

AMENDMENT & CODIFICATION OF THE ARTICLES OF ASSOCIATION
OF THE NON-PROFIT
ORGANISATION [*astiki mi kerdoskopiki etaireia*]

known as "**Greek Mobile Operators Association**"

In Athens, this 25th day of August in the year 2014, Monday, the following contracting parties hereto, namely:

- 1) the société anonyme registered as "VODAFONE - PANAFON HELLENIC TELECOMMUNICATIONS COMPANY SA" with the distinctive title "VODAFONE - PANAFON", with registered office in Halandri (1-3, Tzavela Street, 15231 Attica) (Tax Reg. No.: 094349850), duly represented by Mr. Glafkos Persianis, Vice-Chairman and Managing Director;
- 2) the société anonyme registered as "COSMOTE MOBILE TELECOMMUNICATIONS SA" with the distinctive title "COSMOTE", with registered office in Maroussi, (44, Kifissias Avenue, 15125 Attica), (Tax Reg. No.: 094493766), duly represented by Mr. Michalis Tsamaz, Chairman and Managing Director;
- 3) the société anonyme registered as "WIND HELLAS TELECOMMUNICATIONS SOCIETE ANONYME" with the distinctive title "WIND HELLAS TELECOMMUNICATIONS SA", with registered office in Maroussi (66, Kifissias Avenue, 15125 Attica) (Tax Reg. No.: 999510393), duly represented by Mr. Athanassios Zarkalis, Chairman and Managing Director,

hereby agree and stipulate the following:

- By virtue of Minutes of Incorporation & Articles of Association of the non-profit organisation dated 23/09/2008, as same was duly entered in the Companies Register of the Athens Court of First Instance (Entry No. 14857/2008), the above contracting parties have established a non-profit civil partnership known as "Greek Mobile Operators Association" with the distinctive title "EEKT", with registered office in the Municipality of Amaroussion, for a term of three years.
- By virtue of Minutes dated 28/05/2010 of the General Meeting, the contracting parties introduced an amendment to Article 2 of the Association's AoA ("Objects") and added paragraph 3 thereto, whereby they unanimously stated that EEKT is a non-employer organisation and as such, is not a party to any Collective Labour Agreements, namely it does not represent its members in the conclusion of any such agreements.
- By virtue of Minutes dated 23/08/2011 of the General Meeting, the contracting parties unanimously declared that the Association's term expires on 30 September 2014, by means of a relevant amendment to Article 3 of the Association's AoA ("Term"). The Association's term may be extended by a unanimous written agreement of its members.

- By virtue of Minutes No. 22 of the General Meeting, the contracting parties unanimously extended the Association's term until 30 September 2017, by means of a relevant amendment to Article 3 of the Association's AoA ("Term"). The Association's term may be extended by a unanimous written agreement of its members.

As per the rest, the provisions of Minutes of Incorporation & Articles of Association dated 23/09/2008 shall apply.

The Association's codified Articles of Association are currently as follows:

ARTICLES OF ASSOCIATION

Article 1 Incorporation - Name

A civil partnership is hereby established under the name "**Greek Mobile Operators Association**" with the distinctive title "**EEKT**", with registered office in the Municipality of Amaroussion, as a non-profit Legal Entity of Private Law.

In its relations abroad, the Association shall be identified by the name "Mobile Industry Association" and the distinctive title "MIA".

Article 2 Objects

1. The Greek Mobile Operators Association ("EEKT") shall generally engage in the following objects:

- Representing and promoting the affairs of Greek mobile operators; providing consulting on any regulatory procedures; participating in the decision-making process of any legislative or technical committees on international, European or national level; and cooperating with foreign organisations or entities in the context of any bilateral or multilateral collaboration. The Association's main objective is the collective modernisation of its members and the overall development of the mobile telecommunications industry. In attaining these objectives, the Greek Mobile Operators Association shall primarily seek to inform its members on any matters of interest, monitor closely any matters raising collective concern among its members, express the views of its members on such matters and form, represent and promote the views of its members both in Greece and abroad.

