

HELLENIC TELECOMMUNICATIONS ORGANISATION S.A.

**CODE OF
BUSINESS CONDUCT
AND ETHICS**

(as ratified by the Board of Directors of OTE during its meeting 2751, agenda item 5 of 26-5-2006)

ORGANISATION AND QUALITY DEPARTMENT
ORGANISATION OF OPERATIONS DIVISION
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TABLE OF CONTENTS

Article 1 : General
Article 2 : Compliance with laws
Article 3: Safeguarding of corporate assets
Article 4: Information reliability and internal audits
Article 5: Use of mass media
Article 6: Confidentiality
Article 7: Use of computer software
Article 8: Employment
Article 9: Conflict of interest
Article 10: Transactions with customers, vendors and competitors
Article 11: Sponsorship policy
Article 12: Environment
Article 13: Bribes and corruption
Article 14: Relations with mass media
Article 15: Investor relations
Article 16: Compliance with the Code
Article 17: Application of the Code

Article 1: General

The present Code of Business Conduct and Ethics is a summary of the business principles that govern OTE and forms a concise guideline of business conduct. It attempts to set a least framework of rules within which employees will exercise their lawful business duties and responsibilities without any outside influence.

Certainly, the present Code does not replace the different business directives, regulations and OTE's business collective agreements, which cover in a more detailed manner some of the subjects referred to hereunder.

OTE is bound to achieve and maintain high standards of business conducts and operates in a fair negotiation and honesty with the representatives of its employees, its shareholders, customers, vendors, competitors, public authorities and the government as well as the citizens of countries where our company operates.

All OTE employees must have knowledge of the present Code and strictly comply with it. The term "employee" for the purposes of the present will mean each and every person employed in the company under any status of employment.

As the present Code cannot cover every possible situation that may arise in everyday business routine, employees are expected to use common sense and their critical judgement in applying the present principles and, in case of doubt, in seeking guidance from their superiors.

Article 2 : Compliance with laws

OTE's fundamental principle is to comply with all laws and regulations that apply to and govern its business operations in each and every country where OTE is present. It is the responsibility of all OTE employees to know and follow the laws and the regulations relating to their duties and work thereunder; they are also responsible to shun any activity, which might implicate OTE or themselves in illegal acts.

Article 3: Safeguarding of corporate assets

Every OTE employee must see to the protection of corporate assets from loss, theft, misuse and waste. "Damage" means every act that can harm OTE's reputation or negatively impact on others directly or indirectly involved in OTE's interests.

More specifically with regard to safeguarding OTE assets:

- Employees and members of the Board of Directors are not allowed to use financial reserves or corporate assets for illegal purposes or any purpose not related to OTE's business operations
- Employees cannot use for their own benefit any of OTE's own assets or revenues or give such assets or revenues to third parties for work not related to the company's operations. Abuse or theft of such assets may lead to

disciplinary action up to and including termination of employment and may also give grounds for civil or penal prosecution.

- It is forbidden to issue loans to employees and members of the Board of Directors in excess of the amounts provided for in the business collective bargain agreements and the resolutions of appropriate departments within OTE
- Every employee must have knowledge of the corporate directives and circulars related to his/her duties and defining the responsibilities of each job, with regard to the acquisition, use or provision of OTE's corporate assets as well as have knowledge pertaining to the rank and responsibilities of each position

OTE property is not only material or tangible assets (such as revenues, buildings, vehicles, furniture, computers, telephone sets etc) but also immaterial assets (such as studies, ideas, know-how etc), which employees develop during their work. These assets include customer directories and other market information as well as other data and information that employees have access to, by way of their work.

Article 4: Information reliability and internal audits

Employees must prepare all their documents, reports and, generally, business memos responsibly and see to the comprehensiveness and accuracy of the information contained therein. Written reports and other files, as well as data available in electronic format, must be stored and retained pursuant to OTE's IT policies.

OTE's management is responsible for the installation and operation of appropriate internal audit systems. The said systems must be efficient and ensure that mistakes are promptly identified and corrective measures taken so as to safeguard the efficiency and effectiveness of operations, the reliability of financial reports and compliance with all applicable laws and regulations.

