

PUBLIC POWER CORPORATION S.A.
BoD SECRETARIAT

No/DATE: BoDS/318/16.9.2011

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

TO: RECIPIENTS

SUBJECT : Spin-off of all activities ("the Segment") of PPC S.A Transmission Division and its Contribution by PPC SA ("the Company") to its 100% Subsidiary company "PPC TELECOMMUNICATIONS S.A. [renamed as per law "INDEPENDENT POWER TRANSMISSION OPERATOR {I.P.T.O or ADMIE} SA" pursuant to Laws 4001/2011, 2166/1993 and 2190/1920.

REFERENCE :

- a. Recommendation with registration no T/Di /20100/13.9.2011.
- b. Resolution of the Board of Directors no **181/15.9.2011**.

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

Decided

1. The spin-off of the Segment of PPC S.A. Transmission Division and its contribution to its 100% Subsidiary company "PPC TELECOMMUNICATIONS S.A." (renamed as per law "INDEPENDENT POWER TRANSMISSION OPERATOR {I.P.T.O or ADMIE} SA" pursuant to Laws 4001/2011, 2166/1993 and 2190/1920 as applicable, the approval of all actions currently taken and to accept the receipt of 31,924,671 new registered shares issued by the Absorbing Company, with nominal value EUR 1.00 each, which grant to the Contributing Company, PPC S.A., the right to participate in the profits in return for said Segment spin-off and contribution.

2. The approval of the following:

2.1 of the Accounting Statement of PPC S.A. Transmission Division Segment dated 1.1.2011, which is as follows:

See: (Transmission Segment Accounting Statement 1.1.2011)

2.2 of the, attached to the present Resolution, Report dated 15.09.2011 for the determination of the accounting value of the assets and liabilities of the Segment by the Chartered Auditor–Accountant Mr. Vassilios Kaminaris, and

2.3 of the, attached to the present Resolution, BoD Report dated 15.9.2011 on the above Segment spin-off and contribution.

3. The approval of Draft Contract of Spin-off dated 15.9.2011 for the spin-off of the Segment of PPC S.A. Transmission Division to be signed between the Company and "PPC TELECOMMUNICATIONS S.A." (renamed as per law "INDEPENDENT POWER TRANSMISSION OPERATOR {I.P.T.O or ADMIE} SA"), which also includes the individual terms for the issuance of the shares to be attributed to PPC S.A. in return for the contribution of the PPC SA Transmission Division Segment, pursuant to Laws 4001/2011, 2166/1993 and 2190/1920 as applicable, and which is as follows:

**DRAFT CONTRACT OF SPIN-OFF AND CONTRIBUTION OF PPC S.A
TRANSMISSION DIVISION SEGMENT TO PPC TELECOMMUNICATIONS S.A.
[RENAMED AS PER LAW "INDEPENDENT POWER TRANSMISSION
OPERATOR (I.P.T.O. or ADMIE) SA"]**

A) the **Absorbing Company**: the Société Anonyme under the name **PPC TELECOMMUNICATIONS S.A. [renamed as per law "INDEPENDENT POWER TRANSMISSION OPERATOR (I.P.T.O. or ADMIE) SA"]** and with distinctive title "**PPC TELEPIKINONIAKI**" (hereinafter called, the «Absorbing Company») having its registered seat in Athens, 89 Dyrachioy str., with Sociétés Anonymes Register Number 47264/01/B/00/617, lawfully represented herein by Mr. Demetrios Bousdekis, Chief Executive Officer and Vice Chairman of the Board of Directors of the Absorbing Company

and

B) the **Contributing Company**: the Société Anonyme under the name **PUBLIC POWER CORPORATION SA (PPC SA)** hereinafter called, the «Contributing Company») having its registered seat in Athens, 30 Chalkokondyli str., with Sociétés Anonymes Register Number 47829/06/B/00/2, lawfully represented herein by Mrs. Our. Aikaterinari, Deputy Chief Executive Officer of PPC SA and/or G. Aggelopoulos, General Manager of Finance Division of PPC SA, acting jointly or separately.

THE FOLLOWING WERE AGREED UPON AND MUTUALLY ACCEPTED:

PREAMBLE

The contracting companies declare that they maintain third (C) category accounting as prescribed by the Greek Tax Code, have prepared till date more than one financial statements and following the spin-off the share capital of the Absorbing Company shall not be less than EUR 300,000.00 and the share capital of the Contributing Company shall far exceed EUR 300,000.00 thus meeting the conditions of enforcement of L.2166/1993.

