



## Public Power Corporation Societe Anonyme

### Extraordinary General Meeting of the shareholders of the Company

Tuesday October 19, 2021

#### Clarifications on item b' of the first item on the Agenda

1. b) Approval of the demerger, namely the hive-down of the electricity distribution network sector through contribution and absorption thereof by HEDNO, pursuant to Article 123A of Law 4001/2011, Law 4601/2019 and Legislative Decree 1297/1972, including the approval of the Draft Demerger Deed of the Sector along with annexes attached thereto, and pertinent authorizations.

In the context of the completion of the transaction for the sale of 49% of HEDNO's shares, PPC (the "Demerged") is called to fulfil its relevant contractual obligations and implement those provided for in article 123A of Law 4001/2011, as is force, in respect of the hive-down of the electricity distribution network sector (hereinafter the "Distribution Network Sector") and its absorption by HEDNO (the "Beneficiary"), pursuant to Law 4601/2019 and Legislative Decree 1297/1972.

Specifically, the General Meeting of PPC shareholders, following the decision of its BoD no 110/23.9.2021, is called to approve the said demerger, namely, the hive-down of the electricity distribution network sector through contribution and absorption thereof by HEDNO, pursuant to Article 123A of Law 4001/2011, Law 4601/2019 and Legislative Decree 1297/1972, including the approval of the Draft Demerger Deed of the Sector along with annexes attached thereto.

The procedure for the hive down of the Distribution Network Sector was initiated by virtue of the decisions no 63/15.6.2021 and 1822/18.6.2021 of the Board of Directors of PPC and HEDNO respectively, while by virtue of the decisions no. 74/29.6.2021 and 1957/29.6.2021 of the Board of Directors of PPC and HEDNO respectively, the Draft Demerger Deed was approved along with the Transformation Balance Sheet and the Valuation Report on the fair and reasonable value of PPC Distribution Network Sector dated 31.03.2021, which was prepared and signed on behalf of the independent expert «Grant Thornton Societe Anonyme of Chartered Accountants and Management Consultants» by the Chartered Accountants Dimitrios Douvris (AM SOEL 33921) and Marilena Bouzoura (AM SOEL 30511). The Draft Demerger Deed was signed by the legal representatives of the Demerged and the Beneficiary, was published in the General Commercial Registry (GEMI) along with its accompanying documents, in accordance with the provisions set forth by Law 4601/2019 and an unofficial translation thereof is made available at the following link:

[https://www.dei.gr/Documents2/Draft\\_Demerger\\_Deed\\_EN.pdf](https://www.dei.gr/Documents2/Draft_Demerger_Deed_EN.pdf)

In parallel, in accordance with the provisions of article 63 Law 4601/2019, the following documents have been made available to the shareholders of the



Company at its website ([www.dei.gr](http://www.dei.gr)) and an unofficial translation thereof is made available at the following links:

a. The draft demerger deed,

[https://www.dei.gr/Documents2/Draft\\_Demerger\\_Deed\\_EN.pdf](https://www.dei.gr/Documents2/Draft_Demerger_Deed_EN.pdf)

b. The annual financial statements and the annual reports of the Company of the last three (3) years,

[https://www.dei.gr/en/financial\\_statements](https://www.dei.gr/en/financial_statements)

c. The transformation balance sheet of the hived-down sector,

[https://www.dei.gr/Documents2/Draft\\_Demerger\\_Deed\\_EN.pdf](https://www.dei.gr/Documents2/Draft_Demerger_Deed_EN.pdf)

d. The explanatory report under article 61 of Law 4601/2019 of the Company's Board of Directors to the General Meeting of the shareholders,

[https://www.dei.gr/Documents2/BoD\\_Report.pdf](https://www.dei.gr/Documents2/BoD_Report.pdf)

e. The report of the independent expert under article 62 of law 4601/2019, dated 29.06.2021, as prepared by the audit firm «Grant Thornton Societe Anonyme of Chartered Accountants and Management Consultants”.

[https://www.dei.gr/Documents2/Expert\\_report.pdf](https://www.dei.gr/Documents2/Expert_report.pdf)

Following the above, the Board of Directors of the Company proposes to the General Meeting of the shareholders of the Company:

A) the approval of the demerger of the Company through hive-down of the Distribution Network Sector and absorption thereof by the company HEDNO S.A. pursuant to Law 4601/2019, Legislative Decree 1297/1972 and article 123A of Law 4001/2011.

B) the approval of the Draft Demerger Deed, as this has been approved by the Board of Directors of the Company.

C) The authorization of the Chairman and Chief Executive Officer of the Company to finalize and sign on behalf of the Company the Notarial Deed of Demerger (Hive-down) of the Distribution Network Sector, under the basic terms set out in the Draft Demerger Deed and in parallel the granting of the right to sub-authorize executives of the Company to finalize and sign any supplementary notarial deeds that may be required for the transcription/registration of the assets to the competent authorities throughout the country, as well as any other relevant document required for the completion of the demerger and to settle any pending issues related to the Notarial Deed and the entire procedure of Demerger (Hive-down) and its approval by the competent authorities.