

GEK TERNA

GROUP OF COMPANIES

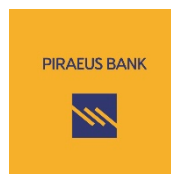
GEK TERNA SOCIETE ANONYME HOLDINGS REAL ESTATE CONSTRUCTIONS

ANNOUNCEMENT – INVITATION TO INVESTORS

REGARDING THE PUBLIC OFFERING IN GREECE WITH PAYMENT IN CASH AND THE ADMISSION TO TRADING IN THE FIXED INCOME SECURITIES SEGMENT OF THE REGULATED MARKET OF THE ATHENS EXCHANGE OF THE BONDS OF THE COMPANY “GEK TERNA SOCIETE ANONYME HOLDINGS REAL ESTATE CONSTRUCTIONS” WITH THE ISSUANCE OF A COMMON SUSTAINABILITY-LINKED BOND LOAN

PUBLIC OFFERING FROM 8 DECEMBER 2021 UNTIL 10 DECEMBER 2021

JOINT COORDINATORS AND BOOKRUNNERS OF THE PUBLIC OFFERING



LEAD UNDERWRITERS OF THE PUBLIC OFFERING



ISSUE ADVISOR



By virtue of the decision of the Board of Directors of the company “**GEK TERNA SOCIETE ANONYME HOLDINGS REAL ESTATE CONSTRUCTIONS**” (“Issuer”) dated 29.11.2021, the Issuer, *inter alia*, approved:

a) The issuance of an interest-bearing common bond loan by the Issuer (“Bond Loan” or “CBL”), by virtue of Law 4548/2018, as in force, and the provisions of Greek Law 3156/2003 that remain in force (the “Issuance”), of a total amount of up to €300,000,000 with a duration of seven (7) years, divided into up to 300,000 dematerialized, common, bearer bonds, of a nominal value of €1,000 each, which will be registered with the Dematerialized Securities and admitted to trading on the Fixed Income Securities segment of the Regulated Market of the Athens Exchange, and specified the terms and conditions of the Bond Loan, which constitute the CBL programme (the “CBL Programme”), and

(b) the determination of the offer price of each Bond in the amount of €1,000 and the determination of the initial interest rate of the Bond Loan through a Public Offering based on the final yield of the Bonds by the Joint Coordinators and Bookrunners, with the Electronic Book Building process in accordance with the specific provisions of the prospectus (the “Prospectus”). The initial interest rate will increase by 0.20% in the event that any “Step-up Trigger Event” occurs and for so long such event is not restored, in accordance with the specific provisions of the CBL Programme.

If the CBL is not subscribed for an amount of at least €200,000,000, the issue of the Bond Loan will be cancelled and the amount corresponding to the blocked subscription amount of each Retail Investor will be released within two (2) business days at the latest, without interest.

The Bond Loan will be issued in accordance with the Sustainability-Linked Bond Framework of the Issuer, which was approved by the Board of Directors of the Issuer on the same date mentioned above, and is available on the Issuer’s website: <https://www.gekterna.com/el/investor-relations/corporate-bond/>.

DETERMINATION OF FINAL YIELD AND INTEREST RATE OF THE BONDS

The determination of the yield and the interest rate of the Bonds (“Interest Rate”) shall be effected by way of the process of book building (“Book Building”), which shall be kept by the Joint Coordinators and Bookrunners, and will be conducted through the E.BB. process, in which only Qualified Investors may participate.

Furthermore, the final yield shall be determined by the Joint Coordinators and Bookrunners within the range of yield, by the Electronic Book Building, as further specified in the Prospectus.

The yield range shall be determined by the Joint Coordinators and Bookrunners and shall be published in the Daily Statistical Bulletin of ATHEX and on the Issuer’s website, at the latest on the previous day of the commencement date of the Public Offering period, for the investors to be notified. It is noted that in order to determine the yield range, a pre-marketing process will be followed, i.e. a joint assessment of the conditions of the Greek and international capital markets, as well as the financial status and prospects of the Issuer’s group of companies. During the period that precedes the Electronic Book Building process (pre-marketing period), the Joint Coordinators and Bookrunners receive indicative offers by Qualified Investors, to determine, pursuant to professional criteria, the yield range that corresponds better to market demand.

The high end of the yield range may be greater than the low end by up to 150 base units.

The final yield and Interest Rate shall be notified to the Hellenic Capital Market Commission and shall be published on the website of the Issuer and ATHEX, at the latest on the next business day following the completion of the Public Offering. The criteria and conditions, on the basis of which the final yield and Interest Rate shall be determined, include the bond market conditions, the volume of demand per yield by Qualified Investors, the volume and type of Qualified Investors, the volume of demand by Retail Investors (to the extent that the final allotment to them will exceed the minimum allotment percentage of 30%), as well as the loan service cost that the Issuer is willing to undertake in connection to the issuance of the bonds.

