

OTE S.A – ORDINARY GENERAL MEETING OF SHAREHOLDERS
June 16, 2010

CLARIFICATIONS ON THE AGENDA ITEMS SUBMITTED FOR VOTE

1ST AGENDA ITEM:

Proposal for the approval of the Annual Report of the Board of Directors, the Audit Report prepared by the Certified Auditors on the separate and consolidated financial statements of OTE SA ended on 31/12/2009, for the fiscal year 2009 (01/01/2009-31/12/2009) including the annual financial statements (both separate and consolidated) of 31/12/2009, for the same fiscal year approved by the Company's Board of Directors, at meeting no. 2846 held on February 24, 2010 (2nd agenda item).

The approval of the distribution of profits of a total amount of €93.1 million, equal to a dividend of €0.19 per share, is also proposed.

The company has already announced on February 25, 2010, as required by Athens Exchange rules, that the ex-dividends and record dates will be Friday, July 9, 2010 and Thursday, July 8, 2010 respectively. Dividend payment will commence on Monday, July 19, 2010.

2ND AGENDA ITEM:

The General Meeting of Shareholders is called to exempt the members of the Board of Directors and the Certified Auditors from any liability for damages for the year 2009, according to article 35 of the New Law 2190/1920.

3RD AGENDA ITEM:

The auditing firm **“ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS - ACCOUNTANTS SA”**, which performed OTE's Regular Audit for fiscal year 2009, in line with the relevant decision of the Ordinary General Meeting of Shareholders has performed its task to date with diligence and professionalism. According to Law 2190/1920, as now in force, article 36, paragraph 4, an auditing firm can be appointed for up to 5 consecutive years for the Regular Audit. As a result of the above, it was thought advisable to propose to the General Meeting of Shareholders the assignment of the Regular Audit of the OTE S.A. Financial Statements (Separate and Consolidated), according to the International Financial Reporting Standards for the Fiscal Year 2010, to the auditors **“ERNST & YOUNG (HELLAS) CERTIFIED AUDITORS - ACCOUNTANTS SA”**. The company negotiated with the above mentioned firm and concluded that the audit fees regarding the statutory audit of OTE's financial statements (separate and consolidated) for the financial year 2010 amount to 478,460.00 euro, remaining unchanged from the previous year. It is noted that for the specific item the Audit Committee has already granted its approval.

The Board of Directors having taken into consideration all the above approved at its meeting no. 2850 held on May 21, 2010 (1st agenda item) the submission to the forthcoming Ordinary General Shareholders' Meeting of a proposal in order to approve the assignment of the ordinary audit of the Financial Statements (both Separate and Consolidated) of OTE S.A. in accordance with the International Financial Reporting Standards, for the fiscal year 2010, to **"Ernst and Young (Hellas) Certified Auditors-Accountants S.A."** with audit fees amounting to 478,460.00 euro.

4TH AGENDA ITEM:

With regards to the first part of this item, remuneration paid to each BoD Member for the fiscal year 2009, for attendance at the meetings of the Board of Directors, the Audit Committee and the Compensation & Human Resources Committee, is presented in the table that follows:

