

HELLENIC TELECOMMUNICATIONS ORGANIZATION SA (OTE SA)

INVITATION

**TO THE SHAREHOLDERS OF THE COMPANY UNDER THE CORPORATE NAME
"HELLENIC TELECOMMUNICATIONS ORGANIZATION SA"**

GENERAL COMMERCIAL REGISTRY NUMBER 1037501000

TO THE 73rd ORDINARY GENERAL MEETING

Pursuant to Law 4548/2018, the Company's Articles of Incorporation, and the resolution of the Board of Directors reached on 13.05.2025, the Shareholders of the company under the corporate name "Hellenic Telecommunications Organization SA" (OTE S.A. or the Company) with registered seat in Maroussi, 99 Kifissias Avenue are hereby invited to the 73rd Ordinary General Shareholders' Meeting, (hereinafter the "General Meeting"), on **Monday, June 23rd, 2025, at 14:00** (GMT+2 hours), which will meet in a hybrid manner, i.e. with the physical presence of shareholders at the registered office of the Company and with the participation of shareholders remotely by teleconference. In the same way, the persons of par. 1 and 2 of article 127 of Law 4548/2018 may also be present at the General Meeting.

The agenda items are the following:

A. AGENDA ITEMS

1. Approval of the Financial Statements of OTE S.A. in accordance with the International Financial Reporting Standards (both Separate and Consolidated) of the fiscal year 2024 (1/1/2024-31/12/2024), with the relevant Reports of the Board of Directors and the Auditors and approval of the annual profits' distribution.
2. Submission for information of the Activities Report of the OTE Audit Committee for the year 2024.
3. Approval, according to article 108 of Law 4548/2018, of the overall management of the Company by the Board of Directors during the fiscal year 2024 (1/1/2024-31/12/2024) and exoneration of the Auditors for the fiscal year 2024 (1/1/2024-31/12/2024), pursuant to article 117 par. 1(c) of Law 4548/2018.
4. Appointment of an Audit Firm (i) for the statutory audit of the financial statements of OTE S.A. (separate and consolidated) for the fiscal year 2025 and (ii) for the assurance of the reporting of the Sustainability Statement of OTE S.A. for the fiscal year 2025.
5. Amendment of article 9 (Election, Composition and Term of the Board of Directors) of the Company's Articles of Incorporation.
6. Approval of the revision of the Remuneration Policy for the members of the Board of Directors of OTE S.A., in accordance with articles 110 and 111 of Law 4548/2018.
7. Final determination of the remuneration and expenses of the members of the Board of Directors for their

