

**Clarifications on items 1-4, 7-8 and 10
on the Agenda regarding the Invitation
to Ordinary General Meeting of PPC S.A. Shareholders
to be held on June 7th, 2018.**

ITEM ONE: Approval of PPC S.A. Standalone and Consolidated Financial Statements for the 16th fiscal year (from 01.01.2017 to 31.12.2017), as well as approval of the Unbundled Financial Statements pursuant to article 141 of Law 4001/2011 and to the applicable article 30 of the Articles of Incorporation of the Company.

The sixteenth (16th) fiscal year of PPC S.A. commenced on January 1st, 2017 and ended on December 31st, 2017. The annual Separate and Consolidated Financial Statements and the Unbundled Financial Statements are drawn up as stipulated by the provisions of the Law and the Articles of Incorporation and are published by the Board of Directors prior to the Shareholders' General Meeting. The Financial Statements include the Statement of Financial Position, the Statements of Income, the Comprehensive Income Statement, the Cash Flow Statement and the Statement of Changes in Shareholders' Equity, along with the Notes thereof. The Consolidated Financial Statements concern PPC S.A. subsidiaries operating during the sixteenth (16th) fiscal year.

These subsidiaries are the following:

"PPC Renewables S.A.", "Hellenic Distribution Network Operator SA or HEDNO SA" "Arkadikos Ilios 1 S.A.", "Arkadikos Ilios 2 S.A.", "Iliako Velos Ena S.A.", "Amalthia Energiaki S.A.", "Solarlab S.A.", "Iliaka Parka Ditikis Makedonias 1 S.A.", "Iliaka Parka Ditikis Makedonias 2 S.A.", "PPC FINANCE PLC", "PPC Bulgaria JSCo", "PPC Elektrik Tedarik ve Ticaret Anonim Şirketi", "Phoibe Energiaki Photovoltaika S.A.", "PPC Albania S.A." and "Geothermikos Stochos S.A."

In accordance with the Financial Statements of the fiscal year 2017, the total revenues of the Group (including IPTO S.A.) amounted to €4967.4M, reduced by €198.5M compared to the restated total revenues of 2016. The earnings before interest, taxes, depreciation and amortization (EBITDA) amounted to €887.3M, reduced by 7.8% compared to the restated of 2016.

EBITDA margin reached 17.9%, compared to 18.6% in 2016.

Pre-tax profits of 2017 amounted to €270.4M compared to pre-tax profits of €68.1M in 2016.

Net income of 2017 amounted to €237.7M compared to net income of €56.1M in 2016.

Net income of 2017 of the Parent Company amounted to €215.9M compared to net income of 136.3M in 2016.

The Financial Statements, the Consolidated Financial Statements, the Unbundled Financial Statements, as well as the Executive Summary of the Board of Directors (BoD) along with the Explanatory Report of the BoD as approved by the BoD at its meeting held on 27.04.2018, are submitted for approval to the Ordinary General Meeting.

ITEM TWO: No distribution of dividend for the fiscal year starting on 01.01.2017 and ending on 31.12.2017.

Taking into account the capex plan and cash management of the Company, the BoD propose to the General Meeting of the Shareholders not to distribute a dividend for the fiscal year 2017.

ITEM THREE: Release of the members of the Board of Directors and of the certified auditors-accountants from any responsibility for compensation concerning the fiscal year from 01.01.2017 to 31.12.2017, pursuant to article 35 of C.L. 2190/1920.

Following the approval of the Financial Statements, the General Meeting is called to decide, by roll call voting, on the release of the Board of Directors members and the certified auditors-accountants from any liability whatsoever deriving from the proceedings of the sixteenth (16th) fiscal year, pursuant to article 27 of the Company's Articles of Incorporation and article 35 of Codified Law 2190/1920 as currently in force.

ITEM FOUR: Approval of the gross remuneration and compensation paid to the Members of the Company's Board of Directors for the fiscal year from 01.01.2017 to 31.12.2017 and pre-approval of the gross remuneration and compensation to be paid for the fiscal year from 01.01.2018 to 31.12.2018.

Pursuant to the applicable article 17 of PPC S.A.'s Articles of Incorporation the remunerations of any kind and for any reason whatsoever of the Members of the PPC S.A.'s Board of Directors are subject to approval by the Ordinary General Meeting. Under the above provision of the Articles of Incorporation, the present General Meeting is called to approve the remunerations paid to the Board Members for the fiscal year starting on 01.01.2017 and ending on 31.12.2017, totalling €233,157.24 against the previously approved amount of € 300,000.00.

