

## Announcement

TERNA ENERGY FINANCE S.A (hereinafter, the “Company”)

**Information regarding the resolutions of the reiterative Bondholders Meeting of the common bond loan of an amount of €150,000,000 of the Company (hereinafter, the “CBL”)**

The Company announces that on the 4<sup>th</sup> of October 2024 the reiterative Meeting of the Bondholders of the bond loan issued pursuant to the Common Bond Loan Programme of an amount up to €150,000,000 and Agreement on Appointment of the Bondholder Agent, dated 10.10.2019 (hereinafter, “CBL Program”), took place in accordance with the invitation to a Meeting of the Bondholders of the CBL dated 20.09.2024, in a hybrid manner 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 option of the Bondholders to participate in real-time by videoconference, in accordance with the provision of Article 125 par. 1 of Law 4548/2018.

Bondholders representing 42,071 bonds, out of 150,000 bonds in total, i.e 28.05% of the total outstanding principal amount of the CBL at the time of the Meeting, participated in the reiterative Meeting, either in person or by proxy, and the Meeting resolved on all items of the Agenda, as follows:

**First Agenda Item:** The Meeting with 42,041 votes in favor (99.93% of those present), and 30 votes against (0.07% of those present), granted the Bondholders’ approval for (i) GEK TERNA S.A. 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 (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. Furthermore, the Bondholders acknowledged 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 the Meeting granted the waiver of any relevant right by the Bondholders.

**Second Agenda Item:** The Meeting with 42,041 votes in favor (99.93% of those present), and 30 votes against (0.07% of those present), granted the Bondholders’ approval to amend the definition of “Material Change” (provided in clause 1.8 of the CBL Programme) to the CBL Programme and granted the authorization to the Bondholders’ Agent to sign the CBL Programme amendment agreement, provided Closing (as defined in the invitation dated 20.09.2024 to this Extraordinary Bondholders Meeting) takes place:

**“Material Change” means:** “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”.

Athens, 4 October 2024