

## **ANNOUNCEMENT**

**Forthnet S.A.**

**Athens, 24.03.2021**

### **Convocation of the Bondholders' Meeting – Resolution for the suspension of the Conversion Right**

**A.** The Company under the name “HELLENIC TELECOMMUNICATIONS & TELEMATICS APPLICATIONS SOCIETE ANONYME” (FORTHNET S.A. – the “Company”) informs the investing public that its Board of Directors, by virtue of its resolution dated 23.3.2021, resolved upon the convocation of the Bondholders' Meeting, for the purpose of resolving upon the amendment of the term 3.4 of the Convertible Bond Loan Programme issued by the Company, with a total nominal value of €70,124,679.90 and issue date 11.10.2016 (hereinafter “CBL”). The Invitation for the convocation of the Bondholders' Meeting reads as follows:

#### ***“ INVITATION OF THE BONDHOLDERS***

***of the company with trade name***

***“HELLENIC COMPANY OF TELECOMMUNICATIONS***

***AND TELEMATICS APPLICATIONS SOCIETE ANONYME”***

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

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

#### ***TO A BONDHOLDERS' MEETING***

*The Board of Directors of the company “HELLENIC COMPANY OF TELECOMMUNICATIONS AND TELEMATICS APPLICATIONS SOCIETE ANONYME” (hereinafter “the Company” or “the Issuer”), Issuer of the Convertible Bond Loan, of a capital of Euro up to 99,087,466.50 with the issuance of bonds convertible to new common nominal shares of a nominal value of €0.30 each (hereinafter the “Convertible Bond Loan”), invites the Bondholders of the Convertible Bond Loan to a Bondholders' Meeting on **April 2<sup>nd</sup>, 2021, the day being Friday** and at **11.00 a.m.** , in the offices of the Issuer, branch of Pallini, extension of Manis Str., P.C. 15351, Kantza, Attica, in order to discuss and resolve upon the sole item on the business of agenda:*

#### ***Sole Item on the Business Of Agenda***

**Approval of the amendment of the term 3.4 of the Convertible Bond Loan Programme, regarding the Issuer's right for early repayment.**

*In particular, according to the resolution dated 23.03.2021 of the Board of Directors of the company "HELLENIC COMPANY OF TELECOMMUNICATIONS AND TELEMATICS APPLICATIONS SOCIETE ANONYME", Issuer of the Convertible Bond Loan, **the amendment of the CBL term 3.4 is proposed, by adding a case b) as below (the "Amendment"):***

***"a)** The Issuer reserves the right of early, total or partial repayment at each annual anniversary of the Issue Date by decision of their Board of Directors, on condition of prior notification to the Bondholders, the Authorised Payments Officer, the Representative of the Bondholders and the ASE with a publication in the Daily Price Bulletin of the ASE at least ten (10) working days prior to early repayment and notification of the CSD, in accordance with the DSS Regulation.*

*In case of early partial repayment of the CBL, early repayment shall concern the amount corresponding to an integer number of Convertible Bonds, which shall be allocated between the Bondholders according to their participation in the CBL. In case the number of its Convertible Bonds or more Bondholders that are to be partially repaid is not an integer number, partial early repayment shall be carried out after rounding up the largest fractional rights to the next integer number until the total number of Convertible Bonds to be repaid has been completed, with the details included in the relevant decision of the Issuer.*

*In case of the above early repayment, the Issuer shall pay to the Bondholders, other than the capital and Return corresponding to the Convertible Bonds that they prepay, the corresponding accrued interest on such amounts from the last Interest Accrual Date until the date on which early prepayment takes place.*

*Bondholders registered in the CSD bonds file on the date of the annual anniversary of the Issue Date shall participate in early repayment, on condition that they have not exercised the Conversion Right, as defined below.*

***b)** It is particularly provided that, in case the initiation of procedures for the exercise of the squeeze-out right of the Company's shareholders pursuant to article 27 of L. 3461/2006 or/and for the delisting of all the Issuer's shares from ATHEX is either imminent or such procedures have already started, the Issuer reserves the right of early total repayment anytime, even prior to each annual anniversary of the Issue Date, by virtue of a decision of their Board of Directors, on condition of prior notification to the Bondholders, the Authorised Payments Officer, the Representative of the Bondholders and the ASE with a publication in the Daily Price Bulletin of the ASE at least ten (10) calendar days prior to early repayment and notification of the CSD, in accordance with the DSS Regulation.*

*In this case, the Issuer shall pay to the Bondholders, other than the capital and Return corresponding to the Convertible Bonds that they prepay, the corresponding accrued interest on such amounts from the last Interest Accrual Date until the immediately following annual anniversary of the Issue Date.*

***The Bondholders, who are registered in the CSD bonds file on the date of the exercise of the early repayment right by the Issuer, as this date results from the relevant announcement in the ASE and the Daily Price Bulletin of the ASE, shall mandatorily participate in early repayment. The exercise of the above early repayment right by the Issuer leads ipso iure to the abolition of the conversion right of the Convertible Bonds.”.***

*The Issuer’s Board of Directors, with its same as above resolution, considers that the above amendment is favourable for the Bondholders since, in case of the Issuer exercising the early repayment right under the condition of this amendment, they will be paid at an earlier time the Early Repayment Price (“Early Repayment Price”) comprising not only of the capital and Return, but also the total amount of interests that they would be paid from the last Interest Accrual Date until the immediately following annual anniversary of the Issue Date, on which the Issuer is either way entitled to exercise the early repayment right, as per the CBL term 3.4 as it stands today (before the Amendment).*

*The Bondholders who appear as such in the archives of ATHEXCSD are entitled to participate in the Bondholders’ Meeting. The quality of a Bondholder must exist at the commencement of the 5<sup>th</sup> day prior to the date of the Bondholders’ Meeting and the relevant written confirmation or electronic certification with regard to the quality of a Bondholder must be notified (in writing or electronically) to the Issuer and the Bondholders’ Representative on the 4<sup>th</sup> day prior to the date of the Bondholders’ Meeting the latest. Within the said period the Bondholders must also submit to the Issuer and the Bondholders’ Representative any documents of appointing any representatives. Each Bondholder may appoint up to three (3) representatives. Exercise of the voting right by post or electronic means is not allowed.*

*In case of non quorum required by the terms of the Convertible Bond Loan during the initial Bondholders’ Meeting, the decision shall be made in a repetitive Bondholders’ Meeting which shall convene on **April 7<sup>th</sup>, 2021, the day being Wednesday** and at **11.00 a.m.**, as per the same procedure and at the same place as the initial Meeting, without the publication of any new invitation.*

*In Kantza, Pallini, 23.03.2021*

*The Board of Directors”*

**B.** Following the above resolution for the convocation of the Bondholders’ Meeting, the Company announces that the Board of Directors, by virtue of its same as above resolution and after ascertaining that the term 4.3 of the CBL Programme applies, resolved to suspend the exercise of the Conversion Right of the remaining Convertible Bonds, today being two hundred sixty-three thousand five hundred and sixty (263,560), with starting date of suspension the date of announcement of the above resolution to the ASE and up until the business day following the

Initial (02.04.2021) or, if so required, the Repetitive (07.04.2021) Bondholders' Meeting and adoption of a resolution on the sole item on the business of agenda of the above Invitation.

The present announcement is published pursuant to term 6.3 of the Codified CBL Programme and section 4.2 par. 1 of the Athens Stock Exchange Regulation, as in force.