



**Terms and conditions for the remote Extraordinary General Meeting  
of the Shareholders  
of the Company "PUBLIC POWER CORPORATION S.A."**

"PUBLIC POWER CORPORATION S.A." (the Company) will hold the **Extraordinary General Meeting** of Shareholders on **March 31, 2023, Friday, at 11:00 a.m.** and a potential **Repetitive Meeting on April 11, 2023, Holy Tuesday of Orthodox Easter, at 11:00 a.m.** remotely in real-time by teleconference without the physical presence of Shareholders.

Shareholders of the Company ("Shareholders") will participate at the General Meeting exclusively by electronic means. Participation by Shareholders at the General Meeting is subject to the present terms and conditions for the remote General Meeting (the "Terms for the remote General Meeting").

Capitalized terms used have the meaning as defined in the Appendix to the present.

Besides these Terms for the remote General Meeting, the Terms of Use by Third Party Suppliers also apply.

The Company reserves the right at any time to modify, suspend, cancel or limit the mechanisms for the electronic General Meeting and vote when necessary or appropriate for technical or security reasons.

## **1. Introductory remarks**

### **1.1. Participation and voting at the General Meeting**

In order for Shareholders to participate and vote at the General Meeting or at the Repetitive Meeting, it is necessary that they, or their proxies, create and use an **electronic account** in the Internet Platform that has been developed by the Hellenic Exchanges-Athens Stock Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The Internet Platform is provided by "Hellenic Central Securities Depository S.A.", and is available in English, on the website <https://axia.athexgroup.gr/en/home>.



## **1.2. Access to the Internet Platform**

In order to access the Internet Platform a personal computer, a smartphone type mobile telephone or a tablet is required, with a browser application installed, and internet access.

## **1.3. Account creation in the Internet Platform**

In order for a Shareholder or his/her proxy to create an account in the Internet Platform, a valid electronic mail (email) account and a mobile telephone number are required by the Shareholder or his/her proxy.

## **1.4. Mismatch of the data entered in the Platform with the data registered in the Dematerialized Securities System (DSS)**

If, on accessing the Internet Platform the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Company by the Hellenic Central Securities Depository as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Decision No 8 of the BoD of Hellenic Central Securities Depository S.A., "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Terms and conditions for the remote General Meeting of Shareholders Actions Service", shareholders must provide or/and update the information above through their Participants, in order to create the account.

## **1.5. Verification of successful connection to the Internet Platform**

Shareholders that have successfully connected to the Internet Platform will be able to participate at the General Meeting by teleconference in real time via link that will be sent to them by email.

## **1.6. Exercise of rights via the Internet Platform**

By activating the teleconference application (indicatively: Webex, Zoom, etc.) via the link at the start of the General Meeting, Shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
  - b) take the floor and address the General Meeting orally during the General Meeting,
- while at the same time, through the Internet Platform they will be able to:



- c) vote in real time on the item of the agenda,
- d) receive information on the recording of their vote.

The deadlines, during which the rights of Shareholders can be exercised are included in detail in the Invitation to the General Meeting and in the present Terms for the remote General Meeting, while the time period that will be provided for voting will be announced during the General Meeting.

### **1.7. Participation and voting remotely in real-time by proxy at the General Meeting via the Internet Platform**

Shareholders may participate in the General Meeting vote either in person or by proxy. Specifically, for Shareholder participation by proxy at the Extraordinary General Meeting on **March 31, 2023** or the Repetitive Meeting thereof, remotely in real-time by teleconference, **Shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11:00 a.m. on 29.03.2023 at the latest)**, through the **"Proxy document for appointing a representative to participate remotely by teleconference"**, available in hard copy through the Shareholder Services Unit of the Company (30, Chalkokondyli str. 104 32, Athens, tel. +30 210 5293207 or 5230951), and in electronic form on the Company's website at <https://www.dei.gr/en/ppc-group/investor-relations/shareholder-information/genikes-suneleuseis-metoxon/> or, in the case of Shareholders identified through intermediaries, through confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries as described in the Invitation.

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the proxy, as declared in the proxy document, **an account is created for the proxy on the internet platform**; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with the provisions in the Invitation.

### **1.8. Option of remote participation in the vote before the General Meeting (postal vote)**

Shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the General Meeting that will take place **before the General Meeting**.