- ... the determination of the remuneration and expenses of the members of the Board of Directors for their participation in the proceedings of the Board of Directors and its Committees during the fiscal year 2024 (1/1/2024-31/12/2024). - Determination of the remuneration and expenses of the members of the Board of Directors for their participation in the proceedings of the Board of Directors and its Committees for the fiscal year 2025 and pre-approval for their payment until the Ordinary (Annual) General Meeting of the Shareholders which will take place within 2026 and will finally determine them.
- 8.** Approval of the variable remuneration for the fiscal year 2024 (1/1/2024-31/12/2024): (i) of the executive members of the Board of Directors and (ii) of the Managing Director of OTE S.A. whose service period ended on 30.06.2024.
 - 9.** Approval of profit distribution to executives of the Company.
 - 10.** Remuneration Report for the members of the Board of Directors of OTE S.A. for the fiscal year 2024, according to article 112 of Law 4548/2018.
 - 11.** Approval of an incentive plan linked to the Company's shares ("OTE Shares Award Plan") for the year 2025, pursuant to article 114 of Law 4548/2018.
 - 12.** Approval of the Draft Demerger Plan with the spin-off of OTE S.A.'s passive mobile infrastructure business and its contribution to a new public limited company to be established with OTE as sole shareholder in accordance with articles 54 par.3, 57 par. 3, 59-74 and 83-87 of L.4601/2019, L.4548/2018 and articles 47-51 & 56-59 of L. 5162/2024 , with Accounting Statement dated 31.12.2024 - Appointment of representative of OTE S.A. to sign the final notarial deed for the demerger and establishment of the new company.
 - 13.** Granting of a special permission, according to articles 97 par.3, 99 par.1, 2 and 100 par.2 of Law 4548/2018, for the continuation for the period 31/12/2025 until 31/12/2026 of the insurance coverage of Directors & Officers of OTE S.A. and its affiliated companies, against liabilities incurred in the exercise of their competences, duties and powers.
 - 14.** Approval of the cancellation of eight million, eight hundred forty thousand, four hundred forty six (8,840,446) own shares purchased by the Company under the approved own share buy-back program in order to cancel them, with the corresponding reduction of its share capital by the amount of twenty five million, eighteen thousand, four hundred sixty two Euros and eighteen cents (€25,018,462.18), according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Incorporation.
 - 15.** Approval of an Own Share Buyback Program according to article 49 of L.4548/2018.
 - 16.** Publication to the Annual General Meeting of the Shareholders of the Company, according to article 97 par. 1 (b) of Law 4548/2018, of any cases of conflict of interest and agreements of the fiscal year 2024 which fall under article 99 of L.4548/2018 (related party transactions).
 - 17.** Submission of a report of the independent members of the Board of Directors to the General Shareholders' Meeting, according to par. 5, article 9 of L.4706/2020.
 - 18.** Miscellaneous announcements.

B. REPETITIVE GENERAL MEETING

In case the quorum, as required by the law for the 73rd Ordinary General Meeting of June 23, 2025 to decide upon any of the items on the Agenda, is not achieved, the Repetitive General Meeting shall be held on **Wednesday, July 9, 2025, at 14:00** (GMT+2 hours), without the publishing of a new invitation, and convene under the same way. The items of the Agenda of the potential Repetitive (or adjourned) Ordinary General Meeting shall be the same as mentioned in the attached document, with the exception of those items for which a decision will have been duly made at the initial meeting of June 23rd 2025.

Pursuant to articles 121, 123, 124 par. 6 and 128 of Law 4548/2018, the Company informs the shareholders on the following:

C. PARTICIPATION AND VOTING RIGHTS

Shareholders having the right to participate and vote in the Ordinary General Meeting dated **June 23rd, 2025**, as well as in the Repetitive General Meeting dated **July 9th 2025** are those registered in the electronic registry of the Dematerialized Securities System ("DSS") of the company "Hellenic Central Securities Depository" (ATHEXCSD) or those identified as such through registered intermediaries or other intermediaries, in line with the legislative provisions (L. 4548/2018, L. 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of the Hellenic Central Securities Depository, at the opening of the fifth day prior to the date of the Ordinary General Meeting, i.e. on **June 18th, 2025 (Record Date)**.

The shareholder status on the Record Date is verified by any means and in any case through the direct electronic linkup of the Company with the records of the Dematerialized Securities System ("DSS") or through the intermediaries in line with the above provisions. Shareholders may participate in the Ordinary General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason justifying this refusal in accordance with the applicable provisions (art. 19 par.1 L. 4569/2018, art. 124 of L. 4548/2018).

The shareholders or intermediaries are entitled to participate and exercise voting rights in the General Meeting under the following ways:

1. Remote participation by teleconference and voting in real time (par. D)
2. Participation in the voting process before the general meeting -postal vote (par. E)
3. Participation in the voting process with physical presence (par.F)

D. REMOTE PARTICIPATION BY TELECONFERENCE AND VOTE AT THE GENERAL MEETING IN REAL TIME

The General Meeting or any Repetitive Meeting will take place remotely, in real-time by teleconference, through the electronic platform "[AXIA e-Shareholders Meeting](#)" that has been developed by the Athens Exchange Group. The internet platform is provided by the company "Hellenic Central Securities Depository S.A." while the **Zoom** Meetings service is used for the teleconference by Zoom Video Communications Inc.

