

**HELLENIC TELECOMMUNICATIONS ORGANIZATION S.A.****DRAFT RESOLUTIONS****FOR THE ITEMS OF THE AGENDA OF THE  
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS  
TO BE HELD ON NOVEMBER 30, 2023****ITEM 1<sup>ST</sup>****Approval of an Own Share Buyback Program according to article 49 of L.4548/2018.**

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

(1) For the approval of a new two-year term own shares Buy Back Program, in the context of the Shareholders' Remuneration Policy and in partial execution thereof, in accordance with the following terms and under the conditions of the applicable legal and regulatory framework.

In particular it is proposed to acquire own shares up to 10% of the Company's outstanding shares, i.e. total up to 42,624,754 (426,247,547\* X 10%) shares (including own shares already owned by the Company at any given time), at a price range between €1 and €30 per share. The period of the SBB Program execution will be 24 months from 22.02.2024 up to 22.02.2026, with the aim to cancel them.

(2) For the authorization of Mr. Charalampos Mazarakis, OTE Group Chief Financial Officer, with full powers of substitution and sub-delegation, at his discretion, to undertake, any action and decide as necessary for the execution of the aforementioned decisions (determination of the maximum target expense amount, including the assignment of execution of the own Share Buy Back Program to a service provider), following the approval of the own Share Buy Back Program by the General Meeting in accordance with the above.

**ITEM 2<sup>ND</sup>**

**Approval of the cancellation of eight million, two hundred forty five thousand, five hundred thirty four (8,245,534) 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 twenty three million, three hundred thirty four thousand, eight hundred sixty one Euros and twenty two cents (€23,334,861.22), 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 8,245,534 own shares** of OTE S.A. (or Company) with a nominal value of €2.83, held by the Company on 31/10/2023. Specifically, those shares have been acquired from 01/05/2023 to 31/10/2023, within the framework of the Own Share Buy Back Programs as approved by the General Shareholders' Meeting (meeting of 18/01/2022), at an average execution price of €13.99 per share (with settlement date of the last trading date, the 03/11/2023), aiming to cancel them. 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 €23,334,861.22** resulting by multiplying the total amount of own shares for cancellation by the nominal value of OTE's share (i.e. 8,245,534 shares x €2.83 per share).
- 3) **For the subsequent amendment of article 5** ("Share Capital") of the Company's Articles of Incorporation, in order to reflect the said reduction, in particular for the amendment of paragraph 1 and the addition of sub-paragraph (q) 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 eighty two million, nine hundred forty five thousand, six hundred ninety six Euros and seventy nine cents (€1,182,945,696.79) divided into four hundred eighteen million, two thousand and thirteen (418,002,013) 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:*

.....

*(q) Pursuant to a resolution of the General Assembly of the Shareholders dated 30.11.2023, the Company's share capital has been reduced by twenty three million, three hundred thirty four thousand, eight hundred sixty one Euros and twenty two cents (€23,334,861.22) due to the cancellation of eight million, two hundred forty five thousand, five hundred thirty four (8,245,534) own shares, which had been purchased by the Company, under a share buy-back programme 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 eighty two million, nine hundred forty five thousand, six hundred ninety six Euros and seventy nine cents (€1,182,945,696.79) divided into four hundred eighteen million, two thousand and thirteen (418,002,013) 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 €1,206,280,558.01 divided into 426,247,547 ordinary registered shares, of a nominal value of €2.83 each.

### **ITEM 3<sup>RD</sup>**

#### **Approval of the amendment of articles 1 (Corporate Name) and 2 (Object) 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 amendment of **article 1 (Corporate Name)** of the Articles of Association with the addition of the distinctive title "COSMOTE".

**2.** For the amendment of **article 2 (Corporate object)** of the Articles of Association and especially the following paragraphs:

- 2.1. The amendment of par. 1 (a).
- 2.2. The addition of new paragraphs 1 (a.1) and 1 (a.2).
- 2.3. The amendment of paragraph 1 (d).
- 2.4. The amendment of paragraph 1 (f).
- 2.5. The amendment of paragraph 1 (l).
- 2.6. The amendment of paragraph 1 (r).
- 2.7. The change of paragraph 1 (ii) of article 2 of the Articles of Association to paragraph 1 (k).
- 2.8. The addition of a new paragraph 1 (u).
- 2.9. The addition of a new paragraph 1 (v).
- 2.10. The addition of a new paragraph 1 (w).
- 2.11. The addition of a new paragraph 1 (x).
- 2.12. The addition of a new paragraph 1 (y).
- 2.13. The addition of a new paragraph 1 (z).
- 2.14. The addition of a new paragraph 1 (aa).
- 2.15. At the end of paragraph 1 of article 2 of the Articles of Association, a new paragraph is added.

The abovementioned amendments are proposed in the context of and for the purpose of the upcoming merger of OTE SA by absorption of its 100% daughter company by the name “COSMOTE MOBILE TELECOMMUNICATIONS SINGLE MEMBER S.A.”

*(The Draft Articles of Association to be amended with all the proposed amendments track changed has been posted on the corporate website [https://www.cosmote.gr/cs/otegroup/en/genikh\\_syneleysh\\_metoxwn.html](https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html) )*

#### **ITEM 4<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 4th 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 corporate website [https://www.cosmote.gr/cs/otegroup/en/genikh\\_syneleysh\\_metoxwn.html](https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html))*