



GROUP OF COMPANIES

HELLENIC TELECOMMUNICATIONS ORGANIZATION SA (OTE SA)

INVITATION

**TO THE SHAREHOLDERS OF THE COMPANY UNDER THE CORPORATE NAME
“HELLENIC TELECOMMUNICATIONS ORGANIZATION SA”
GENERAL COMMERCIAL REGISTRY NUMBER 1037501000 – (EX. NR.
347/06/B/86/10)**

TO THE 70TH ORDINARY GENERAL MEETING

Pursuant to Law 4548/2018, the Company’s Articles of Incorporation, and the resolution of the Board of Directors reached at meeting no. 3157/12-04-2022 (3.4 agenda item), the Shareholders of the company under the corporate name “Hellenic Telecommunications Organization SA” (OTE S.A. or the Company) are hereby invited to the 70th Ordinary General Shareholders’ Meeting, (hereinafter the “General Meeting”), on Wednesday, May 25th, 2022, at 14:00 (GMT+2 hours), which will be convened exclusively with the shareholders’ participation by distance, through a teleconference.

The same will also apply to the persons referred to in paras.1 and 2 of article 127 of Law 4548/2018, i.e. they will have the opportunity to attend through a teleconference.

The agenda items are the following:

A. AGENDA ITEMS

1. Approval of the Financial Statements of OTE S.A. in accordance with the International Financial Reporting Standards (both Separate and Consolidated) of the fiscal year 2021 (1/1/2021-31/12/2021), with the relevant Reports of the Board of Directors and the Auditors and approval of the annual profits’ distribution.
2. Approval of the Activities Report of the OTE Audit Committee for the year 2021.
3. Approval, according to article 108 of Law 4548/2018, of the overall management of the Company by the Board of Directors during the fiscal year 2021 (1/1/2021-31/12/2021) and exoneration of the Auditors for the fiscal year 2021 (1/1/2021-31/12/2021), pursuant to article 117 par. 1(c) of Law 4548/2018.
4. Appointment of an Audit Firm for the statutory audit of the Financial Statements (both Separate and Consolidated) of OTE S.A., in accordance with the International Financial Reporting Standards, for the fiscal year 2022 (1/1/2022-31/12/2022).
5. Final determination of the remuneration and expenses of the members of the Board of Directors for their participation in the proceedings of the Board of Directors and its Committees during the fiscal year 2021 (1/1/2021-31/12/2021). - Determination of the



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remuneration and expenses of the members of the Board of Directors for their participation in the proceedings of the Board of Directors and its Committees for the fiscal year 2022 and pre-approval for their payment until the Ordinary (Annual) General Meeting of the Shareholders which will take place within 2023 and will finally determine them.

6. Approval of the variable remuneration of the executive members of the Board of Directors for the fiscal year 2021 (1/1/2021-31/12/2021).
7. Remuneration Report for the members of the Board of Directors for the fiscal year 2021, according to article 112 of Law 4548/2018.
8. Approval of the revision of the Remuneration Policy for the members of the Board of Directors of OTE S.A. in accordance with articles 110 and 111 of Law 4548/2018 and respective amendment of the agreement of the Managing Director.
9. 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 31/12/2022 until 31/12/2023 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.
10. Approval of the cancellation of five million, six hundred and seventeen thousand, two hundred and eighty two (5,617,282) own shares purchased by the Company under the approved own share buy-back program in order to cancel them, with the corresponding reduction of its share capital by the amount of fifteen million, eight hundred and ninety six thousand, nine hundred and eight Euros and six cents (€15,896,908.06), according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Incorporation.
11. Publication to the Ordinary General Meeting of the Shareholders of the Company, according to article 97 par. 1 (b) of Law 4548/2018, of any cases of conflict of interest and agreements of the fiscal year 2021 which fall under article 99 of Law N.4548/2018 (related party transactions)
12. Submission of a report of the independent members of the Board of Directors to the General Shareholders' Meeting, according to par. 5, article 9 of L.4706/2020.
13. Miscellaneous announcements.

B. REPETITIVE GENERAL MEETING

In case the quorum, as required by the law for the Ordinary General Meeting of May 25, 2022 to decide upon any of the items on the Agenda, is not achieved, the Repetitive General Meeting



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shall be held on Thursday, June 02, 2022, at 14:00 (GMT+2 hours), without the publishing of a new invitation, and convene under the same way, i.e. with the participation of shareholders, as well as of the persons referred to in paras.1 and 2 of article 127 of Law 4548/2018, exclusively by distance through a teleconference.

The items of the Agenda of the potential Repetitive (or adjourned) Extraordinary General Meeting shall be the same as mentioned in the attached document, with the exception of those items for which a decision will have been duly made at the initial meeting of May 25th 2022.

