

HELLENIC TELECOMMUNICATIONS ORGANIZATION S.A.

**DRAFT RESOLUTIONS
FOR THE ITEMS OF THE AGENDA OF THE
71st ORDINARY GENERAL MEETING OF THE SHAREHOLDERS
TO BE HELD ON JUNE 7, 2023**

Item 1ST

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 2022 (1/1/2022-31/12/2022), 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 2022 (1/1/2022-31/12/2022) 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 €0.5765 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/en/oikonomikes_katastaseis_omilou_ote_kai_ae.html) the approved by the Board of Directors 2022 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 2ND

Approval of the Activities Report of the OTE Audit Committee for the year 2022.

The Activities Report of the OTE Audit Committee for the fiscal year 2022 is submitted to the General Meeting of the Shareholders, which has been approved by the Company's Board of Directors.

Item 2nd 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 2022 is available on the Company's website:

https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html)

Item 3RD

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 2022 (1/1/2022-31/12/2022) and exoneration of the Auditors for the fiscal year 2022 (1/1/2022-31/12/2022), 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 2022 (1/1/2022-31/12/2022) according to article 108 of Law 4548/2018 and exonerate the Auditors for the fiscal year 2022 (1/1/2022-31/12/2022), pursuant to par. 1c, article 117 of Law 4548/2018.

Item 4TH

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 2023 (1/1/2023-31/12/2023).

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 2023. The compensation of the audit firm is determined by the Board of Directors in accordance with the current relevant provisions.

Item 5TH

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 2022 (1/1/2022-31/12/2022) - 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 2023 and pre-approval for their payment until the Ordinary (Annual) General Meeting of the Shareholders which will take place within 2024 and will finally determine them.

A. The General Meeting is requested to definitely define and approve the remuneration paid to the members of the Board of Directors in the fiscal year 2022 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 2022, according to the resolution of the Ordinary General Meeting of the Shareholders dated 25-05-2022, 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 – 31/12/2022			x
CHARALAMPOS MAZARAKIS	EXECUTIVE MEMBER	1/1 – 31/12/2022			x
ROBERT HAUBER	NON EXECUTIVE MEMBER	1/1 – 31/12/2022			x
RODRIGO DIEHL	NON EXECUTIVE MEMBER	1/1 – 31/12/2022			x
DANIEL DAUB	NON EXECUTIVE MEMBER	10/11 – 31/12/2022			x
DOMINIQUE LEROY	NON EXECUTIVE MEMBER	1/1 – 31/12/2022			x
KYRA ORTH	NON EXECUTIVE MEMBER	1/1 – 31/12/2022	MEMBER OF THE REMUNERATION & NOMINATION COMMITTEE	1/1 – 31/12/2022	x
MELINDA SZABO	NON EXECUTIVE MEMBER	10/11 – 31/12/2022			x

EELCO BLOK	VICE CHAIRMAN, INDEPENDENT NON EXECUTIVE MEMBER	1/1 – 31/12/2022	CHAIRMAN OF THE AUDIT COMMITTEE & CHAIRMAN OF THE REMUNERATION & NOMINATION COMMITTEE	1/1 – 31/12/2022 1/1 – 31/12/2022	107.500,00
DIMITRIOS GEORGOUTSOS	INDEPENDENT, NON EXECUTIVE MEMBER	1/1 – 31/12/2022	MEMBER OF THE AUDIT COMMITTEE	1/7 – 31/12/2022	88.400,00
CATHERINE DE DORLODOT	INDEPENDENT, NON EXECUTIVE MEMBER	1/1 – 14/11/2022	MEMBER OF THE AUDIT COMMITTEE & MEMBER OF THE REMUNERATION & NOMINATION COMMITTEE	1/1 – 14/11/2022 1/1 – 14/11/2022	88.000,00
KONSTANTINOS GKRAVAS	INDEPENDENT, NON EXECUTIVE MEMBER	25/11 – 31/12/2022	MEMBER OF THE AUDIT COMMITTEE & MEMBER OF THE REMUNERATION & NOMINATION COMMITTEE		16.200,00
GRIGORIOS ZARIFOPOULOS	NON EXECUTIVE MEMBER	1/1 – 31/12/2022			57.600,00

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 R. Hauber, R. Diehl, D. Daub, K. Orth, D. Leroy, M. Szabo have waived the payment of the remuneration.

