

Peristeri, January 15 2007

PROSPECTUS BY LAW 3401/05 REGARDING THE SECURITIES OFFERING OF LAN-NET COMMUNICATIONS S.A. TO ITS EXECUTIVES WITHIN THE FRAMEWORK OF THE COMPANY'S STOCK OPTION PLAN

LAN-NET COMMUNICATIONS S.A. (LAN-NET or the Company), by implementation of the approved by the Shareholders' General Meeting on 12/27/2002 Stock Option Plan to its Board of Directors (BoD) members, management executives as well as its personnel for the purchase of company shares (the Plan), and according to article 4 paragraph 1.e of Law 3401/2005, informs the investment public on the following:

1. By implementation of the Plan, as described below, the BoD members, management executives and the Company's personnel as well as personnel of its affiliated Companies' according to article 42e par.5 eligible of stock options rights regarding the Company's shares, were invited in December 2006 to officially state in writing to the Company's BoD, their intention of either full or partial exercise of their Rights.

2. The offer of series D' of stock option rights, was addressed to 156 executives of the Company (Board of Directors, Managers, and Company employees) who were granted the options right according to the resolutions of the Extraordinary General Meetings on 12/27/2002 and 06/30/2005, during which the stock option plan was amended.

More specifically, the Company's Board of Directors with its decision on 12/27/2002 commenced the application of the Plan through stock options, enacted upon decision of the Shareholders Extraordinary General Meeting on 12/27/2002, with granting of rights of series A', amounting to 91,710 shares. The exercise period of the above rights ended without any rights to being exercised by any beneficiary. No rights were granted in 2003 upon decision of the BoD.

Upon its decision on 11/26/2004 the BoD proceeded to the disposal of series B' of rights, total amounting to 847,010 shares.

Upon its decision on 11/28/2005 the BoD proceeded to the disposal of series C' of Pre-emption Rights that correspond to purchase of total 1,779,200 shares.

Upon its decision on 11/30/2006 the BoD proceeded to the disposal of series D' of Pre-emption Rights that correspond to purchase of total 2,646,100 shares.

3. After approval of the merger through absorption of TELEPASSPORT, as approved by the Ministry of Growth and recorded to the Societe Anonyme Registry on 12/29/2006, the Company's paid-in capital amounts to 97,057,760.00 Euro, divided to 142,732,000 common registered shares of par value 0.68 Euro each.

4. According to the Plan the issue price of the new shares is set at 1.14 Euro per share. On 12/31/2006 the Company's Board of Directors verified that no pre-emption rights were exercised according to the terms of the plan.

Therefore the total stock option rights in force, following the exercise in 2005 and retirement of executives have as follows:

- Series B' (in 2004) rights issue corresponding to 428,150 shares.
- Series C' (in 2005) rights issue corresponding to 900,094 shares.
- Series D' (in 2006) rights issue corresponding to 2,646,100 shares.

The stock option rights or part of them that were not exercised, are transferred to subsequent exercise periods, yet within three years since the granting date, after which they expire. It is clarified that this term was modified upon decision of the Extraordinary General Meeting on 12/24/2006.

BRIEF DESCRIPTION OF THE STOCK OPTION PLAN

The Shareholders' Extraordinary General Meeting of the Company on 12/27/2002 unanimously initiated the share offering to the BoD members, the Company's personnel and the affiliated Companies' personnel, according to the provisions of Article 13 par.9 of Law 2190/1920 as amended by Article 16 par.2 of Law 2919/2001.

The BoD of the Company, in its session, resolved the granting of rights to the BoD members and to the personnel and with its letters informs the beneficiaries for the rights granted to them. The right is granted to the beneficiaries and can be exercised each year, in December, by 40% in the same year, 30% in the next year and 30% the year after. Given the fact that the plan mainly involves executives, it is directly related with their stay in the Company, at the same time is non-assigned, transferable and liable to any transaction with exception of heritage.

The Second Repeat Shareholders' Extraordinary General Meeting of the Company on 6/30/2005 approved the modification of the stock option plan to members of the BoD as well as to the company's personnel, by specifying the exercise price as the price valid on the exercise date, equal to the par value of the share plus 10%, and authorized the Company's BoD to decide about the details of the plan, for a total of 5,166,376 shares, with exercise price the par value of the share plus 10% of the share's nominal value. The E.G.M. also authorized the company's BoD to modify the exercising period (initially defined within 3 years), so as to meet market needs and attract competent executives in the future.

With its decision on 12/24/2006, the Shareholders Second Repeat Extraordinary General Meeting of the Company, as recorded in the Societe Anonyme Registry upon decision K-2 17618/1-9-2007 of the Ministry of Growth, modified the related plan, extending its duration to 5 years, in order to cover the new subsidiary companies, to allow the Board of Directors to distribute the rights according to judgment during one or more of its sessions, increased the number of rights to 7,980,580 and finally modified the exercise process, so that there are no time or quantity limitations on already distributed or future rights each year the plan is valid.

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The prospectus is available for those interested at **LAN-NET COMMUNICATIONS S.A.** head offices, Kifissou and 1 Konstantinoupoleos str., 121 32 Peristeri, tel: 210 57 08 100 as well as in electronic form on the Company's website (<http://www.lannet.gr>).

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