



**BANK OF GREECE**  
**EUROSYSTEM**

## NOTICE OF ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS

The General Council of the Bank of Greece hereby notifies the shareholders of the Bank, according to its Statute and the Law, that the Annual Ordinary General Meeting of Shareholders will be held on Monday 26 February 2018, at 12:00 noon, at the Head Office of the Bank of Greece in Athens, 21, E. Venizelos Avenue, 2nd floor, General Meetings Hall.

The agenda of the Meeting is as follows:

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 in the year 2017, submitted by order of the General Council of the Bank.
2. Presentation of the Auditor's Report on the Balance Sheet and the other Financial Statements for the year 2017.
3. Approval of the Governor's Annual Report, the Balance Sheet and the other Financial Statements for the year 2017, including the relevant Auditor's Report.
4. Approval of the appropriation of net profits, in accordance with Article 71 of the Statute, totalling €941,800,203, as follows:

- Gross dividend to be paid: €0.6720 per share on 19,864,886 shares	€ 13,349,203
- Payable to the Government	€ 928,451,000
5. Approval of the remuneration and travel expenses of the members of the General Council.
6. Approval of the Auditor's fees for the year 2018.
7. Discharge of the members of the General Council and of the Auditor from all personal responsibility in connection with the Bank's activities and management during the year 2017.
8. Election of members of the General Council.
9. Election of Auditors for the year 2018.
10. Other announcements.

Owners of at least seventy-five (75) shares who stand registered with the Dematerialised Securities System (DSS) of "Hellenic Central Securities Depository S.A." (HCSD), a member of the Hellenic Exchanges Group, as at the start of the fifth day prior to the Meeting (record date), i.e. **Wednesday 21 February 2018**, shall have the right to attend the Meeting and vote in person or by proxy, subject to the limitations of Articles 8, 13 and 14 of the Statute, without being required to have their shares blocked. Seventy-five (75) shares shall confer upon their holder the right to one (1) vote. Shareholders owning less than seventy-five (75) shares may appoint a shareholder as their joint representative, who may attend the Meeting provided that he/she represents at least seventy-five (75) shares (*Articles 13 and 16 of the Statute, taken together with decision 2/29.2.2000 of the General Council, concerning the adjustment – from twenty-five (25) to seventy-five (75) – of the minimum number of shares required for participating and voting in the General Meeting of Shareholders, following the stock split – under Article 9 of the Statute – pursuant to decision 1/17.1.2000 of the General Council, ratified by Cabinet Act 8/4.2.2000 – Government Gazette A 17/7.2.2000*).

All management rights, including the right to participate and vote in the General Meeting, are suspended for the shareholders referred to in Article 8, para. 5 of the Bank's Statute (*as inserted by the decision of the 79th Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 24*

April 2012, which was ratified by Article 165, para. 7(b) of Law 4099/2012 [Government Gazette A 250/20.12.2012]), i.e. persons supervised by the Bank of Greece under Article 55A of its Statute or a provision of law; associated and affiliated firms; members of the board of directors or administrators of such persons; their spouses and relatives up to the second degree.

Furthermore, no shareholder, other than the State and the persons referred to in Article 2 of Law 2292/1953, may exercise the right to vote in the General Meeting in respect to a number of shares exceeding a percentage corresponding to 2% of the Bank's share capital (*last indent of Article 13 of the Statute, as inserted by the decision of the 79th Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 24 April 2012, which was ratified by Article 165, para. 7(c) of Law 4099/2012 [Government Gazette A 250/20.12.2012]*).

Shareholders who are entitled to attend the Meeting shall receive their admission tickets from the Bank's Secretariat Section – Shares Service by **Friday 23 February 2018**.

Shareholder capacity will be verified directly by the Bank via online access to the DSS records.

Proxies may only be appointed and revoked in writing. Shareholders wishing to participate in the General Meeting by proxy or to revoke their proxy shall submit to the Bank's Secretariat Section – Shares Service at least three (3) days before the scheduled date of the General Meeting, i.e. no later than **Friday 23 February 2018**, an instrument of proxy, duly completed and signed (a template is available at the Bank's website, [www.bankofgreece.gr](http://www.bankofgreece.gr), under "Shareholders' Information").

A shareholder may appoint a proxy for a single General Meeting or for as many meetings as may be held within a specified time period.

Shareholders that are legal persons shall, within the same time limit, submit their authorisation documents as required by law. Where such documents have already been submitted to another unit of the Bank, a reference to this effect in the instrument of proxy shall suffice.

A shareholder may appoint up to three (3) proxies. Legal persons shall participate in the General Meeting by appointing up to three (3) natural persons. The same shall apply where a shareholder authorises a bank to vote on his/her behalf and according to his/her instructions. A proxy acting on behalf of several persons may cast a different vote for each shareholder.

A shareholder's proxy shall be required to disclose to the Bank, prior to the commencement of the General Meeting, any event that would enable the shareholders to assess a potential risk of a conflict of interests.

A conflict of interests may arise in particular when the proxy is:

- a) a shareholder that controls the Bank, or is another legal person or entity controlled by such shareholder;
- b) a member of the General Council or other decision-making bodies of the Bank or of a shareholder that controls the Bank or of another legal person or entity controlled by a shareholder that controls the Bank;
- c) an employee or auditor of the Bank or of a shareholder that controls the Bank or of another legal person or entity controlled by a shareholder that controls the Bank; or
- d) a spouse or first-degree relative of one of the natural persons referred to in (a) to (c) above.

The Statute of the Bank of Greece does not allow participation in the General Meeting by teleconference or e-voting.

Shareholders entitled to vote and representing one twentieth (1/20) of the paid-up capital of the Bank shall have the right to request that the General Council add further items to the agenda of the General Meeting by submitting a request to the General Council at least fifteen (15) days prior to the Meeting (i.e. by **Sunday 11 February 2018**). Such request must be accompanied by relevant justification or a draft decision for approval by the General Meeting. The revised agenda shall be published in the same manner as the original agenda, thirteen (13) days (i.e. by **Tuesday 13 February 2018**) before the date of the General Meeting and shall also be available to shareholders via the Bank's website.

Shareholders entitled to vote and representing one twentieth (1/20) of the paid-up capital of the Bank shall have the right to request that the General Council provide draft decisions on the original or revised agenda of the General Meeting by submitting a request to the General Council at least seven (7) days prior to the Meeting (i.e. by **Monday [of Lent] 19 February 2018**).

Upon the request of any shareholder entitled to vote, submitted to the Bank at least five (5) full days prior to the date of the General Meeting (i.e. by **Tuesday 20 February 2018**), the General Council shall provide the General Meeting with the requested specific information on the Bank's affairs, to the extent that it is useful for the assessment of the items on the agenda. The obligation to provide such information shall not apply in the case of data already available on the Bank's website.

The information required under Article 27, para. 3 of Law 2190/1920 is available on the Bank's website, [www.bankofgreece.gr](http://www.bankofgreece.gr), under "Shareholders' Information". This information may also be obtained in hard copy from the Bank's Secretariat Section - Shares Service, 21, E. Venizelos Avenue, Athens (tel.: +30 210-320 2064, +30 210-320 3288 and +30 210-320 3341, fax: +30 210-322 6371).

Athens, 22 January 2018  
By order of the GENERAL COUNCIL  
YANNIS STOURNARAS  
CHAIRMAN OF THE GENERAL COUNCIL  
GOVERNOR OF THE BANK OF GREECE