The contracting companies agree upon and mutually accept the following:

Article 1

1.1. Pursuant to article (98) of L. 4001/2011 (Greek National Gazette A' 179/22.08.2011) PPC S.A. is obligated to proceed to the legal and operational unbundling of the activity of management of the Power Transmission System from the other activities of its vertically integrated company, by contributing the Segment of the Transmission Division to its subsidiary company under the name "PPC TELECOMMUNICATIONS S.A" renamed as per law "ADMIE SA".

The Transmission Division Segment of the Société Anonyme "PUBLIC POWER CORPORATION (PPC) S.A." (hereinafter referred to as "Segment") includes the totality of PPC S.A. assets coming under the activities of PPC S.A. Transmission Division and in particular the fixed assets of the Power Transmission System, as those were recorded in the Spin-off Accounting Statement dated 1.1.2011 and in the Report dated 15.9.2011 of the Chartered Auditor Vassilios Kaminaris (reg. No SOEL 20411) for the determination of the accounting value of the assets and liabilities of the said Segment.

The spin-off of the Segment to be contributed to Absorbing Company is effected pursuant to the provisions of article 98 of L. 4001/2011, the deviations provided for in par. 3 of the same article as well as in accordance with the provisions of articles 1-5

of L.2166/1993 (Greek National Gazette A' 137), articles 68-79 of CL 2190/1920, as applicable, and the rest of the provisions of L.4001/2011.

Said Segment is spun-off the Contributing Company and contributed to the Absorbing Company which absorbs it. It is to be noted that until January 1st, 2011 the said Segment constituted the Transmission Division of PPC SA.

1.2. The above transfer does not affect the existence of the Contributing Company, which shall continue to operate as a listed company and its object shall continue to be the engagement in commercial and industrial activities in the power and telecommunications sectors in Greece and abroad, the provision of services to third parties related to Projects design, management and supervision issues, the provision of services to third-party companies on organization and information technology issues, as well as the exploitation of all kinds of assets held by the Company.

For the said spin-off and contribution of the Segment the following were prepared: the Accounting Statement dated 1.1.2011, the Report dated 15.9.2011 for the determination of the accounting value by the Chartered Auditor - Accountant Mr. Vassilios Kaminaris (reg. No SOEL 20411), the Report of the Board of Directors of the Absorbing Company dated 15.9.2011 and the Report of the Board of Directors of the Contributing Company dated 15.9.2011.

Article 2

2.1. The spin-off and the contribution of the Segment shall be decided by the General Meetings of the Absorbing Company and the Contributing Company pursuant to L. 4001/2011 and shall be effected in accordance with articles 1-5 of L.2166/1993, the deviations provided for in par. 3 of article 98 of L. 4001/2011, based on the assets, as detailed in the Accounting Statement of Transformation of PPC S.A. Transmission Division prepared to this end, dated 1.1.2011, and as certified in the Report dated 15.9.2011 for the determination of the accounting value for the Segment Spin-off,

pursuant to L. 2166/1993 and article 98 of L.4001/2011, by the Chartered Auditor Mr. Vassilios Kaminaris (reg. no SOEL 20411). The final decision for the Segment spin-off is taken by the General Meetings of the two companies. The Contributing Company shall receive in return 31,924,671 new registered shares with nominal value EUR 1.00 each, issued by the Absorbing Company, which grant to the Contributing Company the right to participate in the profits.

2.2 The Segment Spin-off shall be concluded by registering of the relative approval decision of the competent supervising authority with the Register of Sociétés Anonymes of the Absorbing Company.

Article 3

Upon conclusion of the Segment absorption the Absorbing Company is automatically substituted without further formalities as per law, in all rights, obligations and legal relations of the Contributing Company related to the contributed Segment.

Article 4

The Contributing Company transfers the totality of the contributed Segment's assets and liabilities to the Absorbing Company, pursuant to the provisions of article 1 hereof and as detailed in the Accounting Statement dated 1.1.2011 and the Report dated 15.9.2011 for the determination of the accounting value. The integration of the contributed Segment in the Absorbing Company is effected by aggregating the above assets and liabilities in its balance sheet. The Absorbing Company shall therefore become the exclusive owner, tenant, possessor and beneficiary of all assets of the Segment to be absorbed (movable and immovable assets, rights, claims against third parties, intangible assets and all kinds of assets in general) in accordance with those provided for in particular 3 in article 98 of L.4001/2011, while respectively in accordance with the procedure prescribed by article 102 of L.4001/2011 the

personnel of the Contributing Company, as detailed in par. 1 of the same article as above (102) of L.4001/2011, is transferred to the Absorbing Company.

