



HELLENIC TELECOMMUNICATIONS ORGANIZATION S.A.

REGULATION OF OPERATIONS OF BOARD OF DIRECTORS - OTE

(Approved by resolution of the Board of Directors of OTE at its meeting
No.2843/14-12-2009 / item 2)

ORGANIZATION & QUALITY DIRECTORATE
REGULATIONS & OPERATIONAL SYSTEMS SUBDIRECTORATE
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Introduction

This Regulation sets out the basic principles for the operation of the Company's Board of Directors, based on the provisions of its Articles of Incorporation, Codified Law 2190/1920 "On Sociétés Anonymes" as currently in force, Law 3016/2002 "On Corporate Governance, and other provisions", as currently in force, and the practices established by the operation of the Board of Directors up to date.

Article 1
General Provisions

1. The Board of Directors is the supreme administrative body of the Company and has the powers set out in the Articles of Incorporation and the provisions of Codified Law 2190/1920. Its members perform their duties through collective action in the manner and using the procedures prescribed by law, the Articles of Incorporation and this Regulation. It is within these powers that the Board of Directors mainly shapes the strategy and development policy of the Company and decides on all issues affecting the administration of the Company, the management of its assets and, in general, the attainment of its objective, with the exception of those issues belonging exclusively to the competence of the General Meeting of Shareholders. In general, the Board of Directors monitors the progress of the Company and the implementation of its decisions and any projects it may conduct at any time.

2. The members of the Board of Directors can be executive and non-executive. Their number and their term in office are determined in accordance to the provisions of the Articles of Incorporation in force at any time.

Of the non-executive members, at least two shall be independent and appointed by the General Meeting of the Shareholders, while the capacity of the members of the Board of Directors as executive or non-executive shall be determined by the Board, which is obliged to appoint as non-executive members those persons appointed by the General Meeting as independent members.

3. The members of the Board of Directors are elected for three (3) years. They may always be re-elected, and can be revoked by the General Meeting of Shareholders at any time.

4. The members of the Board of Directors lose their capacity if they do not participate, in person or by proxy, in the meetings of the Board of

Directors, for a period greater than six (6) months. The loss of office is determined by a resolution of the Board of Directors, which shall be taken at its first meeting after the aforementioned conditions were met.

5. The terms of compensation, remuneration, other benefits, as well as the terms for the provision of services by the members of the Board of Directors, are proposed by the Board of Directors and approved by the General Meeting. In the event that members are employees of the Company, during their term they receive the remuneration for their position in the Company and are not entitled to the compensation paid to the other members.
6. Each member of the Board of Directors is liable vis-à-vis the Company during the administration and management of Company issues, pursuant to the provisions of Law 2190/1920.

Article 2

Formation into a corporate body and Operation of the Board of Directors

1. The Board of Directors is formed into a corporate body at its first meeting, which is called after each election of its members by the General Meeting of Shareholders, and in any case of vacancy of the positions of Chairman of the Board of Directors, Chief Executive Officer (CEO) or Vice-Chairman. In these cases the status of its members as executive or non-executive is also decided.

In all cases of formation of the Board of Directors into a body corporate the members designated by the General Meeting of Shareholders as independent members shall continue in the same capacity throughout their term of office, unless at some point during their term, by resolution of the General Meeting, their status is redefined. The first meeting of the Board of Directors is convened by any one of its

members being present. The Chairman and the Vice-Chairman of the Board of Directors, as well as the CEO are elected during this meeting. The position of Chairman and the CEO may be held by one and the same person.

2. The Board of Directors, at its subsequent meetings, following its formation into a body corporate convenes and holds its meetings at the Company's seat or, if such meeting is attended in person or by proxy by all of its members and no one objects to the holding of such meeting and the adoption of resolutions, elsewhere.

The Board of Directors shall pass the resolutions at its meetings, unless the members of the Board of Directors have been called upon to reach resolutions without a prior meeting of the Board of Directors (Circular Resolution) as described in paragraph 2 of article 3 of this Regulation. The Board members who are unable to physically attend the meeting of the Board of Directors may participate by telephone, video conference or similar communication tools, provided that all those present at the meeting can communicate with each other at the same time. Participation by such means shall be deemed presence at a meeting in person. The participation by telephone, video conference or similar communication tools shall be an exception.

In the following cases the Board of Directors shall adhere to the subsequent procedures:

- α. The holding of a meeting by teleconference, video conference or similar communication tools.

A relevant wish must be expressed first to the Chairman of the Board of Directors at least by one member, or it must be the wish of the Chairman of the Board of Directors.

