

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS Regarding the items of article 11a paragraph. 1 of Law 3371/2005

This explanatory report of the Board of Directors addressed to the Annual General Meeting of Shareholders, contains information regarding the items of article 11a of Law 3371/2005.

1. Structure of the Company's share capital

The Company's share capital amounted to € 159,583,500 divided in 70,926,000 ordinary shares with a nominal value of € 2.25 each. All the shares are registered and listed for trading in the Securities Market of the Athens Stock Exchange (under Large Cap classification). Each share carries all the rights and obligations set out in law.

2. Limitations on transfer of Company shares

The Company's shares may be transferred as provided by the law and there are no restrictions regarding the transfer of shares.

3. Significant direct or indirect holdings in the sense of Presidential Decree 51/1992

The company Attica Holdings S.A. owns a stake of 22.25% of the company's share capital according to the transaction acknowledgement dated 23/02/2007.

4. Shares conferring special control rights

None of the Company shares carry any special rights of control.

5. Limitations on voting rights

There are no limitations on voting rights.

6. Agreements among Company shareholders

The Company is not aware of any agreements among shareholders entailing limitations on the transfer of shares or limitations on voting rights.

7. Rules governing the appointment and replacement of members of the Board of Directors and the amendment of the Articles of Association deviating from those provided in Law 2190/20

The rules set out in the Articles of Association of the Company on the appointment and replacement of members of the Board of Directors and the amendment of the provisions of the Articles of Association do not differ from those envisaged in Law 2190/20.

In reference to the replacement of members of the Board of Directors the article 22 & 23 of the articles of association applies.

Article 22 - Replacement of member of the Board of Directors

1. In case of vacancy in the Board of Directors due to death, resignation or for any other reason whatsoever, the remaining Directors are obliged by a resolution:

A) To proceed with the filling of such vacancy with the Alternate Directors being elected at the last three (3) Regular General Meetings of the Shareholders. In that case, the vacancy will be filled with the Alternate Director who has been elected at the most recent Regular General Meetings of the Shareholders and, if two Alternate Directors have been elected at such General Meeting, with the Alternate Director that has collected more votes.

B) If the filling of the vacancy is not possible by Alternate Directors either because such Alternate Directors have not been elected or because the list of Alternate Directors has been exhausted, the remaining Directors are obliged to elect a director to replace the vacancy, provided that the number of the remaining Directors shall be less than nine (9) and taking also into account paragraph 1 of Article 26 of these presents.

2. In case A of the aforementioned paragraph (Filling of the vacancy from the list of the Alternate Directors), the service of the Alternate Director shall be terminated at the end of the period of service of the director who is replacing.

3. In case B of the aforementioned paragraph (election by the remaining Directors), the service of the Alternate Director shall automatically be terminated at the end of the first following his election regular or special General Meeting of the Shareholders and his acts shall be considered valid even if such Director may not be elected as director by the General Meeting of the Shareholders. If the Alternate Director elected by the remaining directors is elected by the General Meeting of the Shareholders as Director, such Director shall be elected to serve until the end of the period of service of the director who is replacing. The same service period will apply in case the General Meeting of the Shareholders will elect as a Director a person other than the Alternate Director elected by the remaining Directors.

Article 25

3. A Director not being present at the Meetings of the Board of Directors for three consecutive months has to be considered as his resignation and shall result to the decline of such Director from the respective resolution of the Board of Directors and the recordation at the respective Minutes.

8. Authority of the Board of Directors or certain of its members to issue new shares or to purchase the own shares of the Company, pursuant to article 16 of Law 2190/20

There is no authority of the Board of Directors or certain of its members to issue new shares or to purchase the own shares of the Company, pursuant to article 16 of Law 2190/20.

9. Significant agreements put in force, amended or terminated in the event of a change in the control of the Company, following a public offer

The Company has no agreements which are put in force, amended or terminated in the event of a change in the control of the Company following a public offer.

10. Significant agreements with members of the Board of Directors or employees of the Company

The Company has no significant agreements with members of the Board of Directors or its employees providing for the payment of compensation, especially in the case of resignation or dismissal without good reason or termination of their period of office or employment due to a public offer. In case of termination of employment by a member of company's staff indemnities according to the relevant legislation apply.

