



**BANK OF GREECE**  
**EUROSYSTEM**

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**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 **Friday, 7 April 2023**, at 12:00 noon. Seeking the widest possible participation of shareholders and having regard to the current country-wide emergency measures to protect public health and to contain a further spread of the COVID-19 pandemic, as well as their successive extensions, the General Council has decided that the General Meeting will be conducted remotely by videoconference, in accordance with Article 125 of Law 4548/2018, as currently in force following its amendment by Article 23 of Law 4712/2020 (Government Gazette A146/29.7.2020).

The agenda of the Meeting is as follows:

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.
3. Approval of the Annual Accounts for the year 2022, together with the Annual Financial Report, the Management Report and the Auditors' Report.
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
5. Approval of the remuneration and travel expenses of the members of the General Council.
6. Discussion and vote on the remuneration report referred to in Article 112 of Law 4548/2018 for the year 2022.
7. Approval of a new Remuneration Policy for Members of the General Council as from 1.1.2023 for four (4) financial years.
8. Approval of the Auditors' fees for the year 2023.
9. Presentation of the Annual Report of the Audit Committee for the year 2022.
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.
11. Election of members of the General Council.
12. Election of Auditors for the year 2023.
13. Election of members of the Audit Committee.
14. Other announcements.

**A. Right to attend and vote at the General Meeting**

Owners of at least seventy-five (75) shares who, as at the start of the fifth day prior to the Meeting, i.e. **Sunday, 2 April 2023** (record date), either (a) stand registered with the Dematerialised Securities System (DSS) of Hellenic Central Securities Depository S.A. (ATHEXCSD), a member of the Hellenic Exchanges Group, where the Bank's securities are held, or (b) are identified as shareholders through participants, registered intermediaries or other intermediaries under the legislation in force (Law

4548/2018; Law 4569/2018; Articles 25-36 of Law 4706/2020; Commission Implementing Regulation (EU) 2018/1212; and the Operating Regulations of the Hellenic Central Securities Depository [Government Gazette B/1007/16.3.2021]), as applicable, 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. Shareholders that wish to exercise these rights are not required to have their shares blocked. Seventy-five (75) shares shall confer upon their holder the right to one (1) vote. Shareholders owning less than seventy-five (75) shares may appoint a shareholder as their joint proxy, who may attend the Meeting provided that he/she represents at least seventy-five (75) shares on aggregate (*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 at 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 the 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 of a number of shares corresponding to more than 2% of the Bank's share capital (*last sentence 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]*).

Shareholder capacity may be verified on the record date through any lawful means, including information obtained electronically by the Bank from ATHEXCSD via online access to the DSS records or through the aforementioned intermediaries, in case that the shares are held in an omnibus account and in accordance with the legislation in force. A shareholder may participate in the Ordinary General Meeting on the basis of the confirmations or notifications referred to in Articles 5 and 6 of Commission Implementing Regulation (EU) 2018/1212 that are provided by the intermediary to ATHEXCSD, which acts as issuers' service provider. In case of late identification, the General Meeting may refuse such participation for an important reason that justifies such refusal, subject to the legislation in force (Article 19, para. 1 of Law 4569/2018, Article 124, para. 5 of Law 4548/2018).

#### B. Remote participation and voting at the General Meeting via videoconference

Shareholder participation and voting at the Ordinary General Meeting of 7 April 2023, to be held remotely by videoconference, requires the creation and use of an online shareholder or proxy account on the electronic platform (hereinafter "*Online Platform*") developed by "Hellenic Exchanges-Athens Stock Exchange S.A." for the purpose of providing services to listed companies regarding the conduct of remote general meetings via videoconference on the website <https://axia.athexgroup.gr>.

Access to the Online Platform requires a computer or a mobile device (smartphone or tablet) with access to the internet and an installed browser.

For a shareholder or proxy account to be created on the said Online Platform, the shareholder or proxy must provide a valid email address and mobile phone number.

To login to the Online Platform, the shareholder must enter the details as specified above, already stored in the DSS and communicated to the Bank by ATHEXCSD in the context of the services provided to listed companies for the purpose of facilitating the identification of shareholders at general meetings held remotely, in accordance with Part 3 of decision no. 8 of the Board of Directors of ATHEXCSD "Technical conditions and procedures for provision of the Registry, Corporate and

Other Relevant Actions Service". If the details provided do not match, the shareholder will need to update his/her information in order to create an account.

**To this end, shareholders are requested to contact without delay the Participant in the Securities Account with the DSS in which they hold their Bank of Greece shares or any other intermediary providing custody services for Bank of Greece shares, as the case may be, in order to notify and/or update their valid email address and mobile phone number needed for their identification.**

Further information regarding participation in the General Meeting can be found on the Bank of Greece website [www.bankofgreece.gr](http://www.bankofgreece.gr), under "Shareholder update", in the document entitled "*Remote participation in the General Meeting of Shareholders by videoconference*" [in Greek].

For any queries and information, shareholders can contact the Bank's Secretariat Section – Shares Service, 21, E. Venizelos Street, Athens (tel.: +30 210-320 3341 and +30 210-320 3288, fax: +30 210-322 6371, email: [serv.shares@bankofgreece.gr](mailto:serv.shares@bankofgreece.gr)).

In addition, from the publication of the present notice to the end of the General Meeting, a dedicated *help desk* will provide technical information and assistance to shareholders and proxies (tel. +30 210-336 6120, email [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr)).

