



BANK OF GREECE
EUROSYSTEM

**AGENDA OF THE 90TH ANNUAL ORDINARY GENERAL MEETING OF
SHAREHOLDERS, 7.4.2023**

WITH COMMENTS FROM THE GENERAL COUNCIL AND DRAFT DECISIONS

1. Presentation of the Annual Financial Report for the year 2022 (including the annual Balance Sheet and the other Financial Statements, in accordance with the Bank's Statute), as well as the Management Report, submitted by order of the General Council of the Bank.
2. Presentation of the Auditors' Report on the Annual Accounts for the year 2022.

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

The Annual Financial Report for the year 2022, which includes the Balance Sheet and the other Financial Statements for the year 2022, in accordance with the Bank's Statute; the General Council's Management Report to the Annual 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).

To view the Report (in Greek), click [here](#).

3. Approval of the Annual Accounts for the year 2022, together with the Annual Financial Report, the Management Report and the Auditors' Report.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the Annual Accounts for the year 2022, together with the Annual Financial Report, the Management Report and the Auditors' Report.

The Balance Sheet and the other Financial Statements for the year 2022, as well as the relevant Press Release, are available on the Bank of Greece website (www.bankofgreece.gr).

To view the Balance Sheet and the other Financial Statements for the year 2022, click [here](#).

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

To view the Report (in Greek), click [here](#).

4. Approval of the appropriation of net profits for the year 2022, in accordance with Article 71 of the Statute, totalling €456,775,424, as follows:

- Dividend to be distributed: €0.6720 per share on 19,864,886 shares	€	13,349,203
- Extraordinary reserve	€	42,700,000
- Amount to be transferred to the Government	€	400,726,221

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the above appropriation of net profit for the year 2022.

Comment from the General Council:

In 2022, net profit came to €456,775,424. The Bank of Greece considers it necessary to increase its extraordinary reserve by €42,700,000, with a view to strengthening its financial position and addressing any contingency.

The dividend for the year 2022 is €0.6720 per share, which is subject to withholding tax of 5% under Article 64, para. 1, of Law 4172/2013, as currently in force.

5. 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 or Bank of Greece Committees: €30 per meeting.*
- (c) General Council members incurring travel expenses to and from their place of permanent residence in order to participate in General Council or Committee meetings are entitled to reimbursement of their transportation expenses (regardless of means of transport), plus an allowance of €60 for other expenses.*

Comment from the General Council:

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

6. Discussion and vote on the remuneration report referred to in Article 112 of Law 4548/2018 for the year 2022.

Proposal to the General Meeting – Draft decision:

The remuneration report referred to in Article 112 of Law 4548/2018 for the year 2022 is presented to the General Meeting for discussion and vote. According to para. 3 of the above article, the shareholders' vote is advisory.

To view the remuneration report, as submitted for discussion and vote, click [here](#).

Comment from the General Council:

This remuneration report concerns the remuneration of General Council Members for their participation in General Council meetings during the year 2022, and includes the information required under Article 112 of Law 4548/2018. Moreover, it has been prepared on the basis of the assumptions contained in the "Remuneration Policy for General Council Members", which was approved by the 86th Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 1 April 2019, effective as from 1st January 2019 for four (4) financial years.

It should be noted, in this connection, that the 89th Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 7 April 2022 approved 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: €30 per meeting.*
- (c) General Council members incurring travel expenses to and from their place of permanent residence in order to participate in General Council or Committee meetings are entitled to reimbursement of their transportation expenses (regardless of means of transport), plus an allowance of €60 for other expenses.*

This remuneration and travel expenses have remained unchanged since 2002.

7. Approval of a new Remuneration Policy for the Members of the General Council as from 1.1.2023 for four (4) financial years.

Proposal to the General Meeting – Draft decision:

The Bank of Greece has established a "Remuneration Policy for General Council Members", which was approved by the 86th Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 1st April 2019, effective as from 1st January 2019 for four (4) financial years.

Given that the effective term of this Policy has expired, it is recommended that the General Meeting approve a new "Remuneration Policy for General Council Members" (Articles 110-111 of Law 4548/2018, as applicable) of the Bank of Greece, effective for four (4) financial years.

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

Comment from the General Council:

The proposed Policy presents no material deviations from the Policy previously in force, and any additions are of a purely clarifying nature. In maintaining the key assumptions of the Policy previously in force, special consideration was given to the positive vote from Shareholders both on the adoption of this Policy

by the 86th Annual Ordinary General Meeting and on the remuneration reports of General Council Members of the Bank of Greece for the years 2019, 2020 and 2021 during the 87th, 88th and 89th Annual Ordinary General Meeting.

Following approval, the proposed Policy will be effective as from 1st January 2023 for four (4) financial years.

8. Approval of the Auditors' fees for the year 2023.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the Auditors' fees for the year 2023, in the amount of €205,000, plus VAT and any travel and accommodation expenses.

9. Presentation of the Annual Report of the Audit Committee for the year 2022.

Proposal to the General Meeting – Draft decision:

The Annual Report of the Audit Committee for the year 2022 is submitted to the General Meeting.

To view the Report (in Greek), click [here](#).

Comment from the General Council:

According to Article 44, para. 1(i), of Law 4449/2017 (and, likewise, Article 5, para. 4, of the Audit Committee Charter), the Audit Committee of the Bank of Greece submits an annual report to the Ordinary General Meeting, which includes a description of the principles adopted and the work performed by the Bank of Greece in the interest of sustainable development and in the context of its corporate social responsibility.

10. 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 2022.

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 2022 in accordance with the provisions of Article 19(e) of the Statute.

11. Election of members of the General Council.

Comment from the General Council:

The term of office of Mr Spyridon Theodoropoulos, Mr Georgios Karanikas, Mr Ioannis Retsos and Mr Athanasios Savvakis, elected by the 87th Annual Ordinary General Meeting of Shareholders on 20.3.2020, expires at today's Annual Ordinary General Meeting under Article 21 of the Statute.

As a result, the General Meeting is called upon to elect four new General Council members for a three-year term in their place.

The outgoing General Council members are eligible for re-election.

The names of the candidates will be disclosed to the Shareholders during the Meeting.

12. Election of Auditors for the year 2023.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting elect Ernst & Young (Hellas) Certified Auditors 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.

Comment from the General Council:

The company Ernst & Young (Hellas) Certified Auditors Accountants S.A. was selected 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.

13. Election of members of the Audit Committee.

Proposal to the General Meeting – Draft decision:

The term of office of Mr Dionysios Nikolaou and Mr Grigorios Stergioulis, elected by the 87th Annual Ordinary General Meeting of Shareholders on 20.3.2020, expires at today's Annual Ordinary General Meeting.

To ensure the Committee's regular and smooth operation, it is recommended that two new members of the Audit Committee be elected for a three-year term.

On a recommendation from the General Council, according to its decision dated 2.3.2023 (3rd Meeting), it is recommended that the General Meeting elect as new members of the Audit Committee for a three-year term, and in any case until the Annual Ordinary General Meeting of the year 2026, Mr Georgios Karadimas and Mr Christos Papazoglou.

14. Other announcements.

Athens, 15 March 2023
Human Resources and Organisation Department
Secretariat Section