

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 20, 21 and 22 of PPC S.A.'s Articles of Incorporation, and following the Resolution no 115/31.10.2016 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., Athens, GR-104 32, 6<sup>th</sup> floor), on November 24<sup>th</sup>, 2016, day of the week Thursday, at 11.00 a.m., to discuss and take decisions on the following items on the agenda:

ITEM ONE: Decision taking in respect of: a) the nomination of the preferred strategic investor for the sale of 24% of PPC S.A.'s participation in IPTO S.A.'s share capital, in compliance with articles 143 and 144 of the Law No. 4389/2016, as currently in force, b) the approval of the final Draft Share Sale and Purchase Agreement, and c) the authorization of PPC's Chairman and CEO to sign the pertinent Share Sale and Purchase Agreement.

ITEM TWO: Approval of the appointment, pursuant to article 37 of Law 3693/2008, of the Members of the Audit Committee.

ITEM THREE: 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 November 19<sup>th</sup>, 2016, day of the week Saturday, 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 Central Securities Depository S.A." (ATHEXCSD), 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 November 19<sup>th</sup>, 2016, 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 November 21<sup>st</sup>, 2016, day of the week Monday, 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, GR-104 32, 5<sup>th</sup> floor, office 511), no later than November 21<sup>st</sup>, 2016, day of the week Monday, 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 to 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., Athens, GR-104 32).

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., Athens, GR-104 32, 6<sup>th</sup> floor), on December 5<sup>th</sup>, 2016, 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 December 1<sup>st</sup>, 2016, 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 Central Securities Depository S.A." (ATHEXCSD), 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 December 2<sup>nd</sup>, 2016, day of the week Friday, that is the third (3<sup>rd</sup>) day prior to the repeat General Meeting date.

Athens, October 31, 2016

The Board of Directors