In order for a shareholder or proxy to create an account in the internet platform above, a valid electronic mail (**email**) account and a **mobile** telephone number are required by the shareholder or proxy.

If, upon accessing the electronic platform, the above information entered by the shareholder do not match the information as registered in the Dematerialized Securities System or the identification information provided to the Company by ATHEXCSD or through the intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies, pursuant to Part 3 of Decision no 8 of the Board of Directors of the Hellenic Central Securities Depository S.A "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as to the document "Terms and Conditions for the Remote Ordinary General Meeting of Shareholders", the shareholder must provide or update the information above, in order to create the account.

To this purpose, shareholders are requested to contact without delay the DSS Participant of the Securities Account or any other intermediary acting as their custodian for their shares, in order to provide them with a valid e-mail address and mobile telephone number for the purpose of their identification.

For any questions and instructions, shareholders may contact the Investor Relations Department of the Company, as follows:

| | |
|--|-----------------|
| iroffice@ote.gr | +30 210 6117364 |
| | +30 210 6332342 |

Furthermore, starting with the publication of the present and until the end of the General Meeting, information and support will be provided to the shareholders and their representatives, on matters related to the conduct of the General Meeting through the "[AXIA e-Shareholders Meeting](#)" (e.g. connection, voting, etc.):

+30 210 3366426

AXIAeShareholdersMeeting@athexgroup.gr

On the date of the General Meeting, in order to participate in the proceedings, the Shareholders must timely connect through the Internet Platform, at least **fifteen minutes (15')** before the start time of the General Meeting and declare the number of voting rights by which they will participate and vote at the General Meeting, and whether they wish to modify them (to a lower number).

The shareholders, through the platform, will be able to vote during the General Meeting on the agenda items and receive information on the recording of their vote.

The shareholders or the proxy after connecting to the platform will be able to attend the General Meeting by teleconference, take the floor and address the General Meeting, by activating the **Zoom** application, through the link sent through mail.

E. PROCEDURE FOR REMOTE PARTICIPATION IN THE VOTE BEFORE THE GENERAL MEETING (POSTAL VOTE)

Shareholders or their proxies can vote before the General Meeting in one of the following three (3) ways (article 126, L.4548/2018):

a) by filling in and submitting the "**Postal Vote document**" with the signature authenticated at iroffice@ote.gr, available on website at https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn_ote.html

The postal vote must be either authenticated signed or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder.

Alternatively, the postal vote can be sent at Investor Relations Department of the Company at Maroussi, 99 Kifissias Avenue, Floor Office 2B7L, PO Box 15124.

In both cases the Postal Vote document should be received by the Company at least **twenty-four (24) hours** before the date of the General Meeting (i.e. the latest by **14:00 GMT+2 hours on 22.06.2025**) and in case of Repetitive General Meeting by **14:00 GMT+2 hours on 08.07.2025**.

In case of Repetitive General Meeting, new "Postal Vote document" should be filled in and sent as provided by the Company, for the agenda items where no decision was taken at the meeting of 23.06.2025.

b) through the electronic platform "[AXIA e-Shareholders Meeting](#)", in which they have previously created an account and have successfully registered as described in D. above, during the time period from Thursday **19.06.2025 and 10:00 (GMT+2 hours)** and until **twenty-four (24) hours** before the date of the General Meeting (i.e. the latest by **14:00 GMT+2 hours on 22.06.2025**). In case of Repetitive General Meeting, during the time period from 07.07.2025 at 14.00 (GMT+2 hours) and until twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. the latest by 14:00 GMT +2 hours on 08.07.2025).

c) by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes have been received by the Company by 14:00 on 22.06.2025 at the latest and in case of Repetitive General Meeting by 14.00 on 08.07.2025.

