

**ABSTRACT OF MINUTES of
the EXTRAORDINARY GENERAL MEETING
of SHAREHOLDERS
of the SOCIETE ANONYME under the name
“PIRAEUS FINANCIAL HOLDINGS S.A.”
on April 7th 2021**

In Athens today, **Wednesday April 7th 2021 at 4pm** convened in an Extraordinary General Meeting, the Shareholders of the Company, remotely in real time, following the Invitation of the Board of Directors on March 16th 2021, which is as follows:

«INVITATION

Wednesday, April 7th, 2021, at 16:00

**PIRAEUS FINANCIAL HOLDINGS S.A.
INVITATION
TO THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS**

Reg. No. 225501000

*Pursuant to the Law, the Company's Articles of Association and by virtue of resolution dated March 16th, 2021 of the Board of Directors, the Shareholders are hereby invited to participate remotely in real-time via teleconference to the Extraordinary General Meeting on **Wednesday April 7th, 2021 at 16:00.***

ITEMS OF THE AGENDA

Item 1: *Grant of authorization to the Board of Directors to increase the share capital of the Company, including the authority to limit or cancel the pre-emptive right of the existing shareholders, in accordance with articles 24 para.1 and 27 para.4 of L.4548/2018*

Item 2: *Increase of the nominal value of each existing ordinary share and simultaneous reduction of the total number of existing ordinary shares of the Company (reverse split) and, if necessary for the purposes of achieving an integral number of shares, a concurrent share capital increase via capitalization of part of the existing “Share premium” reserve. Respective amendment of Articles 5 and 25 of the Articles of Association and grant of relevant authorizations to the Company's Board of Directors*

Item 3: *Reduction of the share capital of the Company through the decrease of the nominal value of each ordinary share without altering the total number of ordinary shares (as such figures will have been determined following the corporate actions included in Item 2 of the agenda) in order to form a special reserve, pursuant to article 31 para. 2 of L. 4548/2018. Respective amendment of Articles 5 and 25 of the Articles of Association of the Company.*

Item 4: *Grant of authorization to the Board of Directors to establish a plan to award stocks in accordance with the provisions of article 113 par.4 of law 4548/2018 to executives and employees of the Company and its affiliated companies, within the meaning of article 32 of law 4308/2014, in the form of stock option rights (stock options)*



*In the event the requisite quorum for the items of the agenda is not met, the General Meeting will convene again in a Repetitive General Meeting remotely in real-time by teleconference on **Wednesday April 14th 2021 at 16:00**.*

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the repetitive General Meeting will not be published.

*Taking into account the measures and instructions of the State against the risks and spread of COVID-19 and in accordance with the provisions in the current Articles of Association of the Company, the Extraordinary General Meeting on **April, 7th 2021** and any Repetitive Meeting, will take place remotely, in real-time by teleconference and the use of electronic means, under the conditions of the current legislation and the specific provisions in the present invitation.*

*In addition, in accordance with the provisions in the current Articles of Association of the Company provide shareholders with the option to participate remotely by mail vote at the vote on the items of the General Meeting on **April 7th 2021** and any Repetitive Meeting, that will take place before the General Meeting, under the conditions of the current legislation and the specific provisions in the present invitation.*

A. RIGHT TO PARTICIPATE AND VOTE

*Shareholders having the right to participate and vote in the Extraordinary General Meeting (EGM) dated **April 7th, 2021**, as well as in the Repetitive General Meeting dated **April 14th 2021 (RGM)** are those registered on **April 2nd, 2021**, i.e. at the opening of the fifth day prior to the date of the Extraordinary General Meeting (**Record Date**), in the electronic registry of the Dematerialized Securities System ("DSS"), managed by "Hellenic Central Securities Depository" (HCSD).*

*The shareholder status on the Record Date and the Record Date of the **RGM** is verified through the direct electronic linkup of the Company with the records of the Dematerialized Securities System ("DSS").*

