

ANNOUNCEMENT

TERNA ENERGY Société Anonyme Industrial, Commercial and Technical Company S.A. (the “**Company**”) informs the investors that on October 4, 2024 the draft demerger agreement through the spin-off of:

(a) 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

(b) the ultra-fast broadband infrastructure construction business sector (the “**Sector B**” and, jointly with Sector A, hereinafter the “**Sectors**” and each the “**Sector**”) through the incorporation of a new entity (the “**Beneficiary by Incorporation**”),

pursuant to article 54 par. 3, 57 par. 4, 58-75 and 83-87 of Law 4601/2019, article 52 of Law 4172/2013, article 61 of Law 4438/2016, as well as the relevant provisions of Law 4548/2018, as in force (the “**Demerger**”), was registered in the General Commercial Registry and published on its website as well as on the Company’s website, as approved by the Board of Directors of the Company.

The assets and liabilities of the Company included in each Sector are shown in the transformation balance sheets prepared for each Sector as of 31.05.2024 (hereinafter jointly referred to as the “**Transformation Balance Sheets**” and each the “**Transformation Balance Sheet**”).

All transactions of the Company from June 1, 2024, relating to the demerged Sectors, will be considered from an accounting and tax point of view to be carried out on behalf of the Company, as provided for in articles 59 par. 2(e) and 70 of Law 4601/2019, as in force. With respect to the financial results of this period for both Sectors, these will benefit or be borne exclusively by the Company.

Upon completion of the Demerger, through the registration of the relevant approval decisions of the competent authority with the General Commercial Registry, the following results shall occur:

- 1) the Beneficiary by Absorption¹ will proceed to a share capital increase for the total amount of 23.187.000,00 Euro, being the sum of the equity of Sector A to be capitalized of 23.186.987,78 Euro, plus the amount of 12,22 Euro to be paid in cash. The aforementioned increase will be effected by the issue of 2.318.700 common registered shares, with a nominal value of 10,00 Euro each, which will be subscribed in full by the Company. As a result, the share capital of the Beneficiary by Absorption will amount to a total of 23.237.000 Euro, divided into 2.323.700 common registered shares of nominal value of 10,00 Euro each.
- 2) the Beneficiary by Incorporation is established by virtue of the Articles of Association, which will be approved by the Extraordinary General Meeting of Shareholders of the Company and will be included in the final Demerger deed, which will be in the form of a notarial deed,

¹ Whose share capital currently amounts to 50.000 Euro and is divided into 5.000 common registered shares of nominal value of 10,00 Euro each.

- 3) the Company becomes a shareholder of the Beneficiary by Incorporation² by taking up all the issued shares of the Beneficiary by Incorporation and in particular 109.071 common registered shares of nominal value 10,00 Euro each and
- 4) the Beneficiary by Absorption and the Beneficiary by Incorporation shall be substituted as universal successors to the whole of the property transferred to them (assets and liabilities), as it is reflected in the Transformation Balance Sheet of the corresponding demerging Sector.

Following the completion of the Demerger, the Company will remain listed on the Main Market of the Athens Stock Exchange, maintaining its investor relations services, its share registry services and its regulatory and statutory required internal audit and compliance services, as well as will continue to operate with the assets that will remain with it.

The completion of the Demerger is subject to the approval of the General Meeting of the Company's shareholders.

The following documents are available on the corporate website (<https://www.terna-energy.com/enimerosi-ependyton/ir-etairikes-anakoinoseis/>), for the information of the shareholders in the context of the Demerger:

- The Draft Demerger Agreement;
- The report of the Board of Directors of the Company;
- The expert's report pursuant to article 62 of Law 4601/2019 for each Sector; and
- The valuation report for each Sector.

It is noted that the annual and interim financial reports of the Company are uploaded on the relevant sector of the corporate website (<https://www.terna-energy.com/investor-relations/financial-information/financial-statements/>).

The Company will inform investors, according to the applicable laws, of the progress of the Demerger.

Athens, 4 October 2024

² Whose share capital will amount to 1.090.710 EUR, being the sum of the equity of Sector B to be capitalized and the amount of 4,83 EUR to be paid by the Company in cash for rounding-up purposes.