

PIRAEUS BANK



The Board of Directors of Piraeus Bank, during its session in May 23rd 2019, decided to call the Annual General Meeting on **Friday, June 28th, 2019**.

Please find below the invitation to the Annual General Meeting:

INVITATION

Friday, June 28th, 2019, at 10:00 a.m.

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

Reg. No. 225501000

Pursuant to the Law, the Bank's Articles of Association and by virtue of resolution dated May 23rd, 2019 of the Board of Directors, the Shareholders are hereby invited to the Annual General Meeting to be held on **Friday, June 28th, 2019 at 10:00 a.m.**, 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 9th, 2019 at 10:00 a.m.**, in Athens at the **Grande Bretagne Hotel**, "Grand Ballroom" Hall (1, Vas. Georgiou A' Str., 105 64 Athens).

ITEMS OF THE AGENDA

1. Submission and approval of the Annual Financial Report (Bank and Group) for the fiscal year 01.01.2018 - 31.12.2018, including the Annual Financial Statements, along with the relevant Auditors' and Board of Directors' Reports
2. Approval of the overall management of the fiscal year 01.01.2018 – 31.12.2018, according to the article 108 of law 4548/2018 and release of auditors from any liability for the fiscal year 01.01.2018 – 31.12.2018 according the article 117 par.1 case (c) of the law 4548/2018
3. Appointment of Certified Auditors (regular and substitute) for the fiscal year 01.01.2019 - 31.12.2019
4. Submission and approval of Director's Remuneration Policy, according to the articles 110 and 111 of law 4548/2018
5. Approval of remuneration paid in respect of 2018 and preliminary approval for remuneration to be paid to members of the Board of Directors in respect of 2019
6. Granting of permission, as per article 98 par. 1 of law 4548/2018, to the Members of the Board of Directors and Managers of the Bank, to participate on the board of directors or in the management of the Group's subsidiaries and affiliates
7. Alignment of the Bank's articles of association to the provisions of law 4548/2018, pursuant to article 183 par. 1 of the above law
8. Amendment of article 2 (Business Scope) of the Bank's articles of association
9. 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, 2019**, as well as in the First Iterative General Meeting dated **July 9th, 2019 (First Iterative)** are those registered on **June 23rd, 2019**, 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").

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").

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 current 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 in relation to the AGM or the Iterative General meeting. 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 provision of proxy is freely revocable.

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 forty eight (48) hours 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 26th, 2019**. Moreover, Shareholders may within the aforesaid deadline, i.e. by **June 26th, 2019** 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.

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 date of the **General Meeting** or the **First Iterative General Meeting**.

It is noted that the proxy is obliged to disclose to the Bank, before the commencement of the **General Meeting** or the **First Iterative 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

In the context of the General meeting, the Shareholders of the Bank 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 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, 2019**.
- (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, at least seven (7) days prior to the date of AGM. This application must be submitted to the Board of Directors until **June 21st, 2019**. 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 **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, 2019**.
- (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, 2019**.

- (v) 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 **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**. 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 **June 24th, 2019**.

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 and relevant proposals of the Board of Directors for each item of the agenda, the proxy forms (or/and the revocation of proxy) for the appointment of representative and any other information as stipulated in Article 123, paragraph 3, of law 4548/2018, are posted on the Bank's website <http://www.piraeusbankgroup.com> and available at the Bank's branches.

Athens, May 23rd, 2019

THE BOARD OF DIRECTORS