Shareholders that wish to participate in and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of the following options:



- 1) Either exercise the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described above,
- 2) Or complete and send as described in the Invitation the "postal vote document" that is available to shareholders in hard copy through the Shareholder Services Unit of the Company (30, Chalkokondyli str. 104 32, Athens, tel. +30 210 5293207 or 5230951), and in electronic form on the Company's website (<https://www.dei.gr/en/ppc-group/investor-relations/shareholder-information/genikes-suneleuseis-metoxon/>),
- 3) Or participate through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries, as described in the Invitation.

Specifically, for Shareholder participation by proxy at the Extraordinary General Meeting or the Repetitive Meeting thereof, at the vote that will take place before the General Meeting by teleconference, **Shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11:00 a.m. on 29.03.2023 at the latest)**, through the **"Proxy document for appointing a representative to participate remotely by teleconference"**, available in hard copy through the Shareholder Services Unit of the Company (30, Chalkokondyli str. 104 32, Athens, tel. +30 210 5293207 or 5230951), and in electronic form on the Company's website <https://www.dei.gr/en/ppc-group/investor-relations/shareholder-information/genikes-suneleuseis-metoxon/> or in case of Shareholders identified through intermediaries, through confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the proxy, as declared in the proxy document, **an account is created for the proxy on the internet platform**; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with the provisions in the Invitation.

### **1.9. Voting before the General Meeting**

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Company **by 11:00 a.m. on 30.03.2023 at the latest.**



## **2. Right to participate and vote at the General Meeting**

### **2.1. Beginning of the General Meeting proceedings**

The General Meeting is considered to have begun its proceedings with the announcement of the start of the General Meeting by the Chairperson of the Meeting to Shareholders. Each Shareholder may participate, follow substantively the proceedings of the General Meeting and vote in real - time electronically, provided that he/she has taken the necessary steps mentioned in the Invitation to the General Meeting to create and use an electronic account in the Internet Platform according to the terms of the present document and the instructions provided in the Invitation.

### **2.2. Connection to the Internet Platform in order to participate in the General Meeting**

In order to participate at the General Meeting, Shareholders must connect through the Internet Platform, before the start of the General Meeting and declare that they intend to participate in the General Meeting.

Following the declaration of the intention to participate, Shareholders will receive a personalized information message by electronic mail with the link that must be followed to connect to the teleconference (video conference) of the General Meeting.

On the date of the General Meeting, in order to participate in the proceedings, Shareholders must connect in a timely fashion through the Internet Platform, at least **1 hour (1h)** before the start time of the General Meeting that has been announced in the Invitation, and declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

### **2.3 Participation in English**

It is noted that the General Meeting will be conducted in Greek and English.

### **2.4. Voting in case of non-timely connection**

Shareholders that do not connect to the Internet Platform on time before the start of the General Meeting as above and up until the announcement of the start of the proceedings by the Chairperson of the General Meeting, will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise the right to vote or to take the floor and submit questions to the General Meeting, and will



only be able to follow the live feed of the General Meeting by teleconference (video conference).

## **2.5. Non appointment of a proxy or representative**

Shareholders who have not appointed a proxy or representative by the deadline (i.e. at least 48 hours before the date of the General Meeting), but who, however, have connected on time through the Internet Platform before the start of the General Meeting will participate at the General Meeting, unless the General Meeting refuses for good reason and justifies its refusal.

In that case (i.e. if the General Meeting refuses for good reason), they will not be counted among the Shareholders that are present at the General Meeting, and they will only be able to attend the live feed of the General Meeting by teleconference (video conference).

## **2.6. Shareholder rights after timely connection and in compliance with the formalities**

Shareholders who have complied with the formalities above and have connected on time through the Internet Platform before the start of the General Meeting:

- (i) are considered to be present in person at the General Meeting;
- (ii) are included in the calculation of the quorum of shareholders present or represented at the General Meeting and in the calculation of the percentage of the issued share capital of the Company present or represented at the General Meeting based on the number of voting rights they stated they would exercise,
- (iii) will be able to follow with electronic or audiovisual means the proceedings of the General Meeting;
- (iv) will have the right to vote in real-time during the General Meeting on the item of the agenda at the point in time announced by the Chairperson of the General Meeting;
- (v) will be able to take the floor and address the General Meeting orally during the General Meeting;
- (vi) will receive information on the registration of their vote.

## **2.7. Registration**

The names of Shareholders that have been registered as participants in the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy (if there is one).



## 2.8. Early disconnection

Any early disconnection by Shareholders, who had connected on time in accordance with the above, before the end of the General Meeting does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time they are connected. Shareholders can connect again to the Internet Platform and continue to follow the remainder of the General Meeting and exercise all of their rights to participate and vote electronically. In all other cases, Shareholders will only be able to follow the live stream of the Meeting through teleconference (video conference).