Pursuant to articles 121, 123, 124 par. 6 and 128 of Law 4548/2018, the Company informs the shareholders on the following:

C. PARTICIPATION AND VOTING RIGHTS

Any person (natural or legal entity) is entitled to participate and vote in the Meeting, provided that the same is recognised as a shareholder at the beginning of the 5th day before the date of the General Meeting, i.e. on **May 20th, 2022** (“**Record Date**”- Article 124 par. 6 of Law 4548/2018).

The same Record Date is valid for the Repetitive Meeting, since the time period between the Record Date and the Repetitive Meeting (June 2nd, 2022) does not exceed thirty (30) days. The same Record Date is valid as well in case of adjournment of the General Meeting, provided that the time period between the Record Date and the adjourned Meeting does not exceed thirty (30) days. If this is not the case, the person entitled to participate is the one recognised as a shareholder, as per the above mentioned, at the beginning of the 3rd day before the date of the adjourned Meeting (article 124, par. 6 of Law 4548/2018).

Towards the Company, as shareholder entitled to participate and exercise voting rights in the General Meeting is considered any person registered, on the Record Date, in the records of the Dematerialized Securities System (“DSS”) of the Hellenic Central Securities Depository S.A. (“ATHEXCSD”) or any person identified as such based on the relevant date through intermediaries, in line with the relevant legislative provisions.

The shareholder capacity may be proved by any lawful means and in any case on the basis of information that the Company receives by ATHEXCSD, if the latter provides shareholders’ registration services, or through the intermediaries in any other case.

It is noted that each share entitles to one vote.

The exercise of the above rights does not require blocking of shares or any other procedure that would restrict the possibility of sale and transfer of shares during the period between the Record Date and the General Meeting (or the Repetitive Meeting).



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D. REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE

The General Meeting or any Repetitive Meeting will take place remotely, in real-time by teleconference, through the electronic platform “AXIA e-Shareholders Meeting” that has been developed by the Athens Exchange Group for the provision of remote General Meeting services, in real time, by teleconference to listed companies, and is accessible on the website <https://axia.athexgroup.gr>

The electronic platform will be provided by the “Hellenic Central Securities Depository S.A.” (“ATHEXCSD”) of ATHEX Group, while for the teleconference the WEBEX e-tools by Cisco Hellas SA will be used.

In order for the shareholders to participate and vote in the General Meeting of 25th May 2022 (or any Repetitive thereof) by distance in real time through teleconference without their physical presence, an account of the shareholder or their proxy must be created on the platform.

For the creation of an account on the platform, the shareholder or their proxy have to provide a valid e-mail address and the mobile telephone number of the shareholder or their proxy.

If, upon accessing the electronic platform, the above information entered by the shareholder do not match the information as registered in the Dematerialized Securities System or the identification information provided to the Company by ATHEXCSD or through the intermediaries, as part of the services provided to listed companies by ATHEXCSD in order to facilitate shareholder identification for remote general meetings pursuant to Resolution No 8 (Part 3) of the Board of Directors of ATHEXCSD entitled “Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service”, the shareholder must provide or update the information above, in order to create the account.

To this purpose, shareholders are requested to contact without delay the DSS Participant of the Securities Account or any other intermediary acting as their custodian for their shares, in order to provide them with a valid e-mail address and mobile telephone number for the purpose of their identification.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by e-mail at iroffice@ote.gr, vvasilop@cosmote.gr, mdelenika@cosmote.gr and szivra@ote.gr or by telephone on +30 210 6372553 /+30 210 6177981/ +30 210 611 8190 (during business hours, i.e. between 09:00 –17:00 GMT+2 hours)

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives on +30 210 3366120 or by e-mail at AXIAeShareholdersMeeting@athexgroup.gr



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On the date of the General Meeting, in order to participate in the proceedings, the Shareholders must timely connect through the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting as announced in this Invitation, and declare the number of voting rights by which they will participate and vote at the General Meeting, and whether they wish to modify them (to a lower number).

Shareholders who participate at the General Meeting by teleconference in real-time shall be taken into account for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

The shareholders or the proxy after connecting to the platform will be able to attend the General Meeting by teleconference through a link sent to them by e-mail.

By activating the Cisco Webex application, through the link, the shareholders during the General Meeting will be able to:

- a) attend the proceedings and
- b) take the floor and address the General Meeting

At the same time the shareholders will be able to:

- a) vote during the General Meeting on the matters of the agenda and,
- b) receive information on the recording of their vote.

The terms on the remote for the Ordinary General Meeting of Shareholders have been posted on the Company's website

(https://www.cosmote.gr/cs/otegroup/gr/genikh_syneleysh_metoxwn_ote.html).

