



GROUP OF COMPANIES

PROCEDURE FOR VOTING BY PROXY

The shareholder of OTE S.A. (OTE or Company) may participate in the Ordinary General Meeting of the 12th June 2019 (hereinafter “General Meeting”) either in person or by proxy holders.

Each shareholder may appoint up to three (3) proxies. Legal entities may participate in the General Meeting by appointing up to three (3) natural persons as proxies. If a shareholder has shares in more than one securities’ account, the above limitation shall not prevent the shareholder from appointing different proxies as regards shares held in each securities’ account, regarding the General Meeting.

If the shareholder appoints more than one natural person as proxies, the shareholder should define whether the proxies are acting jointly or individually. In the second case, the number of shares that each proxy represents should be defined.

A proxy acting on behalf of several shareholders may vote differently on behalf of each shareholder.

The shareholder may appoint a proxy for only one general meeting or for as many meetings taking place during a specified period.

The proxy appointment is freely revoked.

The proxy votes according to the shareholder’s instructions, if such exist, and keeps the records of the voting instructions for at least one (1) year, from the General Meeting or in case of postponement, from the last Repetitive Meeting, where the proxy was used.

In case of non-compliance by the proxy with the instructions received, the validity of the resolutions of the General Meeting is not affected even if the proxy’s vote was crucial in the decision making.

The proxy is obliged to disclose to the Company, before the commencement of the General Meeting, any fact which might be useful to the shareholders in assessing whether the proxy might pursue any interest other than the interest



GROUP OF COMPANIES

of the shareholder. A conflict of interest within this context may in particular arise where the proxy:

- (i) Is a controlling shareholder of the Company, or is another entity controlled by such shareholder;
- (ii) Is a member of the Board of Directors or the general management of the Company, or of a controlling shareholder or of another legal entity or an entity controlled by such shareholder;
- (iii) Is an employee or an auditor of the company, or of a controlling shareholder or of another legal entity or an entity controlled by such shareholder;
- (iv) Is a spouse or close relative (of 1st degree) with a natural person referred to in points (i) to (iii).

The appointment and the revocation or replacement of the appointment of a proxy shall be made in writing and shall be communicated to the Company by one of the following ways, at least forty-eight (48) hours prior to the date of the General Meeting.

The forms for the proxy appointment and/or revocation of a proxy are available electronically on the Company's website: https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn_ote.html and in hard copy at the OTE Group Investors Relations Department (Ikarou 1 & Agiou Louka, Paiania, Building C 1st Floor Office C105).

In case of a Repetitive Meeting, the Shareholder who wishes to appoint a different proxy than the one appointed to the initial meeting, may revoke the latter and appoint a new proxy, by following the same procedure within the aforementioned time limits. In case a shareholder wishes to participate solely to a Repetitive Meeting, the form must make reference to the specific Meeting and the mandates should refer only to the agenda items on which no resolution has been reached at the initial session of the General Meeting.

The above mentioned forms, completed and signed by the shareholder must be submitted at the OTE Group Investors Relations Department (Ikarou 1 & Agiou Louka, Paiania, Building C 1st Floor Office C105) or sent by email to (metoxologio@ote.gr, kokrokos@ote.gr, mtsatsani@ote.gr) or by fax to: 210-6111030 within the aforementioned time limits. The shareholders are



GROUP OF COMPANIES

requested to ensure the successful dispatch of the forms and receipt thereof by the Company, by following up at: 210-6332342, 210-6113010, 210-611121.
