

**HELLENIC TELECOMMUNICATIONS ORGANIZATION S.A.**

**DRAFT RESOLUTIONS  
FOR THE ITEMS OF THE AGENDA OF THE  
72<sup>nd</sup> ORDINARY GENERAL MEETING OF THE SHAREHOLDERS  
TO BE HELD ON JUNE 28, 2024**

**Item 1<sup>ST</sup>**

**Approval of the Financial Statements of OTE S.A. in accordance with the International Financial Reporting Standards (both Separate and Consolidated) of the fiscal year 2023 (1/1/2023-31/12/2023), with the relevant Reports of the Board of Directors and the Auditors and approval of the annual profits' distribution.**

Proposal for the approval of the Financial Statements of OTE S.A. (both Separate and Consolidated) of the fiscal year 2023 (1/1/2023-31/12/2023) in accordance with the International Financial Reporting Standards, as well as the Report of the Board of Directors and the Audit Report of the Auditors for the same fiscal year, as approved by the Company's Board of Directors.

Furthermore, the Company's Board of Directors proposes the distribution of a dividend at the amount of €0.71 per share.

It is noted that the dividends corresponding to the own shares that the Company will hold at the ex-dividend date, will increase the dividend of the other shareholders according to the law.

Shareholders may access, on the Company's website ([https://www.cosmote.gr/cs/otegroup/gr/oikonomikes\\_katastaseis\\_omilou\\_ote\\_kai\\_a\\_e.html](https://www.cosmote.gr/cs/otegroup/gr/oikonomikes_katastaseis_omilou_ote_kai_a_e.html)) the approved by the Board of Directors 2023 Annual Financial Report, which includes, among others, the Separate and Consolidated Financial Statements with the relevant Reports of the Board of Directors and the Auditors.

**Item 2<sup>ND</sup>****Approval of the Activities Report of the OTE Audit Committee for the year 2023.**

The Activities Report of the OTE Audit Committee for the fiscal year 2023 is submitted to the General Meeting of the Shareholders, which has been approved by the Company's Board of Directors.

Item 2<sup>nd</sup> is submitted to the General Meeting for information and is not subject to voting.

*(The Activities Report of the OTE Audit Committee for the fiscal year 2023 is available on the Company's website: [https://www.cosmote.gr/cs/otegroup/en/genikh\\_syneleysh\\_metoxwn.html](https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html))*

**Item 3<sup>RD</sup>****Approval, according to article 108 of Law 4548/2018, of the overall management of the Company by the Board of Directors during the fiscal year 2023 (1/1/2023 - 31/12/2023) and exoneration of the Auditors for the fiscal year 2023 (1/1/2023 - 31/12/2023), pursuant to article 117 par. 1(c) of Law 4548/2018.**

The General Meeting of the Shareholders is called to approve the overall management of the Company by the Board of Directors during the fiscal year 2023 (1/1/2023 - 31/12/2023) according to article 108 of Law 4548/2018 and exonerate the Auditors for the fiscal year 2023 (1/1/2023 - 31/12/2023), pursuant to par. 1c, article 117 of Law 4548/2018.

**Item 4<sup>TH</sup>****Appointment of an Audit Firm for the statutory 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 2024 (1/1/2024 - 31/12/2024).**

The Company's Board of Directors proposes to the General Meeting, following a relevant justified recommendation of the Audit Committee, in accordance with the Regulation (EU) No.537/2014 and the article 44 of L.4449/2017, the appointment of the audit firm "Deloitte Certified Public Accountants S.A." as the preferred choice for the statutory audit of the financial statements of OTE S.A. (both separate and consolidated) under International Financial Reporting Standards, for the fiscal year 2024. The compensation of the audit firm is determined by the Board of Directors in accordance with the current relevant provisions.

