



## BANK OF GREECE

EUROSYSTEM

### AGENDA OF THE 86th ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS, 1.4.2019

#### WITH COMMENTS FROM THE GENERAL COUNCIL AND DRAFT DECISIONS

1. Presentation of the Annual Report on the Annual Accounts for the year 2018 (the Balance Sheet and the other Financial Statements, in accordance with the Bank's Statute), as well as on the Bank's management, submitted by order of the General Council of the Bank.
2. Presentation of the Auditors' Report on the Annual Accounts for the year 2018.

*Note on items 1 and 2 above:*

The Annual Report on the Annual Accounts for the year 2018, which includes the Balance Sheet and the other Financial Statements for the year 2018, in accordance with the Bank's Statute; the General Council's Management Report to the Ordinary General Meeting of Shareholders; the Corporate Governance Statement; as well as the Auditors' Report, is available (in Greek) on the Bank of Greece website ([www.bankofgreece.gr](http://www.bankofgreece.gr)).

3. Approval of the Annual Accounts for the year 2018, including the Annual Report thereon and on the Bank's management, as well as the Auditors' Report.

*Proposal to the General Meeting – Draft decision:*

It is recommended that the General Meeting approve the Annual Accounts for the year 2018, including the Annual Report thereon and on the Bank's management, as well as the relevant Auditors' Report.

The Balance Sheet and the other Financial Statements for the year 2018, as well as the relevant Press Release, are available on the Bank of Greece website ([www.bankofgreece.gr](http://www.bankofgreece.gr)).

To view the Balance Sheet and the other Financial Statements for the year 2018, click [here](#).

To view the Press Release, click [here](#).

The Annual Report is available (in Greek) on the Bank of Greece website ([www.bankofgreece.gr](http://www.bankofgreece.gr)).

4. Approval of the appropriation of net profits, in accordance with Article 71 of the Statute, totalling €657,601,480, as follows:
  - Gross dividend to be distributed: €0.6720 per share on 19,864,886 shares € 13,349,203
  - Amount to be transferred to the Government € 644,252,277

*Proposal to the General Meeting – Draft decision:*

It is recommended that the General Meeting approve the above appropriation of net profits for the year 2018.

*Comments from the General Council:*

The gross dividend for the year 2018 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, as currently in force.

**\* Update 19.3.2019:**

Article 65 of Law 4603/2019 (Government Gazette A 48/14.3.2019) replaced para. 1(a) of Article 64 of Law 4172/2013, adjusting the tax withholding rate on dividends to 10%. This provision applies to income earned during the fiscal years starting from 1 January 2019 onwards.

As a result, the gross dividend is subject to corporate income tax of 29%, as well as tax withholding of 10%.

5. Approval of the remuneration policy for the General Council members for the next four (4) financial years.

*Proposal to the General Meeting – Draft decision:*

*It is recommended that the General Meeting approve the Bank's "Remuneration policy for the General Council members (Articles 110-111 of Law 4548/2018)" for the next four (4) financial years.*

*To view the proposed Remuneration Policy, click [here](#).*

*Comments from the General Council:*

*The proposed Remuneration Policy concerns the participation of the General Council members in the Council's meetings and, following its approval, will be effective as from 1 January 2019 for four (4) financial years.*

6. 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 meetings of the General Council and Bank of Greece Committees, to be remunerated at €30 per meeting.*

*c. Travel expenses: General Council members incurring travel expenses to and from their place of permanent residence in order to participate in General Council or Committee meetings shall be entitled to reimbursement of their transportation expenses (regardless of means of transport), plus an allowance of €60 for other expenses.*

*Comments from the General Council:*

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

7. Approval of the Auditors' fees for the year 2019.

*Proposal to the General Meeting – Draft decision:*

*It is recommended that the General Meeting approve the Auditors' fees for the year 2019, in the amount of €235,000, plus VAT and any travel and accommodation expenses.*

8. 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 during the year 2018.

*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 overall management for the year 2018.*

9. Election of a member of the General Council.

*Comments from the General Council:*

*The present General Meeting marks the end of the term of General Council Member Mr Evangelos Geraniotakis, elected to the General Council for a three-year term by the Annual Ordinary General Meeting of 2016.*

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

*The outgoing General Council Member is eligible for re-election.*

*The name of the candidate for the General Council will be announced to the shareholders during the course of the General Meeting.*

10. Election of the Auditors for the year 2019.

*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.*

*Comments 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.*

- 11.** Announcement of the appointment of a member of the Monetary Policy Council and of his appointment as member of the Audit Committee.

*Comments from the General Council:*

- Announcement of appointment of Mr. Dimitrios Sideris as member of the Monetary Policy Council by the Presidential Decree of 2 August 2018 (Government Gazette YODD 457/9.8.2018) for a six-year term, who is, as of his function, also a member of the General Council of the Bank (Articles 21 and 35A of the Bank's Statute).*
- Announcement of appointment of Mr. Dimitrios Sideris, member of the Monetary Policy Council and the General Council, as member of the Audit Committee, pursuant to the decision dated 14 September 2018 (Meeting no. 8) of the General Council.*

- 12.** Other announcements.

Athens, 7 March 2019

Human Resources and Organisation Department  
Secretariat Section