



**HELLENIC TELECOMMUNICATIONS ORGANIZATION SA (OTE SA)  
THE SHAREHOLDERS OF THE HELLENIC TELECOMMUNICATIONS ORGANIZATION SA  
(GEMI NUMBER 1037501000/ former Registration no. 347/06/B/86/10)  
ARE HEREBY INVITED TO AN  
EXTRAORDINARY GENERAL MEETING**

Pursuant to the C.L.2190/1920, the Articles of Incorporation and the resolution of the Board of Directors at its meeting no. 2951, dated 3-4-2014 (7<sup>th</sup> agenda item), the Shareholders of the Hellenic Telecommunications Organization SA are hereby invited to an Extraordinary General Meeting, on Wednesday, April 30<sup>th</sup> 2014, at 16:00 hours, at the company's headquarters (99, Kifissias Ave., Marousi, Athens).

**AGENDA ITEMS**

1. Approval of the amendment of article 2 (Object) of the Company's Articles of Incorporation.
2. Granting of a special permission, pursuant to article 23<sup>a</sup> of C.L.2190/1920, on the conclusion of a brand license agreement(s) between affiliated companies of OTE S.A., namely Romtelecom and Cosmote Romania (Licensees) and Deutsche Telekom AG (Licensor) and approval of the basic terms of the agreement(s).
3. Proportional reduce of the remuneration of the directors and the executives of OTE, as long as the Medium Term Framework of Fiscal Strategy 2012-2015 is in effect, according to paragraph 2, article 6 of Law 4092/2012.
4. Miscellaneous announcements.

In case of absence of quorum in line with the provisions of the law in order to decide upon any of the items above, the 1<sup>st</sup> Repeated General Meeting, will be held on Thursday, May 15<sup>th</sup> 2014, at 16:00 hours in order to discuss and decide upon these items and if such quorum is not achieved again the 2<sup>nd</sup> Repeated General Meeting will be held on Tuesday, May 27<sup>th</sup> 2014, at 16:00 hours in order to discuss and decide upon these items, at the same place.

New invitations for the Repeated General Meetings will not be published, and the Items of the Agenda will be the abovementioned with the exception of those items for which a decision will have been duly adopted.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 General Meeting provided that he 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 25/4/2014 (**Record Date**), i.e. at the beginning of the 5th day before the date of the Ordinary General Meeting (initial Meeting) or
- B) On 11/5/2014 (**Record Date**), i.e. at the beginning of the 4th day before the date of the 1<sup>st</sup> Repeated General Meeting
- C) On 23/5/2014 (**Record Date**), i.e. at the beginning of the 4th day before the date of the 2<sup>nd</sup> Repeated 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 same organisation must be submitted to the Company (Shareholders Services & Registry Department, 85, Patision str., Athens, 1<sup>st</sup> floor) at the latest, the third (3<sup>rd</sup>) day before the date of the General Meeting, i.e. by 27/4/2014 for the Extraordinary General Meeting (Initial Meeting) or by 12/5/2014 for the 1<sup>st</sup> Repeated of the Extraordinary General Meeting or by 24/5/2014 for the 2<sup>nd</sup> Repeated of the Extraordinary General Meeting.

Shareholders who are not in compliance with the abovementioned provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

The exercise of the above rights does not require blocking of shares or following any other similar processes 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 Repeated).

## **PROCEDURE FOR VOTING BY PROXY**

Shareholders may participate in the Extraordinary General Meeting and may either vote in person or by proxy holders. Each shareholder may appoint up to 3 proxy holders. Legal entities may participate in the General Meeting by appointing up to 3 natural persons as proxy holders. A shareholder having shares of the company held in more than one securities account may appoint a separate proxy holder as regards shares held in each securities account. A proxy holder, 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 holder shall be made in writing and shall be notified to the Company following the same procedure, at least 3 days before the date of the General Meeting.

The forms for the appointment and revocation of a proxy holder 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, 1<sup>st</sup> floor) or shall be sent by fax: 2103243668 at least 3 days before the date of the General Meeting. The shareholders are requested to ensure the successful dispatch of the form and receipt thereof by the Company, by following up at: 800 11 30003 (free call), 2106332594, 210 6332342.

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

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

The proxy holder 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 holder 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 holder:

- (i) Is a controlling shareholder of the Company, or is 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 an entity controlled by such shareholder;
- (iv) Is a spouse or close relative (of 1st degree) with 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 15 days before 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 13 days before the Extraordinary 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 6 days before the General Meeting if the relevant request is communicated to the Board of Directors at least 7 days before the General Meeting.
- c. Following the request of any shareholder, communicated to the Company at least 5 full days before 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 of providing 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 5 full days before 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 appointment and revocation of a proxy holder, 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, 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, 1<sup>st</sup> floor).

MAROUSI, 8/4/2014

M. TSAMAZ  
CHAIRMAN OF THE BOARD – CEO