

**PUBLIC POWER CORPORATION S.A.**  
**BoD SECRETARIAT**

**No/DATE: BoDS/306/27.11.2014**

**Information :** K. D. TSOKANAS  
Tel.: +30 210-52.22.330 / 210-52.93.281

**TO:** RECIPIENTS

**Subject :** Convocation of an Extraordinary General Meeting of the Shareholders of PPC S.A.

**REFERENCE :**

- Resolution of the Board of Directors no **123/27.11.2014.**

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

**Decided**

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

**INVITATION**  
**TO AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**  
**OF THE SOCIETE ANONYME UNDER THE NAME**  
**"PUBLIC POWER CORPORATION S.A."**  
**General Electronic Commercial Registry No 786301000**

Pursuant to Codified Law (C.L.) 2190/1920, as amended and in force, the articles 21 and 22 of PPC S.A.'s Articles of Incorporation, and following the Resolution no **123/27.11.2014** 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 Extraordinary General Meeting to be held at the Company's Headquarters in Athens (30, Chalkokondyli str., 6<sup>th</sup> floor), on **December 22<sup>nd</sup>, 2014**, day of the week **Monday**, at **11.00 a.m.**, to discuss and take decisions on the following items on the agenda:

**ITEM ONE:** Approval for the payment of the relating tax, at the rate of 19%, on the non-taxable reserves, amounting to € 104,885,971.08, pursuant to the provisions of L. 4172/2013.

**ITEM TWO:** Issues concerning the implementation of the Extraordinary General Meeting resolution dated 28.2.2014 with regard to High Voltage Customers' tariffs.

**ITEM THREE:** Announcement in view of the approval of the election of a new Member of the Board of Directors and of its capacity, in substitution for a Member that resigned.

**ITEM FOUR:** Approval of the appointment, pursuant to article 37 of L. 3693/2008, of a Member of the Audit Committee.

**ITEM FIVE:** Announcements and other issues.

### **PARTICIPATION RIGHT IN THE GENERAL MEETING**

In this Extraordinary General Meeting (EGM), the Shareholders with right to participate and vote are those, who will be registered at the beginning of December the 17<sup>th</sup>, 2014, day of the week Wednesday, that is the fifth (5<sup>th</sup>) day prior to the EGM date - Record Date, in PPC S.A. Shareholders' registry, which is electronically kept at the Company "Hellenic Exchanges S.A. Holding, Clearing, Settlement & Registry" (Hellenic Exchanges SA – EXAE), without share blocking required. Every ordinary share has the right of one vote. Shareholders' capacity is evidenced by providing a pertinent written certification by the above mentioned institution, or alternatively, via direct online connection of the Company with the registry of the latter. Shareholders' capacity must be effective at the beginning of December the 17<sup>th</sup>, 2014 day of the week Wednesday (Record Date) and the pertinent written certification or the electronic verification with respect to the Shareholders' capacity must be received by the Company the latest until December the 19<sup>th</sup>, 2014, day of the week Friday, that is, the third (3<sup>rd</sup>) day prior to the EGM date. As regards the Company, participation and voting right at the EGM is attributed only to those regarded as shareholder at the aforementioned Record Date. In case of non compliance with the provisions of article 28a of C.L. 2190/1920, as in force, such Shareholder may participate in the EGM only following its permission.

### **PROCEDURE FOR THE EXERCISE OF VOTING RIGHT BY PROXY**

The Shareholders who wish to participate in the Extraordinary General Meeting (EGM) by proxy/ies representative/es, must send the pertinent proxy holder authorisation form (Power of Attorney), which is available on the company's website [www.dei.gr](http://www.dei.gr), to the Company's Corporate Announcements and Shareholders Services Unit (30, Chalkokondyli Street, Athens 104 32, 5<sup>th</sup> floor, office 512), no later than December the 19<sup>th</sup>, 2014, day of the week Friday, that is the third (3<sup>rd</sup>) day prior to the date of the General Meeting.

Each shareholder may appoint up to three (3) proxy holders/representatives. However, if a shareholder holds shares of the company appearing in more than one securities account, the above limitation shall not prevent such shareholder from appointing separate proxy holders/representatives for the companies appearing in each securities account, as regards the General Meeting.