NAME/ SURNAME	POSITION	GROSS EARNINGS	NET EARNINGS
PANAGIS VOURLOUMIS	CHAIRMAN AND MANAGING DIRECTOR EXECUTIVE MEMBER	-	-
CHARALAMBOS DIMITRIOU	VICE CHAIRMAN, NON EXECUTIVE MEMBER	47,962.45	30,600.00
KEVIN COPP	EXECUTIVE MEMBER	23,511.00	15,000
GUIDO KERKHOFF	NON EXECUTIVE MEMBER	39,185.00	25,000.00
IORDANIS AIVAZIS	EXECUTIVE MEMBER	-	-
LEONIDAS EVANGELIDIS	INDEPENDENT NON EXECUTIVE MEMBER	75,509.25	48,174.92
KONSTANTINOS MICHALOS	INDEPENDENT NON EXECUTIVE MEMBER	43,103.50	27,500.00
BENOPOULOS IOANNIS	INDEPENDENT NON EXECUTIVE MEMBER	59,090.91	37,700.00
PANAGIOTIS TAMBOURLOS	INDEPENDENT NON EXECUTIVE MEMBER	86,990.70	55,500.00
HAMID AKHAVAN	NON EXECUTIVE MEMBER	82,285.50	52,500.00
MARTIN WALTER	NON EXECUTIVE MEMBER	19,592.50	12,500.00
KARL GERHARD EICK	NON EXECUTIVE MEMBER	39,185.00	25,000.00
LEONIDAS KORRES	INDEPENDENT NON EXECUTIVE MEMBER	7,837.00	5,000.00
ILIAS GOUNARIS	INDEPENDENT NON EXECUTIVE MEMBER	7,928.40	5,058.31
GEORGIOS TZOVLAS	NON EXECUTIVE MEMBER	7,837.00	5,000.00
GEORGIOS BITROS	NON EXECUTIVE MEMBER	7,837.00	5,000.00
XENI SKORINI	INDEPENDENT NON EXECUTIVE MEMBER	38,649.36	24,658.31

(It is noted that during the year some of the members were replaced by new ones, therefore the number of the BoD members of the table is higher than the total number of the BoD members. Furthermore, BoD members that have at the same time employment contracts with the company do not receive remuneration for their participation in the BoD).

With regards to the second part of this item, the Company's Board of Directors, at its meeting no 2850, held on May 21, 2010 (agenda item 2), approved the submission of a proposal to the Ordinary General Assembly of Shareholders in order to approve that the following remunerations remain unchanged during the year 2010:

1. The remuneration of the members of the Board of Directors for their attendance at the meetings will remain at the net sum of 2,500.00 euro per month, independently of the number of meetings.
2. The remuneration of the Chairman and the members of the Audit Committee for their attendance at the meetings of the Committee will remain as follows:
 - a) Chairman: 1,500.00 euro per meeting (net).
 - b) Members: 1,200.00 euro per meeting (net).
3. The remuneration of the Chairman and the members of the Compensation and Human Resources Committee for their attendance at the meetings will remain at the net sum of 600.00 euro (net) per meeting.

5TH AGENDA ITEM:

Mr Panagis Vourloumis, Chairman of the Board of Directors and CEO received his remuneration of the total net amount of 350,000 for fiscal year 2009, in line with his contract with the company, which was approved by the Ordinary General Meeting of Shareholders of 24-06-2009.

The Compensation and Human Resources Committee at its meeting held on 21-5-2010, having taken into consideration the financial results of the year 2009 compared also to the respective Budget provisions and having concluded that the company's goals were achieved, resolved to recommend to the Board of Directors, to propose in turn to the forthcoming Ordinary General Meeting of Shareholders the payment of a special performance bonus, in cash, to the Chairman of the Board of Directors and CEO of OTE S.A. for the fiscal year 2009. Specifically, the Committee, having also taken into consideration a) the evolution of the Company's share price during 2009, b) the current financial situation and c) Mr. P. Vourloumis' letter, dated 20-5-2010, by which he communicates his intention that in case he is awarded a special bonus, to forgo it and that this amount be dispersed for public welfare purposes, resolved to recommend to the Board of Directors that said bonus to be determined at a percentage of 30% of his annual net salary for 2009, namely 105,000.00 euro net.

Following the abovementioned proposal, the Company's Board of Directors at its meeting no 2850 held on May 21, 2010 (agenda item 3), approved the submission of a proposal to the forthcoming Ordinary General Shareholders' Meeting in order for the latter to approve, in lieu of the payment of a special performance bonus (amount of 105,000.00 euro net) in cash to the Chairman of the Board of Directors and CEO for the fiscal year 2009, the disbursement by OTE of the respective gross amount, in equal parts, to the following institutions:

- Cerebral Palsy Greece
- Hellenic Society for Disabled Children (ELEPAP)
- Department of Pediatric Hematology and Oncology (TAO) – Agia Sophia Children's Hospital

It is noted that the special performance bonus is part of the contract of the CEO with the company which was approved by the Ordinary General Meeting of Shareholders of 24-06-2009.