2. In attaining its objects EEKT shall primarily:

- Inform all interested parties on any matters relating to the mobile telecommunications industry;
- Promote the sector's scientific developments and expertise;
- Organise conferences or social events, issue journals and carry out any other legitimate activities promoting the sector's scientific profile;
- Study, monitor and provide support on any (legal, regulatory, institutional etc.) matters of general interest;
- Promote the mobile telecommunications sector (including the sector's positions, activities etc.) to the general public;
- Establish relations with organisations and associations of the broader electronic communications sector in Greece and abroad.

3. EEKT is a non-employer organisation, therefore is not a party to any Collective Labour Agreements, namely it does not represent its members in the conclusion of any such agreements.

Article 3 Term

The Association's term shall expire on 30 September 2017. The Association's term may be extended by a unanimous written agreement of its members.

Article 4

Original Share Capital

The Association's original share capital is set at the amount of EUR 1,600,000 and consists of three (3) shares, each with a nominal value of EUR 533,000. Each share provides one vote at the General Meetings. The above contributions are payable as at the date of effect of the partnership agreement.

Article 5

Assets

1. The Association's assets consist in the contributions of its members.
2. For the formation of the original share capital each founding member made today the following capital contributions:
Cosmote: 1/3, EUR 533,000, which corresponds to one share.
Vodafone - Panafon: 1/3, EUR 533,000, which corresponds to one share.
Wind Hellas Telecommunications SA: 1/3, EUR 533,000, which corresponds to one share.
3. Contributions in kind are not permitted.

Article 6

The Association is a non-profit legal entity in the sense of Article 784 CC. The liability of its members concerning its debts is limited to their contributions, as same is set out in Article 5 hereof.

Article 7

Corporate Bodies

EEKT's corporate bodies comprise the General Meeting of its Members, the Supreme Council, the Board of Directors, the General Manager, the Scientific Committee, the Secretariat, the Accountant and the Communications Manager.

Article 8

General Meeting

1. The Association's supreme corporate body is the General Meeting of its members, which is convened following a notice sent to each member by the Chairman of the Board of Directors 15 days prior to the date of its session. The General Meeting adopts validly a resolution on any matter by means of unanimous decision of its members.
2. The General Meetings of members are distinguished between ordinary and extraordinary. An ordinary meeting is convened in January every year. Extraordinary meetings are convened whenever the Board of Directors consider this necessary or following a written request of at least two (2) members to the Board of Directors, indicating essentially the agenda to be discussed at the General Meeting.
3. The General Meeting elects the Board of Directors and the Accountant as per Article 14 hereof, adopts the Association's operating and business regulations, authorises the entry or

exit of any members and has the right to introduce amendments to the Association's Articles of Association. It further authorises the annual budget and yearly results of the EEKT.

4. The General Meeting is quorate and validly held on the agenda if attended by at least 3 members, whether in person or by proxy. If such quorum is not established, the meeting is adjourned and called again within 15 days on the same agenda. Such iterative meeting is quorate and held validly irrespective of how many members are attending. The General Meetings are presided by the Chairman, aided by one Secretary, both of which are elected by the members attending the meeting.

Article 9 Supreme Council

The Supreme Council holds a meeting once a year or as frequently as it may consider advisable. It is comprised of the Managing Directors of the Association's members or their deputies and its task is to supervise the work of EEKT's Board of Directors. The Supreme Council is competent to decide on any matters falling within the powers and duties of the Board of Directors.

The Supreme Council is presided by one member by rotation, each member presiding for a term of one year.

The Supreme Council represents the Association's members collectively.

Article 10 Board of Directors

1. The corporate affairs are managed by the Board of Directors, which is comprised by one Director representing each Association member. The Directors are freely re-elected.

2. The Directors are elected every three (3) years by the members. Each member appoints one Director and one Deputy Director.

3. The Board of Directors is chaired by the Director representing the member whose Managing Director is Chairman of the Supreme Council.