**Item 5<sup>TH</sup>**

**Final determination of the remuneration and expenses of the members of the Board of Directors for their participation in the proceedings of the Board of Directors and its Committees during the fiscal year 2023 (1/1/20233 - 31/12/2023) - Determination of the remuneration and expenses of the members of the Board of Directors for their participation in the proceedings of the Board of Directors and its Committees for the fiscal year 2024 and pre-approval for their payment until the Ordinary (Annual) General Meeting of the Shareholders which will take place within 2025 and will finally determine them.**

**A.** The General Meeting is requested to definitely determine and approve the remuneration paid to the members of the Board of Directors in the fiscal year 2023 for the participation in the Board’s proceedings and in the proceedings of the Audit Committee and the Remuneration and Nomination Committee.

The remuneration paid to the members of the Board of Directors for the fiscal year 2023, according to the resolution of the Ordinary General Meeting of the Shareholders dated 7-6-2023, for the participation in the Board’s proceedings and in the proceedings of the Audit Committee and the Remuneration and Nomination Committee, for each member, is presented in the following table:

FULL NAME	POSITION	TERM OF OFFICE IN THE BoD	PARTICIPATION IN BoD COMMITTEES	TERM OF OFFICE IN THE COMMITTEES	TOTAL GROSS AMOUNT
MICHALIS TSAMAZ	CHAIRMAN OF BoD & CEO (EXECUTIVE MEMBER)	1/1 – 31/12/2023			x
CHARALAMPOS MAZARAKIS	EXECUTIVE MEMBER	1/1 – 31/12/2023			x
DANIEL DAUB	NON-EXECUTIVE MEMBER	1/1 – 31/12/2023			x
DOMINIQUE LEROY	NON-EXECUTIVE MEMBER	1/1 – 31/12/2023			x
KYRA ORTH	NON-EXECUTIVE MEMBER	1/1 – 31/12/2023	MEMBER OF THE REMUNERATION & NOMINATION COMMITTEE	1/1 – 31/12/2023	x
MELINDA SZABO	NON-EXECUTIVE MEMBER	1/1 – 31/12/2023			x
EELCO BLOK	VICE CHAIRMAN, INDEPENDENT NON-EXECUTIVE MEMBER	1/1 – 31/12/2023	CHAIRMAN OF THE AUDIT COMMITTEE & CHAIRMAN OF THE REMUNERATION & NOMINATION COMMITTEE	1/1– 31/12/2023 1/1– 31/12/2023	99.900,00
DIMITRIOS GEORGOUTSOS	INDEPENDENT, NON-EXECUTIVE MEMBER	1/1 – 31/12/2023	MEMBER OF THE AUDIT COMMITTEE	1/1 – 31/12/2023	84.000,00

<b>KONSTANTINOS GKRAVAS</b>	INDEPENDENT, NON-EXECUTIVE MEMBER	1/1 – 31/12/2023	MEMBER OF THE AUDIT COMMITTEE & MEMBER OF THE REMUNERATION & NOMINATION COMMITTEE	1/1 – 31/12/2023 1/1 – 31/12/2023	92.800,00
<b>GRIGORIOS ZARIFOPOULOS</b>	NON-EXECUTIVE MEMBER	1/1 – 1/3/2023			9.600,00
<b>ALEXANDROS ATHANASIOU</b>	NON-EXECUTIVE MEMBER	1/3 – 31/12/2023			48.000

In addition, it is noted that:

(a) Pursuant to article 9 par. 7 of the Articles of Incorporation, the executive members of the Board of Directors (Michail Tsamaz and Charalampos Mazarakis) who have, at the same time, employment contracts with the Company, do not receive during their term of office any remuneration for their participation in the Board of Directors proceedings as the other members.

(b) The members of the Board of Directors, namely D. Daub, K. Orth, D. Leroy, M. Szabo have waived the payment of the remuneration.

(c) During 2023 the non-executive member of the Board Mr. Zarifopoulos was replaced by Mr. Athanasiou as new non-executive member, for this reason the number of Board members resulting in the table above exceeds the total number of the members of the Board.

**B.** The General Meeting of the Shareholders is called to determine the remuneration and expenses of the members of the Board of Directors for their participation in the proceedings of the Board of Directors and its Committees for the fiscal year 2024 and pre-approve their payment until the Ordinary General Meeting of the Shareholders which will take place within 2025 and will finally determine them.

