



BANK OF GREECE
EUROSYSTEM

**AGENDA OF THE 92ND ANNUAL ORDINARY GENERAL MEETING OF
SHAREHOLDERS, 8.4.2025**

WITH COMMENTS FROM THE GENERAL COUNCIL AND DRAFT DECISIONS

1. Presentation of the Annual Financial Report for the year 2024 (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 2024.

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

The Annual Financial Report for the year 2024, which includes the Balance Sheet and the other Financial Statements for the year 2024, 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 2024, 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 2024, together with the Annual Financial Report, the Management Report and the Auditors' Report.

The Balance Sheet and the other Financial Statements for the year 2024, 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 2024, 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 2024, in accordance with Article 71 of the Statute, totalling €82,929,645, as follows:

- | | |
|---|--------------|
| - Dividend to be distributed: €0.6720 per share | € 13,349,203 |
| on 19,864,886 shares | |
| - Amount to be transferred to the Government | € 69,580,442 |

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the above appropriation of net profit for the year 2024.

Comment from the General Council:

In 2024, net profit came to €82,929,645. The dividend for the year 2024 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 for the year 2025.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the remuneration (fixed remuneration and remuneration for participation in the meetings of the Bank's General Council or Committees – including

all employer and employee social security charges applicable thereon) and travel expenses of the members of the General Council for the year 2025, as follows:

- (a) Fixed monthly remuneration: €400.*
- (b) Participation in the meetings of the Bank's General Council or 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 2024.

Proposal to the General Meeting – Draft decision:

The remuneration report referred to in Article 112 of Law 4548/2018 for the year 2024 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 or Committee meetings during the year 2024, 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 90th Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 7 April 2023 on a recommendation from the General Council (meeting 3/2.3.2023), effective as from 1st January 2023 for four (4) financial years.

It should be noted, in this connection, that the 91st Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 8 April 2024 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 Bank's General Council or 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 and 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 the Auditors' fees for the year 2025.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the Auditors' fees for the year 2025, in the amount of €192,000, plus VAT and any travel and accommodation expenses.

8. Presentation of the Annual Report of the Audit Committee for the year 2024.

Proposal to the General Meeting – Draft decision:

The Annual Report of the Audit Committee for the year 2024 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.

9. Approval of the revision of the Audit Committee Charter

Proposal to the General Meeting – Draft decision:

The revised Audit Committee Charter is submitted to the General Meeting for approval. The Charter is available (in Greek) [here](#).

Comment from the General Council:

The Audit Committee assessed, in accordance with Article 11 thereof, its Charter, which had been approved by the 88th Annual Ordinary General Meeting of Shareholders of 6.4.2021, following the General Council's relevant approval decision of 30 November 2020 (13th Meeting). In this context, taking into account developments, in particular in issues related to the practice of internal auditing, most notably following the revision of the relevant International Standards of the Institute of Internal Auditors (IIA) [Global Internal Audit Standards, GIAS], the Committee decided at its meeting no 2/24.2.2025 to adopt the revision of its Charter which is submitted for approval.

It should be noted that this revised Charter was approved by the decision dated 4 March 2025 (3rd Meeting) of the Bank's General Council. This Charter will become effective, in replacement of the current one, as from the date of its approval by the present General Meeting and will be posted on the Bank's website, in accordance with the applicable legislation.

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 2024.

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 2024 in accordance with the provisions of Article 19(e) of the Statute.

11. Election of a member of the General Council.

Comment from the General Council:

This Ordinary General Meeting marks the expiry of the term of office of Mr Dimitrios Th. Papalexopoulos, who, following the resignation of Mr Spyridon I. Theodoropoulos as member of the General Council, had been elected as a General Council member by the decision of 6 September 2024 (9th Meeting) of the General Council in accordance with Article 22 para. 5 of the Statute, with a term of office expiring on the date of this General Meeting.

As a result, the General Meeting is called upon to elect a new General Council member for a three-year term in his place. The outgoing General Council member is eligible for re-election.

The name of the candidate will be announced to the Shareholders at the latest on the date of the Meeting.

12. Election of members of the Audit Committee.

Proposal to the General Meeting – Draft decision:

The term of office of the following members of the Audit Committee expires at the present Annual Ordinary General Meeting:

- Mr Christos Hadjiemmanuil, elected as a member of the Committee by the 89th Annual Ordinary General Meeting of Shareholders of the Bank, which took place on 7 April 2022, with a term of office expiring on the date of this General Meeting.
- Mr Vasileios Kotsovilis, who had been elected as a member of the Committee for the time period until the expiry of the term of office of former Chairperson and member of the Committee Mr Dimitrios Sideris, i.e. until 14 September 2024, as well as for the time period up to and including the date of this General Meeting.

Following the relevant recommendations made by the General Council, in accordance with its decisions of 6.9.2024 (9th Meeting) and 4.3.2025 (3rd Meeting), it is recommended that the General Meeting:

- approve the appointment of Mr Vasileios Kotsovilis as member of the Audit Committee for the time that lapsed from 14.9.2024 up to and including the date of this General Meeting;
- elect as new members of the Committee for a three-year term, and in any event until the Annual Ordinary General Meeting of the year 2028, Mr Christos Hadjiemmanuil and Mr Vasileios Kotsovilis.

13. Election of Auditors for the year 2025.

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.

14. Announcement of appointment of a member of the Monetary Policy Council.

Comment from the General Council:

Announcement of the appointment of Mr Vasileios Kotsovilis as member of the Monetary Policy Council for a six-year term of office by the Presidential Decree of 12.8.2024 (Government Gazette YODD 873/12.8.2024), to replace Mr Dimitrios A. Sideris, whose term of office expired on 9.8.2024. Mr V. Kotsovilis is also a member of the General Council of the Bank (Articles 21 and 35A of the Bank's Statute).

15. Other announcements.

Athens, 13 March 2025
Human Resources Directorate
Secretariat Division