

Legal Affairs &
Corporate Governance

Group Board of
Directors Function
Department



Information:

Ant. Koukouritaki

T 210 5222330 / 210 5293281

A.Koukouritaki@ppcgroup.com

To :

EO

Athens, May 27th, 2024

GBDFD/132

Subject: Convocation of the Ordinary General Meeting of the Shareholders of PPC S.A..

Reference: - Decision of the Board of Directors no **62/27.5.2024**.

We inform you that, with the above ref., the Board of Directors

Decided

1. The convocation of the Ordinary General Meeting of the Shareholders of PPC S.A. and the approval of its Invitation, which is as follows:

**INVITATION
TO AN ORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF THE SOCIETE ANONYME UNDER THE NAME
"PUBLIC POWER CORPORATION S.A." VIA TELECONFERENCE
General Commercial Register (G.E.MI.) No 786301000**

Pursuant to Law 4548/2018 and Article 20, par. 2 of PPC S.A. Articles of Incorporation as in force and following the Decision no **62/27.5.2024** of the Board of Directors, the Shareholders of the Company under the name "**PUBLIC POWER CORPORATION S.A.**" and with distinctive title "**PPC S.A.**" are hereby invited to an **Ordinary General Meeting** to be held on **June 27, 2024, Thursday, at 10:00'** remotely in real time via teleconference and without physical presence of the Shareholders at the venue, with the option of remote participation via postal vote, in order to discuss and decide on the approval of the following items on the agenda:

Χαλκοκονδύλη 30 +30 210 522 2330
104 32, Αθήνα +30 210 529 3281
ppcgroup.com



ITEMS ON THE AGENDA:

ITEM 1: Approval of PPC S.A. Standalone and Consolidated Financial Statements for the 22nd fiscal year (from 01.01.2023 to 31.12.2023), as well as approval of the Unbundled Financial Statements pursuant to article 141 of Law 4001/2011 and to the applicable article 30 of the Articles of Incorporation of the Company.

ITEM 2: Approval, pursuant to article 117 of Law 4548/2018, of the overall management of PPC S.A. for the 22nd fiscal year (1.1.2023 until 31.12.2023) and discharge of the auditors from any liability for compensation concerning the same fiscal year.

ITEM 3: Election of auditors for the fiscal year 2024, pursuant to the applicable article 29 of the Articles of Incorporation of the Company.

ITEM 4: Remuneration Report of fiscal year 2023.

ITEM 5: Amendments to articles 9, 15 and 31 of the Articles of Incorporation of PPC S.A. and Codification thereof.

ITEM 6: Distribution of dividends for the fiscal year starting on 01.01.2023 and ending on 31.12.2023.

ITEM 7: Approval of distribution of part of the Company's profits to beneficiaries based on the Company's Remuneration Policy.

ITEM 8: Establishment of a share buy-back programme by PPC S.A. and authorization to the Board of Directors.

ITEM 9: Approval of the spin-off of the Wholesale Telecommunications Business Sector of PPC S.A. and contribution to its wholly owned subsidiary "DEI OPTIKES EPIKOINONIES SINGLE MEMBER S.A." and distinctive title "Fibergrid", according to the provisions of articles 4, 54, 57, 59-73 and 83-87 of Law 4601/2019, of Law 4548/2018 and the more specific provisions of article 52 of Law 4172/2013 and article 61 of Law 4438/2016, including the approval of the Draft Demerger Act along with its Annexes and granting of relevant authorisations.

ITEM 10: Information to Shareholders on the activities of the Audit Committee of the Company for 2023.

ITEM 11: Information to Shareholders on the Report of the Independent Non-Executive Members of the Board of Directors, pursuant to article 9, par. 5 of Law 4706/2020.

ITEM 12: Information to Shareholders on recruitment of the year 2023.

ITEM 13: Announcements and other issues.



In case the quorum required by law and the Articles of Incorporation has not been reached during the Ordinary General Meeting of **June 27, 2024** the Shareholders are invited to a Repeat Ordinary General Meeting, on **July 15, 2024, at 10:00'** to be conducted remotely in real time via teleconference and without physical presence of the Shareholders at the venue, with the option of remote participation via postal vote.