A proxy holder/representative acting on behalf of several shareholders may cast votes differently for each shareholder. The proxy holder/representative 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

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

- a) is a controlling shareholder of the Company, or is another entity controlled by such shareholder;
- b) 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;
- c) is an employee or an auditor of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- d) is a spouse or close relative (of 1<sup>st</sup> degree) with a natural person referred to in the above items a) to c).

The appointment and the revocation of appointment of a shareholder's proxy holder/representative shall be made in writing and shall be notified to the Company at least three (3) days prior to the date of the General Meeting.

The shareholders are requested to ensure the successful dispatch of the proxy holder authorisation form [power of attorney] and receipt thereof by the Company, by calling at the following numbers: +30 210 5230951, +30 210 5293207.

In order to attend the General Meeting any shareholder/representative shall present an ID card. In case that the shareholder is a legal entity and has not appointed in accordance with the aforementioned procedure a proxy holder/s-representative/s, then the legal representative of such shareholder shall also present his/her legalization documents, in order to attend the General Meeting.

### **SHAREHOLDERS' MINORITY RIGHTS**

With respect to the aforementioned EGM, the Shareholders have also the following rights, 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 Extraordinary 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 EGM. The said request must be accompanied by a written justification or a draft resolution for approval by the EGM.

(b) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request from the Board of Directors to upload to the Company's website ([www.dei.gr](http://www.dei.gr)), at least six (6) days prior to the EGM date, draft resolutions for the items included in the initial or revised EGM agenda, provided that the relevant request is communicated to the Board of Directors at least seven (7) days prior to the EGM date.

(c) Following a request of shareholders communicated to the Company at least five (5) full days prior to EGM date, the Board of Directors must provide to the EGM the requested specific information with respect to Company's business, to the extent that these are useful for the actual assessment of the items on the agenda.

(d) Following a request of shareholders representing one fifth (1/5) of the paid-up share capital, communicated to the Board of Directors at least five (5) full days prior to the EGM date, the Board of Directors must provide the EGM with information about the course of the Company's affairs and its financial situation.

## **AVAILABLE DOCUMENTS AND INFORMATION**

The present Invitation to the Shareholders, the proxy holder authorisation form [power of attorney], the total number of shares and voting rights existing on the date of the present Invitation, the documents to be submitted to the EGM, as well as any draft resolution for any proposed agenda item or any comment of the Board of Directors on any agenda item, if no resolution has been submitted for approval, and any draft resolution proposed by the Shareholders, are or will be available, pursuant to the law and the Company's Articles of Incorporation, on the company's website [www.dei.gr](http://www.dei.gr), right after their notification to the Company.

The full text of the documents to be submitted to the General Meeting, as well as of the draft resolutions and of any documents provided for in article 27, par. 3, cases c) and d) of C.L. 2190/1920, as in force, will be available in hard copy at the Company's Headquarters in Athens (30, Chalkokondyli str.).

In case a quorum has not been reached on the date set forth herein above, the Shareholders are again invited, in accordance with article 29 par. 2 of C.L. 2190/1920, as applicable, to a **Repeat Extraordinary General Meeting**, in Athens, at the Company's Headquarters (30, Chalkokondyli str., 6<sup>th</sup> floor), on **January the 12<sup>th</sup>, 2015**, day of the week **Monday**, at **11.00 a.m.**, with same as above Agenda.

In such Repeat General Meeting, the Shareholders with right to participate and vote are those who will be registered at the beginning of January the 8<sup>th</sup>, 2015, day of the week Thursday, that is the fourth (4<sup>th</sup>) day prior to the EGM date (Record Date of repeat general meetings) with PPC S.A. Shareholders' registry, which is electronically kept at the company "Hellenic Exchanges S.A. Holding, Clearing, Settlement & Registry" (Hellenic Exchanges S.A. – EXAE), without share blocking required. The pertinent written certification or the online verification with respect to the Shareholders' capacity must be submitted to the Company no later than January the 9<sup>th</sup>, 2015, day of the week Friday, that is the third (3<sup>rd</sup>) day prior to the repeat General Meeting date.

Athens, November 27, 2014

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 as per law to the Supervisory Authority.

**D. TSOKANAS**  
**Secretary of the Board of Directors**

### **RECEIPIENTS:**

- OoE
- LD
- IAD
- CACD
- IRTD
- ITD

**Notification:**

- F/Di
- HR/Di
- SO/Di
- M/Di
- G/Di
- S/Di
- RCRNS