



HELLENIC TELECOMMUNICATIONS ORGANIZATION SA (OTE SA)

INVITATION

**TO THE SHAREHOLDERS OF THE COMPANY UNDER THE CORPORATE NAME
"HELLENIC TELECOMMUNICATIONS ORGANIZATION SA"
(GENERAL COMMERCIAL REGISTRY NUMBER 1037501000 – EX. NR. 347/06/B/86/10)**

**FOR THE
SIXTY-THIRD (63rd) ORDINARY GENERAL MEETING
(FISCAL YEAR 1/1/2014-31/12/2014)**

Pursuant to the C.L.2190/1920, the Articles of Incorporation and the resolution of the Board of Directors reached at meeting no.2979, dated 12-5-2015 (15th agenda item), the Shareholders of the company under the corporate name "Hellenic Telecommunications Organization SA" (OTE S.A. or the Company) are hereby invited to the 63rd Ordinary General Meeting, on Friday, June 12, 2015, at 15:00 hours, at the Company's headquarters (99, Kifissias Ave., Marousi, Athens).

AGENDA ITEMS

1. Submission for approval of the Annual Financial Statements of OTE S.A. (both Separate and Consolidated) of the fiscal year 2014 (1/1/2014-31/12/2014), with the relevant Board of Directors' and Certified Auditors' Reports and approval of profit distribution.
2. Exoneration of the members of the Board of Directors and the Certified Auditors of any liability, for the fiscal year 2014, pursuant to article 35 of C.L.2190/1920.
3. Appointment of an Audit Firm for the Statutory Audit of the Financial Statements of OTE S.A. (both Separate and Consolidated), in accordance with the International Financial Reporting Standards, for the fiscal year 2015.
4. Approval of the remuneration, compensation and expenses of the members of the Board of Directors and its Committees for the fiscal year 2014 and determination of them for the fiscal year 2015.
5. Approval of the amendment of the contract of an executive member of the Board of Directors, pursuant to article 23^a of C.L.2190/1920.
6. Approval of the insurance coverage of Directors & Officers of OTE S.A. and its affiliated companies, against liabilities incurred in the exercise of their competences, duties and functions and grant of authorization to sign the relevant contract.
7. Granting by the General Shareholders' Meeting of a special permission, pursuant to article 23a of C.L.2190/1920, for the amendment of the Participation Agreements between OTE S.A. and the OTE Group

companies, namely COSMOTE, AMC, TELEKOM ROMANIA COMMUNICATIONS and TELEKOM ROMANIA MOBILE COMMUNICATIONS on the one hand and BUYIN S.A. on the other hand for the participation to the procurement activities of BUYIN S.A. / Assignment of relevant powers.

8. Granting by the General Shareholders' Meeting of a special permission, pursuant to article 23a of C.L.2190/1920, for entering into the separate agreements ("Service Arrangements") between OTE S.A. and OTE Group companies on the one hand and Deutsche Telecom AG on the other hand for the rendering by the latter of services for year 2015 in the Procurement Area within the framework of the approved "Framework Cooperation and Service Agreement" in addition to the services in other areas already approved to be rendered in year 2015 by the General Shareholders' Meeting / Assignment of relevant powers.
9. Granting by the General Shareholders' Meeting of a special permission, pursuant to article 23a of C.L.2190/1920, for the conclusion of a contract between Albanian Mobile Communications Sh.A. and Deutsche Telekom AG regarding the provision by the latter of a license for the use of trademarks (License Agreement).
10. Approval of the amendment of articles 2 (Object) and 14 (Non Competition) of the Company's Articles of Incorporation.
11. Approval of OTE's own shares purchase, pursuant to Article 16 of C.L.2190/1920.
12. Election of new Board of Directors and Appointment of independent members pursuant to article 9, paras. 1 and 2 of the Company's Articles of Incorporation.
13. Appointment of members of the Audit Committee, pursuant to article 37 of L.3693/2008.
14. Announcement of the election of new Board members, in replacement of resigned members, pursuant to article 9 par. 4 of the Company's Articles of Incorporation.
15. Miscellaneous announcements.

In case of absence of the required quorum in line with the provisions of the law in order to decide upon any of the items above, the 1st Repeat of the General Meeting, will be held on Monday, June 29th 2015, at 16:00 hours in order to discuss and decide upon these items and if such quorum is not achieved again the 2nd Repeat of General Meeting will be held on Wednesday, July 15th 2015, at 16:00 hours in order to discuss and decide upon these items, at the same place, without the publication of a new invitation.

The items of the Agenda of the possible Repeated General Meetings shall be the same as mentioned above, with the exception of those items for which a decision will have been duly adopted.

Pursuant to articles 26 and 28a of C.L.2190/1920, the Company informs the Shareholders on the following:

PARTICIPATION AND VOTING RIGHT

Any person (natural or legal entity), is entitled to participate and vote in the 63rd Ordinary General Meeting provided that the same is recognised as a shareholder according to the registry of the Dematerialized Securities System (managed by the Hellenic Exchanges S.A.), on the Record Dates (Article 28a of C.L. 2190/1920), meaning:

- A) On 7/6/2015, i.e. at the beginning of the 5th day before the date of the Ordinary General Meeting (initial Meeting) or
- B) On 25/6/2015, i.e. at the beginning of the 4th day before the date of the 1st Repeat of the General Meeting
- C) On 11/7/2015, i.e. at the beginning of the 4th day before the date of the 2nd Repeat of the General Meeting.

