

**INVITATION FOR EXPRESSION OF INTEREST TO ACT AS FINANCIAL ADVISER TO THE
HELLENIC REPUBLIC IN RELATION TO THE HELLENIC TELECOMMUNICATIONS
ORGANISATION S.A. (OTE)**

23 May, 2011

- 1 The Hellenic Republic (HR) considers the appointment of one or more leading investment banks to act as its financial advisers in relation to OTE, the leading telecom operator company in Greece, in which the HR currently holds 16% of its shares while it maintains the voting rights of the 4% stake belonging to IKA.
- 2 Deutsche Telekom (DT), the German telephone operator holds a 30% stake. The HR reached an agreement with DT in May 2008, which was ratified by law 3678/2008 (the Contract), according to which the HR sold 3% of its stake in OTE. In addition, HR was granted two put options covering 5% and 10% respectively, while both shareholders have a right of first refusal in case any of them decide to sell all or part of their stake. DT has the day to day management of OTE and HR has a number of veto rights over certain material decisions of OTE, including, without limitation, matters of a business and corporate nature. According to the agreement the put option 2 for up to 10% shares of OTE, could be exercised until the end of 2011, in full or in part, at a price equal to the 20-days volume weighted average price of the share in the ATHEX plus 15% premium.
- 3 The HR is considering to fully privatise OTE by selling up to 16% of the company's shares during 2011. Thus, the financial advisers' assignment is expected to include:
 - 3.1 A review of OTE and the Contract and a valuation exercise of OTE
 - 3.2 Advice for the best available options in relation to the HR stake in OTE, taking into account the Contract and its restrictions imposed to the parties
 - 3.3 Assistance in discussions and negotiations with DT and, if needed, the competent Greek and EU authorities
 - 3.4 Assistance in the implementation of the selected privatisation option
- 4 The HR invites leading investment banks to express their interest in relation to the current assignment. Interested institutions are kindly requested to submit an offer in writing, which should include the following:
 - 4.1 A statement reporting no conflict of interest to undertake the proposed assignment
 - 4.2 Relevant experience in the telecom sector. Experience in the Greek market would also be appreciated
 - 4.3 Proposed team composition including relevant experience of the senior members of the team.
 - 4.4 Indicative timetable for the implementation of the assignment
 - 4.5 Proposed fee structure
- 5 The HR reserves the right to amend or cancel this process at any time, without cause.
- 6 Each of the recipients of this information agrees to treat the information received from the HR in relation to this potential transaction, including the fact that the HR is considering such a transaction, as confidential information. Accordingly each recipient should ensure that it has appropriate internal compliance procedures in place to ensure that this confidential information is not disseminated outside of its place of business or to its sales and trading departments (or equivalent departments within its organisation).
- 7 Please submit your expression of interest together with any other information you consider necessary or appropriate by e-mail no later than close of business on 30 May 2011 to:

Ministry of Finance
Special Secretariat for Asset Restructuring &
Privatizations
8, Karageorgi Servias str.
101 84 Athens, GREECE

E-mail: ssarp@minfin.gr