6TH AGENDA ITEM:

Introduction

The liability insurance contract of the members of the Board of Directors and executives of OTE is continuously in effect from 22.07.2005. The initial contract 59560/3 was concluded pursuant to a resolution of the Ordinary General Meeting of Shareholders of June 16, 2005, for one year term and an annual premium of €1,825,000. The insurance companies covering the risk, which were selected through a tender process set up by the Supply Department, are "ETHNIKI INSURANCE" (by a percentage of 75%), "ATE INSURANCE S.A." (by a percentage of 20%) and "NATIONAL UNION Fire Insurance Company P.A." (by a percentage of 5%).

The Annual General Meetings of Shareholders of June 22, 2006, May 29, 2007, June 26, 2008 and June 24, 2009 approved the renewal of the insurance policy 59560/3 for the insurance of liability of the members of the Company's BoD and Managers, with the same companies. The renewal is annual, each time, and already the coverage is in force until July 22, 2010 up to 00.21 hours, while the annual premium was set at €1,824,278, €1,459,421, €1,459,422 and €1,459,422 respectively.

Range and terms of coverage

The objective of the insurance coverage is the protection of the members of the Company's Board of Directors and its executives from direct claims against them that may arise individually or collectively, as a result of an illegal act or omission during the exercise of their administrative and managerial duties for a potential financial damage they might cause to third parties. It is important to note that under the current insurance, no coverage is provided for the company itself while the damages caused by illegal actions or omissions of the insured persons, motivated by malice or intent, are not covered.

The coverage includes the restitution of their financial damage and, in particular, the sums that have been awarded by court decisions or agreed after settlement, legal fees, court costs, research costs, experts and technical consultants' fees.

The liability of the insurance agents is activated in the case that a claim is raised against the covered persons during the period of effect of the insurance contract. The claim may arise by a fact related exclusively to their administrative and managerial duties and which occurred during the period of effect of this insurance contract. Indicatively, the following are considered duties: the display of loyalty, commitment and compliance to the rules and practices of the Company, the display of vigilance, care and prudence in the daily tasks and during decision making and, in general, the implementation of the decrees of law and regulations governing the

Company and, consequently the compliance with the regulation of operations, organization chart and Articles of Incorporation of the Company.

The top general limit for the coverage of the insured damages amounts to €100,000,000 per loss-making case for all the insured and accumulatively for the entire duration of coverage (for the 100% of the risk). The total coverage limit includes the court costs and expenditures. In addition, it also includes special arrangements concerning the restriction of the aforementioned maximum sum for specific claims as well as exceptions from the coverage in the USA and Canada.

Pursuant to the above, the Company's Board of Directors at its no. 2849 meeting held on May 11, 2010 (agenda item 6th) approved the submission of a proposal to the forthcoming General Meeting of Shareholders in order:

A. To approve:

1. The renewal of the liability coverage of OTE S.A. Directors and Executive Officers for a one year period, from 00:01 of 22-7-2010 until 00:01 of 22-7- 2011, under the same terms of the existing contract and with the same contract terms as the existing contract (contract 78470/2).

2. The assignment to the Chairman of the Board of Directors and CEO of the authorization to sign the relevant contract on behalf of OTE S.A.

B. To Authorize the General Director for Human Resources to negotiate the annual premium for the renewal of the insurance contract, which will be submitted for approval to the Ordinary General Shareholders' Meeting of OTE SA, following a relevant approval of the Managing Director.