Article 5: Use of mass media

OTE's office telephony infrastructure (including mobile telephones), access to the web (Internet) or to the internal corporate network (intranet) or to electronic mail (e-mail) are OTE's property and thus, are expected to be used first and foremost for communications related to the company's business. It is strictly forbidden for employees to use OTE's e-mail or Internet or any other communications facilities for purposes other than those allowed herein; reception and forwarding of messages or pictures that might be deemed offensive must be avoided. "Offensive" may be considered any message with explicit sexual content, nationalistic or racist slander or any other message that could create systematic harassment, defamation of others with regard to race, colour, religion, ethnicity, age and sexual orientation or affect employee performance..

Article 6: Confidentiality of information

Every employee with access to confidential information relating to OTE's business activities must:

- keep such information confidential and use it solely for appropriate purposes,
- not use such information for personal benefit before it is made public,
- not abuse of information pertaining to third undertakings with which he/she is having contact within the scope of his/her work routine,
- not make public to or share such information with colleagues or third parties unless such persons are duly authorized to have access to such information

Confidential information is deemed to be all the information related to operational strategies, special agreements, financial results and other data and forecasts of financial nature, HR data, information pertaining to sales and acquisitions of fixed and capital assets, business orders, launch of new products, product improvements, technological inventions and know-how development.

If an employee is not sure how to conduct him-/herself in relation to the above or when to disclose such confidential information, he/she should contact his/her superior.

Article 7: Use of computer software

OTE employees use licensed computer software (e.g. word processors, spreadsheets etc) or develop their own software. OTE's policy is to make authorized, licensed use of computer programmes in order to provide authorized, licensed software to all its employees; the latter may not make illegal copies of such software as the above. Unauthorized use of private software, even if lawfully purchased by an employee, is also forbidden.

Article 8 : Employment

- OTE's policy is to operate under fair and lawful HR management processes, without discrimination on the basis of age, race, colour, ethnicity, religion, health, sexual orientation, political views or ideologies, participation in trade unions or any other employee rights protected by law and regulations. Employees must comply with all the laws and the regulations and perform their duties on the basis of the principle of non-discrimination
- OTE respects the right of all employees to establish and participate in trade unions of their choice without the latter being a counter-motive for their career
- The objective of OTE's HR policies is to fairly and honestly treat all its employees in every situation and to improve and empower them
- OTE complies with and implements all the working health and security regulations
- The use of alcohol during office hours and at OTE premises is not allowed. Within OTE's buildings smoking is not allowed except where designated (smoking zones), whereat there are ventilation installations for smokers
- It is OTE's policy to comply with all the laws that stipulate the privileged character of personal data; that is why each and every employee must be particularly careful to comply with the laws and the regulations, maintain the security and confidentiality of telecommunications related to privacy and individual rights and personal data. The present paragraph is of particular

importance to employees who have access to the personal data of the company's workforce

- Employees must diligently carry out their duties and responsibilities, protect and promote the company's interests in all lawful ways. They must dedicate their skills and expertise to the promotion and development of the company's businesses.
- Employees must arrive at work at the designated time. They must not be absent without permission or leave, nor engage in activities during normal office hours other than those related to their work and in particular activities which:
 - Contravene the company's interests
 - Impair the employee's performance, even partially and
 - Question the employee's diligent exercise of his/her duties
- Employees as well as their superiors must carry out their routine work in accordance with the company's directives and circulars of and must have knowledge of any change or modification of the latter
- Employees are prohibited from having paid jobs without the company's license and in particular jobs in competing undertakings or OTE's corporate partners. Employees are also prohibited from participating in the Board of Directors of sociétés anonymes or in the capacity of manager in a limited company without OTE's prior consent, except for when such participation relates to affiliate companies in the sense of the term defined under Article 42e of Codified Law 2190/1920.

Article 9: Conflict of interest

Employees and members of the Board of Directors must avoid acts that could cause them (or members of their family) to have a conflict of personal interest. More specifically: employees and members of the Board of Directors are not allowed to have or maintain, directly or indirectly, any material economic interest (as the latter is defined each time in the Internal Operations Regulations) in vendors, customers, competitors or other undertakings, if such interest may influence their business decisions.

