



BANK OF GREECE
EUROSYSTEM

**AGENDA OF THE 84TH ANNUAL ORDINARY GENERAL
MEETING OF SHAREHOLDERS, 24.2.2017**

WITH COMMENTS FROM THE GENERAL COUNCIL AND DRAFT DECISIONS

1. Presentation of the Governor's Annual Report on the Balance Sheet and the other Financial Statements, as well as on the Bank's activities for the year 2016, submitted by order of the General Council of the Bank.
2. Presentation of the Auditors' Report on the Balance Sheet and the other Financial Statements for the year 2016.

Comments from the General Council on items 1 and 2 above:

The Balance Sheet and the other Financial Statements, as well as the Auditors' Report, are annexed to the Governor's Annual Report 2016.

The press release on the Balance Sheet and the other Financial Statements is available on the Bank of Greece website (www.bankofgreece.gr). To view it, click [here](#).

The Governor's Annual Report 2016 will be available (in Greek) as from 24 February 2017 on the Bank of Greece website (www.bankofgreece.gr), under "Research and Publications".

3. Approval of the Governor's Annual Report, the Balance Sheet and the other Financial Statements for the year 2016, including the relevant Auditors' Report.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the Governor's Annual Report, the Balance Sheet and the other Financial Statements for the year 2016, including the relevant Auditors' Report.

To view the Balance Sheet and the other Financial Statements for the year 2016, click [here](#).

4. Approval of the appropriation of net profits, in accordance with Article 71 of the Statute, totalling €1,092,349,203, as follows:
 - Gross dividend to be paid: €0.6720 per share on 19,864,886 shares € 13,349,203
 - Payable to the Government € 1,079,000,000

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the above appropriation of net profits for the year 2016.

Comments from the General Council:

The gross dividend for the year 2016 amounts to €0.6720 per share, unchanged from the previous year.

The gross dividend is subject to corporate income tax of 29%, as well as tax withholding of 15%, in accordance with Law 4172/2013.

5. Approval of the remuneration and travel expenses of the members of the General Council.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the remuneration and travel expenses of the members of the General Council, as follows:

a. Fixed monthly remuneration: €400.

- b. Participation in the General Council and Bank of Greece Committees, to be remunerated at €30 per meeting.
- c. Travel expenses: Council members incurring travel expenses to and from their place of residence in order to participate in General Council or Committee meetings shall be entitled to reimbursement of their transportation costs (for whatever means of transportation used), plus an allowance of €60 for other expenses.

Comments from the General Council:

The proposed remuneration and travel expenses have remained unchanged since 2002.

6. Approval of the Auditors' fees for the year 2017.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the Auditors' fees for the year 2017, in the amount of €235,000, plus VAT and any travel and accommodation expenses.

7. Discharge of the members of the General Council and of the Auditors from all personal responsibility in connection with the Bank's activities and management for the year 2016.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting discharge the members of the General Council and the Auditors from all personal responsibility in connection with the Bank's activities and management for the year 2016.

8. Election of members of the General Council.

Comment from the General Council:

The present General Meeting marks the end of the term of General Council Members Mr Andreas Andreadis, Mr Dimitrios Asimakopoulos, Mr Georgios Mylonas and Mr Michael Chandris, elected to the General Council for a three-year term by the Annual Ordinary General Meeting of 2014.

The present General Meeting is therefore invited, in accordance with Article 21 of the Bank's Statute, to elect four new General Council Members for a term of three years.

The outgoing General Council Members are eligible for re-election.

The names of the candidates for the General Council will be announced to the shareholders during the course of the General Meeting.

9. Election of the Auditors for the year 2017.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting elect Deloitte Certified Public Accountants S.A. to conduct the audit referred to in Article 44, para. 1 of the Bank's Statute.

The above company will also conduct the audit referred to in Article 27.1 of the Statute of the ESCB/ECB.

Comment from the General Council:

The company Deloitte Certified Public Accountants S.A. was elected following an open tender conducted under the supervision of the Audit Committee, the results of which were ratified by a decision of the General Council.

10. Other announcements.

Athens, 30 January 2017

Human Resources and Organisation Department
Secretariat Section