The proposal is no increase to take place to the remuneration and expenses of the members of the Board of Directors for their participation in its proceedings and in the proceedings of the Audit Committee and the Remuneration & Nomination Committee for the fiscal year 2024 compared to year 2023.

The remuneration and expenses as of today are as follows:

1. Remuneration

i. Remuneration of the members of the Board of Directors for their attendance at its meetings, which amounts to €4,800 gross per month, regardless of the number of meetings.

ii. Remuneration of the Chairman and the members of the Audit Committee for their attendance at its meetings, which amounts to:

a) Chairman: €2,700 gross amount per meeting.

b) Members: €2.200 gross amount per meeting.

iii. Remuneration of the Chairman and the members of the Board of Directors Remuneration & Nomination Committee for their attendance at its meetings, which amounts to €1,100 gross per meeting.

The gross amounts mentioned above:

- i) To be subject to the statutory deductions (tax, social security contributions) as provided for by the law and based on the applicable ceiling for their calculation.
- ii) Not to change in the event of amendment in the tax legislation and/or in the social security legislation. In this case, the payable, net amount may change accordingly.

## 2. Expenses

### i) Travel/sojourn expenses from/to out of the country are covered:

- The travel expenses of the members of the Board of Directors for their attendance at the meetings of the Board and its Committees, from and to the country of their permanent residence, provided that these are not covered by their employers. In the event of air transportation, the fare of a “Business Class” ticket, for flights with duration of more than four hours and the fare of an “Economy Class” ticket for flights with duration of less than four hours will be covered.
- The sojourn expenses of the above mentioned members, at the place where the meetings will be held, for up to two overnight stays per travel.

### ii) Travel/sojourn expenses inside the country are covered:

- The travel expenses of the members of the Board of Directors for their attendance at the meetings of the Board and its Committees, from and to the place of their permanent residence, provided that it is within the country but outside the prefecture of the Company’s seat at a distance of more than one hundred and fifty kilometers (150km), and provided that these expenses are not covered by their employers. In the event of air transportation, the fare of “Economy Class” ticket will be covered.
- The sojourn expenses of the above mentioned members, at the place where the meetings will be held, for one overnight stay per travel.

The General Meeting of the Shareholders will be requested so that the remuneration and expenses to be paid to the members of the Board of Directors for their participation in the proceedings of the Board of Directors and its Committees (Audit Committee and Remuneration & Nomination Committee) for the fiscal year 2024, to be also paid during the fiscal year 2025 until their approval by the Ordinary General Meeting of the Shareholders that will take place within 2025.

## **Item 6<sup>TH</sup>**

### **Approval of the variable remuneration of the executive members of the Board of Directors for the fiscal year 2023 (1/1/2023 -31/12/2023).**

The General Meeting is requested to approve the compensation for target achievement of the executive members of the Board of Directors for the fiscal year 2023 (1/1/2023 – 31/12/2023). More specifically:

(a) Michail Tsamaz – Managing Director

The General Shareholders Meeting, in the framework of the implementation of the agreement of the Managing Director with OTE, which is approved by the General Shareholders Meeting, is called to approve the payment amount of the annual variable reward for the achievement of the targets of the year 2023 and the variable monetary reward for the four-year assessment period 2020-2023, as approved by the Remuneration & Nomination Committee and the Board of Directors of the Company.

It is noted that the amount of the variable reward for the achievement of the targets is taxable according to the Law.

The above amounts to be paid are analyzed as follows:

(i) Annual variable reward for on target achievement for the year 2022:

- The amount to be paid for on target achievement (100%): 60% of the annual total gross base salaries (meaning 8.43 gross monthly salaries)
- Final level of achievement for the year 2023 (%): 119.6% [it is noted that the final level of achievement for the year 2023 (119.6%) results from the level of achievement of the corporate targets with 100% weight upon the total final level of achievement]
- Payment amount [in number of gross monthly base salaries (GMBS) of year 2023]:  $119.6\% \times 60\% \times 14 \text{ GMBS} = 10.05 \text{ GMBS}$

(ii) Variable amount of money for the four-year period 2020-2023:

- Amount to be paid for on target achievement:  $\approx 50\%$  of annual gross basic salaries (7.48 gross monthly salaries)
- Final level of achievement for the four-year assessment period 2020-2023 (%): 232.7%
- Payment amount [in number of gross monthly base salaries (GMBS) of year 2023]:  $232.7\% \times 53.4\% \times 14 \text{ GMS} = 17.4 \text{ GMS}$ .

