (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;
- (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;
- (c) the approval of the draft articles of association of the Beneficiary By Incorporation;
- (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
- (e) the granting of authority to Company’s executives in relation to the actions for the implementation of the aforementioned demerger.

The following will be submitted to the General Assembly:

- The Draft Demerger Agreement dated 25.09.2024 together with the transformation balance sheets of 31.05.2024.
- The valuation reports of the audit firm Q.A.S. LTD dated 23.09.2024.
- The reports of the audit firm Q.A.S. LTD on the terms of the Draft Demerger Agreement dated 23.09.2024.
- The Board of Directors’ report on the demerger dated 25.09.2024.
- The draft articles of association of the Beneficiary By Incorporation.

All the above documents are available to the shareholders through the corporate website (<https://www.terna-energy.com/investor-relations/shareholders-information/shareholders-meetings/>).

The Board of Directors proposes that the General Assembly votes in favor of the above sole item, that the requested approvals are granted and the granting to Mr. Elias Paizanis son of Georgios, with Police Identity Card no. AZ 598239 and T.R.N. 130224821, Mr. Fafalios Emmanouil son of Georgios with Police Identity Card no. AK 082011 and T.R.N. 023299500, and Mr. Khanari Artan son of Luman with Police Identity Card no. AM 587311 and T.R.N. 106950112, of the authorization to act each separately: (i) to execute, in the name and on behalf of the Company, the demerger deed before a notary public as well as any repeat, supplemental, corrective or amending deed to the aforementioned demerger deed as may be required; and (ii) to take such steps as may be necessary to register the deed or other amending

deed, supplementary or corrective act in the General Commercial Register and carry out such publicity formalities as may be required by law from time to time; and, delegate in writing to third persons such powers under (i) and (ii) by virtue of the demerger deed.

Draft resolution:

The General Assembly, with [•] votes in favor ([•]% of those present), [•] votes against ([•]% of those present) and [•] shares abstaining ([•]% of those present) approved:

(a) 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.

(b) 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.

(c) the draft articles of association of the Beneficiary By Incorporation.

(d) 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.

(e) the granting to Mr. Elias Paizanis son of Georgios, with Police Identity Card no. AZ 598239 and T.R.N. 130224821, Mr. Fafalios Emmanouil son of Georgios with Police Identity Card no. AK 082011 and T.R.N. 023299500, and Mr. Khanari Artan son of Luman with Police Identity Card no. AM 587311 and T.R.N. 106950112, of the authority to act each separately: (i) to execute, in the name and on behalf of the Company, the demerger deed before a notary public as well as any repeat, supplemental, corrective or amending deed to the aforementioned demerger deed as may be required; and (ii) to take such steps as may be necessary to register the deed or other amending deed, supplementary or corrective act in the General Commercial Register and carry out such publicity formalities as may be required by law from time to time; and, (iii) delegate in writing to third persons such powers under (i) and (ii) by virtue of the demerger deed.