On the date of the General Meeting, shareholders wishing to attend will need to login on time via the Online Platform, at least thirty minutes (30') prior to the scheduled start time of the General Meeting; state the number of voting rights with which they will be participating in the General Meeting and the number of votes that they will be casting; if they so wish, they may modify the said number, but only downwards; and activate the online Meeting Tool by choosing the relevant link sent by email.

Shareholders attending the General Meeting as per above shall be counted for the establishment of a quorum and majority and will have the right to effectively exercise their rights during the General Meeting. Thus, the said shareholders shall:

- a) be considered to be present in person at the General Meeting;
- b) be counted towards the quorum of shareholders present in person or by proxy and towards the calculation of the percentage of issued capital of the Bank of Greece present in person or by proxy, with the number of votes which they stated they will exercise in accordance with the above;
- c) be able to follow online the proceedings of the General Meeting;
- d) have the right to vote in real time during the course of the General Meeting on the items on the agenda at the specific time announced by the Chair;
- e) have the right to take the floor and address the General Meeting orally during the course of the General Meeting; and
- f) have the right to receive confirmation of the recording of their vote.

### C. Attending and voting by proxy

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 (21, E. Venizelos Street, Athens (tel.: +30 210 320 3341 and +30 210 320 3288, fax: +30 210 322 6371, email: [serv.shares@bankofgreece.gr](mailto:serv.shares@bankofgreece.gr)) at least forty-eight (48) hours before the scheduled date of the General Meeting, i.e. no later than **Wednesday, 5 April 2023**, an instrument of proxy, duly completed and signed, with authentication of signature (a template is available on the Bank's website, [www.bankofgreece.gr](http://www.bankofgreece.gr), under "Shareholder Update". The above template is also available to shareholders in paper form from the Bank's Secretariat Section – Shares Service).

A shareholder may appoint a proxy for a single General Meeting or for as many meetings as may be held within a specified time period.

Shareholders that are legal persons shall participate in the General Meeting through their duly authorised representatives and shall, within the deadline indicated above, 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, or other written communication, shall suffice.

A shareholder may participate in the General Meeting in person or by proxy, and may appoint up to three (3) proxies. A proxy acting on behalf of several persons may cast a different vote for each shareholder.

In particular regarding participation by proxy in the Ordinary General Meeting of 7 April 2023, to be held remotely via videoconference, each shareholder will only be allowed to appoint one (1) proxy, and such appointment will need to take place no less than forty-eight (48) hours prior to the scheduled date of the General Meeting, i.e. no later than **Wednesday, 5 April 2023**.

Upon receiving the said details, including the proxy's email address and mobile phone number, as stated in the instrument of proxy, the Bank of Greece will create a proxy account on the Online Platform and will then notify the proxy by email to activate his/her account so as to be able to exercise the rights of the shareholder according to the above.

A shareholder's proxy shall be required to disclose to the Bank, prior to the commencement of the General Meeting, any event that would enable the shareholders to assess a potential risk of a conflict of interests.

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

- (a) a shareholder that controls the Bank, or is another legal person or entity controlled by such shareholder;
- (b) a member of the General Council or other decision-making bodies 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 external 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.

#### D. Minority rights

Shareholders entitled to vote and representing:

- (a) one twentieth (1/20) of the paid-up capital of the Bank shall have the right to:
  - 1) request that the General Council add further items to the agenda of the General Meeting provided that they submit such a request to the General Council at least fifteen (15) days prior to the Meeting (i.e. by **Thursday, 23 March 2023**). Such request must be accompanied by statement of grounds of the requested addition or a draft decision for approval by the General Meeting. The revised agenda shall be made public in the same manner as the original agenda, thirteen (13) days before the date of the General Meeting (i.e. by **Saturday, 25 March 2023**), and shall also be available to shareholders via the Bank's website, along with the grounds of the requested addition or the draft decision submitted;
  - 2) submit draft decisions on any of the items included in the original or revised agenda of the General Meeting provided that they submit a request to the General Council at least seven (7) days prior to the Meeting (i.e. by **Friday, 31 March 2023**). Such draft decisions shall be made available to shareholders at least six (6) days prior to the General Meeting (i.e. by **Saturday, 1st April 2023**);
- (b) one tenth (1/10) of the paid-up capital of the Bank shall have the right to request the General Council to provide the General Meeting with information on the course of the Bank's corporate affairs and property status, by submitting to the General Council a request at least five (5) full days prior to the date of the General Meeting (i.e. by **Saturday, 1st April 2023**).

Upon the request of any shareholder, submitted to the Bank at least five (5) full days prior to the date of the General Meeting (i.e. by **Saturday, 1st April 2023**), the General Council shall provide the General Meeting with the requested information on the Bank's affairs, to the extent that it is relevant to the items on the agenda. The obligation to provide such information shall not apply in the case of data already available on the Bank's website.

#### E. Documents and information

The full texts of the documents and draft decisions, as well as the information required under Article 123, paras. 3 and 4 of Law 4548/2018, are available on the Bank's website, [www.bankofgreece.gr](http://www.bankofgreece.gr), under "Shareholder Update". Such documents and information may also be obtained in hard copy from the Bank's Secretariat Section - Shares Service, 21, E. Venizelos Street, Athens (tel.: +30 210-320 3341 and +30 210-320 3288, fax: +30 210-322 6371, email: [serv.shares@bankofgreece.gr](mailto:serv.shares@bankofgreece.gr)).

Athens, 2 March 2023

By order of the GENERAL COUNCIL  
YANNIS STOURNARAS  
CHAIRMAN OF THE GENERAL COUNCIL  
GOVERNOR OF THE BANK OF GREECE