

**Clarifications on item 7  
on the Agenda regarding the Invitation  
to the Ordinary General Meeting of PPC S.A. Shareholders  
to be held on June 27<sup>th</sup>, 2019.**

**ITEM SEVEN:** Modification of the Composition of the Audit Committee of the Company.

Following the enforcement of article 44 L. 4449/2017 (OG vol. A, issue 7/24.1.2017) concerning the new structure and composition of the Audit Committee (AC), the Board of Directors (BoD) of PPC S.A., by virtue of its Resolution no 136/21.11.2017, adopted the new Operating Rules of the Audit Committee, adapted to the new provisions for the structure and composition of the Audit Committee. Moreover, the Ordinary General Meeting of the Shareholders held on 7.6.2018 decided on one hand the increase of the number of the AC members from three (3) to four (4) and on the other the direct election of the fourth member to the Audit Committee.

Based on the proposal of the shareholder Hellenic Corporation of Assets and Participations (HCAP) for the election of a member to the Board of Directors of the Company as independent (non-executive) member and the election of the latter by the present Ordinary General Meeting as a first step, and subsequently, based on the relevant proposal of the same shareholder with regard to the structure, composition and staffing of the Audit Committee of the Company, the election of a new three-membered Audit Committee, which will consist exclusively by members of the Board of Directors of the Company, independent in their entirety within the meaning of the provisions of L.3016/2002, are subject to approval by the present General Meeting.

Following the above, we propose the election of a new three-member Audit Committee with the following structure, composition and staffing:

- Georgios Venieris, Independent Non-Executive Member of the Board of Directors
- Christos Papageorgiou, Independent Non-Executive Member of the Board of Directors and
- Despina Doxaki, Independent Non-Executive Member of the Board of Directors (subject to being elected)

for a three-year term of office as provided for in the Rules of Procedure of the Audit Committee, starting today and ending on 26.6.2022.

Furthermore, the shareholder HCAP proposes the re-appointment of the present Chairman of the Audit Committee, Mr. Georgios Venieris, in the position of AC Chairman directly by the present General Meeting.

It is noted that all nominated members to the Audit Committee have sufficient knowledge of the energy sector, pursuant to the provisions of item (d) par. 1, article 44, L.4449/2017, as this results from their capacity as members of the Board of Directors of the Company and their relevant professional experience and knowledge.

Moreover, one (1) member out of the nominated members, namely Mr. Georgios Venieris, Professor of Accounting at the Accounting and Finance Department of the Athens University of Economics and Business, has sufficient proved knowledge of accounting and auditing, as evidenced by his scientific expertise and its academic position at the Athens University of Economics and Business.

Based on the above, it is made clear in a fully reasoned way that the proposed structure, composition and staffing of the Audit Committee meet all the requirements of par. 1 article 44 L.4449/2017 and that the nominated members to the Audit Committee are capable of fulfilling their competences and obligations, as these are provided for in par. 3 article 44 L.4449/2017.