
**RESOLUTIONS OF THE
EXTRAORDINARY GENERAL MEETING
OF PIRAEUS BANK
DECEMBER 10th, 2020**

Piraeus Bank announces that the Extraordinary General Meeting of Shareholders, held on December 10th 2020 at 15:00 and conducted remotely in real-time, via teleconference was attended either in person or by proxy, by shareholders representing, a) 252,933,569 shares corresponding to 57.92% of the total 436,659,164 shares regarding the first and second item and b) 250,891,502 shares corresponding to 57.72% of the total 434,617,097 shares, regarding the third item.

The Extraordinary General Meeting discussed and adopted the following resolutions:

ITEM 1

(1) Approved:

- a) the demerger of the company named “Piraeus Bank Société Anonyme” by way of hive-down of the banking activity sector and its contribution into the incorporation of a new entity to be incorporated and licensed as a credit institution, as well as all actions, statements and announcements made by the Board of Directors or/and any other representative of the Bank regarding the demerger;
- b) the Draft Demerger Deed of the société anonyme under the name “Piraeus Bank Société Anonyme” by way of hive-down of the banking activity sector and its contribution into a new entity to be incorporated and licensed as a credit institution, pursuant to the provisions of article 16 of L. 2515/1997 (in particular para. 5 thereof regarding the consolidation of assets and liabilities) and articles 54 para. 3, 57 para. 3 and 59-74 of L. 4601/2019, as in force, including the Transformation Balance Sheet dated 31 July 2020;
- c) the Auditor’s report regarding the verification of the book value of the hived down sector’s assets and liabilities, on July 31st, 2020 and the review of the terms of the Draft Demerger Deed;
- d) the Articles of Association of the beneficiary (new) entity which will acquire the hived down banking activity sector and will be licensed as a credit institution, including the articles regarding to the first Board of Directors and the Audit Committee of the new entity, in accordance with the provisions of Law, as in force

(2) Authorized:

- a) Messrs. Christos Megalou, Managing Director (CEO), Executive Board Member and Theodore Gnardellis, Executive General Manager, acting jointly to sign the final Demerger Deed, which shall be drawn up as a notarial deed, as well as each acting individually, to sign any related documentation necessary to complete the demerger;
- b) Mr. Panagiotis Skoularikis, General Manager and to Ms. Vassiliki Roulia, acting jointly, to represent, regarding the process of the demerger, before any supervisory authority or/and body or/and organisations of public or private sector, in Greece and abroad;
- c) Messrs. George Marinopoulos, General Manager and Apostolos Markoutsis, each acting individually, to proceed to any other required action for the completion of the demerger;
- d) Ms Maria Zapanti, Senior Director and Ms Kyriaki Gavriilidou, Director, each acting individually, to sign any related document and proceed to all necessary formalities of publicity related to completion of the demerger.

ITEM 2

a) **Approved** the amendment of the Articles of Association of the demerged Bank, with amendment, addition or/and rephrasing of its articles, aiming to its adjustment as a result of the hive down of the banking sector.

(b) **Authorized** Ms Maria Zapanti, Senior Director and Ms Kyriaki Gavriilidou, Director, each acting individually to proceed with any necessary action to complete the amendment of the demerged Bank's Articles of Association.

ITEM 3

Approved:

a) the determination of a six-member Audit Committee, that will consist by five (5) members of the Board of Directors, plus the representative of the Hellenic Financial Stability Fund (HFSF), will function as a Committee of the Board of Directors, with a term ending at the end of the tenure of the current Board of Directors, elected at the meeting of 26.06.2020 Annual General Meeting of the Bank's shareholders, ie on 26.06.2023, that can be extended until the Annual General Meeting that will convene after the end of the term of the Board of Directors, under the terms and conditions of article 44 of L. 4449/2018, of L. 3016/2002, L. 3864/2010 and the Relationship Framework Agreement between the Bank and the HFSF, as in force, and;

b) the appointment of a) Mr. Hexter David, Independent Non-Executive Member, b) Mr. De Boeck Karel, Vice-Chairman, Independent Non-Executive Member, c) Mr. Berahas Solomon, Independent Non-Executive Member, d) Ms Weatherston Anne, Independent Non-Executive Member, e) Mr Panzures Andrew, Independent Non-Executive Member, as members of the Audit Committee in accordance with the provisions of article 44, law 4449/2017. It is also noted that the HFSF representative, Mr. Dontas Periklis, Non - Executive Member will participate, in accordance with the L.3864/2010, in the Audit Committee, as well. The Chairman of the Audit Committee shall be appointed by its members.