



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, 1 April 2019, at 12:00 noon, at the Head Office of the Bank of Greece in Athens, 21, E. Venizelos Street, 2nd floor, General Meetings Hall.

The agenda of the Meeting is as follows:

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.
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.
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 € 13,349,203
on 19,864,886 shares
 - Amount to be transferred to the Government € 644,252,277
5. Approval of the remuneration policy for the General Council members for the next four (4) financial years.
6. Approval of the remuneration and travel expenses of the members of the General Council.
7. Approval of the Auditors' fees for the year 2019.
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.
9. Election of a member of the General Council.
10. Election of Auditors for the year 2019.
11. Announcement of the appointment of a member of the Monetary Policy Council and of his appointment as member of the Audit Committee.
12. 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, 27 March 2019**, 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 proxy, who may attend the Meeting provided that he/she represents at least seventy-five (75) shares on aggregate (*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 of a number of shares corresponding to more than 2% of the Bank's share capital (*last sentence 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, 29 March 2019**.

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 forty-eight (48) hours before the scheduled date of the General Meeting, i.e. no later than **Friday, 29 March 2019** (given that **Saturday, 30 March 2019** is not a business day), an instrument of proxy, duly completed and signed (a template is available on the Bank's website, 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 participate in the General Meeting through their duly authorised representatives and shall, within the deadline indicated above, 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, or other written communication, shall suffice.

A shareholder may participate in the General Meeting in person or by proxy, and may appoint up to three (3) proxies. 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 external 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.

No possibility is envisaged for remote participation in the General Meeting via any audiovisual or other electronic media, without the physical presence of the shareholder at the specified venue, or

for remote voting by correspondence or electronic means (postal voting or e-voting) taking place prior to the General Meeting.

Shareholders entitled to vote and representing:

(a) one twentieth (1/20) of the paid-up capital of the Bank shall have the right to:

- 1) request that the General Council add further items to the agenda of the General Meeting provided that they submit a request to the General Council at least fifteen (15) days prior to the Meeting (i.e. by **Sunday, 17 March 2019**). Such request must be accompanied by statement of grounds of the requested addition or a draft decision for approval by the General Meeting. The revised agenda shall be made public in the same manner as the original agenda, thirteen (13) days (i.e. by **Tuesday, 19 March 2019**) before the date of the General Meeting and shall also be available to shareholders via the Bank's website;
- 2) submit draft decisions on any of the items included in the original or revised agenda of the General Meeting provided that they submit a request to the General Council at least seven (7) days prior to the Meeting (i.e. by **Monday, 25 March 2019**). Such draft decisions shall be made available to shareholders at least six (6) days prior to the General Meeting (i.e. by **Tuesday, 26 March 2019**);

(b) one tenth (1/10) of the paid-up capital of the Bank shall have the right to request the General Council to provide the General Meeting with information on the course of the Bank's corporate affairs and property status, by submitting to the General Council a request at least five (5) full days prior to the date of the General Meeting (i.e. by Tuesday, 26 March 2019).

Upon the request of any shareholder, submitted to the Bank at least five (5) full days prior to the date of the General Meeting (i.e. by **Tuesday, 26 March 2019**), the General Council shall provide the General Meeting with the requested information on the Bank's affairs, to the extent that it is relevant to 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 full texts of the documents and draft decisions, as well as the information required under Article 123, paras. 3 and 4, of Law 4548/2018, are available on the Bank's website, www.bankofgreece.gr, under "Shareholders' Information". Such documents and information may also be obtained in hard copy from the Bank's Secretariat Section – Shares Service, 21, E. Venizelos Street, Athens (tel.: +30 210-320 2064, +30 210-320 3341 and +30 210-320 3288, fax: +30 210-322 6371).

Athens, 25 February 2019
By order of the GENERAL COUNCIL
YANNIS STOURNARAS
CHAIRMAN OF THE GENERAL COUNCIL
GOVERNOR OF THE BANK OF GREECE