Indicatively, if the demand by Qualified Investors covers the Bond Loan up to the high end of the yield range but at the same time a material part of the Issue is subscribed at a lower level of yield, the lower level may be selected, even if this would result in a smaller amount of capital raised, and subject to the fulfilment of the condition for the issue of the Bonds.

Concurrently with the determination of the Final Yield, the final allocation of the Bonds will be decided. In any case, the Interest Rate shall be determined within the announced binding yield range. The Interest Rate and Offer Price will be common for all investors, Qualified and Retail, that will participate in the Issue of the Bonds by means of the Public Offering.

Within two (2) business days following the end of the Public Offering, a detailed announcement will be issued by the Joint Coordinators and Bookrunners regarding the outcome of the Public Offering, including the Interest Rate, which will be published in the Daily Statistical Bulletin of ATHEX. Detailed information on the final yield and interest rate is provided in section 4.3.3. "Determination of final yield and Interest Rate of the Bonds by means of a Public Offering by way of the Book Building" of the Prospectus.

PROCESS FOR BONDS OFFERING BY MEANS OF A PUBLIC OFFERING

The offering of the Bonds for subscription, namely the offering of Bonds of a total nominal value up to €300,000,000, shall be conducted by way of a Public Offering to investors in Greece through the E.BB. process.

The title of one (1) Bond shall be the trading unit in ATHEX. Each investor may be registered and may file the relevant Subscription Application for the purchase of Bonds, via the E.BB. process for at least one (1) offered Bond or for an integral number of Bonds. The maximum amount for subscription for each investor is the total amount of the Public Offering, namely up to three hundred thousand (300,000) Bonds. The minimum amount for participation is one (1) Bond of a nominal value of €1,000.

The Public Offering and registration period for interested investors will have a duration of three (3) business days.

The Joint Coordinators and Bookrunners have been designated as coordinators of the E.BB. process, as set out in E.BB. Decision. In particular, the Public Offering will commence on Wednesday, 8 December 2021, at 10:00 a.m. Greek time and shall be concluded on Friday, 10 December 2021, at 16:00 p.m., Greek time.

The E.BB. shall remain open, throughout the term of the Public Offering from 10:00 a.m. until 17:00 p.m., except for December 10th 2021, on which day it will close at 16:00 p.m.

In order for an interested Investor to participate in the Public Offering of the Bonds, a Subscription Application for Bonds shall be submitted during the term of the Public Offering, pursuant to the terms and conditions of the, Prospectus dated 02.12.2021 which was approved by the Hellenic Capital Market Commission ("Prospectus") and the CBL Programme.

Amendment or cancellation of the Subscription Application for the offer to purchase Bonds is possible throughout the term of the Public Offering, following the same process for its initial submission.

In case that the Subscription Application is not properly filled in, pursuant to the terms and conditions for subscription in the Public Offering, according to the Prospectus, the CBL Program and the E.BB Decision, the Subscription Application will not be accepted. Detailed information on the process for the Bonds offering is provided in section 4.3.5. "Offering process, Registration and Allocation of the Offered Bonds by means of a Public Offering" of the Prospectus.

PROCEDURE FOR PARTICIPATION OF RETAIL INVESTORS IN THE PUBLIC OFFERING

Interested Retail Investors must file their Subscription Applications directly at the branches of the Joint Coordinators and Bookrunners, namely "Alpha Bank S.A.", "Eurobank S.A.", "National Bank of Greece S.A." and "Piraeus Bank" and of the Lead Underwriters, namely "Euroxx Securities S.A." and "Optima Bank S.A.", as well as the E.BB Members and the Participants that cooperate with E.BB. Members for the filing of Subscription Applications via the E.BB. service.

Interested Retail Investors, who will directly attend the branches of the Joint Coordinators and Bookrunners and the Lead Underwriters, must provide their identity card or passport, their tax identification number and a print-out of their D.S.S. data.

In case of a Subscription Application submitted on behalf of a Retail Investor through a Client Securities Account, including Joint Investor Shares, this application will be accepted only if said Retail Investor is the beneficiary or co-beneficiary of the Securities Accounts, by which the registration was conducted.

Interested Retail Investors will be registered at the lowest yield range that will be announced on the day prior to the commencement of the Public Offering. The value of subscription for Retail Investors is the product of the number of Bonds subscribed for multiplied by the nominal value of €1,000 per Bond.

Detailed information on the participation of Retail Investors is provided in section 4.3.5. "Offering Process, Registration and Allotment of the Offered Bonds by means of a Public Offering" of the Prospectus.

PROCEDURE FOR PARTICIPATION OF QUALIFIED INVESTORS IN THE ELECTRONIC BOOK BUILDING

Interested Qualified Investors must file their Subscription Applications directly to the Joint Coordinators and Bookrunners and the Lead Underwriters.

