

ITEM 9th**CONFLICT OF INTEREST OF BoD MEMBERS**

S/N	MEETING	ITEM NUMBER	ITEM TITLE	BoD MEMBER WHO ABSTAINED FROM VOTING
1.	3082/13.03.2019	5 th	Implementation of the Agreement of the Managing Director of OTE S.A. – Definition of the Short Term Incentive (STI) for the year 2018.	EXECUTIVE MEMBERS: M. Tsamaz Ch. Mazarakis
		6 th	Implementation of the Employment Agreement of OTE Group Chief Financial Officer & Executive Member of the OTE S.A. Board of Directors. – Definition of the Short Term Incentive (STI) for the year 2018.	EXECUTIVE MEMBER: Ch. Mazarakis
2.	3086/08.05.2019	5 th	Granting of a special permission, in accordance with article 99 of Law 4548/2018, for the amendment of the Agreement of the Managing Director.	EXECUTIVE MEMBERS: M. Tsamaz Ch. Mazarakis
		6 th	Long Term Incentive 2015 Plan (LTI 2015) and Share Matching Plan 2015 (SMP 2015) – Approval of the payment amounts of LTI 2015 and the grant of the free DTAG shares of SMP 2015 for the executive members of OTE Board of Directors (Managing Director and Chief Financial Officer OTE Group).	EXECUTIVE MEMBERS: M. Tsamaz Ch. Mazarakis
		8 th	Definition of the annual individual targets for the year 2019 for the Managing Director of OTE S.A. and for the Chief Financial Officer OTE Group, executive members of the OTE S.A. Board of Directors.	EXECUTIVE MEMBERS: M. Tsamaz Ch. Mazarakis
		12 th	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 31.12.2019 until 31.12.2020 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	All BoD Members abstained and the issue was submitted to the General Meeting of the Shareholders to decide upon

AGREEMENTS WITH RELATED PARTIES

1. **Meeting 3086/8-5-2019 (5th item)** for the approval of the amendment of the Agreement of the Managing Director **(Granting of a special permission, in accordance with article 99 of Law 4548/2018, for the amendment of the Agreement of the Managing Director).**

It is noted that the permission that was granted by the OTE BoD for this issue was announced to the General Commercial Registry (ΓΕ.ΜΗ. / G.E.MI.) on 13-05-2019, along with the relevant Assessment Report of the audit firm "Deloitte Certified Public Accountants S.A." as to whether the above mentioned transaction was fair and reasonable for the Company and its shareholders who are not a related party. On 05-06-2019 the BoD announced to G.E.MI. its confirmation, pursuant to article 101 par. 2 of Law 4548/2018, for the inactive lapse of the 10-day period deadline which is provided for in article 100 par. 3 of said Law for the exercise by shareholders of the Company of the right to convene a General Meeting for said issue.

2. **Meeting 3086/8-5-2019 (12th item)** for the approval of the continuation of D&O insurance **(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 31.12.2019 until 31.12.2020 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).**

It is noted that at the OTE BoD meeting held on the above mentioned issue, all BoD members (executive and non-executive) abstained from the discussion and voting because the issue concerned them personally. For this reason the issue was submitted to the Ordinary General Meeting of the Shareholders of OTE to decide upon. The permission that was granted by the General Meeting of the Shareholders of OTE on the above mentioned issue was announced to G.E.MI. on 05-07-2019 along with the relevant Assessment Report of the audit firm "Deloitte Certified Public Accountants S.A." as to whether the above mentioned transaction was fair and reasonable for the Company and its shareholders who are not a related party.

3. **Meeting 3102/6-11-2019 (4th item)** for the approval of the conclusion of agreements between companies of the OTE Group and companies of the Deutsche Telekom AG Group **[Grant of a special permission, pursuant to article 99 of Law 4548/2018, for the conclusion of i) the separate services agreements ("Service Arrangements") between OTE S.A. (OTE) and Deutsche Telekom AG (DTAG) for the provision by the latter of specific services for the year 2020, under the approved "Framework Cooperation and Service Agreement", and ii) the respective transactions for the year 2020 between companies of OTE Group (COSMOTE S.A. / Telekom Romania Mobile Communications S.A./ Telekom Romania Communications S.A.) and DTAG and/or Telekom Deutschland GmbH].**

It is noted that the permission that was granted by the OTE BoD for this issue was announced to G.E.MI. on 02-12-2019 along with the relevant Assessment Reports of the audit firm "Deloitte Certified Public Accountants S.A." as to whether the above mentioned transactions were fair and reasonable for the Company and its shareholders who are not a related party. On 10-01-2020 the BoD announced to G.E.MI. its confirmation, pursuant to article 101 par. 2 of Law 4548/2018, for the inactive lapse of the 10-day period deadline which is provided for in article 100 par. 3 of said Law for the exercise by shareholders of the Company of the right to convene a General Meeting for said issue.