*The exercise of the right to participate and vote does not require the blocking of shares or any other relevant 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 RGM** and the date of the relevant General Meeting (EGM or RGM).*

B. PROCEDURE FOR REMOTE PARTICIPATION AND VOTING IN REAL TIME BY TELECONFERENCE

*In order for shareholders to participate and vote at the **EGM** on **April 7th 2021** or at the **RGM** which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website www.athexgroup.gr/AXIAeShareholdersMeeting.*

The internet platform is provided by the company "Hellenic Central Securities Depository SA." while the WEBEX tool/service team from Cisco Hellas SA is used for the teleconference.

In order to access the internet platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access. In order for a shareholder or his/her proxy to create an account in the internet platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the internet platform the above information entered by the shareholder does not match the date registered in the Dematerialized Securities System and have been provided to the Company by the Hellenic Central Securities Depository as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Decision No 8 of the Board of Directors of the Hellenic Central Securities Depository, "Services to facilitate shareholder identification in remote general meetings & provision of 2-factor authentication when investors access ATHEXCSD electronic services", shareholders must provide or update the information above, in order to create the account.



For this purpose, shareholders are requested to contact without delay the Operator of their Account where the shares of the Company are kept, or any other intermediary, that provides them with custody services for the shares of the Company, as the case may be, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent via email to shareholders that have completed the above procedure and are eligible to participate at the EGM or the RGM.

For any questions and for instructions, shareholders may contact the Shareholders' Services Department of the Company by email at ShareholdersMeeting@piraeusholdings.gr or by telephone at +30 210 3739301 and +30 210 3335039 (daily between 09.00 –17.00).

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366120 or by email at AXIAeShareholdersMeeting@athexgroup.gr. Shareholders that will participate at the EGM by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

Shareholders who are successfully connected to the internet platform will be able to participate in the EGM in real-time by teleconference via a link that will either be sent to them via email or will be available on the online platform.

By activating the Cisco Webex application through the link at the beginning of the EGM, the shareholders will have the ability to:

- i) follow the proceedings of the EGM with electronic or audiovisual means,*
- ii) take the floor and address the General Meeting orally during the EGM,*
- and, at the same time, through the internet platform they will have the ability to:*
- iii) vote in real time during the EGM on the matters of the daily agenda,*
- iv) receive information on the recording of their vote.*

C. PROCEDURE FOR REMOTELY PARTICIPATING IN THE VOTE BEFORE THE GENERAL MEETING [MAIL VOTE]

I. In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the item of the EGM that will take place before the General Meeting,

Specifically, shareholders that wish to participate and vote remotely on the item of the EGM that will take place before the General Meeting, can make use of this option:

a) Either by exercising the right to vote before the EGM through the internet platform www.athexgroup.gr/AXIAeShareholdersMeeting in which they have previously created an account and have successfully registered as described in B. above, during the time period from Saturday 03.04.2021 at 12.00 and until twenty-four (24) hours before the date of the EGM (i.e. until 16:00 on 06.04.2021 at the latest).

b) Or by completing and submitting the "Mail vote document" with the signature authenticated, to the Shareholders' Services Department of the Company (9, Mitropoleos, Athens, or sending digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at ShareholdersMeeting@piraeusholdings.gr at least twenty-four (24) hours before the date of the EGM (i.e. by 16.00 on 06.04.2021 at the latest).



