



GROUP OF COMPANIES

MINORITY SHAREHOLDERS RIGHTS PRIOR TO THE GENERAL MEETING

(According to par. 2, 3, 6 and 7 of Article 141
of Law 4548/2018)

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- a. Shareholder/s of OTE S.A. (OTE or the Company), representing 1/20 of the paid-up share capital, may submit written request to the Board of Directors of the Company to include in the Agenda of the Extraordinary General Meeting (hereinafter the “General Meeting”) of February 20th, 2020 (hereinafter “the initial General Meeting”) additional items, provided that the request is received upon proof of receipt by the Secretary of the Board of Directors (Kifissias Ave. 99, Marousi) at least fifteen (15) days prior to the General Meeting. i.e. until 05/02/2020 for the initial General Meeting or on 18/02/2020 for the Repetitive General Meeting. The relevant written request is accompanied by a justification or a draft resolution to be adopted in the General Meeting. The Board of Directors, provided that all of the above requirements are fulfilled, must draft a revised agenda, which will be published in the same manner as the initial one thirteen (13) days prior to the General Meeting, i.e. on 07/02/2020 for the initial General Meeting or on 20/02/2020 for the Repetitive General Meeting and will be simultaneously available on the Company’s website, along with the justification or the draft resolution submitted by the shareholders, according to article 123 paragraph 4 of Law 4548/2018. If the additional items are not released, the shareholders are entitled to request a postponement of the General Meeting, according to article 141, paragraph 5 of the Law. 4548/2018 and proceed by themselves to the publication, according to article 122 of Law 4548/2018, seven (7) days prior to the General Meeting, at Company’s expenses (i.e. up to 13th February 2020 for the initial General Meeting and 26th February 2020 for the Repetitive General Meeting).

It is noted that the Board of Directors is not obliged to include in the agenda additional items or publish them accompanied by a justification or a draft resolution, submitted by the shareholders, if the content of the relevant documents is obviously in breach of the law and in contrast to the moral principles.

- b. Shareholder/s representing 1/20 of the paid-up share capital have the right to submit draft resolutions for the items included in the initial or revised agenda. The relevant request must be submitted to the Secretary of the Board of Directors (Kifissias Ave. 99, Maroussi) at least seven (7) days



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prior to the General Meeting i.e. up to 13th February for the initial General Meeting and 26th February for the Repetitive General Meeting g. The draft resolutions will be at the disposal of the shareholders, according to paragraph 3, article 123 of Law 4548/2018 at least six (6) days prior to the General Meeting, i.e. up to 14th February 2020 for the initial General Meeting and 27th February 2020 for the Repetitive General Meeting.

It is noted that the Board of Directors is not obliged to act as described above, if the content of the relevant documents is obviously in breach of the Law and in contrast to the moral principles.

- c. Following the request of any shareholder, submitted to the Company at least five (5) full days prior to the General Meeting, i.e. up to 14th February 2020 for the initial General Meeting and 27th February 2020 (included) for the Repetitive General Meeting, the Board of Directors must submit to the General Meeting, the specific information requested with respect to the Company matters, to the extent that these are relevant to the items of the agenda. The obligation to provide information does not exist if the relevant information is already available on the Company's website, especially in a question and answer format. In the above case, the Board of Directors may decline to provide information on very significant reasons, which must be mentioned in the minutes. As very significant reason, could be recognised at hoc, the representation of the applicant shareholders at the Board of Directors, according to articles 79 or 80 of the Law 4548/2018. In the aforementioned case, the Board of Directors may provide an overall response to requests of shareholders of the same content.
- d. Following a request by the shareholders representing 1/10 of the paid-up share capital which is submitted to the Company at least five (5) full days prior to the General Meeting, i.e. up to 14th February 2020 for the initial General Meeting and 27th February 2020 (included) for the Repetitive General Meeting, the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may decline to provide this information on very significant reasons which must be mentioned in the minutes. As very significant reason, could be recognised at hoc, the representation of the applicant shareholders at the Board of Directors, according to articles 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received the necessary information.



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In the aforementioned cases (c) and (d), any doubt/challenge on the reasoning of the decline on behalf of the Board of Directors to provide information, will be settled by the Court, according to judgement issued in the context of interim proceedings. According to this judgement/decision, the Company is obliged to provide the relevant information. The decision cannot be challenged by legal remedies.

In all the above aforementioned cases, the shareholders who are communicating a request, must provide proof of their qualification as shareholders as well as -with the exception of the first sentence of paragraph (c)- the number of shares held by them at the moment of the exercise of the relevant right. The verification of a shareholder's qualification can be done by any legal means and according to information sent by Central Securities Depository S.A. (managed by the Hellenic Exchanges S.A.).