## 2.9. Taking the floor during the General Meeting

Shareholders wishing to take the floor through the Internet Platform during the Meeting will have to press the sign on the right side of the screen via which they can raise their hand through the platform, when this option is provided.

## 2.10. Time of voting during the General Meeting

Shareholders will be able to vote electronically from the time the Chairperson of the General Meeting announces the start of voting on the item of the agenda, following the completion of the proposal and discussion on the item of the agenda, and up until the time the Chairperson of the General Meeting announces the end of voting.

The Chairperson of the General Meeting may, at their absolute discretion, decide that voting can take place from the start of the General Meeting up until the time when they announce the end of voting.

## 2.11. Postal vote

On entering the Internet Platform, Shareholders declare the number of voting rights with which they wish to participate at the General Meeting and vote, and, if they wish, they can amend that number (to a lower one). For Shareholders that participate in the voting on the items of the General Meeting that takes place before the General Meeting (**postal vote**), voting on the items of the agenda will be possible **exclusively and only for the time period indicated in term 1.8 herein and in the Invitation to the General Meeting**.

Following that time point, it will not be possible for Shareholders to participate in the voting on the item of the daily agenda that takes place before the General Meeting by postal vote. Shareholders that vote on time as above can follow the live feed of the General Meeting by teleconference (videoconference).



## **2.12. Withdrawal of postal vote**

Shareholders that voted on time as above before the General Meeting by postal vote will be able to withdraw it, as follows:

a) If they voted before the General Meeting through the Internet Platform, they will be able to withdraw their vote through the Internet Platform, up until the start of the General Meeting.

b) If they voted before the General Meeting by sending to the Company the "Postal Vote Form", they will be able to withdraw their vote in the same manner in which they submitted it, **by no later than 11.00 a.m. on 31.03.2023.**

Shareholders above may, if they wish, participate in person at the General Meeting under the provisions of the present.

## **3. Vote confirmation and voting results**

### **3.1. Withdrawal of vote submitted through the Internet Platform.**

Submission of the vote by the Shareholder through the Internet Platform is final and cannot be withdrawn, subject to the conditions herein.

### **3.2. Confirmation of vote**

Each Shareholder who voted at the General Meeting (including by postal vote) will receive from "Hellenic Central Securities Depository S.A." confirmation of registration of their vote on the item of the agenda through the Internet Platform after the end of the General Meeting.

### **3.3. Non exercise of declared voting rights**

If during voting the voting rights which were declared for participation at the General Meeting, are not fully exercised by the Shareholder, then, following the end of the General Meeting, he/she will receive confirmation by the "Hellenic Central Securities Depository S.A." that the remaining rights were noted as "ABSTAIN".

### **3.4. Information about the results of the vote**

The results of the vote on the items of the General Meeting will be published on the website of the Company in accordance with the law.





#### 4. Technical infrastructure

The Company ensures, insofar as possible, that the technical infrastructure to conduct the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices.

The Company will cooperate and make use of the services of reliable Third Party Suppliers to provide the technical infrastructure required to conduct the General Meeting.

##### 4.1. Risks with regards to the technical infrastructure of the General Meeting

Shareholders should know that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist. The Company, through Third Party Suppliers, takes all measures, technical and organizational, and makes every possible effort to ensure as much as possible the continuous and uninterrupted operation of the Internet Platform and the teleconference application, so that the services provided through it are available continuously and uninterruptedly with an acceptable response time without interruption to Shareholders with compatible devices. However, due to the nature of the Internet and web applications, the Company and the Third Party Suppliers cannot guarantee the absolute completeness, correctness or continuity of their operation and they may not be available to part or all of the Internet, or may respond with interruptions, or, finally, respond in times longer than usual. In cases such as the above, the Company and the Third Party Suppliers will make every possible effort to restore its operation, however beyond that, the Company and the Third Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

##### 4.2. Measures to be taken with regards to information systems' security

It is recommended that Shareholders take all measures to protect the integrity and security of their information systems, hardware and software, in order to adequately protect the access data and the usage data of the Internet Platform that are stored on the local storage systems of the devices of Shareholders, portable and nonportable.

Any failure in Shareholders' systems or connection or usage data leak due to an intrusion by malicious software in the operating systems of Shareholders, does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Company or the Hellenic Central Securities Depository S.A. as provider of the platform for any damages suffered by Shareholders. Furthermore, Shareholders are solely responsible



for their personal equipment and the required technical means which will allow access to the Internet Platform.