The mail vote document is available to shareholders in hard copy at the Shareholders' Services Department of the Company (9, Mitropoleos, tel. +30 210 3739301 and +30 210 3335039), and in electronic form on the website of the Company <https://www.piraeusholdings.gr>

Shareholders that vote as above before the EGM are counted to form the quorum and majority, provided that the votes in question have been received by the Company **by 16:00 on Tuesday 06.04.2021 at the latest.**

II. It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the EGM which will take place before the General Meeting, **can appoint up to one (1) proxy**; the appointment must be made **at the latest forty-eight (48) hours before the date of the EGM (i.e. by 16:00 on 05.04.2021 at the latest), as specifically described below in D II.**

Following this deadline, it will not be possible to participate by proxy in the vote that will take place **before the EGM.**

III. If the quorum, as required by the Law and the Articles of Association in order to decide the whole or part of the original daily agenda, is not obtained during the meeting of **07.04.2021**, at the RGM which will take place on **14.04.2021 at 16:00**, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the General Meeting, in the following ways:

a) Either by exercising again the right to vote before the General Meeting through the internet platform www.athexgroup.gr/AXIAeShareholdersMeeting in which they have previously created an account and have successfully registered as described in B. above, during the time period **from Saturday 10.04.2021 at 12:00 and until twenty-four (24) hours before the date of the RGM (i.e. until 16:00 on 13.04.2021 at the latest).**

b) Or by completing and submitting the "Mail vote document" with the signature authenticated, to the Shareholders' Services Department of the Company (9, Mitropoleos, Athens, 1st floor) or sending digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via email at ShareholdersMeeting@piraeusholdings.gr **at least twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. by 16:00 on 13.04.2021 at the latest).**

Shareholders that vote as above before the General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Company **by 16:00 on 13.04.2021 at the latest.**

IV. For the potential **RGM on 14.04.2021**, shareholders that had not appointed a proxy for the **EGM**, or wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the Repetitive General Meeting, they **can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Repetitive General Meeting (i.e. by 16:00 on 12.04.2021 at the latest), as specifically mentioned below in D II.**

After that date, it will not be possible to participate by proxy at the vote that will take place **before the RGM.**

For any questions and for instructions, shareholders may contact the Shareholders' Services Department of the Company by email at ShareholdersMeeting@piraeusholdings.gr or by telephone at +30 210 3739301 and +30 210 3335039 (daily between 09.00 – 17.00).

In addition, shareholders are asked to confirm that the "Mail Vote document" is successfully sent and received by the Company, and can, for this purpose, call +30 210 +30 210 3739301 and +30 210 3335039 (Shareholders' Services Department).



D. PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

*I. Shareholders participate in the **GM** and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. However, if a shareholder possesses shares of the Company that are held in more than one Investor Securities Account, the above restriction cannot prevent the shareholder from appointing different proxies for the shares in each investor account for a particular General Meeting. A proxy appointment can be freely recalled. A proxy that acts for more than one shareholders can vote differently for each shareholder.*

Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

*The proxy votes in accordance with the shareholders' instructions, as long as these are in place is obliged to file the required voting instructions for at least one (1) year from the date of the **EGM** or the **RGM**.*

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to ascertain the risk that the proxy may serve other interests besides the interests of the shareholder.

A conflict of interest may arise particularly when the representative is:

- a) A shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,*
 - b) A member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company.*
 - c) An employee or a certified auditor of the Company or a shareholder that exercises control, or other legal person or entity that is controlled by a shareholder that exercises control of the Company.*
 - d) A spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).*
- The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Meeting.*

*II. **Specifically** for shareholder participation by proxy at the EGM on **7th April 2021** (or any Repetitive Meetings), remotely in real-time by teleconference, or by shareholder participation by proxy at the vote on the items of the **EGM** that will take place before the General Meeting, shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the EGM (i.e. **by 16:00 on 05.04.2021 at the latest**).*

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the representative, as declared in the proxy document, an account is created for the proxy on the internet platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Company has made available documents:



- a) To appoint a proxy to participate in the **EGM** on **April 7th, 2021** remotely in real-time by teleconference; and
- b) To appoint a proxy to vote on the items of the **EGM** that will take place before the General Meeting on **April 19th, 2021**.