4. The Chairman of the Board of Directors has the following powers and duties: (a) calls the meetings of the Board; calls the opening and ending of the Board's meetings and presides over such meetings; (b) draws up the agenda to be discussed at the meetings of the BoD; (c) authorises all expenditures, which are recorded in the budget authorised by the BoD; and (d) signs all documents of the Board of Directors.

5. In case any Director withdraws for any reason or cause, a new Director shall be appointed at the immediately following meeting of the Board, by the member which originally appointed the Director withdrawn. The new Director shall carry out his or her duties until expiry of the office of the Director withdrawn.

6. The Board of Directors exercise the management of EEKT's affairs. By way of indication, this includes the following powers and duties:

- Ensuring the prudent management of EEKT;
- Authorising the annual planning, including any action plans;

- Assessing/evaluating the implementation results of any such planning;
- Authorising any scientific programmes selected, the assignment of projects to third parties and the employment of staff, without prejudice to the provisions of Article 10 hereof;
- Authorising the sector's common positions and the strategic promotion thereof.

7. The Board of Directors may assign to the General Manager such part of their powers and duties as they may consider advisable.

8. The Board of Directors holds four (4) regular meetings per calendar year. They hold an extraordinary meeting following a notice by the Chairman 7 days in advance, in accordance with paragraph 9 below.

9. The Board of Directors holds a meeting following a notice of the Chairman or at the request of any (1) Director, which indicates the agenda to be discussed at the meeting.

10. Any Director impeded to attend a meeting of the Board can be represented thereat by his/her Deputy or any other Director authorised in writing to that effect. In the latter case, a Director may only represent one Director who is not attending.

11. The meetings of the BoD are presided by the Chairman of the Board of Directors, or, if he/she is impeded, by his/her Deputy or authorised representative.

12. Each Director has one vote at the meetings of the Board.

13. The meetings of the Board of Directors are quorate if attended by three (3) Directors in person or by proxy.

14. The Board of Directors validly adopts resolution by a unanimous decision of its members.

15. The General Manager may attend the meetings of the BoD without a voting right.

16. Third parties or executives of the Association's members and/or their external consultants may attend the meetings of the BoD without a voting right, by notice of one Director.

17. The meetings of the BoD are also validly held by means of a conference call.

Article 11

General Manager

1. The General Manager of EEKT is appointed by unanimous resolution of the General Meeting for a term of one year and is freely re-elected. The General Manager is a person with substantial experience in the broader telecommunications sector and is designated to the Board of Directors by one member every year, by rotation. The General Manager shall carry out his/her duties on a full-time basis and shall not be associated with any member by an employment contract or service agreement.

2. The General Manager's duties consist primarily in the following:

- Represent the EEKT in Greece and abroad in accordance with the decisions of the Board of Directors;
- Prepare/manage
 - the annual budget and carry out all BoD budget authorisation/control procedures;

- the annual action plan and monitor its proper implementation;
- the annual plan of scientific programmes and projects and monitor their proper design and implementation;
- the scientific programme selection procedures and project assignment procedures;
- Collect information on, evaluate and assign the execution of qualitative and quantitative awareness research in the industry;
- Monitor the smooth operation and performance of the Scientific Committee;
- Manage and supervise EEKT's personnel;
- Appoint and dismiss the EEKT's Secretariat staff, exercising a management prerogative, and ensure the smooth operation of the Secretariat.

2. The General Manager may be assigned additional powers and duties by decision of the Board of Directors.

Article 12 Scientific Committee

1. Each of the Scientific Committee's members represents one (1) member of the Association. The members of the Scientific Committee are not entitled to receive remuneration. They are elected for a term of one year. By decision of the Board of Directors the Scientific Committee may be assisted in the performance of its duties by third parties of substantial experience and knowledge. These persons are entitled to receive remuneration.

2. The Scientific Committee has the following powers and duties:

- Manages the scientific programmes and research and evaluates their results;
- Monitors international developments on mobile telecommunications and informs the General Manager, the Board of Directors and the members of EEKT in this regard.
- Participates and represents EEKT in workshops and scientific conferences subject to authorisation by the BoD.

