



BANK OF GREECE
EUROSYSTEM

**AGENDA OF THE 93RD ANNUAL ORDINARY GENERAL MEETING OF
SHAREHOLDERS, 6.4.2026**

WITH COMMENTS FROM THE GENERAL COUNCIL AND DRAFT DECISIONS

1. Presentation of the Annual Financial Report for the year 2025 (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 2025.

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

The Annual Financial Report for the year 2025, which includes the Balance Sheet and the other Financial Statements for the year 2025, 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 2025, 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 2025, together with the Annual Financial Report, the Management Report and the Auditors' Report.

The Balance Sheet and the other Financial Statements for the year 2025, 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 2025, 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 2025, in accordance with Article 71 of the Statute, totalling €257,741,433, as follows:

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|---|---------------|
| - Dividend to be distributed: €0.6720 per share | € 13,349,203 |
| on 19,864,886 shares | |
| - Amount to be transferred to the Government | € 244,392,230 |

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the above appropriation of net profit for the year 2025 and authorise the Management to arrange the details pertaining to the distribution and payment of the dividend for the year 2025.

Comment from the General Council:

In 2025, net profit came to €257,741,433. The proposed dividend for the year 2025 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 2026.

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 2026.

The said remuneration and travel expenses for the members of the General Council (following relevant recommendations by the General Council to the Annual Ordinary General Meeting initially by the decision of 26.4.2002 (5th Meeting) of the General Council, as clarified by the decision of 16.12.2013 (12th Meeting) of the General Council) amount, for the year 2026, to:

- (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 2025.

Proposal to the General Meeting – Draft decision:

The remuneration report referred to in Article 112 of Law 4548/2018 for the year 2025 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 2025 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 following a recommendation from the General Council (3rd Meeting/2.3.2023), effective as from 1st January 2023 for four (4) financial years.

It should be noted, in this connection, that the 92nd Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 8 April 2025 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 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 the Auditors’ fees for the year 2026.

Proposal to the General Meeting – Draft decision:

It is recommended that the General Meeting approve the Auditors’ fees for the year 2026, in the amount of €192,000, plus VAT. In addition, it is recommended that the General Meeting approve the payment of any travel and accommodation expenses up to the total amount of €3,000 per year.

8. Presentation of the Annual Report of the Audit Committee for the year 2025.

Proposal to the General Meeting – Draft decision:

The Annual Report of the Audit Committee for the year 2025 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. 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 2025.

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 2025 in accordance with the provisions of Article 19(e) of the Statute.

10. Election of members of the General Council.

Comment from the General Council:

This Ordinary General Meeting marks the expiry of the term of office of Messrs Georgios Karanikas, Ioannis Masoutis and Ioannis Retsos, who had been elected as General Council members by the 90th Annual Ordinary General Meeting of Shareholders of the Bank held on 7 April 2023.

As a result, the General Meeting is called upon to elect three 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 announced to the Shareholders on the date of the Meeting at the latest.

11. Election of members of the Audit Committee.

Proposal to the General Meeting – Draft decision:

The term of office of the members of the Audit Committee Messrs Georgios Karadimas and Christos Papazoglou, who had been elected as members of the Committee by the 90th Annual Ordinary General Meeting of Shareholders of the Bank of 7 April 2023, following a relevant recommendation by the General Council (General Council Decision 3/2.3.2023), expires at the present Annual Ordinary General Meeting.

Following a relevant recommendation by the General Council, in accordance with its decision of 2.3.2026 (3rd Meeting), it is recommended that the General Meeting re-elect Messrs Georgios Karadimas and Christos Papazoglou as members of the Committee for a three-year term, and in any event until the Annual Ordinary General Meeting of the year 2029.

12. Election of Auditors for the year 2026.

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. In this connection, the [Recommendation of the European Central Bank \(ECB/2022/3\)](#) of 17 February 2022 to the Council of the European Union on the external auditors of the Bank of Greece, as well as [Council Decision \(EU\) 2022/752](#) of 5 April 2022 amending Decision

1999/70/EC concerning the external auditors of the national central banks, as regards the external auditors of the Bank of Greece have been issued.

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

Comment from the General Council:

Announcement of the appointment of Mr Panagiotis Tsakoglou as member of the Monetary Policy Council for a six-year term of office by the Presidential Decree of 7.5.2025 (Government Gazette YODD 511/7.5.2025), to replace Ms Olga Charitou, whose term of office expired. Mr Tsakoglou is also a member of the General Council of the Bank (Articles 21 and 35A of the Bank's Statute).

14. Other announcements.

Athens, 12 March 2026
Human Resources Directorate
Secretariat Division