#### **4.3. Assurance prior to the General Meeting**

Shareholders must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Internet Platform and have correctly installed and configured the teleconference application. The Company, through Third Party Suppliers, has ensured the timely implementation of the technical infrastructure for the Internet Platform in order to allow Shareholders to control their access and to verify that they can participate substantively in the General Meeting.

#### **4.4. Help desk**

A help desk will be available to Shareholders (or their proxies) during the General Meeting and also to provide access testing for the Internet Platform at + 30 210 3366120 or by email at: [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

#### **4.5. Notification in case of failure in the technical infrastructure**

Shareholders can notify any failure in the technical infrastructure through the abovementioned help desk. Any failure or deficiency in the equipment of Shareholders, software, network infrastructure, servers, connection to the Internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including data security instances (which includes any unauthorized use, piracy, denial-of-service attack, access denial, potential failure, or intrusion that arises from the theft or illegal interception of a password or a network password or any other attack), which may prevent the remote participation of Shareholders at the General Meeting, will, in any case, be in the sole responsibility of those Shareholders.

Inability by one or more Shareholders to follow the proceedings and participate at the General Meeting or to vote electronically during (any part) of the General Meeting, does not affect the validity of the General Meeting, or any work carried out therein.

#### **4.6. Failure in technological infrastructure during the General Meeting**

In the event that during the General Meeting the Chairperson of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting and which materially impacts the proceedings of the General Meeting, the Chairperson of the General Meeting informs Shareholders that are participating at the General Meeting.



The Chairperson of the General Meeting may decide, at their absolute discretion, taking into consideration the possible impact in the decision making process at the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure, or to proceed with the proceedings even though some Shareholders may not have the ability to participate and/or vote and/or follow the General Meeting.

In the event that, at the discretion of the Chairperson, the Internet Platform or the teleconference application no longer allows all (or some) Shareholders to follow the proceedings of the General Meeting, to vote electronically during (any part) of the General Meeting and to submit questions, then the Chairperson may, at their absolute discretion, continue, adjourn, postpone the General Meeting, change the order of discussion and /or decision on the items of the General Meeting or to proceed with the General Meeting without the ability for some or all of the Shareholders that participate remotely at the General Meeting through the Internet Platform and the teleconference application to follow the proceedings of the Meeting and/or to vote electronically during (any part) of the General Meeting.

The Chairperson of the Meeting notifies this decision, to the extent possible, to Shareholders present at the General Meeting.

If the Chairperson of the General Meeting decides to suspend or postpone the General Meeting, then the whole process that has taken place up to the point of suspension or postponement will be valid.

## **5. Contact**

For any questions and instructions concerning these Terms for the remote General Meeting, you may contact the Shareholder Services Unit of the Company by email at [cass@dei.gr](mailto:cass@dei.gr) or by calling +30 210 5293207 or 5230951 (daily between 08:00 – 16:00).

For any information regarding technical support to Shareholders and their representatives, you may contact the Help Desk by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr) or by telephone at +30 210 3366120.



## Appendix - Definitions

Company refers to the company "Public Power Corporation S.A."

General Meeting refers to the General Meeting of Shareholders of "Public Power Corporation S.A." which will take place remotely in real time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue, under the conditions of articles 125 and 126 of Law 4548/2018.

Internet Platform refers to the internet platform <https://axia.athexgroup.gr/el/home> that has been developed by the Hellenic Exchanges - Athens Stock Exchange Group and is available by the "Hellenic Central Securities Depository" for the provision of General Meeting services to issuing companies that take place remotely, in real-time by teleconference without the physical presence by shareholders.

Teleconference application / teleconference refers to the set of tools / services through which the teleconference (video conference) is provided.

Postal vote refers to the remote participation of Shareholders in the vote on the items of the General Meeting that will take place before the General Meeting.

Shareholder of the Company refers to any person registered on the Record Date in the Dematerialized Securities System ("DSS") of the Hellenic Central Securities Depository S.A. ("ATHEXCSD") or any person identified as such based on the relevant date through registered intermediaries or other intermediaries, in line with the legislative provisions (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212), as well as the Rulebook of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021) on the start of the fifth (5th) day before the date of the Extraordinary General Meeting ("**Record date**"), i.e. on **March 26, 2023**, and has the right to vote, his/her proxies, as well as the proxies of Shareholders or otherwise exercising the right to vote representing legal persons.

Chairperson of the General Meeting refers to the Chairperson of the General Meeting that will take place remotely in real-time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue.

Third Party Suppliers refers to the companies "Hellenic Central Securities Depository S.A.", headquartered in Athens, and the company through which the teleconference (video conference) is provided.