(b) Charalampos Mazarakis - Chief Financial Officer of OTE Group

The General Shareholders Meeting, in the framework of the implementation of the employment agreement of Mr. Ch. Mazarakis, is called to approve the payment amount of the annual performance bonus for the year 2023 of 9.02 gross monthly base salaries (year 2023) for the level of achievement of the corporate targets of 119.6%, as approved by the Remuneration & Nomination Committee and the Board of Directors of the Company.

Furthermore, Ch. Mazarakis, as OTE Group Chief Financial Officer, is entitled to receive a variable monetary reward for the four-year assessment period 2020-2023. The General Shareholders Meeting is requested to approve the variable amount of

money to be paid for the four-year period 2020-2023, for a final level of achievement of 232.7% for the assessment period 2020-2023, amounting to 15.04 gross monthly base salaries (years 2023).

#### **Item 7<sup>TH</sup>**

#### **Remuneration Report for the members of the Board of Directors for the fiscal year 2023 according to article 112 of Law 4548/2018.**

The Company's Board of Directors submits to the General Meeting the Remuneration Report for the members of the Board of Directors of OTE S.A. for the fiscal year 2023, pursuant to article 112 of Law 4548/2018. This Remuneration Report has been approved by the Remuneration & Nomination Committee as well.

It is noted that OTE S.A., as a company with shares listed on a regulated market, must draft and submit to the General Shareholders' Meeting a Remuneration Report, in accordance with article 112 of Law 4548/2018, that shall include a complete overview of the total remuneration paid / granted to each of the executive and non-executive members of the Board of Directors in the last fiscal year.

The auditors of the Company audit, if and to what extent, the information mentioned by Law has been provided in the Remuneration Report. To this end, the relevant Audit Report of the audit firm "Deloitte Certified Public Accountants S.A." is submitted to the General Meeting as well.

The Remuneration Report, according to the Law, is submitted to the Ordinary General Shareholders' Meeting for discussion, as a subject of the agenda of the Meeting. The shareholders' vote is advisory.

*(The Remuneration Report for the members of the Board of Directors of OTE S.A. for the fiscal year 2023 as well as the relevant Audit Report of the audit firm "Deloitte Certified Public Accountants S.A." are available on the Company's website:*

*[https://www.cosmote.gr/cs/otegroup/en/genikh\\_syneleysh\\_metoxwn.html](https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html))*

#### **Item 8<sup>TH</sup>**

#### **Approval of the new Remuneration Policy valid as from 1.7.2024 for the members of the Board of Directors of OTE S.A. in accordance with articles 110 and 111 of Law 4548/2018.**

The Board of Directors of the Company, following the consent of the Remuneration and Nomination Committee has approved at its meeting no. 3203/14-05-2024 (item 6) to submit a proposal to the Ordinary General Meeting of the Shareholders regarding the of the new Remuneration Policy for the members of the Board of Directors of OTE SA., in accordance with articles 110 ("Remuneration Policy") and 111 ("Content of Remuneration Policy") of Law 4548/2018, valid from 1/7/2024 until 30/6/2028.

It is noted that in the frame of the approval of the new Remuneration Policy and according to par. 2 of article 111 of Law 4548/2018, a Report of the Board of Directors to the General Shareholders' Meeting of OTE SA is also submitted, which describes and explains the basic differences between the new Remuneration Policy for the members of the Board of Directors of OTE S.A. and the one in force today which was initially approved by decision of the 68<sup>th</sup> Ordinary General Meeting of Shareholders of 24/6/2020 and revised by decisions of the General Meeting of Shareholders of 25/05/2022 and 7/6/2023 respectively and concerns all kinds of remuneration of the members of the Board of Directors, both executive and non-executive ones, including independent non-executive members.