Moreover, the General Meeting is called to pre-approve the remunerations of any kind and for any reason whatsoever for the year 2018, as follows:

A. With respect to the Board Members or their substitutes:

- a) gross compensation of €400 per meeting of the Board of Directors, as well as per Member,
- b) gross compensation of €100 for the Chairman and CEO per meeting of the Executive Committee
- c) gross compensation of €100 per meeting as well as per Member for the participation of the Members of the Board in meetings of the Company's councils and committees

and with a cap on total gross compensations for participation in meetings of the Board of Directors, of the Executive Committee, as well as of councils and committees of the Company, totalling €175,000.00 for all Board Members.

B. With respect to the Chairman of the Board of Directors and CEO, his monthly gross remuneration from 01.01.2018 to 31.12.2018 is set to the amount of €4,750.00.

C. With respect to the Board Member with executive powers, his monthly gross remuneration from 01.01.2018 to 31.12.2018 is set to the amount corresponding to the monthly remuneration of the Secretary General of a Ministry (said amount is currently equal to €4,631.00).

Therefore, all kinds of remunerations, fees and compensations for the year 2018 shall not exceed the amount of € 300,000.00 for all Board Members.

It is noted that, pursuant to article 28 of L. 4354/2015, the remuneration cap does no longer apply to the Chairman, the Vice-Chairman, the CEO and the Board Members of the legal entities referred to in Chapter B, L. 3429/2005. As a consequence, the compensations which are paid to the Chairman and CEO and to the Board Members for their participation in meetings of the Board of Directors, of the Executive Committee, as well as of councils and committees of the Company, are set above the cap on the remuneration.

Moreover the compensation regarding travel expenses (based on receipts) of the Board Members is not included in the abovementioned amounts.

ITEM SEVEN: Information to Shareholders on the activities of the Audit Committee of the Company.

On December 31, 2017 the Audit Committee consisted of Mr. G. Andriotis (Vice-Chairman of the BoD - Independent Non-Executive Member of the BoD), Mr. P. Alexakis (Independent Non-Executive Member of the BoD) and Mr. Ch. Papageorgiou (Independent Non-Executive Member of the BoD). During the fiscal year 2017, the Audit Committee held in total 17 meetings.

10 meetings out of the 17 were held with the managers of the Internal Audit Department (IAD), within the scope of its competences on the monitoring of the proper functioning of the said Department.

The aforementioned meetings were held on January 24, February 7, March 30, April 12, June 1, July 6, July 24, September 11, September 25 and November 21 of the year 2017.

The issues addressed in these meetings concerned the briefing of the Audit Committee on the results and findings of the audits performed by the IAD, as well as the functioning of the latter.

More in particular, in the light of the relevant Audit Reports of the IAD, the Audit Committee dealt with the following issues:

- Procedures and carrying out of waste and scrap material clearance. To this end the Audit Committee asked to be also briefed by the competent Chief Mines Officer and by managers of the West Macedonia Lignite Center on the identified shortages.
- Material management at Units of the Generation Business Unit to be decommissioned.
- Motor fuels management at the West Macedonia Lignite Center.
- Recording of data with regard to the functioning, maintenance and repair of company vehicles at the West Macedonia Lignite Center.
- Employment and payroll of temporary employees in Units of the Generation Business Unit.
- Implementation of the Decisions of the Board of Directors with regard to the conclusion of Settlements for customers' overdue bills.
- Customers' overdue receivables and their management on the basis of the existing regulatory framework.
- Problems on the issue of bills relating to metering as well as to communication between the information systems of PPC and HEDNO.
- Issues related to the understating of the Annual Material Physical Inventory.

Moreover, 7 meetings of the Audit Committee concerned matters pertaining to the Finance Division. Said meetings concerned both the follow-up of the financial reporting procedure and the progress of the statutory audit of the standalone and the consolidated financial statements of the Company and the information to the Board of Directors via the Audit Committee on the amount of the issued Letters of Guarantee which remained effective.

Those meetings were held on February 2, April 5, May 16, June 26, July 21, September 25 and December 20 of the year 2017.

Under Article 44 of L.4449/24.01.2017 as well as in the context of the relevant remarks, clarifications and recommendations by the Capital Market Committee, the Audit Committee functions in accordance with its Operating Rules as approved by the Board of Directors.