(c) During 2022 some members of the Board were replaced by new, 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 2023 and pre-approve their payment until the Ordinary General Meeting of the Shareholders which will take place within 2024 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 Board of Directors Remuneration & Nomination Committee for the fiscal year 2023 compared to year 2022.

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, special solidarity contribution, 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 2023, to be also paid during the fiscal year 2024 until their approval by the Ordinary General Meeting of the Shareholders that will take place within 2024.

Item 6TH

Approval of the variable remuneration of the executive members of the Board of Directors for the fiscal year 2022 (1/1/2022-31/12/2022).

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 2022 (1/1/2022 – 31/12/2022). 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 2022 and the variable monetary reward for the four-year assessment period 2019-2022, 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, and in relation to this amount, the Managing Director has undertaken the obligation – based on the Share Matching Plan- to re-invest in Deutsche Telekom AG (DTAG) shares, a total amount that corresponds to a percentage of 10% of the said gross amount, and subsequently, to uninterruptedly hold these shares for a period of time of four (4) years. In addition to the above mentioned investment obligation, the Managing Director has the right, at his own discretion, to further invest in DTAG shares, an additional part of the payment amount of annual variable reward for the achievement of the targets of year 2022. It is mentioned that the maximum annual investment (obligatory and voluntary) is set at the half (50%) of the gross

amount of the annual variable reward for the achievement of the targets of year 2022.

The above mentioned 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 2022 (%): 128.3% [it is noted that the final level of achievement for the year 2022 (128.3%) 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 2022]: $128.3\% \times 60\% \times 14 \text{ GMBS} = 10.81 \text{ GMBS}$

(ii) Variable monetary reward for the four-year assessment period 2019-2022:

- The amount to be paid for on target achievement (100%): 50% of the annual total gross base salaries (meaning 7,48 gross monthly base salaries)
- Final level of achievement for the four-year assessment period 2019-2022 (%): 182.2%
- Payment amount [in number of gross monthly base salaries (GMBS) of year 2022]: $182.2\% \times 53,4\% \times 14 \text{ GMBS} = 13.62 \text{ GMBS}$

In addition, the General Shareholders Meeting in the framework of the implementation of the said agreement of the Managing Director is called to approve the payment amount of the variable reward for the Game Changer Incentive plan, which amounts to 1.29 GMBS, as approved by the Remuneration & Nomination Committee and the Board of Directors of the Company, due to the achievement of the targets related to this Incentive plan by 132.4%.

(b) Charalampos Mazarakis - OTE Group Chief Financial Officer

The General Shareholders Meeting, in the framework of the implementation of the employment agreement of the OTE Group Chief Financial Officer with OTE, is called to approve the payment amount of the annual performance bonus for the year 2022, of 9.67 gross monthly base salaries (of year 2022) for the level of achievement of the corporate targets of 128.3%, as approved by the Remuneration & Nomination Committee and the Board of Directors of the Company.

Furthermore, Mr. Ch. Mazarakis, as OTE Group Chief Financial Officer, is entitled to receive a variable monetary reward for the four-year assessment period 2019-2022. The General Shareholders Meeting is called to approve the variable monetary reward for the four-year assessment period 2019-2022, for a final level of achievement of 182.2%

for the four-year assessment period 2019-2022, of 11.77 gross monthly base salaries (of year 2022).

In addition, the General Shareholders Meeting is called to approve the payment amount to OTE Group Chief Financial Officer of the variable reward for the Game Changer Incentive plan, which amounts to 2.21 GMBS, as approved by the Remuneration & Nomination Committee and the Board of Directors of the Company, due to the achievement of the targets related to this Incentive plan by 132.4%.

Item 7TH

Remuneration Report for the members of the Board of Directors for the fiscal year 2022 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 2022, 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 2022 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)

Item 8TH

Approval of the revision of the Remuneration Policy for the members of the Board of Directors of OTE S.A. in accordance with articles 110 and 111 of Law 4548/2018 and respective amendment of the agreement of the Managing Director.

