

**INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS**

**of the company with trade name**

**“HELLENIC COMPANY OF TELECOMMUNICATIONS**

**AND TELEMATICS APPLICATIONS SOCIETE ANONYME”**

**and distinctive title “Forthnet S.A.”**

**(G.E.MI. NUM. 77127927000 – former COMP. REG. NUM. 34461/06/B/95/94)**

The Board of Directors of the company “HELLENIC COMPANY OF TELECOMMUNICATIONS AND TELEMATICS APPLICATIONS SOCIETE ANONYME” (hereinafter “the Company”) invites, as per the articles of association and the law, its Shareholders to the Extraordinary General Assembly, on December 11<sup>th</sup>, 2020, the day being Friday, at 13:00, at the premises of the Company’s headquarters, at the Municipality of Pallini, Attica (extension of Manis str., Kantza). If the required quorum for some or all items of the agenda is not achieved, Shareholders are hereby invited to attend a Repeat General Assembly to be held on December 17<sup>th</sup>, 2020, the day being Thursday, at 13:00 at the premises of the Company’s headquarters, at the Municipality of Pallini, Attica (extension of Manis str., Kantza). The items on the agenda are as follows:

**ITEMS ON THE AGENDA**

- 1. Election of a new Board of Directors.**
- 2. Election of new members of the Audit Committee.**

The Company, in accordance with article 121, paragraphs 3 and 4, L. 4548/2018, informs shareholders on the following:

**I. RIGHT OF PARTICIPATION**

Any person appearing as a shareholder in the records of the Dematerialized Securities System which is managed by Central Securities Depository Societe Anonyme (Hellenic Exchanges S.A.) where the shares of the company are kept is entitled to participate and vote in the General Assembly of December 11<sup>th</sup>, 2020 at the commencement of the fifth (5<sup>th</sup>) day prior to the date of the Ordinary General Assembly (“Record Date”), that is upon commencement of December 6<sup>th</sup>, 2020.

The aforementioned Record Date of December 6<sup>th</sup>, 2020 also applies in the case of the Repeat General Assembly on December 17<sup>th</sup>, 2020 (in case of non quorum required by the Law and the Articles of Association for resolutions on certain items of the initial agenda at the date of December 11<sup>th</sup>, 2020).

Proof of qualification as a shareholder may be made by every legal means and, in any case, following notification received at the Company by Hellenic Exchanges S.A, which provides register services in the meaning of article 124, para. 6, L. 4548/2018.

With regard to the Company, are considered to have participation and voting right in the General Assembly only those who are qualified as shareholders at the Record Date. Shareholders that do not comply with the deadline set out in article 128, para. 4, L. 4548/2018, i.e. that have not submitted to the Company in writing or with electronic means any appointment of a representative or proxy, within at least forty-eight (48) hours prior to the determined date of the General Assembly, that is, by 13:00 of December 9<sup>th</sup>, 2020, participate in the General Assembly, unless the latter refuses such participation on significant grounds justifying its refusal.

The exercise of said rights does not require blocking of shares of the rights holder or observance of any other relevant process, which may limit the possibility of sale and transfer of shares in the period between the Record Date and the General Assembly.

## **II. MINORITY RIGHTS OF SHAREHOLDERS**

We hereby inform shareholders that, in accordance with article 121, paragraph 4 of Law 4548/2018, among others they have the following rights set forth in paragraphs 2, 3, 6 and 7 of article 141, Law 4548/2018:

Article 141 paragraph 2, Law 4548/2018: Following a request from Shareholders representing one twentieth (1/20) of the paid-up share capital, the board of directors of the Company is obliged to include additional items on the agenda of the General Assembly convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Assembly, that is, up until November 26<sup>th</sup>, 2020 included. The Board of Directors is responsible to have such additional items published or communicated, in accordance with article 122 of Law 4548/2018, at least seven (7) days prior to the general assembly that is, by December 4<sup>th</sup>, 2020. The request for the inclusion of additional items on the agenda is accompanied by a justification or by a draft resolution to be approved by the general assembly and the revised agenda is published in the same manner as the previous agenda, thirteen (13) days prior to the date of the general assembly, that is up until November 28<sup>th</sup>, 2020, and at the same time it is made available to the shareholders on the webpage of the company, along with its justification or the draft resolution that has been submitted by the shareholders according to the points provided for in article 123, paragraph 4, Law 4548/2018. If said items are not published, requesting shareholders have the right to ask for postponement of the general assembly, in accordance with article 141, paragraph 5, Law 4548/2018 and to proceed themselves to the publication as per what is stipulated in the second section of the present paragraph (and of paragraph 2, article 141, Law 4548/2018), expenses born by the company.

Article 141, paragraph 3, Law 4548/2018: Shareholders representing 1/20 of the paid-up share capital, have the right to submit draft resolutions on items included in the initial or any revised agenda of the general assembly. Relevant request must be communicated to the board of

directors at least seven (7) days before the date of the general assembly, i.e. up until December 4<sup>th</sup>, 2020 included, while draft resolutions are made available to shareholders as per article 123, paragraph 4, Law 4548/2018 at least six (6) days prior to the date of the general assembly, i.e. up until December 5<sup>th</sup>, 2020 included.

