



**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 Tuesday 24 April 2012, 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 for the year 2011, 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 2011.
3. Approval of the Governor's Annual Report, the Balance Sheet and the other Financial Statements for the year 2011, including the relevant Auditors' Report.
4. Approval of the appropriation of net profits, in accordance with Article 71 of the Statute, totalling €96,636,842, as follows:
  - € 13,309,473 for the payment of dividend of €0.67 per share on 19,864,886 shares (equal to 12% of the Bank's capital);
  - € 3,327,369 for the payment of tax on dividends (at 20%, in accordance with Article 14(9) and (10) of Law 3943/2011); and
  - € 80,000,000 payable to the Government.
5. Amendments to Articles 1, 8, 13, 26, 28, 31, 55A and 71 of the Bank's Statute.
6. Announcement of appointment of a member of the Monetary Policy Council and Chairman of the Audit Committee.
7. Approval of the remuneration and travel expenses of the members of the General Council.
8. Approval of the Auditors' fees for the year 2012.
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 2011.
10. Election of members of the General Council.
11. Election of Auditors for the year 2012.
12. Other announcements.

Owners of at least seventy five (75) shares who stand registered with the Dematerialised Securities System (DSS) of Hellenic Exchanges S.A. as at the start of the fifth day prior to the Meeting (record date), i.e. Thursday 19 April 2012, shall have the right to attend the Meeting and vote in person or by proxy, subject to the limitations of Article 14 of the Statute, without being required to have their shares blocked. Seventy five (75) shares shall confer upon their holder the right of 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).*

Shareholders who are entitled to attend the Meeting shall receive their admission tickets from the Bank's Secretariat Section – Shares Service by Monday, 23 April 2012.

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 20 April 2012 (since Saturday 21 and Sunday 22 April 2012 are not business days), 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 only one General Meeting or for such 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 exercise voting rights. A proxy acting on behalf of several persons may vote for each shareholder separately.

A shareholder's proxy shall disclose to the Bank, before the commencement of the General Meeting, any event that may assist the shareholders assess any risk of a conflict of interests.

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

- a) a shareholder that controls the Bank, or is another legal person or entity controlled by such a shareholder;
- b) a member of the General Council or the Administration 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 representing 1/20 of the paid-up capital of the Bank shall have the right to request the General Council to 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 Monday 9 April 2012). Such a 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 (Wednesday 11 April 2012) before the date of the General Meeting; at the same time, it shall be posted on the Bank's website.

Shareholders representing 1/20 of the paid-up capital of the Bank shall have the right to request the General Council to 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 Tuesday 17 April 2012).

Upon request by any shareholder, to be submitted to the Bank at least five (5) full days before the date of the General Meeting (i.e. by Wednesday 18 April 2012), the General Council shall provide to the General Meeting such information on the Bank's affairs as may be requested and may be deemed useful for the assessment of the items on the agenda. The obligation to provide information shall not apply in the case of data already available on the Bank's website.

The information required under Article 27(3) of Law 2190/1920 is available at 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 and +30 210-320 3288, fax: +30 210-320 2844 and +30 210-322 6371).

Athens, 19 March 2012

By order of the GENERAL COUNCIL  
GEORGIOS A. PROVOPOULOS  
CHAIRMAN OF THE GENERAL COUNCIL  
GOVERNOR OF THE BANK OF GREECE