The Board of Directors of the Company, following the consent of the Remuneration and Nomination Committee has approved at its meeting no. 3180/04-05-2023 (item 7) to submit a proposal to the Ordinary General Meeting of the Shareholders regarding:

(a) The revision of the 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, which has been approved by a decision of the 68th Ordinary General Meeting of Shareholders of 24/06/2020 and revised by a decision of the General Meeting of Shareholders of 25/05/2022 and concerns the extension of the validity period of the Remuneration Policy for one year, until 31/12/2024.

It is noted that in the frame of the Remuneration Policy's revision 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 proposed changes to the Remuneration Policy.

(b) The update of the Remuneration Policy in relation to no remuneration for the participation of the Managing Director in meetings / proceedings of the BoDs and of the Committees of the BoDs of the companies of OTE Group.

(c) The update of the Remuneration Policy regarding the terms of participation of the Chief Financial Officer of OTE Group in the programs: "Long Term Incentive" and "Share Matching Plan", in accordance with the Terms and Conditions of the said Programs for the year 2023 and onwards, as approved by the relevant decision no. 3173 / 19.01.2023 (item 2) of the Board of Directors of OTE SA.

(d) The correction of a reference to a page of the Remuneration Policy (only in the Greek version).

(The revised text of the Remuneration Policy for the members of the Board of Directors of OTE S.A., in which the phrases and words proposed for deletion or addition have been deleted or added with track changes 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)

Item 9TH

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 31/12/2023 until 31/12/2024 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 31.12.2023 – 31.12.2024, 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 two hundred ninety-six thousand euros (€296,000) approximately shall correspond to OTE S.A.].

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 31.12.2023 until 31.12.2024.
 - 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)

Item 10TH

Approval of the cancellation of seven million, four hundred and seventeen thousand forty nine (7.417.049) 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 million, nine hundred and ninety thousand, two hundred forty eight Euros and sixty seven cents (€20.990.248,67), 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 7.417.049 own shares of OTE S.A. with a nominal value of €2.83 each, held by the Company on 30/04/2023. Specifically, those shares have been acquired from 03/10/2022 to 30/04/2023 at an average execution price of €14.69 per share, with the aim to cancel them within the framework of the Own Share Buy Back Program as approved by the General Shareholders’ Meeting of 18/01/2022. 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 €20.990.248,67, 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. 7.417.049 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 (p) in paragraph 2 of said article, as follows:

“Article 5 – Share Capital

1. *The share capital of the Company amounts to one billion two hundred and six million, two hundred and eighty thousand, five hundred and fifty eight Euros and one cent (€1.206.280.558,01) divided into four hundred twenty six million, two hundred forty seven thousand and five hundred and forty seven (426.247.547) 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:*

(p) Pursuant to a resolution of the Annual General Assembly of the Shareholders dated 07.06.2023, the Company’s share capital has been reduced by twenty million, nine hundred and ninety thousand, two hundred forty eight Euros and sixty seven cents (€20.990.248,67) due to the cancellation of seven million, four hundred and seventeen thousand forty nine (7.417.049) 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 two hundred and six million, two hundred and eighty thousand, five hundred and fifty eight Euros and one cent (€1.206.280.558,01) and is divided into four hundred twenty six million, two hundred forty seven thousand and five hundred and forty seven (426.247.547) 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 €1.227.270.806,68 divided into 433.664.596 ordinary registered shares, of a nominal value of €2.83 each.

Item 11th

Announcement of the election of a member of the Board of Directors of the Company as temporary independent non-executive member in replacement of a resigned independent non-executive member – Decision on the final assignment of the capacity of an independent member (appointment) to a member of the Board of Directors.

The Board of Directors, following the resignation of the independent non-executive member Mrs. Catherine de Dorlodot, effective as of 14-11-2022, and taking into consideration the No. 16/24.11.2022 proposal of the Remuneration and Nomination Committee, elected at its meeting No. 3170/25.11.2022 (item 1) as new independent non-executive member of the Board of Directors in replacement of the above mentioned resigned one, and up until the next General Meeting of the Shareholders of the Company, Mr. Konstantinos Gkravas, according to par. 1, 2 and 4 of

article 9 of L.4706/2020 and the suitability criteria provided in the “Suitability Policy for the members of the Board of Directors of OTE S.A.”.

