

PIRAEUS BANK



The Board of Directors of Piraeus Bank, during its session on Wednesday, May 23rd, 2018, decided to call the Annual General Meeting on **Friday, June 29th, 2018**.

Please find below the invitation to the Annual General Meeting:

INVITATION

Friday, June 29th, 2018, at 10:00 a.m.

**PIRAEUS BANK
INVITATION
TO THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

(Reg. No. 225501000
Previous Reg. No. 6065/06/B/86/04)

The Shareholders are hereby invited in accordance with the Law, Piraeus Bank's Articles of Association and by virtue of resolution dated May 23rd, 2018 of the Board of Directors, to attend the Annual General Meeting to be held on **Friday, June 29th, 2018 at 10:00**, in Athens at the **Grande Bretagne Hotel**, "Grand Ballroom" Hall (1 Vas. Georgiou A' Str., 105 64 Athens).

In the event the requisite quorum for the items of the agenda is not met, the Shareholders are hereby invited to attend the **First Iterative General Meeting** to be held on **Tuesday, July 10th, 2018 at 10:00**, in Athens at the **Grande Bretagne Hotel**, "Golden Room" Hall (1 Vas. Georgiou A' Str., 105 64 Athens).

THE ITEMS OF THE AGENDA ARE AS FOLLOWS:

1. Submission and approval of the Annual Financial Statements for the fiscal year 01.01.2017 - 31.12.2017, together with the relevant Auditors' and Board of Directors' Reports
2. Announcement of the election of new Board Members in replacement of members who have resigned
3. Release of the members of the Board of Directors and the Auditors from any liability for damages with respect to the fiscal year 01.01.2017 - 31.12.2017
4. Appointment of (regular and substitute) Certified Auditors for the fiscal year 01.01.2018 - 31.12.2018
5. Approval of fees and remunerations paid in respect of 2017 and preliminary approval for fees to be paid to members of the Board of Directors in respect of 2018
6. Authorization of the members of the Board of Directors and executive officers of the Bank to participate in the management of affiliated (as stipulated in article 32, of Law 4308/2014) companies of the Bank, in accordance with article 23 Codified Law 2190/1920
7. Miscellaneous announcements



RIGHT TO PARTICIPATE AND VOTE IN THE AGM

Shareholders having the right to participate and vote in the Annual General Meeting (**AGM**) dated **June 29th, 2018** are those registered on **June 24th, 2018**, i.e. at the opening of the fifth day prior to the date of the Annual General Meeting (**Record Date**), in the electronic registry of the Dematerialized Securities System ("DSS"), managed by "Hellenic Central Securities Depository" (HCSD) and kept by Hellenic Exchanges S.A. ("HELEX").

In the event the required quorum is not met at the **AGM**, the Shareholders having the right to participate and vote at the **First Iterative General Meeting dated July 10th, 2018 (First Iterative)** are those registered in the above registry at the opening of **July 6th, 2018 (Record Date of the First Iterative General Meeting)**. In the latter event, a newer invitation will not be issued, in accordance with the law.

The Shareholder status on the Record Date and the Record Date of the First Iterative is verified through the direct electronic linkup of the Bank with the records of the Dematerialized Securities System ("DSS").

Only those who qualify as shareholders on the relevant record date are entitled to participate and vote in the **AGM** or the **First Iterative**. Shareholders not complying with the provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

The exercise of the right to participate and vote does not require the blocking of shares or any other process which restricts the Shareholders' ability to sell and/or transfer shares during the period between the **Record Date** or the **Record Date of the First Iterative General Meeting** and the **date of the relevant General Meeting (AGM or First Iterative)**.

The Bank's Articles of Association do not provide for the possibility of the participation of Shareholders in the General Meeting by electronic means, without the shareholders or their representatives being physically present at the Meeting, nor for the possibility of voting by distance through electronic means or correspondence.

PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

The Shareholder, who is entitled to participate in the **AGM** may vote either in person or by proxy. Each Shareholder may appoint up to three (3) proxies. However, if a Shareholder has shares of the Bank held in more than one securities account, the above limitation shall not prevent the Shareholder from appointing separate proxies for each of the securities account, where shares are held. A proxy holder, acting on behalf of several shareholders, may cast votes differently in respect of shares held by each shareholder represented. Each Shareholder may appoint a proxy holder either for a single General Meeting or for multiple meetings taking place within a determined time period.