It is noted that a new Invitation shall not be published, in accordance with article 130, par. 2 of Law 4548/2018 as in force.

Pursuant to Articles 121 par. 3 and 4, 124 and 128 of Law 4548/2018, as in force, the Company informs the Shareholders about the following:

A. Participation and voting right in the General Meeting

Shareholders shall participate in the General Meeting via audio-visual or other electronic means (teleconference), as well as via postal vote, pursuant to the provisions of Articles 125 and 126 of Law 4548/2018 and the Articles of Incorporation of the Company as in force. Shareholders, journalists and in general any other person apart from the members of the Board of Directors, the Secretary and those entrusted with the conduct of the General Meeting shall not be allowed to enter the venue of the General Meeting.

Both in the initial Ordinary General Meeting of **June 27, 2024** and the Repeat one of **July 15, 2024**, if any, eligible to participate and vote are only those Shareholders registered as Shareholders of the Company at the Dematerialized Securities System (DSS) of the "Hellenic Central Securities Depository Societe Anonyme" (ATHEXCSD) at the beginning of the fifth day prior to the date of the initial General Meeting, namely **June 22, 2024 (Record Date)**, without any share blocking being required.

Shareholder of the Company entitled to participate in the Ordinary General Meeting and exercise his/her voting right shall be considered any person who is registered at the Record Date in the Dematerialized Securities System (DSS) of the Societe Anonyme "Hellenic Central Securities Depository (ATHEXCSD) or any person identified as such based on the relevant date recorded through the registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212), as well as of the Regulation of Operation of the Hellenic Central Securities Depository (Official Government Gazette vol. B' issue 1007/16.03.2021).

Shareholder capacity is evidenced by any legal means and in any case based on the information that the Company will have received up until the commencement of the meeting from the ATHEXCSD or through the aforementioned intermediaries, pursuant to the above provisions.

A Shareholder may participate in the General Meeting via the confirmations or notices under Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary, unless the General Meeting refuses this participation on serious grounds that justify such refusal in compliance with the provisions in force (Article 19, par. 1, Law 4569/2018, Article 124 par. 5, Law 4548/2018).

Shareholders may participate in the General Meeting in person or by proxy.



Shareholders who wish to participate in the General Meeting by proxy shall send the relevant proxy holder authorization to the Company at least **forty eight (48) hours prior to the date set for the General Meeting, that is until June 25, 2024 at 10:00' and until July 13, 2024 at 10:00' for the Repeat General Meeting.**

Each Shareholder may appoint up to three (3) proxy holders. Legal entities may participate in the General Meeting by appointing up to three (3) natural persons as proxy holders.

However, if a Shareholder holds shares of the Company in more than one securities account, the above limitation shall not prevent the Shareholder from appointing separate proxy holders for each of the securities account where the shares are held with respect to the General Meeting. A proxy holder acting on behalf of several Shareholders may cast votes differently for each Shareholder. Proxy holding may be revoked at any time.

The relevant Proxy Holder Authorization form (power of attorney) is available on the company's website, at the "Investor Relations" section: <https://www.ppcgroup.com/en/investor-relations/shareholder-information/genikes-suneleuseis-metoxon/>.

The appointment and the revocation of the proxy holder for the participation in the General Meeting shall be made in writing and notified to the Company at least forty eight (48) hours prior to the date set for the General Meeting, by submitting the document at the Company's headquarters at the Shareholder Services Unit (30, Chalkokondyli st., GR 10432, Athens) or by post or via e-mail at cass@ppcgroup.com or in the event of Shareholders identified through intermediaries, via the confirmations or notices under Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries.