These documents are available to shareholders in hard copy at the Shareholders' Services Department of the Company (9, Mitropoleos, Athens, Tel.: +30 210 3739301 and +30 210 3335039), and in electronic form on the website of the Company <https://www.piraeusholdings.gr>

The abovementioned documents should be filled-in, signed with the signature authenticity verified, and submitted to the Shareholders Services Department of the Company, at 9, Mitropoleos, Athens or be sent digitally signed by using a recognized digital signature (qualified certificate) by the proxy or shareholder by e-mail at ShareholdersMeeting@piraeusholdings.gr at least forty eight (48) hours before the date of the **EGM**.

Shareholders are asked to confirm for the successful dispatch of the appointment in writing and receipt by the Company and may contact by telephone for this reason: +30 210 3739301 and +30 210 3335039 (Shareholders Services Department).

E. SHAREHOLDER MINORITY RIGHTS

In the context of the General meeting, the shareholders of the Company have, among others, the following 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 **EGM**, by means of an application submitted at least fifteen (15) days prior to the date of the **EGM**. In this instance this application must be delivered to the Board of Directors until **March 23rd, 2021**.
- (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 **EGM** agenda, at least seven (7) days prior to the date of **EGM**. This application must be submitted to the Board of Directors until **March 31st, 2021**. The draft resolutions are available to the shareholders according to the provisions of paragraph 3 of article 123 of Law 4548/2018, at least six (6) days before the date of the General Meeting.
- (iii) With the submission of a respective application shareholders may request of the Board of Directors to provide the **EGM** with specific information with respect to Company's business, to the extent that this is relevant to the items of the agenda, at least five (5) full days prior to the date of the **EGM**. This application must be submitted to the Board of Directors until **April 1st, 2021**.
- (iv) Shareholders representing one tenth (1/10) of the paid-up share capital, may request of the Board of Directors, by way of an application, to provide to the **EGM** with information on the course of the corporate affairs and the state of the Company's assets, at least five (5) full days prior the date of the **EGM**. The Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. This application must be submitted to the Board of Directors until **April 1st, 2021**.

More detailed information on the above minority rights and the terms of their exercise are available on the Company's website <https://www.piraeusholdings.gr>

F. AVAILABLE DOCUMENTS AND INFORMATION

The present invitation, any documents to be submitted to the **EGM**, the draft resolution and relevant proposals of the Board of Directors for the item of the agenda, the proxy forms, for the appointment of representative, the email vote document and



any other information as stipulated in Article 123, paragraph 3, of law 4548/2018, are posted on the Company's website <https://www.piraeusholdings.gr> and available in hard copy at the Shareholders Services Department of the Company.

Athens, March 16th 2021

THE BOARD OF DIRECTORS"

Interim Chairman of the General Meeting, pursuant to article 129 of Law 4548/2018, is Mr. Georgios Handjinicolaou, Chairman of the Board of Directors, who declares open the Extraordinary General Meeting and appoints as interim secretaries Ms. Olympia Voutsas and Mr. Fotis Kotsis.

At this point, the Chairman informs that the work of the General Meeting can be attended in the English language (through interpretation) via a call by the participants in the General Meeting to a phone number with a specific code, and that, at each stage of the procedure, the necessary more specific guidelines will be provided.

Afterwards, the Chairman highlights that, taking into account the State's measures and guidelines for tackling the consequences of the risk of COVID-19 spreading and in accordance with the Company's Articles of Association, the General Meeting will be held entirely remotely in real time, through two electronic systems:

- the web platform "AXIA e-Shareholders' meeting", provided by the company "Hellenic Central Securities Repository S.A.", to which all the Company's shareholders and their representatives have been registered and connected, and which will be used for the voting on the agenda items, and
- the teleconference system "Webex", provided by the company "Cisco Hellas S.A.", which enables to participate in the General Meeting and ask questions. Moreover, through Webex, the shareholders will decide on the final Presidium of the General Meeting and on the participation of the shareholders who are legally entitled to participate in the General Meeting, but did not sign up in time.