*(The text of the new Remuneration Policy for the members of the Board of Directors of OTE S.A. and the relevant Report of the Board of Directors to the General Shareholders' Meeting, are available on the Company's website:*

*[https://www.cosmote.gr/cs/otegroup/en/genikh\\_syneleysh\\_metoxwn.html](https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html) )*

#### **Item 9<sup>TH</sup>**

**Granting of a special permission, according to articles 97 par.3, 99 par.1, 2 and 100 par.2 of Law 4548/2018, for the continuation for the period 31/12/2024 until 31/12/2025 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 powers.**

The Board of Directors of the Company has decided to submit this issue to the Ordinary General Meeting of the Shareholders, according to articles 97 par.3, 99 par.1,2 and 100 par.2 of Law 4548/2018, because it concerns personally the members of the Board of Directors, in light of reaching a resolution:

1. For granting of special permission, according to articles 97 par.3, 99 par.1,2 and 100 par.2 of Law 4548/2018 for the continuation, for the period 31.12.2024 – 31.12.2025, of the insurance coverage of Directors & Officers Liability of OTE S.A. and its' affiliated companies, under DTAG's D&O (Master) Policy, which covers DTAG Group of companies, after taking into consideration the Report of the audit firm "Grant Thornton S.A. Chartered Accountants & Management Consultants" (GRANT THORNTON), according to par. 1 of article 101 of Law 4548/2018, on the condition precedent that:
  - the Master Policy of DTAG will be renewed for the said period,
  - there will be no material change to OTE S.A. and affiliated companies' insurance coverage, in comparison to the previous insurance period and the cost will amount to the budgeted premium of five hundred eighty-eight thousand eight hundred euros (€588,800), maximum in total for OTE Group [out of which an amount of three hundred eighty-nine thousand six hundred euros (€389,600) approximately shall correspond to OTE S.A. which is higher considering the amount spent last year (€301,600) due to the merge by absorption of COSMOTE by OTE SA effective on 2.1.2024) ].



2. For granting of authorization to the following Company executives to proceed to the actions mentioned below, only upon completion of all procedures concerning the granting of the special permission, according to the par. 2 of article 101 of Law 4548/2018:

- the CEO and the Head of the competent Business Unit for OTE Group's Insurance Coverage in order - acting either jointly or severally - to sign the local D&O policy for the period from 31.12.2024 until 31.12.2025.
- the Head of the competent Business Unit for OTE Group's Insurance Coverage in order to inform OTE S.A.'s affiliated companies in respect of their Directors & Officers insurance coverage under the abovementioned DTAG's policy, as well as to determine and agree with them upon the premium allocation, following the approval of their competent corporate Bodies.

A Report of the audit firm "Grant Thornton S.A. Chartered Accountants & Management Consultants" is submitted to the Ordinary General Shareholders' Meeting, according to par. 1 of article 101 of Law 4548/2018, assessing that the current transaction of OTE S.A. with related parties is fair and reasonable for the Company and its shareholders who are not a related party, including the minority shareholders of the Company.

*(Further information on Item 9th, including the specific cost for each OTE Group company as well as the Report of the audit firm "Grant Thornton S.A. Chartered Accountants & Management Consultants" are available at: [https://www.cosmote.gr/cs/otegroup/en/genikh\\_syneleysh\\_metoxwn.html](https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html))*

## **Item 10<sup>TH</sup>**

**Approval of the cancellation of five million, three hundred eight thousand, four hundred forty (5,308,440) own shares purchased by the Company under the approved own share buy-back program in order to cancel them, with the corresponding reduction of its share capital by the amount of fifteen million, twenty two thousand, eight hundred eighty five Euros and twenty cents (€15,022,885.20), according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Incorporation.**

The Board of Directors of the Company has approved the submission to the General Shareholders' Meeting of a proposal:

- 1) For the cancellation, in accordance with article 49 of L. 4548/2018, of the total number of 5.308.440 own shares of OTE S.A. with a nominal value of €2.83 each, held by the Company on 31/05/2024. Specifically, those shares have been acquired from 01/11/2023 to 31/05/2024 at an average execution price of €13,59 per share, with the aim to cancel them within the framework of the Own Share Buy Back Programs as approved by the General Shareholders' Meeting of

18/01/2022 & 30/11/2023. The cancellation will take place in partial implementation (i.e., on top of dividend distribution) of the Shareholders' Remuneration Policy.