7TH AGENDA ITEM:

The members of the company's BoD, Mr Iordanis Aivazis and Mr Kevin Copp, are employees of the company, assuming the positions of Chief Operating Officer and OTE Group Chief Financial Officer respectively. According to article 23a of the New Law 2190/1920, the signing of contracts between the Company and the members of the BoD requires special permission by the General Shareholders' Meeting, which may be granted after the signing of these contracts. The company's BoD, at its no 2840 meeting, on October 15th, 2009 (item 5th), approved the amendment of the Company's BoD member, Mr Kevin Copp's contract (of 08-05-2009) with the company which had been approved by the Ordinary General Meeting of Shareholders of 24-06-2009 and the submission of a proposal to the Ordinary General Shareholders' Meeting for the granting (following the signing of the amended contract of 22-10-2009) of a special permission according to article 23a, paragraphs 2 and 4 of the New Law 2190/1920. This amended contract involves amendments to terms 3 (employee compensation) and 4 (additional benefits-OTE expenses).

Furthermore, on 30-10-2009 the contract of the BoD member, Mr Iordanis Aivazis, with the company, was amended. This contract had initially been drafted on 16-07-2004 and the amendments involved the term 3 (compensation) of the 16-07-2004 contract, for the provision of independent services, as was in force between the aforementioned parties. Already, the Company's BoD at its no 2841 meeting on November 4th, 2009 (item 5th) approved the submission of a proposal to the Ordinary

General Shareholders' Meeting for the granting (following the drafting of the amended contract) of a special permission according to article 23a, paragraphs 2 and 4 of the New Law 2190/1920.

8TH AGENDA ITEM:

OTE is willing to engage in business activities that involve the provision of Satellite Pay TV services to the public and has already submitted an application to the Greek Radio Television Council for the transfer of the Satellite Pay TV license owned by Hellas Sat S.A. to OTE SA. Furthermore, OTE is also willing to proceed in the future with business activities in the area of "green energy", within the context of its comprehensive environmental policy as part of its Social Responsibility Program. The expansion of OTE's operations in the fields/industries of mass media and "green energy" requires that the necessary amendments (additions to article 2 regarding the "Object") are made to company's Articles of Incorporation.

For this purpose, the BoD, during its no 2850 meeting on May 21, 2010 (Item 4) approved the submission of a proposal to the Ordinary General Meeting of Shareholders regarding the approval of the amendment to article 2 (Object) of the Company's Articles of Incorporation, in force, by the addition of two new sections, marked (j) and (k) in paragraph 1, as follows:

- « j) The provision of all types of television and radio services and the pursue of any type of related services and activities, including the provision of subscription, interactive or other relevant services, using any type of wired, wireless or satellite broadband transmission technology, the transmission, retransmission, development, production of every form of audiovisual content, as well as the manufacturing, supply, purchasing, procurement, selling, reselling, circulation and distribution of every type of electronic equipment, products, materials and merchandise related to the provision, development, exploitation and supply of the aforementioned services.»
- « k) The installation, operation, maintenance, exploitation, management and development of all kinds of electricity generation and supply systems, including electricity generated from renewable sources and from high efficiency heat and power cogeneration (hereafter abbreviated as "Energy"), as well as Energy generation and supply on a local, national and international level.»

9TH AGENDA ITEM:

Approval of the basic terms of a Framework Loan Agreement between OTE SA and Deutsche Telekom (lender) with the purpose to finance OTE SA's funding needs. The main terms will be submitted to the Shareholders' Meeting for approval and it will be recommended that the Board of Directors be authorised to negotiate the interest rate and to ensure that the borrowing terms are at least equal, or better, than the ones that may obtain directly from the markets.

10TH AGENDA ITEM:

In the General Shareholders' Meeting of OTE it is announced that the Company's Board of Directors with its minutes no 2845 of February 19th, 2010, elected temporarily as new, non executive member Mr Rainer Rathgeber in replacement of Mr Hamid Akhavan that had resigned, for the remaining of the latter's term (until the Ordinary General Shareholders' Meeting in 2012).

11TH AGENDA ITEM:

According to article 37 of Law 3693/2008 all the members of the Audit Committee are appointed from the General Meeting of Shareholders. One of the members of the Audit Committee (independent, non executive) should be a financial expert.

12TH AGENDA ITEM:

Miscellaneous announcements.