Each share has a voting right.

Proof of qualification as a shareholder either via a relevant written certification of the Hellenic Exchanges S.A.), or, alternatively, through the direct electronic link of the Company with the records of the above organisation, must be submitted to the Company (Shareholders Services & Registry Department, 85, Patision str., Athens, 1st floor) at the latest, on the third (3rd) day before the date of the initial General Meeting, i.e. by 9/6/2015 for the Ordinary General Meeting (Initial Meeting) or by 26/6/2015 for the 1st Repeat of the Ordinary General Meeting or by 12/7/2015 for the 2nd Repeat of the Ordinary General Meeting.

Shareholders not in compliance with the abovementioned provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only following authorization of the General Meeting.

The exercise of the above rights does not require blocking of shares or any other procedure that would restrict the possibility of sale and transfer of shares during the period between the Record Date and the General Meeting (initial and every Repeat).

PROCEDURE FOR VOTING BY PROXY

Shareholders may participate in the Ordinary General Meeting and may either vote in person or by proxy. Each shareholder may appoint up to 3 proxies. Legal entities may participate in the General Meeting by appointing up to 3 natural persons as proxies. A shareholder having shares of the company held in more than one securities account, may appoint a separate proxy for the shares held in each securities account. A proxy, acting on behalf of several shareholders may cast votes differently in respect of shares held by each shareholder so represented.

The appointment and the revocation of the appointment of a proxy shall be made in writing and shall be notified to the Company following the same procedure, at least 3 days prior to the date of the General Meeting.

The forms of proxy appointment and/or revocation are available on the Company's website: <https://www.ote.gr/web/guest/corporate/ir>. These forms, completed and signed by the shareholder must be submitted to the Company's Shareholders Services & Registry Department (85, Patision str., Athens, 1st floor) or shall be sent by fax: 2103243668 within the aforementioned deadline. The shareholders are requested to ensure the successful dispatch of the form and receipt thereof by the Company, by following up at: 2106332342, 210 3243523, 210 3243638.

In case a shareholder appoints a Bank as proxy for the exercise of his voting rights in the General Meeting, the above-mentioned procedure shall be followed.

The Company does not provide for the shareholders' participation and voting without a physical presence either where the General Meeting will be held or via electronic or long-distance means.

The proxy is obliged to disclose to the Company, before the commencement of the General Meeting, any fact which might be useful to the shareholders in assessing whether the proxy might pursue any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy:

- (i) Is a controlling shareholder of the Company, or another entity controlled by such shareholder;
- (ii) Is a member of the Board of Directors or the management of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iii) Is an employee or an auditor of the company, or of a controlling shareholder or of an entity controlled by such shareholder;
- (iv) Is a spouse or close relative (of 1st degree) of a natural person referred to in points (i) to (iii).

MINORITY SHAREHOLDERS RIGHTS

- a. Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least fifteen (15) days prior to the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the previous agenda thirteen (13) days prior to the Ordinary General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 27 paragraph 3 of C.L. 2190/1920.
- b. Following a request of shareholders, representing 1/20 of the paid-up share capital, the Board of Directors makes available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 27 paragraph 3 of C.L. 2190/1920, at least six (6) days prior to the Ordinary General Meeting if the relevant request is communicated to the Board of Directors at least seven (7) days prior to the General Meeting.
- c. Following the request of any shareholder, communicated to the Company at least five (5) full days prior to the General Meeting, the Board of Directors must provide to the General Meeting, the requested, specific information with respect to matters of the Company, in so far as this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide information on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide an overall response to requests of shareholders of the same content. The obligation to provide information does not exist if the relevant information is already available on the Company's website, especially in a question and answer format.

- d. Following a request of shareholders representing 1/5 of the paid-up share capital which is communicated to the Company five (5) full days prior to the General Meeting the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds which must be mentioned in the minutes.

In the aforementioned cases, the shareholders who are communicating a request, must provide proof of their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right. The presentation of a certification of the Hellenic Exchanges S.A or the verification of a shareholder's qualification through the direct electronic link of the Hellenic Exchanges S.A and the Company, may be recognised as such proofs.

AVAILABLE DOCUMENTS AND INFORMATION

The information mentioned in article 27 paragraph 3 of C.L. 2190/1920 including the invitation, the forms of proxy appointment and/or revocation the procedure of voting by proxy, the draft resolutions for the agenda items, as well as further information regarding the exercise of minority rights of article 39, paragraphs 2, 2a, 4 and 5 of C.L. 2190/1920 are available in electronic form on the Company's website: <https://www.ote.gr/web/guest/corporate/ir>. In line with article 27 paragraph 3, cases c, d, e of C.L. 2190/1920, any documents to be submitted to the General Meeting, draft resolutions and forms that will be used for the exercise of voting rights, will also be available in hard copy at the Shareholders Services & Registry Department of OTE (85, Patision str., Athens, 1st floor).

MAROUSI, 22/5/2015

M. TSAMAZ
CHAIRMAN OF THE BOARD – CEO