The Shareholder's proxy is obliged to disclose to the Company, pursuant to Article 128 par. 5 of Law 4548/2018, prior to the commencement of the General Meeting, any specific fact, which might be useful to the Shareholders in assessing whether the proxy holder might pursue interests other than those of the represented Shareholder. A conflict of interest within this context may in particular arise when the proxy holder:

a) is a Shareholder exercising control over the Company or is another legal person or entity controlled by such Shareholder, b) is a member of the Board of Directors or in general of the management of the Company or of a Shareholder exercising control over the Company or of any other legal person or entity controlled by such Shareholder exercising control of the Company, c) is an employee or chartered auditor of the Company or of a Shareholder exercising control over the Company or of a legal person or entity controlled by such Shareholder exercising control of the Company and d) is a spouse or first-degree relative of any natural person referred to in items a) to c) herein.

The Shareholder's proxy shall keep a record of the voting instructions for at least one (1) year as of the date of the General Meeting or in case of adjournment thereof, as of the date of the last Repeat General Meeting, at which the Shareholder made use of the proxy holder authorisation.

The proxy holder votes according to the Shareholder's instructions, if any. Failure



to comply with the instructions received shall not affect the validity of the resolutions made at the General Meeting, even if the vote of the proxy holder was decisive in reaching a majority decision.

B. Procedure for remote participation (in person or by proxy) in the General Meeting in real time via teleconference

In order for the Shareholders to participate in the General Meeting remotely in real time via audio-visual or other electronic means without physical presence, Shareholders or their proxies, if any, are required to create and use an electronic account at the online platform (the "e- Platform") that has been developed by the Athens Exchange Group to provide remote general meeting services in real time, via teleconference to listed companies on the website <https://axia.athexgroup.gr>.

To access the e-Platform, a computer or a smartphone or a tablet, with a browser installed and internet access are required.

In order for a Shareholder or his/her proxy to create an account on the e-Platform, a valid email address and a mobile telephone number are required by the Shareholder or his/her proxy.

If, on accessing the e-Platform, the above information entered by the Shareholder does not match the data that have been registered in the Dematerialized Security System or the identification data and have been notified to the Company by the "Hellenic Central Securities Depository S.A." or via an intermediary, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies, pursuant to Part 3 of Decision no 8 of the Board of Directors of the Hellenic Central Securities Depository S.A "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as to the document "Terms and Conditions for the Remote Ordinary General Meeting of Shareholders", the Shareholder shall proceed to notification or/and update of the above information in order to create the account.

To this end and in order to avoid any disruption, Shareholders are requested to contact the Participant in the Securities Account held in the DSS or another intermediary acting as a custodian for the Shareholder, through which their shares are held, in order to notify and/or update their valid email address and mobile phone number for identification purposes.

Further instructions for participation in the General Meeting via teleconference are posted on the Company's website, at the "Investor Relations" section <https://www.ppcgroup.com/en/investor-relations/shareholder-information/genikes-suneleuseis-metoxon/> and will be sent by the Company by email to the Shareholders who have completed the above procedure and are entitled to participate in the Ordinary General Meeting or the Repeat Ordinary General Meeting, if any.

For any question and information, Shareholders may contact the Shareholder Services Unit of the Company by phone at +30 210 5230951 during working days and hours (from 8.00' to 16.00') or via e-mail at cass@ppcgroup.com.



Furthermore, as of the publication of the present and until the end of the General Meeting information and support, for issues related to the conduct of the General Meeting through the AXIA e-SM platform (e.g. connection, voting, etc.), will be provided to Shareholders and their proxies by phone at +30 210 3366426 or via e-mail at AXIAeShareholdersMeeting@athexgroup.gr

On the date of the General Meeting, in order to participate in the proceedings, Shareholders must connect in a timely fashion through the Internet Platform, **at least 1 hour (1h) before the start time of the General Meeting** that has been announced in the Invitation, and declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

Shareholders who will participate in the General Meeting via teleconference in real time are taken into account for achieving quorum and majority and will be able to effectively exercise their rights during the General Meeting. Therefore, Shareholders will be able to:

- a) attend the General Meeting by using electronic or audio-visual means,
- b) take the floor and address the General Meeting verbally, during the meeting, while at the same time through the e-Platform they will be able to:
- c) vote in real time during the General Meeting on the items on the agenda, and
- d) receive information on the recording of their vote,

It is noted that the General Meeting will be conducted in Greek and English.