Article 141, paragraph 6, Law 4548/2018: Following a request from any shareholder submitted to the company at least five (5) full days prior to the general assembly, i.e., up until December 5<sup>th</sup>, 2020 included, the board of directors shall provide the general assembly with information on corporate affairs as requested, to the extent that such information is related to the items on the agenda. There is no obligation for the provision of information when the relevant information is already available on the company's webpage, particularly in the form of questions and answers. Furthermore, following request from shareholders representing one twentieth (1/20) of the paid-up share capital, the board of directors shall disclose to the general assembly of shareholders, provided it is an ordinary one, all amounts paid by the Company within the last two years to each Member of the board of directors or the managers, as well as any other benefit to these persons for any reason or any other contract concluded between them and the company. In all the above cases, the board of directors may refuse to provide such information on sufficient and substantial ground, which shall be recorded in the minutes. Such grounds may be, on a case by case basis, representation of requesting shareholders to the board of directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases of the present paragraph the board of directors may jointly answer to requests of shareholders with same content.

Article 141, paragraph 7, Law 4548/2018: Following request from shareholders representing one tenth (1/10) of the paid-up share capital, submitted to the company within the deadline of paragraph 6 article 141, Law 4548/2018, the board of directors shall provide the general assembly with information on corporate affairs and the company's assets as requested. The Board of Directors may refuse to provide such information on sufficient and substantial ground, which shall be recorded in the minutes. Such grounds may be, on a case by case basis, representation of requesting shareholders to the board of directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that respective Members of the Board of Directors have received relevant notification in a sufficient manner.

Article 141, paragraph 8, Law 4548/2018: in the cases of paragraphs 6 and 7, article 141 Law 4548/2018, any dispute as to the validity of the justification on refusal by the Board of Directors to provide information shall be resolved by the court with relevant ruling issued as per the provisional measures procedure. With the same decision the court obliges also the company to provide the information it refused. This decision is not challenged via legal proceedings.

In all the above cases of exercise of their rights, requesting shareholders shall prove that they are shareholders as well as the number of shares they hold at the time of exercise of the relevant right. Such proof shall be provided via direct electronic connection between Hellenic Exchanges S.A. and the company.

### **III. PROCEDURE FOR THE EXERCISE OF VOTING RIGHTS VIA PROXY HOLDER**

Shareholder participates in the Ordinary General Assembly and votes either in person or via proxies. Each shareholder may appoint up to three (3) proxy holders. However, if the shareholder holds shares of a company that appear in more than one investor share accounts, such limitation shall not prevent the shareholder from appointing separate proxy holders as regards shares held in each account in relation to a specific General Assembly. Granting of proxy is freely revocable. A representative acting for several shareholders may vote differently for each one of them.

The shareholder may appoint a proxy holder for one or more General Assemblies and for a specific time period. The proxy holder votes according to the instructions of the shareholder, if any. Non compliance of the proxy holder with the instructions provided does not affect the validity of the decisions of the General Assembly, even if the vote of the proxy holder was decisive to reach majority.

The proxy holder of the shareholder is obliged to disclose to the Company, prior to the commencement of the general assembly, every specific fact which may be useful to the shareholders in assessing any risk that the proxy holder might pursue any interest other than the interest of the shareholder.

A conflict of interests within the meaning of this paragraph may in particular arise where the proxy holder:

- (a) is a controlling shareholder of the company or is another legal person or entity controlled by such shareholder;
- (b) is a Member of the Board of Directors or of the general management of the Company or of a controlling shareholder or other legal person or entity controlled by such shareholder;
- (c) is an employee or a chartered auditor of the Company, or of a controlling shareholder or any other legal person or entity controlled by such shareholder, which exercises the control of the Company ;
- (d) is a spouse or close relative of 1<sup>st</sup> degree with one of the natural persons referred to in points (a) to (c).

The appointment and the revocation or replacement of the representative or proxy holder shall be made in writing or by electronic means and shall be notified to the Company at least forty-eight (48) hours prior to the date of the General Assembly, i.e. by 13:00 of December 9<sup>th</sup>, 2020. Notification of appointment and revocation or replacement of a proxy holder with electronic means is done with electronic mail, addressed to the email address mentioned in the Invitation to the General Assembly.

The Company has made available on its webpage ([www.nova.gr](http://www.nova.gr)), the printed form for the appointment of a proxy holder. If access to such document is not possible, form of appointment

is also available for shareholders in print form at the Shareholders Department of the company (address: Extension of Manis street, Kantza Pallinis, P.C. 15351).

Said form is submitted, filled in and signed by the Shareholder to the Shareholders Department of the Company at the following address: Extension of Manis street, Kantza Pallinis, P.C. 15351 or is sent to the fax number: +30 211 9559055, or via electronic mail at [ir@forthnet.gr](mailto:ir@forthnet.gr), at least forty-eight hours (48) prior to the General Assembly, i.e. by 13:00 of December 9<sup>th</sup>, 2020. The rights holder, is invited to care for the confirmation of the successful sending of the written appointment of a proxy holder and its receipt by the Company, by calling the number +30 210 6602529.

The Company's articles of association do not provide for the possibility of the shareholders to participate in the General Assembly by electronic means without the physical presence at the location where it is held or for the possibility of shareholders participation with distance voting.

#### **IV. DOCUMENTS AVAILABLE AND INFORMATION**

The information of paragraphs 3 and 4, article 123 of Law 4548/2018, and in particular, Invitation for the convocation of the General Assembly, the total number of shares and voting rights that shares incorporate at the date of the Invitation, the printed form for the exercise of voting rights via a proxy holder, the documents to be submitted to the General Assembly, the draft resolutions for the items of proposed agenda, as well as information on exercise of minority voting rights as per paragraphs 2, 3, 6 and 7 of article 141, L. 4548/2018 are available in electronic format on the Company's webpage ([www.nova.gr](http://www.nova.gr)) and in hard copies at the Shareholders Department of the Company at the following address: Extension of Manis street, Kantza Pallinis, P.C. 15351, where from shareholders may request copies.

Kantza, Pallini, 19.11.2020

The Board of Directors