ITEM EIGHT: Announcement of the election of Board Members – Confirmation and determination henceforth of their Capacity as Independent Members of the Board of Directors.

Pursuant to article 9, par. 4, section a) of the applicable Articles of Incorporation of PPC SA, in case that for any reason whatsoever there shall be a vacancy in the office of a Board Member elected in accordance with the procedure set forth in par. 2, section a) of the abovementioned article of the applicable Articles of Incorporation, namely by the General Meeting of the Shareholders, the remaining Members of the Board shall elect another Member for the balance of the term of the Member in the office of whom a vacancy has occurred, and such election shall be posted on the websites of the company and of the General Electronic Commercial Registry (GECR or GEMI) and shall be announced by the Board of Directors at the next meeting of the General Meeting.

On 13.6.2017 Mr. Kyriakos Mangos (Non Executive Member) resigned his office as Member of the Board and was replaced on 26.09.2017, pursuant to the above procedure and by the Decision of the Board of Directors no 108/26.09.2017, by Mr. Mr. Fragiskos Topalis, elected as Non Executive Member for the remaining period of tenure of the outgoing Member, namely until 10.07.2019.

Additionally, following the abolition of subpara. c' of para. 2 of article 9 of the Articles of Incorporation of PPC S.A. which pertained to the representation of the Economic and Social Committee (ESC) to the Company's Board of Directors and according to para. 4 of article 9 of the Articles of Incorporation in effect, Ms. Maria Founti was elected as Non Executive Member by the Decision of the Board of Directors no 108/26.09.2017 and for a tenure until 10.07.2019.

For both members the conditions and independence criteria as specified in article 4, paragraph 1 of L. 3016/2002, as in effect, are observed and therefore both members are described as "Independent".

In accordance with the above as well as with article 18, last section of par.7 of Codified Law 2190/1920, as applicable, and article 3, par. 1 of Law 3016/2002, as applicable, the above election of Mr. Fragiskos Topalis and Ms Maria Founti is announced to the General Meeting.

Furthermore, the General Meeting is called to confirm and determine henceforth their capacity as Independent Members of the Board of Directors.

ITEM TEN: Approval of the extension of the validity period of the EGM Resolution dated 7.12.2015 concerning the approval of volume discounts on the approved High Voltage tariffs for the period 2016-2017, until 28.2.2018.

By its Decision No 114/26.11.2015 the Board of Directors had approved the Company's tariff policy for High Voltage customers for the period 2016-2017 and in particular seven (7) tariffs for the energy component (competitive charges) providing the customer with the option of capacity charge on a monthly or ten-day basis. Those new tariffs were accompanied by the provision of motives (discounts) for high consumption (power) in the Low Capacity Zone (night, weekends and holidays) for High Voltage and for the same period.

PPC's Extraordinary Shareholders Meeting on 07.12.2015 decided that for the period that the new tariffs are in effect, volume discounts will be provided on the competitive charge for capacity and power based on the total annual consumption of High Voltage customers (companies or Group of companies).

Specifically, the following volume discounts were approved by the Extraordinary Shareholders Meeting:

Total annual consumption in HV (in GWh)	Volume discount on competitive capacity and power charges
Up to 10	0%
More than 10 to 50	4%
More than 50 to 200	6%
More than 200 to 400	8%
More than 400 to 700	10%
More than 700 to 1000	12%
More than 1000 to 2000	13%
More than 2000	15%

Following the above and after lengthy negotiations, the signing of contracts was concluded in October 2016, with all High Voltage customers, with the exception of one customer which was under liquidation and no administrator for the liquidation had been appointed, three clients with significant amounts of overdue receivables for which legal action was undertaken as well as the customers "ALOUMINION OF GREECE" and "GMAAE LARCO" for which supply contracts were signed, following the approval of PPC's Extraordinary Shareholders Meetings held on 05.10.2016, 12.01.2017 and 12.06.2017.

Next, the Board of Directors of PPC by its Decision No 23/12.03.2018 approved the extension of the already approved tariffs for High Voltage customers for the period 2016-2017 until 31.12.2018. Additionally, by the above mentioned Decision, the Board of Directors proposes to the General Shareholders Meeting, the approval of the extension of its 07.12.2015 Resolution for the provision of volume discounts on the competitive charges for capacity and power based on annual consumption of customers (companies or Group of companies) connected to the High Voltage Network, until 28.02.2018, taking into account the provisions of the Electricity Supply Code (*or regulatory framework*) and the provisions of the contracts of said customers.