



**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 Thursday 26 February 2015, 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 2014, 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 2014.
3. Approval of the Governor's Annual Report, the Balance Sheet and the other Financial Statements for the year 2014, including the relevant Auditors' Report.
4. Approval of the appropriation of net profits, in accordance with Article 71 of the Statute, totalling €654,549,203, as follows:

- Gross dividend to be paid: €0.6720 per share on 19,864,886 shares	€ 13,349,203
- Payable to the Government	€ 641,200,000
5. Announcement of appointment of Governor and Deputy Governor.
6. Approval of the remuneration and travel expenses of the members of the General Council.
7. Approval of the Auditors' fees for the year 2015.
8. 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 2014.
9. Election of members of the General Council.
10. Election of Auditors for the year 2015.
11. Other announcements.

Owners of at least seventy-five (75) shares who stand registered with the Dematerialised Securities System (DSS) of "Hellenic Central Securities Depository S.A." (HCSD), member of the Hellenic Exchanges Group, as at the start of the fifth day prior to the Meeting (record date), i.e. **Saturday 21 February 2015**, shall have the right to attend the Meeting and vote in person or by proxy, subject to the limitations of Articles 8, 13 and 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*).

All management rights, including the right to participate and vote in the General Meeting, are suspended for the shareholders referred to in Article 8, para. 5 of the Bank's Statute (*as inserted by*

*the decision of the 79th Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 24 April 2012, which was ratified by Article 165, para. 7(b) of Law 4099/2012 [Government Gazette A 250/20.12.2012]), i.e. persons supervised by the Bank of Greece under Article 55A of its Statute or a provision of law; associated and affiliated firms; members of the board of directors or administrators of such persons; their spouses and relatives up to second degree.*

Furthermore, no shareholder other than the State and the persons referred to in Article 2 of Law 2292/1953 may exercise the right to vote in the General Meeting in respect to a number of shares that exceeds a percentage that corresponds to 2% of the Bank's share capital (*last indent of Article 13 of the Statute, as inserted by the decision of the 79th Annual Ordinary General Meeting of Shareholders of the Bank of Greece held on 24 April 2012, which was ratified by Article 165, para. 7(c) of Law 4099/2012 [Government Gazette A 250/20.12.2012]).*

Shareholders who are entitled to attend the Meeting shall receive their admission tickets from the Bank's Secretariat Section – Shares Service by **Wednesday 25 February 2015**.

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 February 2015** (since Monday 23 February 2015 – Monday of Lent – and Saturday 21 and Sunday 22 February 2015 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 to 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 entitled to vote and 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 **Wednesday 11 February 2015**). 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 (i.e. by **Friday 13 February 2015**) before the date of the General Meeting; at the same time, it shall be posted on the Bank's website.

Shareholders entitled to vote and 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 **Thursday 19 February 2015**).

Upon request by any shareholder entitled to vote, to be submitted to the Bank at least five (5) full days before the date of the General Meeting (i.e. by **Friday 20 February 2015**), 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, para. 3 of Law 2190/1920 is available on 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: +30 210-322 6371).

Athens, 19 January 2015  
By order of the GENERAL COUNCIL  
YANNIS STOURNARAS  
CHAIRMAN OF THE GENERAL COUNCIL  
GOVERNOR OF THE BANK OF GREECE