The appointment and / or any revocation of a Shareholder's proxy shall be made in writing and shall be notified as described below at least three (3) days prior to the date of the General Meeting.

The proxy form as well the form for the revocation of Proxy is available at Piraeus Bank's branches as well as on the Bank's website <http://www.piraeusbankgroup.com>, and at the Bank's Shareholders' Services Department, (Mitropoleos 9, 105 57, Athens - 1st floor).

The proxy form or the form for the revocation of Proxy, completed and signed, must be submitted to either Piraeus Bank's branches or to the Bank's Shareholders' Services Department, (Mitropoleos 9, 105 57, Athens - 1st floor), until **June 27th, 2018**. Moreover, Shareholders may within the aforesaid deadline, i.e. by **June 27th, 2018** submit the above forms to the Shareholders' Services Department by email at the address ZapantiM@piraeusbank.gr, according to par. 2 art. 19 of the Bank's Articles of Association.

In the case where a proxy has been appointed solely for the purposes of the **AGM**, the final date of submission of the proxy form and the form for the revocation of Proxy, in the event of the **First Iterative** shall be **8 July 2018**.

The proxy votes in accordance with the Shareholders' instructions, as long as these are in place and is obliged to file the required voting instructions for at least one (1) year from the submission of the minutes of the General Meeting to the statutory publication requirements.

It is noted that the proxy is obliged to disclose to the Company, before the commencement of the General Meeting, any event which might be useful to the Shareholders in assessing the risk of the proxy pursuing any



interest other than the interest of the represented Shareholder. A conflict of interest within this context may in particular arise where the proxy:

- a) is a controlling shareholder of the Bank or is another controlled entity by such shareholder;
- b) is a member of the Board of Directors or of the Management of the Bank or of a controlling shareholder or of a controlled entity by such shareholder;
- c) is an employee or an auditor of the Bank or of a controlling shareholder or of a controlled entity by such shareholder;
- d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.

SHAREHOLDER MINORITY RIGHTS

- (i) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request, that the Board of Directors includes additional items on the agenda of the AGM, by means of an application submitted at least fifteen (15) days prior to the date of the AGM. In this instance this application must be delivered to the Board of Directors until **June 14th, 2018**.
- (ii) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request of the Board of Directors, upon submission of a respective application, to provide the Shareholders with draft resolutions for items included in the initial or revised **AGM** agenda, by uploading the same at least six (6) days prior the date of the **AGM**, to the Bank's website (<http://www.piraeusbankgroup.com>). This application must be submitted to the Board of Directors until **June 23rd, 2018**.
- (iii) With the submission of a respective application Shareholders may request of the Board of Directors to provide the **AGM** with specific information with respect to Bank's business, to the extent that this is useful for the actual assessment of the items of the agenda, at least five (5) days prior to the date of the **AGM**. This application must be submitted to the Board of Directors until **June 24th, 2018**.

(iv) At the request of Shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the **AGM** the amounts which have been paid during the last two years to each member of the Board of Directors or to the Bank's executive officers, as well as any benefits granted to them for any reason, or on the basis of their contract with the Bank, at least five (5) days prior the date of the **AGM**. This application must be submitted to the Board of Directors until **June 24th, 2018**.

(v) Shareholders representing one fifth (1/5) of the paid-up share capital, may request of the Board of Directors, by way of an application, to provide to the **AGM** with information on the course of the corporate affairs and the state of the Bank's assets, at least five (5) days prior the date of the **AGM**. This application must be submitted to the Board of Directors until **June 24th, 2018**.

(vi) More detailed information on the above minority rights and the terms of their exercise are available on the Bank's website <http://www.piraeusbankgroup.com>.

AVAILABLE DOCUMENTS AND INFORMATION

The present invitation, any documents to be submitted to the **AGM**, the draft resolutions for each item of the agenda, the proxy forms and any other information as stipulated in Article 27, paragraph 3, of Law 2190/1920, are posted on the Bank's website <http://www.piraeusbankgroup.com> and available at the Bank's branches.

Athens, May 23rd, 2018

THE BOARD OF DIRECTORS