- 2) For the reduction of the Company's share capital by €15.022.885,20, resulting by multiplying the total amount of own shares for cancellation, according to the above mentioned (par.1), by the nominal value of OTE's share (i.e., 5.308.440 shares x €2.83 per share).
- 3) For the subsequent amendment of article 5 of the Company's Articles of Incorporation on share capital, in order to reflect the said reduction, in particular for the amendment of paragraph 1 and the addition of sub-paragraph (r) in paragraph 2 of said article, as follows:

*"Article 5 – Share Capital*

1. *The share capital of the Company amounts to one billion, one hundred sixty-seven million, nine hundred twenty-two thousand, eight hundred eleven Euros, fifty-nine cents (€1,167,922,811.59) divided into four hundred and twelve million, six hundred and ninety-three thousand, five hundred and seventy-three (412,693,573) ordinary registered shares of a nominal value of two Euros and eighty-three cents (€2.83) each.*

2. *The share capital was determined as follows:*

.....

*(r) Pursuant to a resolution of the General Assembly of the Shareholders dated 28.06.2024, the Company's share capital has been reduced by fifteen million, twenty two thousand, eight hundred eighty five Euros and twenty cents (€15,022,885.20) due to the cancellation of five million, three hundred eight thousand, four hundred forty (5,308,440) own shares, which had been purchased by the Company, under a share buy-back program in order to be cancelled, pursuant to article 49 of L. 4548/2018 and following authorizations by the General Assembly of the Shareholders. Following the above reduction, the Company's share capital amounts to one billion, one hundred sixty seven million, nine hundred twenty two thousand, eight hundred eleven Euros, fifty nine cents (€1,167,922,811.59) divided into four hundred and twelve million, six hundred and ninety three thousand, five hundred and seventy three (412,693,573) ordinary registered shares of a nominal value of two Euros and eighty three cents (€2.83) each".*

It is noted that the Company's share capital, before said reduction due to the cancellation of the own shares, amounts to €1,182,945,696.79 divided into 418,002,013 ordinary registered shares, of a nominal value of €2.83 each.

### **Item 11<sup>th</sup>**

#### **Election of a new Board of Directors and Appointment of independent members, pursuant to the relevant provisions of Law 4706/2020.**

According to the Articles of Incorporation of the Company (article 9 par. 1, 2 and 3), the Board of Directors consists of ten (10) members which may be or may not be shareholders of the Company, are distinguished between executive, non-executive and independent non-executive members and are elected by the General Shareholders Assembly which appoints amongst them the independent non-executive members.

The Board Directors are elected for a three (3) year term and may always be re-elected. The term of each Director begins on the day of its election by the General Shareholders Assembly and terminates at the completion of the Ordinary General Shareholders Assembly of the year in which the three year term has been completed.

According to L. 4706/2020, (a) the independent non-executive members of the Board of Directors may not fall short of 1/3 of the total number of members (if a fraction occurs, it is rounded to the nearest whole number), and (b) the representation by gender may not fall short of 25% of the total number of members of the Board of Directors (if a fraction occurs, it is rounded to the previous whole number).

Therefore, due to the expiration of the term of the existing Board of Directors during the Ordinary General Shareholders Assembly of 28-06-2024, the General Assembly should elect a new ten-member Board of Directors for a three-year term. Also, the General Assembly should appoint at least three (3) independent non-executive members, within the meaning of article 9 of Law 4706/2020, amongst those to be elected.