3. In case a member of the Scientific Committee withdraws for any reason or cause, a new member is appointed by the partner who originally appointed the member withdrawn.

Article 13 Secretariat

EEKT's operations are supported by a Secretariat, which is subject to supervision by the General Manager and comprises all administrative departments necessary for the attainment of EEKT's objectives.

Article 14 Accountant

The association's financial activity during its term, as same is defined herein, and the association's liquidation shall be monitored financially by an accountant, who is appointed by the General Meeting of members every year.

4. By resolution of the General Meeting, adopted by absolute majority, any members hindering the Association's operations or causing damage to the Association's work, as well as systematically and in bad faith violating their obligations may be dismissed from the Association. Members can freely withdraw from the Association any time.

5. The actions set out in paragraphs 1 through 4 above require an amendment to these Articles and are subject to the statutory publicity formalities.

Article 19

Non-profit organisation

The Association is a non-profit organisation; therefore, no allocation of profits shall be made to its members any time during its term, liquidation or dissolution. In case of dissolution, by resolution of the General Meeting any capital balance remaining in excess of the members' contributions shall be compulsorily allocated to entities engaging in similar objects and activities as the Association.

Article 20

Dissolution - Liquidation

1. Upon expiry of its term the Association shall automatically enter liquidation, which is carried out in accordance with the applicable laws. Save as otherwise decided by the General Meeting of members, the liquidation is carried out by the Board of Directors.

2. The Association may be dissolved by resolution of the General Meeting adopted by the majority of 2/3 of the total voting rights, representing 2/3 of the total members.

3. The Board of Directors' composition, term of office, rights, obligations and general operation, as liquidator, are regulated by the provisions hereof governing the Board of Directors, which apply *mutatis mutandis*.

Article 21

These Articles of Association consist of twenty-one (21) Articles. The contents hereof were duly authorised and voted by the contracting parties and each party was delivered one copy hereof duly signed by all parties.

On behalf of "VODAFONE-PANAFON HELLENIC TELECOMMUNICATIONS
COMPANY SA"

(Signature)

Glafkos Persianis, Vice-Chairman and Managing Director

On behalf of "COSMOTE MOBILE TELECOMMUNICATIONS SA"

(Seal / Signature)

Michalis Tsamaz, Chairman and Managing Director

On behalf of "WIND HELLAS TELECOMMUNICATIONS SA"

(Seal / Signature)

Athanasios Zarkalis, Chairman and Managing Director

ASTASMA
J 10732
C. 54
REEC
N: 136273416

TAX OFFICE
OF AMAROOUSSION

"Identical copy 651 submitted

No tax is payable for this act
under the provisions of Law 1676/1986"

Maroussi, 5 SEP 2014

THE TAX OFFICE DIRECTOR: (Seal / Signature)

INTEGRATED FUND OF
SELF-EMPLOYED
PERSONS - JURISTS
PENSION FUND (ETAA -
TAN)

The statutory contribution of
EUR 8,000.00 was duly paid
as evidenced by Payment
Receipt No. 11309

Athens, 9-9-2014

Department of Resources
(Seal / Signature)

ETAA

ATHENS ATTORNEYS HEALTH AND WELFARE SECTOR

The statutory contribution of

EUR 5,333.33 was duly paid

as evidenced by Payment Receipt No. 20941 issued by our Agency.

Athens, 9/9/2014

THE ISSUER

(Seal / Signature)

THE AUDITOR

NGELOPOU
WYE
KINDI.
THE
EL. NO: 130 071404

Attachment

True copy of the original AoA
entered in the Companies Register
of the Athens Court of First Instance under General Reg. No.:
660/2014, certified as legally stamped.

Athens, 10/09/2014

The Court Secretary:
(Seal / Signature)

IOANNA TOURI

True and accurate translation into English of the Greek source document.

Thessaloniki, 16/7/2015

Lawyer practising in Thessaloniki

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