

PUBLIC POWER CORPORATION S.A.
BoD SECRETARIAT

No/DATE: BoDS/109/24.5.2018

Information : K. D. TSOKANAS
Tel.: +30 210-5222330 /210-5293281

TO: RECIPIENTS

Subject: Convocation of the Extraordinary General Meeting of the Shareholders of PPC S.A.

REFERENCE:

- Resolution of the Board of Directors no **50/23.5.2018**.

We inform you that, by the above ref., the Board of Directors:

Decided

1. The convocation of the Extraordinary General Meeting of PPC S.A. Shareholders and the approval of its Invitation, which is as follows:

"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 PPC S.A. Articles of Incorporation in force and following the Resolution no **50/23.05.2018** 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 in Athens, at the **Ministry of Environment and Energy** (119 Mesogeion Avenue, GR-11526), on **June 26th, 2018**, day of the week **Tuesday** at **11.00 a.m.**, to discuss and make decisions on the following items on the agenda:

ITEM ONE: Decision making on:

a) the spin-off of the two (2) lignite-fired generation Segments of PPC S.A. and the related assets, liabilities and human resources, under Law **4533/2018 [Official Gazette vol.A' 75/27.4.2018]** and **Laws 2166/1993 and 2190/1920 as in force,**

b) the approval of the Financial Statements of the spin-off of PPC S.A. Segments dated 31.3.2018, along with their Appendices,

c) the approval of the Assurance Reports of the book value of the Segments' assets and liabilities, dated 23.5.2018 prepared by the Certified Public Accountants-Auditors Mr. Konstantinos Evaggelinos (SOEL Reg. Number 13151) and Mr. Panagiotis Preventis (SOEL Reg. Number 14501).

d) the approval of the Draft Spin-off Terms for the spin-off of the PPC S.A. lignite-fired generation Segments of Megalopoli and Meliti, which include the individual terms for the issuance of the shares for the contribution of PPC S.A. Segments, in compliance with Laws 4533/2018, 2166/1993 and 2190/1920, as in force,

e) the approval of the Draft Articles of Incorporation of the two (2) new companies to which the PPC S.A. Segments will be contributed, and

f) the acceptance of 13,200,000 new registered shares issued by the company to be incorporated under the trade name "MELITI LIGNITE ENERGIAKI SOCIETE ANONYME", of a nominal value of 4.00 euros each, and of the 24,782,500 new registered shares issued by the company to be incorporated under the trade name "MEGALOPOLI LIGNITE ENERGIAKI SOCIETE ANONYME", of a nominal value of 4.00 euros each, which grant to the contributing company, PPC S.A., the right to participate in the profits, in return for the aforementioned spin-off and contribution of each Segment.

ITEM TWO: Authorizations - Appointments

- Appointment of the Notary Public Mrs. Maria Tsaggari-Valvi in order to draft the notarial deeds for the spin-off of the two (2) PPC S.A. Segments, to draft the Articles of Incorporation of the two (2) new companies and to incorporate them, as well as to proceed to all required actions before the Management.

- Authorization granted to: **a)** the Chairman and Chief Executive Officer of PPC S.A., in order to sign the two (2) notarial deeds for the spin-off of the two (2) PPC S.A. Segments, on account of the Company,

b) to Mrs. Liana Moumoutzi, Director of the Legal Department of PPC S.A. or/and Mrs. Antonia Koukouritaki, Attorney-at-Law of PPC S.A., in order to correct any omissions or inadvertent errors, deal with pending issues and submit the necessary documents to the Management and the General Commercial Registry (G.E.MI) with regard to and until the completion of the divestment, as provided for by Law 4533/2018.

ITEM THREE: Pricing of High Voltage Customers.

ITEM FOUR: 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 June 21st, 2018, day of the week Thursday, that is the fifth (5th) day prior to the EGM 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 June 21st, 2018, day of the week Thursday (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 June 23rd, 2018, day of the week Saturday, that is, the third (3rd) 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, to the Company's Corporate Announcements and Shareholders Services Unit (30 Chalkokondyli st., Athens, GR-104 32, 5th floor, office 511), no later than June 23rd, 2018, day of the week Saturday, that is the third (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 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 1st 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 at 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), 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 as well as any documents provided for in article 27, par. 3, cases c) and d) of C.L. 2190/1920, as in force, are or will be posted on the company's website www.dei.gr, pursuant to the law and the Company's Articles of Incorporation.

The full text of the documents to be submitted to the General Meeting, as well as of the draft resolutions (article 27, par. 3, items c) and d) of C.L. 2190/1920) will be available in hard copy at the Company's Headquarters in Athens (30 Chalkokondyli st., 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 Ministry of Environment and Energy (119 Mesogeion Avenue, GR-115 26), on July 10th, 2018, day of the week Tuesday, 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 July 6th, 2018, day of the week Friday, that is the fourth (4th) 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 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 no later than July 7th, 2018, day of the week Saturday, that is the third (3rd) day prior to the repeat General Meeting date.

Athens, May 23, 2018

The Board of Directors"

2. To authorize the Secretary of the Board of Directors to proceed with the publication of the above Invitation and with the submission of all documents required as per law to the Supervisory Authority.

K. D. TSOKANAS
Secretary of the Board of Directors

RECEPIENTS:

- EO
- LD
- IAD
- CACD
- IRTD
- ITD

Notification:

- General Counsel
- F/Di
- HR/Di
- SO/Di
- ST/Di
- CD/Di
- M/BU
- G/BU
- S/BU