

PUBLIC POWER CORPORATION S.A.
ABSTRACT OF MINUTES OF THE 41st /21.12.2010 MEETING OF THE BOARD OF
DIRECTORS

Resolution no: (294/21.12.2010)

Subject : Initiation of the transfer procedure of the activity of PPC S.A Distribution Division, as well as of the Non Interconnected Islands Operator's activity to a wholly owned (100%) subsidiary of PPC S.A..

The Board of Directors, having regard to:

- a. The Resolution of the Board of Directors No 227/12.10.2010,
- b. The recommendation of the Distribution Division with registration no. 6301/20.12.2010,
- c. The discussion held during the present meeting,

Decides as follows:

1. To approve the transfer of the whole Power Distribution business, currently undertaken by the Distribution Division and the Islands Network Operation Department (INOD) of PPC S.A., to the wholly owned (100%) subsidiary of PPC S.A. "PPC RHODES SA" (hereinafter, "the Subsidiary") (subject to a special regulation by law). The Subsidiary shall exclusively undertake all relative business activities as of the date of transformation (following relative amendment of its Articles of Incorporation). More in particular, the Subsidiary shall undertake the competencies of the Network Operators (Interconnected Network and Non Interconnected Islands Network) in order to ensure on one hand the liable, safe and effective operation of the Network and the unimpeded access thereto and on the other hand to perform all network services (maintenance, operation, development, servicing, etc.). Therefore, the Subsidiary shall perform all activities related to the Distribution of electricity (from the planning up to the execution stage), while especially in the Non Interconnected Islands it shall also undertake the management of their generation.
2. The personnel of PPC SA's Units occupied in the Distribution Division and in the Islands Network Operation Department (INOD), as well as the staff to be hired under the Announcement 1/2007 aiming at filling their vacancies (as well as any employees of other Units of PPC SA transferred to the Subsidiary) shall be integrated into or provided to the Subsidiary pursuant to Presidential Decree 178/2002 (article 4). All such personnel, as described above, shall maintain its labor relationship under its new employer with the same employment and social security rights and obligations.
3. The transfer to the Subsidiary, of the PPC SA assets, which are operationally allocated to the Distribution Division and the Islands Network Operation Department (INOD) (with the exemption of the fixed assets of the distribution network, their land, buildings and installations, which shall remain in the ownership of PPC SA), as well as of the requirements and obligations related to the activities of the Subsidiary. Subject to a future special regulation by law, the whole activity of Power Distribution of the Interconnected and the Non Interconnected Islands Networks, shall be spun-off from PPC SA and contributed to the Subsidiary by virtue of L.

2166/1993 and pursuant to article 34 of L. 2773/1999 and articles 5 to 10, 26 & 27 of L. 3426/2005.

The assets that are included in the spun-off business (branch) are the following:

- 3.1. Materials and equipment per warehouse, as well as those under delivery, which are intended to be used for the Distribution activity, as well as all contracts signed concerning the purchasing of materials & equipment of the Distribution Division.
 - 3.2. Projects under construction of the Distribution Division.
 - 3.3. Movable assets, such as transportation means, machineries, equipment of offices and workshops, software, information systems, engineering studies etc., which are considered necessary for the operation of the Subsidiary and are so far either exclusively or mainly used by the Distribution Division or can be allocated to the BUs (Business Units).
 - 3.4. All permits issued or granted by virtue of law to PPC S.A. and related to the Distribution Network Operation (e.g. Temporary Permit for Network Operation, Permit for Exclusive Operation of the Non Interconnected Islands etc.) shall be transferred to the Subsidiary (subject to a future special regulation by law). On the contrary, all permits issued until today on behalf of PPC S.A. which concern the assets of the Distribution Network (e.g. Planning Permits for Distribution Projects, Permit of Exclusive Ownership of the Distribution Network, Approvals of Environmental Terms, Expropriations and Rights-of-way etc.) shall remain to PPC S.A.
4. To set as date of compilation of the asset inventory of the contributed Distribution Business (Branch) from PPC SA to the Subsidiary and date of drawing up of the relevant balance sheet the January 1st, 2011.
 5. To assign to the competent Units the drawing up of the financial statement of the transformation and its submittal for approval to the Board of Directors.
 6. To appoint as chartered accountant Mr. Telemahos Georgopoulos (Registration number ACCA 19271) from Deloitte Business Solutions Hatzipavlou Sofianos & Kambanis SA, who shall assess the book value of the assets and liabilities, that will be presented to him.
 7. To approve by virtue of article 9 par.1 of its Regulation the present Resolution.