

**Clarifications on the unique item on the Agenda  
of the Invitation  
to the Extraordinary General Meeting of PPC S.A. Shareholders  
to be held via teleconference on 8/5/2020**

**UNIQUE ITEM:** Modification of the composition and structure of the Audit Committee of the Company and election of its Members.

In accordance with par. 1, article 9 of L. 4643/2019 (NOG vol. A, issue 193/3.12.2019), two (2) members are added in the existing Audit Committee (AC) of the Company. These members will be selected from a list of persons with proven experience in the field of works, supplies, and services and must be independent from the Company, within the meaning of the provisions of Law 3016/2002. The term of office of the members will be three (3) years and may be renewed only once, whereas, with respect to the BoD members their term will be terminated, if they lose in any way whatsoever the capacity of Board member.

In particular, on top of its current competencies, the AC (since its establishment and formation into body, under its new composition and structure), by virtue of par. 2, article 9 of Law 4643/2019, shall have the tasks of: a) auditing and monitoring on a random basis the correct implementation of the Works, Supplies and Services Regulation, b) submitting an annual report to the Board of Directors in connection with the efficiency of the function of works, supplies and services awarding, based on specific metrics, with a view to enhance efficiency, reduce relevant risks, and connect the Procurement function with corporate strategy and policies, and c) recommending to the Board of Directors amendments to the Works, Supplies and Services Regulation and, in general, measures to improve the Procurement function of the Company.

In compliance with the provisions of Law 4643/2019 (article 9, par. 1, item (a) specifying that "*Upon Resolution of the General Meeting to be convened within a month as of the entry into force of the present...*"), the Extraordinary General Meeting held on 23.12.2019 was called to approve, as second item on its agenda, the new composition and structure of the AC, as provided for by law, and to elect its new members. The General Meeting decided to postpone making a decision on this item, given that the procedure for the election of the additional members to the AC of the Company had not yet been completed.

Therefore, the Extraordinary General Meeting of the Shareholders to be held on May 8<sup>th</sup>, 2020 is called to approve the new, as above, composition and structure of the AC, as provided for by law, and to elect its two (2) new members, by virtue of Law 4643/2019, from the following list of five (5) nominees (listed in alphabetical order) compiled by the Board of Directors of the Company:

1. Angeletopoulos Evangelos, son of, Dimitrios
2. Andreadis Alexandros, son of, Theoharis
3. Gounaris Abraam, son of, Konstantinos
4. Panageas Dimitris, son of, Georgios
5. Stasinakis Aimilios, son of, Konstantinos

*[a short curriculum vitae of each of the above nominees can be accessed on the relevant link <https://www.dei.gr/en/i-dei/enimerwsi-ependutwn/genikes-suneleuseis-metoxwn/anakoinwseis-gia-genikes-suneleuseis-metoxwn-2020>]*

It should be noted that all the above nominees meet the requirements of Law 4643/2019, and consequently, according to a relative statement they have submitted to the Company, the independence criteria within the meaning of the provisions of Law 3016/2002.

An Election Committee consisting of three (3) members, which will be approved by the General Assembly during its meeting, will count the votes and announce the results of the voting, in order that the General Assembly can approve such results, take a decision on the unique item on the agenda and conclude the meeting.