After the Chairman has ensured the technical coverage of the meeting of the Board of Directors at the determined time, the meeting can be held in this manner.

In this case, the invitation to the members of the Board of Directors includes the necessary information for their participation in the meeting.

- b. The drawing up of minutes and reaching of resolutions without a prior meeting (Circular Resolution).
In this case, the minutes drafted and signed by all members or their proxies in writing by fax or a signed e-mail attachment shall have the effect of a resolution of the Board of Directors.
3. Upon request of at least two (2) members, which specifically determine the items of the agenda, the Chairman must convene the Board of Directors by fixing a meeting date no later than seven (7) Business Days from the submission of the relevant request.
4. The Chairman of the Board of Directors co-ordinates and directs the meetings and the operations of the Board of Directors in general. In other respects he/she has the same rights and obligations as any other member of the Board of Directors, as well as those explicitly prescribed in Law, the Articles of Incorporation and this Regulation.
5. Meetings of the Board of Directors shall be conducted in Greek and English. Remarks made in Greek shall simultaneously be translated into English, and remarks made in English shall be simultaneously translated into Greek. The Chairman of the Board of Directors may, if deemed necessary, invite a qualified interpreter to be present at the meetings. The interpreter must enter into a non-disclosure agreement with the Company.
6. Business Day means a day (other than a Saturday or Sunday) on which banks are generally open for normal business in Greece and Germany.

Article 3

Invitation to the Board of Directors to convene

1. The invitation to the Board of Directors to convene shall be in writing and shall contain the agenda for the meeting set out with clarity, the

place, the date and time of commencement of the meeting. The invitation shall be signed by the Chairman or, at his instruction, by the Secretary of the Board of Directors.

Should the Chairman be absent or otherwise impeded, the invitation shall be signed by the Vice-Chairman of the Board of Directors or, at his instruction, by the Secretary of the Board of the Board of Directors.

2. By way of exception and provided that a discussion upon the agenda items is not deemed necessary by the Chairman, in the event members of the Board of Directors are called upon to reach resolutions, without a prior meeting of the Board of Directors (Circular Resolution), instead of receiving an invitation, they are notified at least two (2) Business Days in advance regarding the items on the agenda.

3. The invitation including copies of proposal memoranda or notes together with any relevant documents and other material relating to the items on the agenda, must be sent to the members of the Board of Directors at least five (5) Business Days before the commencement of the meeting.
In cases of urgency or when significant grounds exist for such action, the members of the Board of Directors may be called to a meeting by invitation of the Chairman without the said five-business-day prior notice having been observed or, in the event a meeting is not held (Circular Resolution), without the two-business-day prior notice having been observed, and in this case, the Chairman may omit to dispatch copies of the proposal memoranda or notes. However, this requires, that all members are present or represented thereat and none of the members objects to the holding of the meeting or passing of a resolution, or, in the event a meeting is not held (Circular Resolution), that all members or their representatives sign the minutes which shall be drawn up and shall constitute the resolution of the Board of Directors.

4. Invitations and notices shall be in English and Greek, and shall be sent by mail or e-mail to the address communicated by the members of the

Board of Directors or if none is so available, to his/her last known address.

Article 4

Agenda

1. The Chairman of the Board of Directors determines the items of the agenda on the basis of a list of items to be introduced to the Board of Directors, which is put into the Chairman's consideration by the Secretary, at least two (2) Business Days before the preparation of the agenda.

This list is drawn up by the CEO of the Company, at his own discretion, bearing in mind also any proposals or suggestions which have been submitted to him by Company officers.

The agenda includes any item from the list put into the Chairman's consideration as described above, which falls within the competence of the Board of Directors and the Chairman believes should be discussed at the specific meeting.

When the Board of Directors convenes following a request of at least two (2) of its members, the Chairman must include in the agenda the items raised by those two members, and may include any other item, as described above.

2. Any member of the Board of Directors may propose to the CEO, in writing, with a brief justification, any item for inclusion in the agenda. The CEO shall then submit a proposal memorandum to the Chairman on the inclusion of the item. The Chairman shall determine the date of inclusion of this item in the agenda.
3. The Board of Directors cannot reach resolutions on issues not on the agenda, unless all Members are present or represented thereat and no member opposes to the passing of a resolution or, in the event a meeting

is not held (Circular Resolution), unless all members or their representatives sign the minutes drawn up.