E. PROCEDURE FOR REMOTELY PARTICIPATING IN THE VOTE BEFORE THE GENERAL MEETING (POSTAL VOTE)

I. In addition, shareholders have the option to participate remotely, in person or by proxy, in the voting on the agenda items that will take place **prior to** the General Meeting (or any Repetitive thereof), under the conditions of article 126 of Law 4548/2018, as well as the following. The shareholders can vote before the General Meeting in one of the following three (3) ways:

- a) Either **through the electronic platform** "AXIA e-Shareholders Meeting" <https://axia.athexgroup.gr>, in which they have previously created an account and have successfully registered as described in D. above, during the time period from Monday 23.05.2022 and 10:00 (GMT+2 hours) and until twenty-four (24) hours before the date of the General Meeting (i.e. the **latest by 14:00 GMT+2 hours on 24.05.2022**).
- b) Or, by **completing and sending** to the Investor Relations Department of the Company at "Ikarou 1 & Agiou Louka, Paiania, Building C 1st Floor Office C105" the **"Postal Vote**



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proxy that had been appointed, in order to participate remotely at the vote that will take place before the General Meeting, they can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. **the latest by 14:00 GMT +2 hours on 31.05.2022**), as specifically mentioned below in F II.

After that date, it will not be possible to participate by proxy at the vote that will take place prior to the Repetitive General Meeting.

For any questions and for instructions, shareholders may contact the Investor Relations Department of the Company by e mail or by phone as mentioned above (D.)

In addition, shareholders are asked to confirm that the "Postal Vote document" is successfully sent and received by the Company, and can, for this purpose, call on the abovementioned phones (Investor Relations).

F. PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

I. OTE S.A. shareholders may participate in the General Meeting and may vote either in person or by proxy.

Each shareholder may appoint up to three (3) 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 persons 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 cast votes differently in respect of shares held by each shareholder so represented.

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 is obliged to keep the records of the voting instructions for at least one (1) year from the General Meeting or in case of adjournment, from the last repetitive Meeting, when the proxy was used.

Non-compliance by the proxy with the instructions received does not affect the validity of the resolutions of the General Meeting 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



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might pursue any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy:

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

The appointment and the revocation of the appointment or replacement 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 latest by 14:00 GMT+2 hours on 23.05.2022**). Shareholders who are not in compliance with the above mentioned deadline, participate in the General Meeting, except if the General Meeting declines the participation for a significant reason justifying its decline.

II. Specifically for the shareholder participation at the General Meeting of 25th May 2022 by proxy either remotely in real-time by teleconference, or at the voting on the agenda items to take place prior to the General Meeting, the shareholders or the DSS Participant of the Securities Account or another intermediary acting as custodian for the shareholder's shares may appoint **up to one (1) proxy**, according to the aforementioned deadline (E.)

Upon receipt of the information above by the Company, and based on the e-mail address and mobile telephone of the representative, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by e-mail in order to activate the account in order to receive, an invitation to participate through a link that will be sent to him via e mail in order to exercise the rights of the shareholder and receive information on the registration of their vote.

The Company has made available documents:

- a) Proxy form (with voting instructions) for the participation by proxy in the General Meeting on 25th May 2022 by distance, in real-time, through teleconference.
- b) Proxy form (with voting instructions) for the participation by proxy in the voting of the General Meeting of 25th May 2022 that will take place prior to the General Meeting.

These documents are available to shareholders in hard copy at the Investor Relations Department of the Company (Ikarou 1 & Agiou Louka, Paiania, Building C 1st Floor Office C105), and in electronic form on the website of the Company (https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn_ote.html)



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In the proxy form, the shareholder must fill in the name and surname, address, ID or passport number, e-mail address and mobile phone number of the proxy. Upon receipt of the information above by the Company, and based on the e-mail address and mobile telephone of the proxy, as declared in the proxy form, the Company creates an account for the proxy on the electronic platform; the proxy is informed by e-mail in order to activate the account and be able to exercise the rights of the shareholder in accordance with the Invitation of the General Meeting.

The shareholder (or the shareholder's representative in case of a legal entity) must fill in and sign the proxy form and have the signature authenticated for its originality; the form shall thereafter be sent by physical mail or courier services to OTE Group Investors Relations Department (as mentioned above).

Alternatively, the shareholders (or representative) must digitally sign the form (by a qualified digital signature and send it by e-mail to **all** of the following e-mail addresses: iroffice@ote.gr, vvasilop@cosmote.gr, mdelenika@cosmote.gr and sziaavra@ote.gr.

