



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

**AGENDA OF THE 80<sup>TH</sup> ANNUAL ORDINARY GENERAL  
MEETING OF SHAREHOLDERS, 25.2.2013**

**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 2012, 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 2012.

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

*The Balance Sheet and the other Financial Statements, as well as the Auditors' Report, are annexed to the Governor's Annual Report 2012.*

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

*The full version of the Governor's Annual Report 2012 will be available as from 25 February 2013 on the Bank of Greece website ([www.bankofgreece.gr](http://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 2012, 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 2012, including the relevant Auditors' Report.*

*To view the Balance Sheet and the other Financial Statements for the year 2012, click [here](#).*

4. Approval of the appropriation of net profits, in accordance with Article 71 of the Statute, totalling €318,649,203, as follows:

- |   |   |             |
|---|---|-------------|
| - for the payment of dividend of €0.5376 per share on 19,864,886 shares<br>(compared with €0.67 per share in the year 2011) | € | 10,679,362  |
| - for the payment of tax on dividends<br>(at 20%, in accordance with Article 14, paras 9 and 10 of Law 3943/2011)           | » | 2,669,841   |
| - payable to the Government   | » | 305,300,000 |

*Proposal to the General Meeting – Draft Decision:*

*It is recommended that the General Meeting approve the above appropriation of net profits for fiscal year 2012.*

*Comments from the General Council:*

*It should be noted that gross dividend for the year 2012 amounts to €0.6720 per share, compared with €0.8375 in the year 2011.*

*Dividend payments (€0.5376 per share) are subject to tax withholding of 25% in accordance with Article 14, paras 1 and 2 of Law 3943/2011.*

*The net dividend to be received by shareholders, following the tax withholding, will be €0.4032 per share.*

5. Amendment to Article 71 of the Bank's Statute.

*Proposal to the General Meeting – Draft decision:*

*It is recommended that the General Meeting approve the proposed amendment to Article 71 of the Bank's Statute.*

*Comments from the General Council:*

*Article 71 of the Statute is amended in order to provide the necessary legal basis for the transfer to the government of the income on the SMP portfolio accruing to the Bank of Greece, pursuant to a recent decision of the Eurogroup.*

6. Announcement of appointment of a member of the Monetary Policy Council and a member of the Audit Committee.

*Comments from the General Council:*

*- Announcement of appointment of Mr. Ilias Plaskovitis as member of the Monetary Policy Council by the Presidential Decree of 20 July 2012 (Government Gazette YODD 356/26.7.2012) 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. Ilias Plaskovitis, member of the Monetary Policy Council and the General Council, as member of the Audit Committee, pursuant to the decision dated 7 July 2012 (Meeting no. 9) of the General Council.*

7. 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 remain unchanged since 2002.*

8. Approval of the Auditors' fees for the year 2013.

*Proposal to the General Meeting – Draft decision:*

*It is recommended that the General Meeting approve the Auditors' fees for the year 2013, in the amount of €256,000, plus VAT and travel and accommodation expenses of up to €3,000.*

9. 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 2012.

*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 2012.*

10. 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. Ioannis Gozadinos and Mr. Georgios Kassimatis, elected to the General Council for a three-year term by the Annual Ordinary General Meeting of 2010.*

*It is therefore recommended that the General Meeting, in accordance with Article 21 of the Statute, elect two 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.*

**11. Election of the Auditors for the year 2013.**

*Proposal to the General Meeting – Draft Decision:*

*It is recommended that the General Meeting elect KPMG Certified Auditors A.E. 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 KPMG Certified Auditors A.E. was elected following an open public tender conducted under the supervision of the Audit Committee, the results of which were ratified by a decision of the General Council.*

**12. Other announcements.**

- Ratification, under Article 165, para. 7 of Law 4099/2012 (Government Gazette A' 250/20.12.2012), of the decision dated 24 April 2012 of the 79th Annual Ordinary General Meeting of Shareholders of the Bank of Greece amending Articles 1, 8, 13, 26, 28, 31, 55A and 71 of the Bank's Statute.
- Resignation of Mr. Georgios E. Oikonomou from the Monetary Policy Council and subsequently the General Council of the Bank of the Greece.

Athens, 31 January 2013

Human Resources and Organisation Department  
Secretariat Section