Furthermore, the Chairman of the General Meeting ascertains that all the legal procedures and formalities required for the convention of the Extraordinary General Meeting were followed, and more specifically:

- The Invitation to the General Meeting was published on "ERMIS", the official mechanism for the central storage of regulated information of the Athens Stock Exchange, and was registered in time in the Company Record with GEMI (post ref. No. 2347555/16.03.2021).

Pursuant to the provisions of Law 4548/2018, the following information was published on the Company's website:

- a) the Explanatory Note on the agenda items proposed for approval in the General Meeting,
- b) the Form for the Appointment of a Representative (authorization) for the remote participation in the General Meeting,
- c) the Form for the Appointment of a Representative (authorization) for the remote voting before the General Meeting,
- d) the mail voting Form for the remote voting before the General Meeting,
- e) the detailed information on the shareholders' rights and the terms of exercise thereof, as specified by Law 4548/2018, and
- f) the total number of shares and voting rights existing at the date of the Invitation to the Extraordinary General Meeting.



In compliance with the law, all the shareholders with voting rights in this General Meeting, that is those who had the shareholder status on **02.04.2021**, according to the repository of the Hellenic Central Securities Depository, are:

Shareholders of ordinary shares: **28,969**

Total number of shares and votes: **831,059,164 (100% percentage)**

From the data regarding the electronic participation and identification of the shareholders, it is found that the General Meeting is attended remotely in real time by video-conference, in person or by representative, shareholders representing in total a) 600,417,349 shares, i.e., 72,25 % of the share capital that can vote on items 1, 3 and 4 of the agenda, and b) 598,375,282 shares, i.e., 72,18% of the share capital that can vote on item 2 of the agenda.

Moreover, the General Meeting is attended by representatives of shareholders, who presented their authorizations out of time, i.e., after 05.04.2021, and who represent a) 25,256,655 shares and an equal number of votes. In accordance with the law, the said shareholders can participate in the General Meeting, unless the Meeting refuses this participation for cause. In this context, the Chairman asks the shareholders participating in the General Meeting, in person or by representative, if they accept the participation of the above shareholders, the representatives of whom presented their authorizations out of time. The General Meeting accepts the participation of the above shareholders in this session of the General Meeting.

Following the above, it is confirmed that the number of the shareholders participating, either in person or by representative, in this General Meeting and the respective percentage of the share capital that can vote on the agenda items, are as follows:

EXTRAORDINARY GENERAL MEETING OF 07 APRIL 2021
OVERALL TABLE OF BENEFICIARY SHAREHOLDERS – PRESENT SHAREHOLDERS

		Shareholders	Percentage	Shares	Percentage	Total Votes	Percentage	Proportionate Share %
ITEM 1, 3 & 4	Beneficiaries	28,969	100.00%	831,059,164	100.00%	831,059,164	100.00%	
	Present	211	0.73%	625,674,004	75.29%	625,674,004	75.29%	
	By mail	6	0.02%	319,462	0.04%	319,462	0.04%	0.05%
	Compliant	202	0.70%	600,097,887	72.21%	600,097,887	72.21%	95.91%
	Non-compliant	3	0.01%	25,256,655	3.04%	25,256,655	3.04%	4.04%

ITEM 2	Beneficiaries	28,969	100.00%	829,017,097	100.00%	829,017,097	100.00%	
	Present	211	0.73%	623,631,937	75.23%	623,631,937	75.23%	
	By mail	6	0.02%	319,462	0.04%	319,462	0.04%	0.05%
	Compliant	202	0.70%	598,055,820	72.14%	598,055,820	72.14%	95.90%
	Non-compliant	3	0.01%	25,256,655	3.05%	25,256,655	3.05%	4.05%

It shall be pointed out that, pursuant to Law 3864/2010, as in force, from the total 509,775,400 shares held by the Hellenic Financial Stability Fund (H.F.S.F), as legally represented and attending this General Meeting, 2,042,067 shares, held by the



H.F.S.F. following the 2013 recapitalization, are not counted in the percentages of quorum and majority for the 2nd item of the agenda of this Extraordinary General Meeting.