Article 5

5.1 According to the Report for the determination of the accounting value the net position-net book value of the Segment (following deduction of the contributed reserves) amounts to EUR 31,924,671.00.

The share capital of the Absorbing Company amounts today to EUR 4,440,928.00 and is divided into 4,440,928 common registered shares with nominal value EUR 1.00 each.

As a result of the spin-off and in accordance with the provisions of L.2166/1993 and article 98 of L. 4001/2011 it is agreed that, based on the net book value of the contributed Segment as it results from the financial data of the Segment detailed in the Report for the determination of the accounting value, the share capital of the Absorbing Company shall be increased by the amount of EUR 31,924,671.00 through issuance of 31,924,671 new common registered shares, with nominal value EUR 1.00 each, to be attributed in their totality to the Contributing Company. Consequently the total share capital of the Absorbing Company shall amount to EUR 36,365,599.00 divided into 36,365,599.00 common registered shares with nominal value EUR 1.00 each. To that end, the Articles of Incorporation of the Absorbing Company shall be amended. The Absorbing Company shall be obligated upon conclusion of the Segment spin-off and contribution to deliver immediately to the Contributing Company by full, exclusive and undisturbed ownership, occupation and possession, 31,924,671 common registered shares issued by the Absorbing Company with nominal value EUR 1.00 each. Upon delivery of the shares, a Shares' Delivery and Acceptance Protocol shall be signed by the legal representatives of the Absorbing Company and the Contributing Company or by any other dully authorized persons to that end.

5.2. In order to facilitate the contracting parties multiple securities or temporary multiple securities may be issued in accordance with the law in force.

5.3 The contracting parties assume the responsibility to proceed to any other formality necessary for the accomplishment of the issuance of the above shares and the delivery of the new securities to the Contributing Company.

Article 6

6.1. Upon conclusion of the Segment spin-off and contribution, the Absorbing Company in which the Contributing Company remains the sole shareholder by 100% is automatically substituted in general in all its rights, obligations and legal relations related to the contributed Segment. In all cases, however, the Contributing Company shall proceed to any necessary actions for the transferring to the Absorbing Company of all rights, obligations and legal relations of the contributed Segment, in particular in accordance with the provisions of L.4001/2011 and articles 68-79 of CL 2190/1920, as applicable.

6.2. As of the date of conclusion of the Segment spin-off, the shares which shall be delivered to the Contributing Company shall have the right to participate in the profits of the Absorbing Company.

Article 7

As of January 2nd, 2011, that is the day following the compilation of the Accounting Statement of the Segment's Transformation dated 1.1.2011 and until the conclusion of the spin-off, all deeds and transactions of the Contributing Company related to the contributed Segment are deemed in terms of accounting, to be performed on account of the Absorbing Company and all financial results of that period shall benefit or burden the latter. The relative amounts shall be transferred correspondingly by aggregate entry to the books of the Absorbing Company in accordance with L.2166/1993 as well as with the explicit provision of article 98 par. 3 item i of L. 4001/2011.

Article 8

The assets of the contributed Segment to be transferred to the Absorbing Company are detailed in the Accounting Statement dated 1.1.2011. It is expressly stated, that such assets include also the following: a) branches, which shall constitute branches of the Absorbing Company and b) tax warehouses, which shall constitute tax warehouses of the Absorbing Company, as detailed in the following table :

TABLE OF FACILITIES OF THE TRANSMISSION DIVISION (T/Di)