In the context of this issue, the shareholders Deutsche Telekom AG and the Hellenic Republic with their as of 24.05.2024 and as of 07.06.2024 letters respectively have proposed the following candidate members:

1. Konstantinos Nebis - Executive member (new member)
2. Charalambos Mazarakis - Executive member (reelection)
3. Dominique Yvette M. Leroy - Non-executive member (reelection)
4. Kyra Elen Sibylle Orth - Non-executive member (reelection)
5. Daniel Daub - Non-executive member (reelection)
6. Elvira Gonzalez Sevilla - Non-executive member (new member)
7. Eelco Blok - Independent non-executive member (reelection)
8. Konstantinos Gravas – Independent non-executive member (reelection)
9. Alexandros Athanassiou – Independent non-executive member (reelection)
10. Christina Bousoulega - Non-executive member (new member)

The Board of Directors is in the process of completing the evaluation of these candidates, as well as their independency criteria, in order to submit its full proposal, which will be posted within the next few days.

#### **Item 12<sup>th</sup>**

#### **Definition of the type, composition (number of members and their capacities) and tenure of the Audit Committee.**

Article 2 of the Regulation of operation of the Company's Audit Committee provides, in the context of article 44 of Law 4449/2017 as applicable, that the Audit Committee is a committee of the Company's Board of Directors, consisting of at least three (3) non-executive members of the Company's Board of Directors, in their majority independent from the Company, which are appointed by the Board of Directors of the Company while the General Shareholders Assembly determines the exact number of members of the Audit Committee, as well as their tenure and qualifications.

Due to the expiry of the term of the members of the Audit Committee along with the expiry of their term as members of the Board of Directors and following the decision of the General Assembly in the above 12th item for the election of a new Board of Directors and the appointment of its independent non-executive members, the General Assembly is requested to determine the type (committee of the Board of Directors or an independent committee), the composition (number and capacities of committee members) and the term of office of the members of the Audit Committee.

In this context, the shareholder Deutsche Telekom AG has proposed that the Audit Committee continues as a committee of the Board of Directors, consisting of three (3) members, all of them independent non-executives, with a term of office equal to their term of office as members of the Board of Directors.

It is noted that in addition to the above, other proposals can be submitted by the shareholders no later than Friday, 06-21-2024.

#### **Item 13<sup>TH</sup>**

**Publication to the Ordinary General Meeting of the Shareholders of the Company, according to article 97 par. 1 (b) of Law 4548/2018, of any cases of conflict of interest and agreements of the fiscal year 2023 which fall under article 99 of Law N.4548/2018 (related party transactions).**

The Board of Directors of the Company makes public to the General Meeting of the Shareholders, according to article 97 par. 1 (b) of Law 4548/2018, the cases of conflict of interest and the agreements of the fiscal year 2023 which fall under article 99 (related party transactions) of Law 4548/2018.

Item 13<sup>th</sup> is submitted to the General Meeting for information and is not subject to voting.

*(The cases of conflict of interest and the agreements of the fiscal year 2023 which fall under article 99 of Law 4548/2018 are available at: [https://www.cosmote.gr/cs/otegroup/en/genikh\\_syneleysh\\_metoxwn.html](https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html) )*

#### **Item 14<sup>TH</sup>**

**Submission of a report of the independent members of the Board of Directors to the General Shareholders' Meeting, according to par. 5, article 9 of L.4706/2020.**

In accordance with the provisions of par.5 of article 9 of L.4706/2020, as specified by the Hellenic Capital Market Commission with the documents bearing protocol numbers 1591/05-07-2021, 428/21-02-2022 and 784/20.03.2023, the independent non-executive members of the Board of Directors submit, jointly or separately, reports to the Ordinary or Extraordinary General Shareholders' Meeting, regarding the obligations of the non-executive members of the Board of Directors, including the independent members, which are mentioned in article 7 of

L.4706/2020. The submission of the abovementioned reports is done independently of the reports submitted by the Board of Directors to the General Meeting.

Under this 14th item, which is an announcement to the General Meeting and is not subject to voting, the relevant report of the independent non – executive members of the Board of Directors of the Company is submitted to this General Meeting.

*(The report of the independent non – executive members of the Board of Directors to the General Shareholders' Meeting, in accordance with the provisions of par.5 of article 9 of L. 4706/2020, has been posted on the Company's website [https://www.cosmote.gr/cs/otegroup/en/genikh\\_syneleysh\\_metoxwn.html](https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html))*