Consequently, the General Meeting is asked whether there is any objection regarding the number of the shareholders attending the present General Meeting.

No shareholder objects and, therefore, the General Meeting unanimously ratifies the above list of participants with voting right in the present General Meeting

Then, the Chairman calls the General Meeting to elect, pursuant to article 129 of Law 4548/2018, the final Chairman and Secretaries, while the General Meeting unanimously proceeds to the election of Mr. Georgios Handjinicolaou as final Chairman and Ms. Olympia Voutsas and Mr. Fotis Kotsis as final Secretaries and Tellers.

Afterwards, the Chairman makes a reference to and welcomes the officers of the Hellenic Financial Stability Fund who remotely attend the General Meeting, Mr. Ilias Xirouhakis, Deputy Chief Executive Officer, Ms. Marica Frangakis, Executive Committee Member, Ms. Evangelia Chatzidakou, Financial Manager, Ms. Despina Doxaki, Legal Counsel, Mr. Konstantinos Angelopoulos, Director of Portfolio Management, Mr. Loukas Karalis, Chief Investment Officer and Ms. Margarita Leontopoulou, Fund's Observer.

In addition, he mentions that the panel is attended by the member of the Board of Directors, Mr. Christos Megalou, Chief Executive Officer, and the Group General Counsel, Mr. George Liakopoulos, while it is also remotely attended by the Members of the Board of Directors and Executives of the Company.

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Then, the discussion on the agenda items begins.

Item 1 Grant of authorization to the Board of Directors to increase the share capital of the Company, including the authority to limit or cancel the pre-emptive right of the existing shareholders, in accordance with articles 24 para.1 and 27 para.4 of L.4548/2018

Regarding the first agenda item, which this General Meeting will be called to vote after the elaboration of all the agenda items, the Chairman of the General Meeting of the Company's Shareholders informs the Meeting as follows:

On the first item, the Board of Directors proposes the grant of authorization by the General Meeting, according to article 24 par. 1 Law 4548/2018, to the Board of Directors to resolve, with the quorum and majority required by law, the increase of the share capital of the Company by an amount that may not exceed three times the paid up capital on the date of the delegation of these powers to the Board of Directors, namely up to €14.959.064.952, by issuing new common registered voting shares and to determine the specific terms and time plan of the increase in accordance with the applicable provisions of Law 4548/2018, including indicatively the structure of the share capital increase, the offering price of the new shares and the power to limit or cancel the pre-emptive right of existing shareholders in accordance with the provisions of article 27 par. 4 of Law. 4548/2018, the categories of investors eligible to participate in it, the criteria of allocation between the various categories of investors in Greece and / or abroad, the conclusion of the necessary contracts or agreements with foreign and / or domestic intermediaries, organizers, coordinators or managers. and / or other investment services companies, and in general to proceed to any necessary, requisite or expedient act, action and legal act for the implementation of the increase, including the relevant amendment of the Company's Articles of Association. The Board of Directors may exercise the above power once or partially in several transactions. The above authorizations are proposed to be granted in order to facilitate the



raising of funds by the Company in the future in an accelerated and flexible manner, if required, and will be valid for three (3) years.

With respect to the proposed authorization to the Board of Directors to limit or cancel the pre-emption right of existing shareholders in future share capital increases of the Company with the issuance of new ordinary shares, it is noted that the cancellation of the pre-emptive right is deemed, under the present conditions, to be justified and in the interest of the Company, since, in view of the announced Capital Enhancement Plan and the Non Performing Exposures Reduction Plan of the Group:

- it will enable the Company to act quickly for the implementation of the Capital Enhancement Plan by expediting the respective procedures for the accelerated completion of the share capital increase whilst providing it with the maximum possible flexibility,
- It will facilitate the determination of the offer price of the new shares on the basis of procedures and practices that are acknowledged and followed both internationally and domestically, such as the book building process, and in any case in a transparent, expeditious and competitive manner, thus reducing the time between the initiation of the offer and the completion of the share capital increase, noting, however, that the offer price will not be lower than the nominal value of the Company's shares to be determined following the corporate actions included in this agenda, and
- It will facilitate the expansion of its shareholder base and the consequent increase of the share's free float.