C. Procedure for remote participation in the vote prior to the General Meeting (Postal Vote)

In addition, Shareholders shall have the option to participate remotely, in person or by proxy, in the vote on the agenda items of the General Meeting that will take place **before** the General Meeting, pursuant to those specifically provided for in Article 126 Law 4548/2018. Specifically:

Shareholders or their proxies who wish to participate remotely in the vote on the agenda items of the General Meeting that will take place **before** the holding of the General Meeting, can make use of the said option:

a) either by exercising their right to vote **before** the General Meeting through the internet platform <https://axia.athexgroup.gr>, in which they will have previously created an account and will have successfully registered as described in section (B) herein, during the period **from June 24, 2024, at 10:00' and no later than twenty-four (24) hours before the date of the General Meeting (that is, no later than June 26, 2024 at 10:00')**.

b) or by filling in the «Voting Form», which is posted on the company's website, at the "Investor Relations" section <https://www.ppcgroup.com/en/investor-relations/shareholder-information/genikes-suneleuseis-metoxon/> signing it with authentication of signature and sending it to the Shareholder Services Unit of the Company at the following address: 30, Chalkokondyli st., GR 10432, Athens or sending it digitally signed, using a qualified certificate, by the proxy or the Shareholder via e-mail at the following e-mail address: cass@ppcgroup.com, no



later than **twenty-four (24) hours before the date of the General Meeting (that is, no later than June 26, 2024 at 10:00')**.

c) or by participating via the confirmations or notices under Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who vote as per the above before the General Meeting are taken into account for the achievement of quorum and majority, provided that the votes in question have been received by the Company no later than **June 26, 2024 at 10:00'**.

It is noted that Shareholders who wish to appoint proxies to participate remotely in the vote on the agenda items of the General Meeting which will take place **before** the General Meeting, **may appoint up to three (3) proxies at least forty-eight (48) hours before the date of the General Meeting (that is, by June 25, 2024 at 10:00' the latest), as specifically set forth in section (A) herein.**

After the expiry of this deadline, it will not be possible to participate by proxy in the vote that will take place **before the General Meeting.**

In the event that the quorum required by Law and the Company's Articles of Incorporation for the discussion and decision-making on the above items on the agenda is not achieved, at the **Repeat General Meeting** to be held on **July 15, 2024** the right to vote remotely via postal vote **must be exercised again**, during the vote that will take place before the Repeat General Meeting, in one of the following ways:

a) by exercising again the right to vote before the Repeat General Meeting through the internet platform <https://axia.athexgroup.gr>, in which they will have previously created an account and will have successfully registered as described in section (B) herein, during the period **from June 28, 2024 at 10:00' and no later than twenty-four (24) hours before the date of the Repeat General Meeting (that is, no later than July 14, 2024 at 10:00')**.

b) by filling in a new «Voting Form», which will have been made available by the Company, with the items on which no decision was made on **June 27, 2024** and sending it with authentication of signature attested to the Shareholder Services Unit at the following address: 30, Chalkokondyli st., GR 10432, Athens or sending it digitally signed using a qualified certificate by the proxy or the Shareholder via e-mail at the following e-mail address: cass@ppcgroup.com, **no later than twenty-four (24) hours before the date of the Repeat General Meeting (that is, no later than July 14, 2024 at 10:00')**.

c) by participating via the confirmations or notices under Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Shareholders who vote as per the above before the General Meeting are taken into account for the achievement of quorum and majority, provided that the votes in question are received by the Company **by July 14, 2024 at 10:00' at the latest.**

For the Repeat General Meeting on **July 15, 2024**, if any, Shareholders who had not appointed a proxy for the initial General Meeting or Shareholders who wish to replace the proxy they had appointed, in order to participate remotely in the vote that will take place before the Repeat General Meeting, **may appoint up to three (3) proxies no later than forty-eight (48) hours before the date of the**



Repeat General Meeting (that is, by July 13, 2024 at 10:00' at the latest), as specifically set forth in section (A) herein. After that date, it will not be possible to participate by proxy in the vote that will take place **before the Repeat General Meeting.**

For any questions and instructions, Shareholders may contact the Shareholder Services Unit by phone at +30 210 5230951 during working days and hours (from 08.00' to 16.00') or via e-mail at the following address: cass@ppcgroup.com.

