

The Board of Directors of Piraeus Bank, during its session on Thursday, May 25<sup>th</sup>, 2017, decided to call the Annual General Meeting on Wednesday, June 28<sup>th</sup>, 2017.

Please find below the invitation to the Annual General Meeting:

## INVITATION

**Wednesday, June 28th, 2017, 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 25th, 2017 of the Board of Directors, to attend the Annual General Meeting ('AGM') to be held on **Wednesday, June 28th, 2017 at 10:00**, in Athens at **the King George Hotel**, "Ballroom" Hall (3 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 11th, 2017 at 10:00**, in Athens at the **King George Hotel**, "Ballroom" Hall (3 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 01.01.2016 - 31.12.2016, 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 01.01.2016 - 31.12.2016
4. Nomination of (regular and substitute) Certified Auditors for the fiscal year 01.01.2017 - 31.12.2017
5. Approval of fees and remunerations paid in respect of 2016 and preliminary approval for fees to be paid to members of the Board of Directors in respect of 2017
6. Election of the new Board of Directors due to expiration of its term, and appointment of independent non executive members of the Board, according to Law 3016/2002, as in force
7. Appointment of members of Audit Committee, according to article 44, of Law 4449/2017
8. 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
9. Approval of agreements according to article 23a, of Law 2190/1920
10. Increase of the nominal value of each ordinary share and simultaneous reduction of the total number of ordinary shares of the Bank (reverse split) and, if necessary for the purposes of achieving an integral number of shares, a consequent share capital increase via capitalization of part of the reserve of Article 4 para. 4a of C.L. 2190/1920. Respective amendment of Articles 5 and 27 of the Articles of Association and the grant of relevant authorizations to the Bank's Board of Directors
11. 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 28th, 2017** are those registered on **June 23rd, 2017**, 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** dated **June 28th, 2017**, the Shareholders having the right to participate and vote at the **First Iterative General Meeting** are those registered in the above registry at the opening of **July 7th, 2017 (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 General Meeting** is verified through the direct electronic linkup of the Bank with the records of the Dematerialized Securities System (“DSS”). No share blocking is required 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)**.

## 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. 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 proxy form 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, completed and signed, must be submitted to either a Piraeus Bank’s branch or to the Bank’s Shareholders’ Services Department, (Mitropoleos 9, 105 57, Athens 1st floor), **at least three (3) days** prior to the date of the **AGM**, i.e. by **June 26th, 2017**. Moreover, Shareholders may within the aforesaid deadline, i.e. by

**June 26th, 2017** submit their forms for the appointment of proxies to the Shareholders’ Services Department by email at the address [ZapantiM@piraeusbank.gr](mailto:ZapantiM@piraeusbank.gr), according to par. 2 art. 19 of the Bank’s Articles of Association.

## 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 13th, 2017.
- (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 22nd, 2017**.
- (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 23rd, 2017**.
- (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 23rd, 2017**.
- (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 23rd, 2017**.

- (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 25th, 2017**

**THE BOARD OF DIRECTORS**