Article 5

Proposal Memoranda to the Board of Directors

1. During a meeting of the Board of Directors, the items of the agenda are introduced by the CEO, who takes into consideration any written proposals made to him by the department competent each time or the written proposals of members of the Board of Directors.
2. Once a proposal memorandum or note has been submitted to and approved by the CEO, it is submitted together with any relevant documents and other material related to the item to be discussed, to the Secretary of the Board of Directors at least ten (10) Business Days before, it is due to be discussed, in order to enable compilation of the list of items and in order to be timely at the disposal of the members of the Board of Directors.

The Chairman and members of the Board of Directors may, at any time from the inclusion of the item on the agenda until the passing of a resolution, request, through the CEO, the furnishing of any other supplementary material or document related to the item for discussion.

3. When written proposals or notes are submitted to the CEO, these must be confined to the matter proposed as item for the agenda. Otherwise the Chairman of the Board of Directors may return the proposal memorandum for revision or deletion of those points which are irrelevant to the item to be discussed.
4. Proposal memoranda and notes shall offer a full account of the background history of the matter for discussion, the provisions applicable to the case, all alternative solutions proposed and any other

detail deemed necessary to provide the members of the Board of Directors with adequate information.

Proposal memoranda and notes as well as any relevant documents or other material related to agenda items must be presented with due care for appearance and quality of language, drafted both in the Greek and the English language with equivalent content, they must be easily read and understood and, in general, meet all the requirements of the Company's Rules of Correspondence.

Article 6

Quorum – Deliberation

1. The Board of Directors shall have formed a quorum and shall lawfully convene when half plus one of the total number of its members are present or represented with the reservation of the following provisions of paragraphs 2, 3 and 10 of this article.

Each member may represent no more than one member.

The resolutions of the Board of Directors are adopted by a simple majority of present and represented directors, unless provided otherwise by the law or the Articles of Incorporation.

2. For the deliberation and adoption of resolutions on any of the Special Matters of paragraph 4, article 8, of the Articles of Incorporation, a quorum of at least eight (8) members present or represented is required. Resolutions are adopted by a majority of seven (7) positive votes out of eight (8) members present or represented. If this quorum is not achieved, the Board of Directors is convened anew as soon as possible, when a quorum of six (6) members at least is required. Resolutions are adopted by a majority of five (5) positive votes out of six (6) members present or represented.
3. A resolution of the Board of Directors that amends the powers, duties, rights, responsibilities and competences assigned to the Executive

Committee according to paragraph 3(c) of article 8 of the Articles of Incorporation, or overturns a decision of the Executive Committee taken in the framework of its powers is adopted by a majority of two thirds (2/3) of the Members of the Board of Directors.

4. Should the Chairman be absent or prevented from carrying out any of his duties, his place shall be taken by the Vice-Chairman. Should the Vice-Chairman also be absent or prevented from carrying out any of his duties, his place shall be taken by another member appointed by the Chairman, or in case of the Chairman's refusal or inability, by the Board of Directors, before the start of the deliberations of the items on the agenda.

5. The Chairman shall verify the existence of a quorum at the beginning of, and throughout the course of, the meeting.

Should the Chairman, after the commencement of the meeting, be aware that the quorum no longer exists, he shall terminate the meeting. Resolutions passed during the part of the meeting when a quorum existed shall be lawful and valid.

6. The Legal Counsel, executives of the Company or affiliated companies as well as third parties when matters within their competence are to be discussed, may also be present thereat, following invitation of the Chairman, without voting rights.

7. The Chairman of the Board of Directors directs and co-ordinates the discussion, calls on members to speak, decides when the discussion is concluded, puts items to vote, directs the voting procedure and checks the results of the vote.

The CEO shall initiate discussion of each item with an oral presentation of the matter to be discussed, clearly setting out the decision recommended. The initial proposal shall be followed by any clarifying questions posed by the members of the Board of Directors, presentation of any supplementary information and expression of views of other

officers of the Company and, finally, expression of the views of the members of the Board of Directors on the matter.

At any point in the discussion the person putting forward a proposal memorandum may amend such memorandum, explaining the reasons for the amendment and formulating the definitive memorandum, which shall be entered in the minutes.