The process for submission of offers by Qualified Investors will last from the first until the last day of the Public Offering.

The yield that will be included in the Subscription Application, within the range that will be announced, will be on increments of 5 basis points, namely 0.050%.

Offers submitted by Qualified Investors will be collected throughout the term of the Electronic Book Building process, which will be managed by the Joint Coordinators and Bookrunners, in order to determine the requested volume per alternative yield, as well as the total number of requested Bonds.

The Electronic Book Building will close on the last day of the Public Offering period (16.00 p.m. Greek time), and all offers, as in force at that time, will be considered as final.

Detailed information on the participation of Qualified Investors is provided in section 4.3.5. "Offering Process, Registration and Allotment of the Offered Bonds by means of a Public Offering" of the Prospectus.

PROCEDURE OF ALLOCATION OF THE BONDS

Following the determination of the final yield and Interest Rate, the Joint Coordinators and Bookrunners shall determine the size of the Issue and, subsequently, the Bonds will be allocated to investors as follows:

- at least 30% of the Bonds of the Public Offering (namely at least 90,000 Bonds in the event of full subscription of the Bond Loan, i.e. issue of 300,000 Bonds) will be allocated to Retail Investors; and
- up to 70% of the Bonds of the Public Offering (namely up to 210,000 Bonds in the event of full subscription of the Bond Loan, i.e. issue of 300,000 Bonds) will be allocated among Qualified Investors and Retail Investors.

As long as the subscriptions of Retail Investors for the 30% of the Bonds of the Public Offering will have been satisfied, the following will be taken into consideration, for the final determination of the percentage of allocation to each category of investors: (a) the demand by Qualified Investors, (b) the demand by the remaining part of the 30% of Retail Investors, (c) the number of Subscription Applications submitted by Retail Investors, as well as (d) the need to create conditions for the smooth trading of the Bonds in the secondary market.

Detailed information on the allocation process is provided in section 4.3.6. "Process of allocation of the Public Offer" of the Prospectus.

PROSPECTUS AVAILABILITY

Further information about the Issuer, the Bonds and their offering are included in the Prospectus, which was approved on 02.12.2021 by the Hellenic Capital Market Commission only with regard to the compliance with the information requirements for investors, as set out in Regulation (EU) 2017/1129 and Delegated Regulations (EU) 2019/979 and 2019/980, and Greek Law 4706/2020, as in force.

The Prospectus as approved by the Board of Directors of the Capital Market's Commission at its meeting on 02.12.2021, will be available to investors, pursuant to article 21, para. 2 of Regulation (EU) 2017/1129, in an electronic form, on the following websites:

- Athens Exchange: <https://www.athexgroup.gr/el/web/guest/companies-new-listings>
- Hellenic Capital Market Commission: <http://www.hcmc.gr/el/GR/web/portal/elib/deltia>
- The Issuer: <https://www.gekterna.com/el/investor-relations/corporate-bond/>,
- Eurobank S.A.: <https://www.eurobank.gr/el/omilos/enimerosi-ependuton/enimerotika-deltia/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae>
- Alpha Bank S.A.: <https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia>
- National Bank of Greece S.A.: <https://www.nbg.gr/el/retail/investment-products/enimerotika-deltia/deltia-epihirisewn>
- Piraeus Bank: <https://www.piraeusholdings.gr/gekterna2021>,
- Optima Bank S.A.: <https://www.optimabank.gr/business/investment-banking/enimerotika-pliroforiaka-deltia>
- Euroxx Securities S.A.: <https://www.euroxx.gr/gr/content/article/GEKTERNA>.

Moreover, throughout the term of the Public Offering, the Prospectus, if requested, shall be available to investors in hardcopy, free of charge, at the Company's headquarters, at 85 Mesogeion Avenue, 115 26, Athens, Greece, as well as at the branches of the Joint Coordinators and Bookrunners, "Eurobank S.A." (8 Othonos Str., 105 57, tel. 210 3720064), "Alpha Bank S.A." (40 Stadiou Str., 102 52, Athens, tel. 210 3260000), "National Bank of Greece S.A." (86 Aiolou Str., 105 59, Athens, tel. 2103337000), and "Piraeus Bank" (4 Amerikis Str., 105 64, Athens, 210 3288000) as well as the Lead Underwriters "Euroxx Securities S.A." (7 Palaiologou Str., 152 32, Chalandri, tel. 210 6879400) and "OPTIMA BANK" (Aigialeias 32, Maroussi, 151 25, tel. 210 8173000).

For more information and clarifications, investors may contact during working days and hours the Company's headquarters, at Leoforos Mesogeion 85, 115 26, Athens, Greece, email: ir@gekterna.com, Mr. George Koufios, Shareholder Service Manager, telephone: 210 6968000).

Athens, 2 December 2021

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