A/A	FACILITY Number	TYPE OF FACILITY	ADDRESS
1	179	BRANCH (TRANSMISSION SYSTEM DEPARTMENT - FINANCIAL MANAGEMENT) TSD	70 AGIAS ANNIS STREET EGALEO ZIP CODE 12241
2	181	BRANCH (TRANSMISSION SYSTEM DEPARTMENT-CENTRAL GREECE REGIONAL SECTION) FINANCIAL MANAGEMENT) TSD	25 NIKOLOULI STREET LARISSA ZIP CODE 41110
3	182	BRANCH (TRANSMISSION SYSTEM DEPARTMENT- WESTERN GREECE REGIONAL SECTION FINANCIAL MANAGEMENT) TSD	MUNICIPAL DISTRICT LOWER KERASOVOU-ARAKYNTHOS MUNICIPALITY AGRINIO ZIP CODE. 30 011
4	184	BRANCH (TRANSMISSION SYSTEM DEPARTMENT) WESTERN MACEDONIA REGIONAL SECTION FINANCIAL MANAGEMENT) TSD	14ο KLM. OF KOZANIS-PTOLEMAIDA KOZANI ZIP CODE 50 100
5	71	WAREHOUSE (WAREHOUSE 1847 TRANSMISSION SYSTEM DEPARTMENT)	70 AGIAS ANNIS STREET EGALEO ZIP CODE 12241
6	484	WAREHOUSE (FIELD WAREHOUSE 1847 TRANSMISSION SYSTEM DEPARTMENT)	30ο KLM, OLD HIGHWAY OF ATHINON - THIVON MANDRA - ATTICA ZIP CODE 19 600
7	175	WAREHOUSE (WAREHOUSE 1986 (TSD) WESTERN GREECE REGIONAL SECTION	MUNICIPAL DISTRICT LOWER KERASOVOU-ARAKYNTHOS MUNICIPALITY AGRINIO ZIP CODE. 30 011
8	155	WAREHOUSE (WAREHOUSE 1907 TSD/NORTHERN GREECE REGIONAL SECTION)	29 STILPONOS KYRIAKIDI STR THESSALONIKI ZIP CODE. 54 636
9	503	WAREHOUSE (WAREHOUSE 5587 TSD/WESTERN MACEDONIA REGIONAL SECTION)	14ο KLM. OF KOZANIS-PTOLEMAIDA KOZANI ZIP CODE 50 100
10	274	WAREHOUSE	25 NIKOLOULI STREET

		(WAREHOUSE 2028 TSD/CENTRAL GREECE REGIONAL SECTION)	LARISSA ZIP CODE 41110
11	520	WAREHOUSE (LARISSA SUPER-HIGH VOLTAGE CENTER 2028)	17oKLM OF LARISSA-ATHINON LARISSA ZIP CODE 41 110
12	9	WAREHOUSE No 1758 (SUBSTATION SPECIFICATIONS AND EQUIPMENT SECTION - SUPER-HIGH VOLTAGE CENTER)	21 ASKLIPIOU STR. ZIP CODE 145 68 KRYONERI ATTICA
13	488	WAREHOUSE TL (LARISSA SUPER-HIGH VOLTAGE CENTER 5696)	12o KLM OF LARISSA-ATHINON LARISSA ZIP CODE 41 110
14	519	SUBSTATION WAREHOUSE (LARISSA SUB WAREHOUSE- FIELD WAREHOUSE 1758)	12o KLM OF LARISSA-ATHINON LARISSA ZIP CODE 41 110
15	508	WAREHOUSE (TRANSMISSION CONTRUCTIONS' LINES	19 ASKLIPIOU STR. ATTICA ZIP CODE 14565
16	517	BRANCH TRANSMISSION PLANNING & PERFORMANCE DEPARTMENT	89 DYRRAHIOU STREET ATHENS ZIP CODE 10 443
17	625	WAREHOUSE (FIELD WAREHOUSE 1907 THESSALONIKI SUPER-HIGH VOLTAGE CENTER ORAIOKASTRO)	KIMITIRION OREOKASTRO OREOKASTRO ZIP CODE 570 13
18	623	WAREHOUSE (FIELD WAREHOUSE 1847 TRANSMISSION SYSTEM DEPARTMENT)	NEOKTISTA ASPROPYRGOS ZIP CODE 19 300
19	180	WAREHOUSE TRANSMISSION SYSTEM DEPARTMENT- NORTHERN GREECE REGIONAL SECTION- FINANCIAL MANAGEMENT)	29 STILPONOS KYRIAKIDI STR THESSALONIKI ZIP CODE. 54 636
20	194	BRANCH (TRANSMISSION NEW PROJECT DEPARTMENT)	89 DYRRAHIOU & KIFISSOU STREET ATHENS ZIP CODE 10 443

Article 9

The contracting parties ascertain that both their Articles of Incorporation and the resolutions of their corporate bodies do not provide for any special benefits for the members of their Board of Directors; such benefits are neither granted by the present Draft Contract of Spin-off; on the contrary, they provide for restrictions pursuant to article 105 of L.4001/2011.

Article 10

10.1. The transfer of assets and liabilities, including the transfer of any right in rem in property, vehicles and other movable assets, is automatically carried-out and only

registration of the Spin-off Contract with the Register of Sociétés Anonymes is required. No appendices, regulatory or administrative approvals, authorizations, solemn declarations, certificates and drawings are required for the property transfer, not even for those acquired through compulsory expropriation or located to border areas, notwithstanding any other general or special provisions.

