



Public Power Corporation Societe Anonyme
Extraordinary General Meeting of the shareholders of the Company
Tuesday, October 19, 2021

Clarification on item (a) of the first item on the Agenda

ITEM 1 a): Approval of the Transaction for the sale by PPC S.A. of 49% of the share capital of its subsidiary company "HELLENIC ELECTRICITY DISTRIBUTION NETWORK OPERATOR S.A." (HEDNO).

The Board of Directors of PPC S.A. (the "Company") approved by its decision no 135/15.12.2020 the launching of an international tender process for the sale of 49% of HEDNO S.A.'s share capital and the publication of the relevant Invitation for Expression of Interest <https://www.dei.gr/el/i-dei/i-etairia/invitation-to-submit-an-expression-of-interest-for>. There was strong response to this Invitation and eleven (11) Expression of Interest Dossiers were submitted by strategic investors, network infrastructure operators and financial investors.

The Board of Directors of the Company by its decision no 28/6.4.2021 selected nine (9) interested investors who met the criteria of the Invitation to participate in the next stage of the above tender process.

The Board of Directors of the Company by its decision no45/13.5.2021 approved the Invitation to Submit Binding Offers which was sent to all qualified interested investors, who obtained access to the Virtual Data Room where the documents relating to the sale of 49% of the share capital of HEDNO S.A. were uploaded. At the same time, important data and information relating to HEDNO S.A. and its operation were uploaded on the Virtual Data Room to enable the interested investors to proceed with the financial-legal-technical review (due diligence) in order to submit binding offers, as well as the initial drafts of the Shareholders Agreement (SHA) and the Share Purchase Agreement (SPA), the key points of which were approved by virtue of the same Decision of the Board of Directors and were negotiated during the due diligence process between the Company and the interested investors.

The Board of Directors of the Company, by its decision no. 93/29.7.2021, approved the key point terms of the final drafts of the SHA and the SPA, which were communicated to the interested investors via the Virtual Data Room, in order to be submitted initialed by them together with their binding offers.

The key points of the SHA and the SPA, as accepted by the contracting parties (PPC-preferred investor) are uploaded in PPC's website (www.dei.gr).



Out of the nine (9) qualified interested investors that were granted access to the Virtual Data Room, four (4) submitted binding offers based on the provisions of the Invitation to Submit Binding Offers at 03.09.2021. Specifically, offers were submitted by the following participants:

- a) CVC Capital Partners Group,
- b) First Sentier Investors Group,
- c) KKR Group and
- d) Macquarie Group,

through the respective companies - members of the respective Group that participated in the tender process.

Initially, PPC's competent departments reviewed the technical offers, evaluated the legal documents and it was established that all the participants who submitted a binding offer fulfilled the terms and conditions set out in the Invitation to Submit Binding Offers. Then, on 10.09.2021, the competent departments of the Company proceeded to the opening of the financial offers, where it was established that the participant with the best financial offer is Spear WTE Investments S.a.r.l., a member of the Macquarie Infrastructure and Real Assets Group (MIRA), with an offer that values 49% of the value of HEDNO (Enterprise Value) at EUR 2,116 million, including the corresponding (pro-rata) net debt of EUR 804 million. This offer refers to a valuation amounting to 151 % of the Regulated Asset Base.

In view of the above, the Board of Directors by its decision no 110/23.9.2021 nominated Spear WTE Investments S.a.r.l. as the preferred investor for the sale of 49 % of HEDNO's share capital, accepting its offer amounting to EUR 1,311,994,119. The price, which is subject to readjustment based on the financial statements of Completion of the Transaction, which will be drawn up on the date of the transfer of the shares, was considered by the Board of Directors to be fair and reasonable, since the latter took into account, inter alia, the relevant Fairness Opinion Letter provided by BPN Paribas.

Please note that the Transaction under approval will be entered into between PPC S.A. and MSCIF DYNAMI BIDCO MONOPROSOPI S.A. which is a 100 % Greek subsidiary of Spear WTE Investments S.a.r.l., legally established in Greece with the aim of completing the Transaction.

Further to the above, the Board of Directors of the Company proposes to the General Meeting of Shareholders:

To approve the Transaction for the sale by PPC S.A. of 49 % of the share capital of its subsidiary company "HELLENIC ELECTRICITY DISTRIBUTION NETWORK OPERATOR S.A." (HEDNO) to the Greek societe anonyme under the trade name "MSCIF DYNAMI BIDCO MONOPROSOPI S.A.", a wholly owned subsidiary of Spear WTE Investments



S.a.r.l., member of the Macquarie Infrastructure and Real Assets Group (MIRA), in accordance with the above.

It should be noted that, in order to ensure the smooth development of the tender process, PPC S.A. intends to sign the final Share Purchase Agreement (SPA) prior to the meeting of the General Meeting of Shareholders, by virtue of the relevant authorisation by the Company's Board of Directors to the Chairman and Chief Executive Officer of PPC S.A.