The postal vote may be recalled by the same means, as it has been casted, i.e.:

(a) In case the vote has been casted by use of the Postal Vote Document, it may be revoked if the shareholder or their proxy, as the case may be, send a new Postal Vote Document the latest twenty four (24) hrs before the General Meeting, i.e. the latest by 14:00 GMT+2 hours of 22th June 2025 for the initial General Meeting.

(b) In case of Repetitive General Meeting on 09.07.2025, the latest by 14:00 GMT +2 hours on 08.07.2025

(c) In case the vote has been casted through the electronic platform, it may be revoked through the electronic platform up until the start of the General Meeting.

In addition, shareholders are asked to confirm that the "Postal Vote document" is successfully sent and received by the Company.

F. PROCEDURE FOR PARTICIPATING IN THE VOTE WITH PHYSICAL PRESENCE

For shareholders who wish to participate in person or by proxy, with physical presence in the voting on the agenda items of the General Meeting (or any Repetitive thereof) with registered seat in Maroussi, 99 Kifissias Avenue, the use of **identity card is necessary**.

G. PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

I. OTE S.A. shareholders may participate in the General Meeting and may vote either in person or by proxy.

Each shareholder may appoint up to three (3) proxies. If a shareholder has shares in more than one securities' account, the above limitation shall not prevent the shareholder from appointing different proxies as regards shares held in each securities' account, regarding the General Meeting.

If the shareholder appoints more than one natural persons as proxies, the shareholder should define whether the proxies are acting jointly or individually. In the second case, the number of shares that each proxy represents should be defined.

The shareholder may appoint a proxy for only one general meeting or for as many meetings taking place during a specified period. The proxy appointment is freely revoked.

The proxy votes according to the shareholder's instructions, if such exist, and is obliged to keep the records of the voting instructions for at least one (1) year from the General Meeting or in case of adjournment, from the last repetitive Meeting, when the proxy was used.

Non-compliance by the proxy with the instructions received does not affect the validity of the resolutions of the General Meeting even if the proxy's vote was crucial in the decision making.

The proxy 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 might pursue any interest other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy:

- (i) Is a controlling shareholder of the Company, or another entity controlled by such shareholder;
- (ii) 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;
- (iii) Is an employee or an auditor of the Company, or of a controlling shareholder or of an entity controlled by such shareholder;
- (iv) Is a spouse or close relative (of 1st degree) of a natural person referred to in points (i) to (iii).

The appointment and the revocation of the appointment or replacement of a proxy shall be made in writing and shall be communicated to the Company by one of the following ways, at least forty-eight (48) hours prior to the date of the General Meeting (the latest by 14:00 GMT+2 hours on 21.06.2025).

II. Specifically for the shareholder participation at the General Meeting of 23rd June 2025 by proxy, the shareholders or the DSS Participant of the Securities Account or another intermediary acting as custodian for the shareholder's shares may appoint **up to one (1) proxy**, according to the aforementioned deadline (E.)

The proxy form is available on the company website https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn_ote.html This form is also available to shareholders in hard copy at the Investor Relations Department of the Company (99 Kifissias Ave., Maroussi, Floor Office 2B7L).

The shareholder (or the shareholder's representative in case of a legal entity) must fill in and sign the proxy form and have the signature authenticated or digitally signed by using a recognized digital signature (qualified certificate) and send via email at ir@office@ote.gr

Alternatively, the form can be sent to OTE Group Investor Relations at 99 Kifissias Ave., PO Box 15124, Maroussi, Office 2B7L.

The proxy form must reach the Company the latest 48hs before the General Meeting, i.e. **the latest by 14:00 GMT+2 hours on 21/06/2025**.

In the proxy form, the shareholder must fill in the name and surname, address, ID or passport number, e-mail

address and mobile phone number of the proxy. Upon receipt of the information above by the Company, and based on the e-mail address and mobile telephone of the proxy, as declared in the proxy form, the Company creates an account for the proxy on the electronic platform "[AXIA e-Shareholders Meeting](#)"; the proxy is informed by e-mail in order to activate the account and be able to exercise the rights of the shareholder in accordance with the Invitation of the General Meeting.