10.2 The Absorbing Company is substituted in general in all its rights, obligations and legal relations of the Contributing Company related to the contributed Segment, regardless of the time they were born, including those related to the personnel retired prior to 31.12.2011 and employed in the activity of the Transmission Segment, as well as to the transferred personnel in accordance with articles 102, 103 and 104, and enjoys all tax privileges and exemptions granted to the Contributing Company. Said transfer is equated to universal succession and as of the date of registration of the relative approval resolution with the Register of Sociétés Anonymes, the Contributing Company is released from any liability to any third parties, including the State and the Insurance Funds, against which the Absorbing Company is substituted according to the above. Similarly it is released from any obligations, titles or rights that may be non-transferable, as per law or contract. Any accounting entry or fiscal transaction, performed by the Contributing Company and related to the Segment, involving future benefits or burdens, is transferred as a result of the spin-off to the Absorbing Company for the benefit of or at the expense of the latter.

10.3 Any pending trials shall automatically be taken over by the Absorbing Company without being violently interrupted and no further formality or statement on its behalf is required for their continuation or rehearing.

10.4 Any kind of administrative authorizations and approvals, expropriations, concessions and subsidies granted to the Contributing Company, with regard to the contributed Segment, are automatically transferred to the Absorbing Company notwithstanding any other provision.

10.5 Guarantees of the Hellenic State in favor of the Contributing Company related to loans to be transferred to the Absorbing Company are effective in favor of the Absorbing Company.

10.6. In general, and beyond the provisions of L.4001/2011, any right, intangible asset, claim, the totality of assets (movable and immovable) or any other asset related to the contributed Segment, even if it is not specifically stated and described in detail either by omission or negligence but results from a confirmation agreement between the contracting parties hereof; and any kind of authorizations granted by the Authorities, as well as any other rights, obligations or legal relations deriving from any other related contract or legal act are all transferred to the Absorbing Company and upon conclusion of the Segment spin-off are delivered by full ownership to the Absorbing Company. All contracts, agreements and legal acts concluded between the Absorbing Company and any other third moral or legal entity and related to the contributed Segment are transferred to the Absorbing Company on the same terms and conditions.

Article 11

The Absorbing Company accepts the contribution of the assets and liabilities of the contributed Segment, as those are detailed in the Accounting Statement dated 1.1.2011 and as those will have been modified until the conclusion of the spin-off and the contribution. Such assets shall constitute part of the assets and liabilities of the Absorbing Company.

Article 12

The Accounting Statement of the contributed Segment Transformation dated 1.1.2011 as well as the Report dated 15.9.2011 for the determination of the accounting value of the Segment by the appointed Chartered Auditor - Accountant

Mr. Vassilios Kaminaris (reg. No. SOEL 20411) are signed and attached hereto and constitute an integral part thereof.

Athens, 15.9.2011

THE CONTRACTING COMPANIES

FOR THE CONTRIBUTING COMPANY

FOR THE ABSORBING COMPANY

4. The authorization of Mrs. Our. Aikaterinari, Deputy Chief Executive Officer of PPC SA, and/or Mr. G. Aggelopoulos, General Manager of PPC SA Finance Division, acting jointly or separately, to sign the above Draft Contract of Spin-off.

5. The recommendation to the first, following the present Resolution, Extraordinary General Meeting of the Company, to appoint the Notary Public of Athens Mr. Chr. Steiros (9b Valaoritou str., Athens) who shall draw up the deed of spin-off of the PPC SA Transmission Division Segment and authorize Mrs. Our. Aikaterinari, Deputy Chief Executive Officer of PPC SA, and/or Mr. G. Aggelopoulos, General Manager of PPC SA Finance Division, acting jointly or separately, in order to sign before the above notary Public the deed of spin-off of the PPC SA Transmission Division Segment on account of the Company.

6. The appointment of Mr. Anarg. Economou, General Counsel of PPC SA, or/and Mr. Andreas Tsourouflis, Lawyer of the PPC S.A. Legal Department, to correct any typical omissions or inadvertent errors, deal with any pending issues that may arise and submit the necessary documents to the Authorities and the Register of Sociétés Anonymes, following the signing of the deed of spin-off of the Segment of PPC S.A. Transmission Division.

7. The approval, pursuant to article 9 par. 1 of its Regulation, of the text of the present Resolution.

C. D. TSOKANAS
Secretary of the Board of Directors

RECEIPIENTS:

- Mrs. Our. Aikaterinari – DCEO/CF
- Mr. G. Aggelopoulos, F/Di
- T/Di

Notification :

- OoE
- LD
- F/Di
- HRO/Di
- M/Di
- G/Di
- S/Di
- D/Di
- IAD

See: (Auditor Report)

See: (Report of the Board of Directors)