Employees and members of the Board of Directors cannot accept or allow a member of their family to accept money, gifts, loans, entertainment services or favourable treatment from anyone maintaining business relations with OTE or being a OTE competitor.

Without prior written approval by his/her department, no employee may accept employment from any vendor, customer, or competitor or take a second job. It is not permissible to use OTE employee status to serve one's personal interests.

Employees' activities must not take place in opposition to the company's interests. If an employee believes that the orders he/she has received from his/her superior contravene the purposes or the interests of the company or such orders are harmful or or compromise the company's reputation, then such employee must make his/her reservations known and if the said reservations are not accepted, he/she is entitled, and in certain cases obligated to report to his superior in the company's management.

Article 10: Transactions with customers, vendors and competitors

It is OTE's first and foremost mission to meet honestly, at fair prices and in keeping up with all security standards, the needs of all its customers irrespectively of [their] financial situation or any other distinction, through the provision of high quality products and services. OTE has put in place a series of procurement processes which safeguard its interests and do not preclude any vendor that meets the specifications of products and services under demand.

In no case will OTE enter agreements with competitors with regard to the following issues:

- negotiations relating to defined prices
- agreements relating to sales shares
- practices that contravene business ethics, i.e. practices which focus on unlawfully pushing a vendor out of the market or impede the entering therein of new competitors

During their contacts with customers and vendors and in light of promoting our services and products, employees must exhibit promptness in service, ethos and good manners appropriate to the reputation and the status of our company.

Article 11: Sponsorship policy

As a general policy, OTE does not make contributions to political organisations, parties, committees or persons, considering that such acts would be understood as affiliation of the company to specific political interests. Employees must know that any involvement of theirs with or participation at political activities must be in their own free time and on their own costs and in accordance with the laws in force. OTE funds or other resources (fixed assets, vehicles, IT systems etc) may not be used to political ends. Contributions of charity may be made through a special account that has been set up to this end; such contributions must meet the purposes of philanthropy or cultural development.

Article 12: Environment

OTE complies with all the laws and the regulations that govern the protection of the environment and follows policies aiming at the preservation of natural resources.

Article 13: Bribes and corruption

Under no circumstances will bribery, illicit payments and unlawful practices be allowed.

Employees and members of the Boards of Directors, during the exercise of their duties and responsibilities should avoid accepting gifts, payments or other services from third parties (customers, vendors, competitors, other employees etc) in order to promote or stall business affairs.

The term “gift” includes every offer of gratuity or service of value, loans, rebates, entertainment, trip, accommodation and food at low price as well as education.

Executive managers may offer promotional gifts, offer lunches to third parties on condition that such are reasonable and customary within business practice and may not be construed as acts of bribery or attempt to exercise influence and their potential disclosure would not affect OTE’s image in the market or produce negative comments.

Article 14: Relations with the mass media

OTE is a company listed on a number of stock exchanges and is subject to laws and regulations that govern the timing of the disclosure of material information. It is possible that contacts with the press and the mass media may affect the sensitive issue of share price or, more generally, OTE's corporate image. The responsibility of information disclosures lies with the appropriate departments or the CEO and all contacts or communications must be made through specially designated persons.

The content of Press Releases and responses to inquiries from the mass media is defined by the appropriate department, which sees to the coordination, each time and in cooperation with the top management, of appropriate acts with a view to ensuring that neither OTE's share price nor its corporate image are negatively affected.

Article 15: Investor relations

Within OTE, there is an Office dedicated to meeting the needs of shareholders and investors; this Office is responsible for all communications with financial analysts and investors. Should an analyst or investor wish to obtain information relating to OTE, he/she should be referred to the appropriate Office.

Article 16: Compliance with the Code

Every employee must follow and fully comply with the present Code, the internal regulations, the circulars and guidelines issued by the top management of the Company. Any violation of the above regulations may have serious negative impact on OTE's visibility and operations results. Depending on the situation, OTE may impose disciplinary measures and/or seek civil remedies and prosecution of the employee as well as impose termination of employment of the latter.

Article 17: Application of the Code

The present Code of Business Conduct and Ethics will enter into force on the day of its approval by the Board of Directors.