The proxy form must reach the Company the latest 48hs before the General Meeting, i.e. **the latest by 14:00 GMT+2 hours on 23/05/2022.**

Following this deadline:

- **it will not be possible** to participate by proxy in the voting that will take place **prior to the General Meeting.**
- **it will be possible** to participate by proxy in the General Meeting, **through teleconference, however the General Meeting may refuse such participation for significant reason justifying such refusal.**

III. In case of a **Repetitive** (or any adjourned) meeting, the shareholder who wishes for the first time to appoint a proxy other than the one appointed for the initial meeting, has to revoke the latter and appoint a new proxy, by making use of the Proxy Revocation Form and appoint a new proxy, following the same procedure as per II above within the aforementioned time limits, i.e. the latest 48hs before the Repetitive General Meeting, i.e. **by 14:00 GMT+2 hours of 31st May, 2022.** In case a shareholder wishes to participate solely to the Repetitive (or any adjourned) 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.

IV. In each of the above mentioned cases, the shareholders are requested to ensure the successful dispatch of the forms and receipt thereof by the Company, and may for this purpose call the above telephones (OTE Group Investors Relations Department

V. In case a shareholder appoints a Bank as proxy for the exercise of his voting rights in the General Meeting, the above-mentioned procedure shall be followed.



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G. MINORITY SHAREHOLDERS RIGHTS

Pursuant to article 141, paragraphs 2, 3, 6 and 7 of Law 4548/2018, shareholders have the following rights:

- a. Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting agenda additional items, provided that the relevant request is communicated to the Board at least fifteen (15) days prior to the General Meeting, i.e. until **10th May 2022** for the initial General Meeting and **18th May 2022** for the Repetitive General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the previous agenda thirteen (13) days prior to the General Meeting, i.e. until **12th May 2022** for the initial General Meeting and **20th May 2022** for the Repetitive General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with paragraph 4, article 123 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 paragraph 5, article 141 of 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.
- b. Shareholders representing 1/20 of the paid-up share capital may submit draft resolutions for items included in the initial or revised agenda of the General Meeting. The relevant request is communicated to the Board of Directors at least seven (7) days prior to the date of the General Meeting, i.e. until **18th May 2022** for the initial General Meeting and **26th May 2022** for the Repetitive General Meeting, and the draft resolutions are made available to the shareholders, in accordance with paragraph 3, article 123 of 4548/2018, at least six (6) days prior to the date of the General Meeting, i.e. until **19th May 2022** for the initial General Meeting and **27th May 2022** for the Repetitive General Meeting.

It is noted that the Board of Directors is neither obliged to include additional items on the agenda of the General Meeting, nor to release them along with any justification or /and draft resolutions submitted by the shareholders, as described below in paragraphs (a) and (b), respectively, if their content is obviously in breach of the law and in contrast to the moral principles.

- c. Following the request of any shareholder, communicated to the Company at least five (5) full days prior to the General Meeting, i.e. until **19th May 2022** for the initial General Meeting and **27th May 2022** for the Repetitive General Meeting, the Board of Directors must provide to the General Meeting, the requested, specific information with respect to the Company's affairs, in so far as this information is useful for the actual assessment of the items on the agenda. There is no obligation to provide information, if the relevant information is already available on the Company's website, especially in a question and answer format.



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In the above case, the Board of Directors may decline to provide information for a very significant reason, which must be mentioned in the minutes.

Given the circumstances, such a reason may be, the representation of the applicant shareholders at the Board of Directors, pursuant to articles 79 or 80 of 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 of shareholders representing 1/10 of the paid-up share capital which is communicated to the Company at least five (5) full days prior to the General Meeting, i.e. until **19th May 2022** for the initial General Meeting and **27th May 2022** 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 a very significant reason, which must be mentioned in the minutes.

As a 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, provided that the relevant members of the Board of Directors have received the necessary information.

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 the above paragraph (c)-the number of shares held by them at the moment of the exercise of the relevant right. The shareholder capacity may be proved by any legal means and in any case on the basis of information that the Company receives by ATHEXCSD through electronic connection of the Company to the DSS or through the DSS Participant of the Securities Account or another intermediary acting as custodian for the shareholder's shares.

H. AVAILABLE DOCUMENTS AND INFORMATION

From the date of the publication of this invitation up to the date of the General Meeting, the documents and information mentioned in paragraphs 3 & 4, article 123 of Law 4548/2018 - including this invitation, the forms of proxy appointment and/or revocation, the postal vote form, the draft resolutions for the agenda items, the documents to be submitted to the General Meeting are available in electronic form on the Company's website: https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn_ote.html and will also be available in hard copy at the OTE Group Investors Relations Department (Ikarou 1 & Agiou Louka, Paiania, Building C 1st Floor Office C105).



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In case, the access to the site for the forms of proxy appointment and/or revocation is not feasible for technical reasons, these will be at the above-mentioned locations at the disposal of the shareholders and they can be also sent at Company's expenses to the shareholders.

MAROUSI, 04/05/2022



M. TSAMAZ

CHAIRMAN OF THE BOARD - CEO