Furthermore, Shareholders are required to confirm successful dispatch of the "Voting Form" and its receipt by the Company, by calling at +30 210 5230951 (Shareholder Services Unit).

D. Shareholders' Minority Rights

With respect to the aforementioned Ordinary General Meeting, the Shareholders of the Company have also the following -inter alia- rights according to those laid down in Articles 121, 122, 123, 124 and 141 of Law 4548/2018 and Article 28 of the Company's Articles of Incorporation as in force, which can be exercised within the following deadlines per right:

(a) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request from the Board of Directors to include in the General Meeting's Agenda additional items, provided that the relevant request is communicated to the Board of Directors at least fifteen (15) days prior to the General Meeting day. The said request must be accompanied by a written justification or a draft resolution to be approved by the General Meeting; the revised agenda shall be published in the same manner as the previous one, thirteen days (13) prior to the date of the General Meeting, while at the same time it is posted on the Company's website in order to be available to the Shareholders, along with the written justification or the draft decision submitted by the Shareholders, according to those provided for in paragraph 2 of Article 141 and paragraph 4 of Article 123 of Law 4548/2018.

(b) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request from the Board of Directors to post on the Company's website (www.ppcgroup.com), at least six (6) days prior to the General Meeting date, draft resolutions for the items included on the initial or revised General Meeting agenda, provided that the relevant request is communicated to the Board of Directors at least seven (7) days prior to the General Meeting date.

(c) Following a request of any Shareholder whosoever, communicated to the company at least five (5) full days prior to the General Meeting date, the Board of Directors shall be obliged to provide the General Meeting with the requested specific information concerning the Company's business, to the extent that they are relevant to the items on the agenda.

(d) Shareholders representing one tenth (1/10) of the paid-up share capital may request from the Board of Directors to provide the General Meeting with information about the course of the Company's affairs and its financial status, provided that the relevant request is communicated to the Board of Directors at least five (5) full days prior to the General Meeting date.



(e) Following a request of any Shareholder/Shareholders representing one twentieth (1/20) of the paid-up share capital, the Chairman of the General Meeting shall be obliged to adjourn only once the decision making by the General Meeting, ordinary or extraordinary, on all or on specific items, setting as new date for the continuance of the meeting the one requested by the Shareholders, which may not, however, be later than twenty (20) days from the adjournment date. The General Meeting following the adjournment is considered as a continuance of the previous one and therefore, it is not required to repeat the formalities of publication of the Invitation to the Shareholders. This Meeting may also be attended by new Shareholders, in compliance with the relevant participation formalities provided for in Article 124, paragraph 6 of Law 4548/2018.

In all the above-mentioned cases the Shareholders, who submit requests, shall be obliged to evidence their shareholder capacity and the number of shares they hold during the exercise of their pertinent right. Their shareholder capacity can be evidenced through any legal means and, in any case, based on the information received by the Company from the ATHEXCSD, on condition that it provides registry services, or through the participants and intermediaries registered to the Central Securities Depository S.A., in any other case.

E. Information of par. 3 and 4 of Article 123 of Law 4548/2018

The present Invitation to the Shareholders along with clarifications on the items of the agenda, the Proxy Voting Form and the Postal Voting Form, the total number of shares and voting rights existing on the date of the present Invitation, as well as any relevant information are or will be posted in electronic form on the Company's website, at the "Investor Relations" section, <https://www.ppcgroup.com/en/investor-relations/shareholder-information/genikes-suneleuseis-metoxon/>, pursuant to Law and the Articles of Incorporation of the Company, as in force.

Athens, May 27th, 2024

The Board of Directors

2. To authorize the Secretary of the Board of Directors to proceed with the publication of the above Invitation and with the submission of all documents required by the law to the Supervisory Authority.

Antonia Koukouritaki
BoDS
Director