

**INVITATION TO AN EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE NAME
“PUBLIC POWER CORPORATION S.A.”
Registration no 47829/06/B/00/2**

Pursuant to Codified Law 2190/1920, as amended and applicable, the provisions of Law 4001/2011 and in particular article 123 thereof, as applicable, the articles 22 and 23 of PPC S.A.'s Articles of Incorporation, and following the Resolution no. 44/28.02.2012 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 headquarters of the Company in Athens (30 Chalkokondili str., 6th floor), on Thursday, **March 29th 2011**, at **10:00 am**, to discuss and take decisions on the following items of the Agenda:

- FIRST ITEM:** Decision taking on **a)** the spin-off, pursuant to article 123 of Law 4001/2011 (Greek National Gazette A'179/22.8.2001) and to any other provisions thereof, as applicable, of the contributed Segment of PPC S.A. Distribution Division, along with PPC S.A.'s Islands Network Operation Department, including the assets of PPC S.A. and the relevant requirements and obligations, which fall within the competence of the above Departments, with the exception of the immovable and fixed assets of the Distribution Network and of the Non-Interconnected Islands Network (hereinafter referred to in total, as “**PPC S.A. Distribution Segment**”) and its contribution to the 100% Subsidiary Company under the name “PPC RHODES SOCIETE ANONYME FOR THE ENGINEERING CONSTRUCTION OPERATION AND EXPLOITATION OF RHODES POWER PLANT” and with distinctive title “PPC Rhodes S.A.” [named according to Law into “HELLENIC ELECTRICITY DISTRIBUTION NETWORK OPERATOR S.A.” (H.E.D.N.O. or DEDDIE)], **b)** the approval of the Financial Statement of the spin-off dated 31.12.2011, **c)** the approval of the Report for the determination of the accounting value of the assets and liabilities of the Distribution Segment dated 28.02.2012 by the Chartered Auditor - Accountant Mr. Telemachos Georgopoulos (reg. No SOEL 19271), along with its Appendices and **d)** the approval of the Draft Contract of Spin-off of the above Segment dated 28.02.2012.
- SECOND ITEM:** Authorization of **a)** Executives of the Company to sign the relative deed for the spin-off of PPC S.A. Distribution Segment—appointment of Notary Public and **b)** other persons from the Company in order to correct any omissions or inadvertent errors, deal with pending issues and submit the necessary documents to the Management and the Register of Sociétés Anonymes.
- THIRD ITEM:** Other issues and announcements

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 March 24th 2012, day of the week Saturday, that is the 5th day prior to the General Meeting 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 March 24th 2012, day of the week Saturday (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 March 26th 2012, day of the week Monday, that is, the 3rd day prior to the General Meeting date. As regards the Company, participation and voting right at the General Meeting is attributed only to those regarded as shareholders 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 General Meeting 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, to the Company's Corporate Announcements and Shareholders Services Unit (30, Chalkokondili Street, Athens 104 32, 5th floor, office 515), not later than March 26th 2012, day of the week Monday, that is the 3rd 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 obligated to disclose to the Company, prior to 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 1st degree) with a natural person referred to in points 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 52 30 951, 210 52 93 268, 210 52 93 245.

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), 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 of 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 Shareholders 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, 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, Chalkokondili 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, in force, to a **repeat Extraordinary General Meeting**, at the headquarters of the company (30 Chalkokondili str., 6th floor) on **April 9th, 2012**, day of the week Monday, at **10:00 am**, 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 April 5th, 2012, day of the week Thursday, that is the (4th) day prior to the General Meeting 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 not later than April 6th, 2012, day of the week Friday, that is, the (3rd) day prior to the repeat General Meeting date.

Athens, February 28th, 2012

The Board of Directors