

Athens, 5 November 2024

TERNA ENERGY S.A. (the "Company") informs that the Board of Directors of the Company by its decision of 29.10.2024, granted a special permission for the signing of a sales and purchase agreement of shares owned by the Company defined below as "Non-Core Assets" (the "**Agreement**") and for the implementation of the more specific actions and transactions described in the Agreement, in accordance with the provisions of articles 99-101 of Law 4548/2018.

The "Non-Core Assets" are as follows:

- a. 35% of the issued shares of the société anonyme company with the name "ELECTRONIC TICKET SERVICE SUPPLY COMPANY - HELLAS SMARTICKET" and with General Electronic Commercial Registry (G.E.MI.) number 132788401000.
- b. 100% of the issued shares of the société anonyme company with the name "ENVIRONMENTAL PELOPONNISOS SINGLE MEMBER SOCIETE ANONYME" and with General Electronic Commercial Registry (G.E.MI.) number 137095214000.
- c. 100% of the issued shares of the société anonyme company with the name "EIFORIKI EPIROU SINGLE MEMBER SOCIETE ANONYME SPECIAL PURPOSE" and with General Electronic Commercial Registry (G.E.MI.) number 142433629000.
- d. 50% of the issued shares of the société anonyme company with the name "ENERMEL ENERGY TECHNOLOGY AND WASTE MANAGEMENT MACEDONIKI SOCIETE ANONYME" and with General Electronic Commercial Registry (G.E.MI.) number 007403501000.
- e. 100% of the issued shares of the limited liability company with the name "TERNA ENERGY TRANSATLANTIC SPZOO", based in Poland, and local commercial registry number 14271445900000.
- f. 100% of the issued shares of the société anonyme company with the name "TERNA ENERGY ASSET MANAGEMENT S.A.", with General Electronic Commercial Registry (G.E.MI.) number 004183801000 to which the public works construction, waste management and PPP projects sector of the Company will be contributed through a spin-off in accordance with articles 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, according to the details mentioned in the Draft Demerger Agreement dated 25.9.2024, which was registered in the G.E.MI. with Registration Code 4487533 as it appears from the announcement no. 3396795/04.10.2024 of the Listed Department S.A. of the Companies Directorate of the General Directorate of Market & Consumer Protection of the General Secretariat of Trade (the "**Draft Demerger Agreement**")
- g. 100% of the shares of the société anonyme company under formation with the name "BROADBAND INFRASTRUCTURE PROJECTS SINGLE MEMBER INDIVIDUAL S.A.", which will be established with the contribution from TERNA ENERGY S.A. of the sector that involves the undertaking and execution of partnership contracts for the Company's

ultra-high-bandwidth infrastructure projects through a spin-off in accordance with the articles 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 detailed in the Draft Demerger Agreement.

The contracting parties to the Agreement will be the Company (as the seller together with its 100% subsidiary "TERNA ENERGY OVERSEAS LIMITED" which is a direct shareholder of "TERNA ENERGY TRANSATLANTIC SPZOO"), the société anonyme company with the name "GEK TERNA URBAN SERVICES SINGLE MEMBER COMPANY" (the "**Purchaser A**") and the société anonyme company with the name "GEK TERNA S.A." (the "**Purchaser B**" and jointly the "**Purchasers**").

The companies that are parties to the Agreement are related parties, as defined in article 99 of Law 4548/2018, as Purchaser B is the controlling entity and parent company of the Company and Purchaser A is a 100% (indirect) subsidiary of Purchaser B.

The total purchase price of the Non-Core Assets amounts to €67,500,000 and is broken down as follows:

- a. On or about the date of signing the Contract, Purchaser A will acquire the Non-Core Assets under (a), (b) and (c) above for a price of €4,403,000, €16,766,000 and €13,329,000 respectively, i.e. for a total amount of €34,498,000, which will be paid immediately upon transfer.
- b. On or about the date of signing the Contract, Purchaser B will acquire the Non-Core Assets under (d) and (e) for a price of €4,074,000 and €5,022,000 respectively, i.e. for a total amount of €9,096,000.
- c. After the completion of the aforementioned spin-off, Purchaser B will acquire the Non-Core Assets under (f) and (g) for a price of €22,552,000 and €1,354,000 respectively, i.e. for a total amount of €23,906,000.

The contract for the purchase and sale of the Non-Core Assets will be signed by December 20, 2024 (or at another later date that will be agreed between the parties and, in any case, within the six-month period of validity of the permission provided).

The Board of Directors of the Company having taken into account the 29.10.2024 Statutory Auditor's Evaluation Report pursuant to article 101 par. 1 of Law 4548/2018, decided that the conclusion of the above transaction is fair and reasonable for the Company and the shareholders who are not a related party, including the minority shareholders of the Company, and provided its special permission for the transaction in accordance with article 100 par. 1 of Law 4548/2018, which is valid for a period of 6 months.

The minutes of the meeting of the Board of Directors of the Company from 29.10.2024 and the Evaluation Report of the Statutory Auditor, as well as the relevant announcement of the Board of Directors have been sent to the General Commercial Register for publication in accordance with paragraph 3 of article 100 of Law 4548/2018.