According to the Articles of Incorporation of the Company and article 82 of L.4548/2018, the aforementioned election of Mr. Konstantinos Gkravas as temporary independent non-executive member is announced by the Board of Directors at the next General Meeting of Shareholders, which can assign the capacity of the independent non-executive member either to the new member elected by the Board of Directors or to a new member that the General Meeting will elect for the remainder of the term of office of the above mentioned resigned one.

The General Meeting is requested to decide upon the appointment of an Independent, according to article 9 of L.4706/2020, non-executive member of the Board of Directors until the expiration of the term of office of the resigned member (i.e. until the date of the Ordinary General Shareholders’ Meeting of the year 2024).

In this frame, the Board of Directors, in view of the convocation of the 71st Annual General Meeting of OTE Shareholders, taking into consideration the fulfillment by Mr. Konstantinos Gkravas of the independence conditions, according to article 9 of L.4706/2020 and the suitability criteria provided in the “Suitability Policy for the members of the Board of Directors of OTE S.A.”, is taken into consideration, as validated: (i) by the No. 33/26.4.2023 letter of the Executive Director, Compliance, ERM and Insurance OTE Group, and (ii) the as of 25.4.2023 Solemn Statement by Mr. Konstantinos Gkravas, approved the proposal to the forthcoming Annual General Shareholders’ Meeting in order for the latter to definitely decide on the assignment of the capacity of the independent member, to Mr. Konstantinos Gkravas, until the expiration of the term of office of the resigned independent non-executive member (i.e. until the date of the Ordinary General Shareholders’ Meeting of the year 2024), and confirms to the General Shareholders’ Meeting that Mr. Konstantinos Gkravas meets the legal independency conditions in accordance with article 9 of L.4706/2020 as in force.

Finally, it is noted that beyond the above proposal of the Board of Directors, other candidacies may be submitted by the shareholders until Wednesday, May 31st 2023 the latest. Every candidacy to be submitted by shareholders in the frame of the present agenda item, has to be submitted along with: (a) a full curriculum vitae of the candidate and (b) an irrevocable Solemn Statement of the candidate, affirming that such person meets the legal independency conditions in accordance with article 9 of L.4706/2020 as in force.

(The Board of Directors resolution No. 3170/25.11.2022 (item 1) and the proposal of the Remuneration and Nomination Committee No. 16/24.11.2022, the letter of the Executive Director, Compliance, ERM and Insurance OTE Group No. 33/26.4.2023, Mr. K. Gkravas full curriculum vitae and a Solemn Statement affirming that he meets the legal independency conditions in accordance with article 9 of L.4706/2020, as well as a

Statement template for candidates as Independent member of the Board of Directors are available on the Company's website:

https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html)

Item 12th

Announcement of the election by the Board of Directors of new non-executive members of the Board of Directors in replacement of resigned non-executive members.

In accordance with the provisions of par. 4 of article 9 of OTE's Articles of Incorporation, and article 82 of L4548/2018, it is announced at the General Shareholders' Meeting that the Board of Directors:

- a) at its meeting No. 3169/10.11.2022 (single item) elected Mr. Daniel Daub and Mrs. Melinda Szabo as new non-executive members of the Board of Directors in replacement of the resigned non-executive members Mr. Robert Hauber and Mr. Rodrigo Diehl, respectively and
- b) at its meeting No. 3175/1.3.2023 (single item) elected Mr. Alexandros Athanassiou as new non-executive member of the Board of Directors in replacement of the resigned non-executive member Mr. Grigorios Zarifopoulos.

for the rest of the tenure of the above-mentioned resigned members, namely until the date of the Ordinary General Shareholders' Meeting of the year 2024.

Item 12th is submitted to the General Shareholders' Meeting for information and is not subject to voting.

Item 13th

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 2022 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 2022 which fall under article 99 (related party transactions) of Law 4548/2018.

Item 13th 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 2022 which fall under article 99 of Law 4548/2018 are available at:
https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html)*

Item 14TH

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 corporate website
https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn.html)*