Furthermore, it is noted that, as it has already been announced on 26.03.2021 regarding the preliminary intentions of the Company concerning the share capital increase under preparation by excluding the preemption rights of the existing shares, especially for the existing shareholders of the Company, who will participate in the said increase, the Management of the Company is planning to foresee the preferential allotment of the new shares. Specifically, the Management of the Company intends to propose to the Board of Directors, which will decide the increase in the future, based on the authorization required by the General Meeting and will set, among others, the criteria of the new shares' allotment and the adoption of a system of preferential allotment of the new shares to the existing shareholders (both private – non qualified investors and qualified investors) who shall be subscribed in public offering in Greece. This preferential allotment is intended to cover the holding rate of the subscribed existing shareholder in the share capital of the Company. In case the subscription of an existing shareholder exceeds their holding rate in the share capital of the Company, according to the above, (oversubscription), then it is planned to satisfy by priority only the part of their subscription corresponding to their pro-rata holding. Upon completion of the preferential allotment, the part of the oversubscription that has not been satisfied, shall be added together with the other subscriptions of the existing shareholders and the subscribed new investors and, if there are still available shares, all these subscriptions shall be satisfied pro rata. The above mentioned are, at the moment, being processed both from a legal and technical point of view and shall be finalized by relevant decision of the Company's Board of Directors.

It is noted that, in an eventual share capital increase to be decided by the Board of Directors on the basis of the authorization sought from the General Meeting, and to the extent that the HFSF decides to participate in said share capital increase, the pertinent provisions of Law 3864/2010 as in force at the time, will also be applicable.

At this point, the Secretary informs that the voting on the items of the Agenda is completed and, then, the Chairman informs that, in a while, the results of the voting on the items of the Agenda will be announced.

The Secretary delivers to the Chairman the results of the voting on the items of the Agenda, which are as follows:



On the 1st item of the Agenda, the General Meeting with a majority

- votes in favor: 621,392,197 (99.32% of the votes cast)
- votes against: 3,861,924 (0.62% of the votes cast)
- abstention: 419,883 shares

Authorizes, according to article 24 par. 1 of Law 4548/2018, the Board of Directors to resolve, with the quorum and majority required by law, the increase of the share capital of the Company by an amount that cannot exceed three times the paid up capital on the date of delegation of these powers to the Board of Directors, namely up to €14.959.064.952, with the issuance of new common registered voting shares, and to determine the specific terms and time plan of the increase in accordance with the applicable provisions of Law 4548/2018, including indicatively the structure of the increase, the offering price of the new shares, the power to limit or cancel the pre-emptive right of the existing shareholders, in accordance with the provisions of article 27 par. 4 of Law 4548/2018, the categories of investors eligible to participate in it, the criteria of allocation between the various categories of investors in Greece and / or abroad, the conclusion of the necessary contracts or agreements with foreign and / or domestic intermediaries, organizers, coordinators or managers and / or other investment services companies, and in general to proceed to any necessary, requisite or expedient act, action or legal act for the implementation of the increase, including the relevant amendment of the Company's Articles of Association. The Board of Directors may exercise the above power once or partially in several transactions. The above authorisations will be valid for three (3) years.

At this point, the Chairman declares the completion of the proceedings of the Company's Extraordinary General Meeting.

Exact Abstract

Athens April 19th 2021

THE CHAIRMAN of the BoD

GEORGE HANDJINICOLAOU