III. In case of a Repetitive (or any adjourned) meeting, the shareholder who wishes for the first time to appoint a proxy other than the one appointed for the initial meeting, has to revoke the latter and appoint a new proxy, by making use of the Proxy Revocation Form and appoint a new proxy, following the same procedure as per II above within the aforementioned time limits, i.e. the latest 48hs before the Repetitive General Meeting, i.e. by 14:00 GMT+2 hours of 7th July, 2025. In case a shareholder wishes to participate solely to the Repetitive (or any adjourned) meeting, the form must make reference to the specific meeting and the mandates should refer only to the agenda items on which no resolution has been reached at the initial session of the General Meeting.

IV. In each of the above mentioned cases, the shareholders are requested to ensure the successful dispatch of the forms and receipt thereof by the Company, and may for this purpose call the above telephones (OTE Group Investors Relations Department).

H. MINORITY SHAREHOLDERS RIGHTS

Pursuant to articles 122,123 & 141 of Law 4548/2018, shareholders have the following rights:

a. Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting agenda additional items, provided that the relevant request is communicated to the Board **at least fifteen (15) days** prior to the General Meeting, i.e. until **8th June 2025** for the initial General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the previous agenda thirteen (13) days prior to the General Meeting, and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders. If the additional items are not released, the shareholders are entitled to request a postponement of the General Meeting and proceed by themselves to the publication, seven (7) days prior to the General Meeting, at Company's expenses.

b. Shareholders representing 1/20 of the paid-up share capital may submit draft resolutions for items included in the initial or revised agenda of the General Meeting. The relevant request is communicated to the Board of Directors **at least seven (7) days** prior to the date of the General Meeting, i.e. until **16th June 2025** for the initial General Meeting and **2nd July 2025** for the Repetitive General Meeting, and the draft resolutions are made available to the shareholders, at least six (6) days prior to the date of the General Meeting.

It is noted that the Board of Directors is neither obliged to include additional items on the agenda of the General Meeting, nor to release them along with any justification or/and draft resolutions submitted by the shareholders, as described below in paragraphs (a) and (b), respectively, if their content is obviously in breach of the law and in contrast to the moral principles.

c. Following the request of any shareholder, communicated to the Company **at least five (5) full days** prior to the General Meeting, i.e. until **17th June 2025** for the initial General Meeting and **3rd July 2025** for the Repetitive General Meeting, the Board of Directors must provide to the General Meeting, the requested, specific information with respect to the Company's affairs, in so far as this information is useful for the actual assessment of the items on the agenda. There is no obligation to provide information, if the relevant information is already available on the Company's website.

d. Following a request of shareholders representing 1/10 of the paid-up share capital which is communicated to the Company **at least five (5) full days** prior to the General Meeting, i.e. until **17th June 2025** for the initial General Meeting and **3rd July 2025** for the Repetitive General Meeting, the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company.

In the aforementioned cases (c) and (d), the Board of Directors may decline to provide this information on a very significant reason, which must be mentioned in the minutes. As a very significant reason, could be recognised at hoc, the representation of the applicant shareholders at the Board of Directors, according to articles 79 or 80 of the Law 4548/2018, provided that the relevant members of the Board of Directors have received the necessary information.

I. AVAILABLE DOCUMENTS AND INFORMATION

The current invitation, any documents to be submitted to the General Meeting, the draft resolutions, the proxy forms, for the appointment of representative, the postal vote document and any other information as stipulated in Article 123, paragraph 3, of Law 4548/2018 and Article 18, of Law 4706/2020, are on Company's website https://www.cosmote.gr/cs/otegroup/en/genikh_syneleysh_metoxwn_ote.html and will be also available in hard copy at OTE Group Investors Relations Department (60 Kifissias Ave., Marousi, Floor Office 2B71).

MAROUSSI, 02/06/2025

**K. NEBIS
CHAIRMAN OF THE BOARD AND CEO**

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