8. If any item of the agenda of a meeting of the Board of Directors relates to private interests of any of its member or a relative of a member of the Board of Directors up to the third degree by blood or marriage, this member, following a declaration by the same or another member of the Board of Directors or any person attending the meeting, shall be excluded from the discussion, by decision of the Board of Directors, and shall not participate in the passing of the relevant resolution.
9. After the discussion of each item is concluded this item is put up for voting in order to reach a resolution.
Members of the Board of Directors shall be called on by name to vote openly, the first to vote being the CEO or his/her Deputy, as the person making the proposal. When there are suggestions against the proposal memorandum, or suggestions for the amendment thereof, first the suggestions against the proposal memorandum shall be put to a vote, afterwards the suggestions for the amendment thereof, and finally the proposal memorandum itself.
10. In the event of a tied vote, and in case the capacity of Chairman of the Board and CEO is combined in the same person, the Chairman of the Board of Directors has a casting vote, with the exception of the items that pertain to the constitution of the Company's Board of Directors into a body, the convocation of the General Meeting of Shareholders, the appointment of the Members of the Audit Committee and any of the Special Matters as defined in paragraph 4, article 8 of the Articles of Incorporation.

11. The discussions may be recorded on tape following proposal of the Chairman and decision of the Board of Directors; the tape shall be preserved until the relevant minutes have been ratified.

Article 7

Minutes – Resolutions

1. Minutes are kept for each meeting of the Board of Directors; the Chairman or his Deputy and the Secretary of the Board of Directors sign each page of the minutes, and the present members also sign the last page. The minutes shall record:
 - a) The full name of the members of the Board being present or represented thereat or absent, the full name of the Legal Counsel and of any other person being present and taking part in the meeting, as well as the full name of the Secretary.
 - b) All the items on the agenda and any items discussed not on the original agenda, with the number indicating the order in which they were presented.
 - c) The proposal memorandum, the briefing, a summary of the discussion, the main points thereof, the statements made by members who have explicitly requested that their views be recorded verbatim, any minority opinions and any other detail deemed important during the course of the discussion.
 - d) The resolution of the Board of Directors, in its final formulation on the basis of the content of the proposal memorandum, the discussion held and the majority opinion.
2. Minutes are ratified in their entirety at the next meeting or in urgent cases on the same day, after a draft is distributed to the Members to read. Exceptionally, when necessary, that part of the minutes containing the resolution of the Board of Directors may be ratified on the day of the meeting, while the full text of the minutes, including the part

containing the resolution, shall be ratified at the next meeting. In the event of a verbal, numerical or accounting error in the formulation of a resolution ratified on the same day, the members of the Board shall be informed thereof and the text correcting and replacing the wrongly formulated resolution shall be ratified anew.

Before the minutes are ratified each member of the Board of Directors may propose re-phrasing or additions. These modifications shall be made if accepted by the Board.

A member prevented for any reason from attending the meeting at which minutes are to be ratified may send any comments he may wish to make, in writing, to the Chairman of the Board of Directors. The latter shall present these comments before the Board in order to be taken into account with the purpose of correcting or supplementing the minutes, in accordance with the procedure described above. Otherwise an absent member shall be assumed to be in full agreement with the text of the minutes to be ratified with which he has been provided.

3. The ratification procedure is not followed if minutes are drawn up without a prior meeting (Circular Resolution).
4. When a member of the Board of Directors has, during the course of a meeting, disagreed with the final resolution and has expressed a different opinion, this opinion must be recorded in the minutes. If more than one opinion is expressed, then these shall be entered separately, or grouped together where feasible. The dissenting member who disagrees with the final resolution signs the relevant minutes, in which this resolution and his own dissenting opinion have been recorded. If his opinion has not been recorded, he is entitled before signing the minutes to request that the opinion be included. If, although his dissenting opinion has been recorded in the minutes, the dissenting member still refuses to sign them, this refusal shall be recorded therein.
5. The minutes, which include the resolutions of the Board of Directors, after they are initialized and undersigned, are bound booking volumes

and kept at the annals of the Secretary of the Board of Directors. Copies of the minutes shall be supplied to the members of the Board on request.

6. Copies of or extracts from the minutes shall be certified by the Chairman or his Deputies.
7. Secretarial support for the Board is provided by a special department within the Company; the Secretary is not a member of the Board of Directors.

The Secretary of the Board of Directors shall prepare and sign a document stating the content of the resolution on each item. The Secretary of the Board of Directors shall ensure that copies of these documents are dispatched to all competent departments of the Company. The appropriate department shall also take the necessary action in those cases where the Law requires publication of resolutions in the Sociétés Anonymes and Limited Liability Companies bulletin of the Government Gazette.

8. Minutes of the meeting shall be taken in Greek and English and shall be translated to the other language prior to the distribution of the minutes to the members of the Board of Directors ensuring that the content of the two versions is equivalent. Each member of the Board of Directors shall receive the minutes both in Greek and English and undersign both versions.

Article 8

Validity of Regulation

This Regulation shall take effect from the moment of its approval by the Board of Directors; it may be amended, replaced or revoked at any time by subsequent resolution of the Board.