

**EXPLANATORY REPORT  
TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF AGRICULTURAL BANK OF GREECE SA  
IN ACCORDANCE WITH ARTICLE 11 (A) OF LAW 3371/2005**

This explanatory report of the Board of Directors to the Ordinary General Meeting of the Bank's Shareholders contains detailed information with regard to the issues under Article 11 (a) (1) of Law 3371/2005.

## **I. Structure of the Bank's share capital**

The Bank's share capital stands at six hundred fifty one million nine hundred nineteen thousand nine hundred ninety nine euros and sixty eight cents (EUR 651 919 999.68) and is divided into nine hundred five million four hundred forty four thousand four hundred forty four (905 444 444) ordinary nominal shares with a face value of seventy two cents (EUR 0.72) each".

The rights of the Bank's shareholders that derive from the Bank's shares are pro rata the capital percentage corresponding to the fully paid value of each share. Each share provides all the rights provided for by Law and the Bank's Articles of Incorporation, and more specifically:

- the right to dividend from the Bank's annual profits or profits at liquidation. 35% of the net profit after deducting the statutory reserve only or 6% of the fully paid capital, whichever is higher, it is then distributed to the shareholders from the earnings of each period as a first dividend, while an additional dividend may be distributed if it so decided by the General Meeting. All shareholders whose particulars appear in the Shareholder's Register kept with the Bank on the date on which dividend beneficiaries are designated, are entitled to dividends. The dividend of each share is paid within two (2) months from the date of the Ordinary General Meeting that approved the annual financial statements. The place and terms of payment are communicated in the Press. The right to receive dividend payments is written off and the respective sum goes to the Greek Government after 5 years have elapsed from the close of the year in which the General Meeting approved such dividend distribution;
- the right to withdraw the contribution at the time of liquidation or respectively of the capital amortization corresponding to each share, if so decided by the General Meeting;
- the right of preemption at each increase of the Bank's share capital in cash and the obtainment of new shares;
- the right to receive a copy of the financial statements, of the reports of chartered auditors and of those of the Bank's BoD;
- the right to participate in the General Meeting, which includes the following individual rights: right to authorize, attend, participate in debates, submit suggestions with regard to the items on the agenda, record opinions in the minutes and vote;
- The General Meeting of the Bank's Shareholders retains all its rights during liquidation (in accordance with Article 36 (4) of the Bank's Articles of Incorporation).

Shareholder liability is limited to the face value of the shares they hold.

## **II. Restrictions to the transfer of the Bank's shares**

The Bank's shares are transferred as set forth in the Law, while the Articles of Incorporation pose no restrictions as to their transfer, given that they are non-paper shares listed on the ASE.

## **III. Considerable direct or indirect holdings in the sense of Presidential Decree 51/1992**

The Greek Government holds, as the Bank's shareholder, 77.31% of its overall number of shares.

## **IV. Shares granting special rights to audit**

There are no such shares providing their holders with special rights to audit.

## **V. Restrictions to the right to vote**

No provision is made in the Bank's Articles of Incorporation for restrictions to the right to vote arising from its shares.

## **VI. Agreements of the Bank's shareholders**

It is not known to the Bank if there are any agreements among its shareholders imposing restrictions to the transfer of its shares or to exercising the rights to vote arising from such shares.

## **VII. Rules for appointing and replacing BoD members and amending the Articles of Incorporation**

The rules provided for in the Bank's Articles of Incorporation on the appointment and replacement of BoD members and the amendment to its Articles of Incorporation are not different than those provided for in Codified Law 2190/1920.

## **VIII. BoD authorization to issue new or buy treasury shares**

In accordance with the provisions of Article 16 (5) to (13) of Codified Law 2190/1920, companies listed on the Athens Stock Exchange (ASE) may, by *decision* of the General Meeting of their shareholders, acquire treasury shares through the ASE and up to 10% of their total shares in order to support the stock exchange price of such shares and under the more specific terms and following the procedures laid down in Article 16 of Codified Law 2190/1920.

By virtue of BoD Decisions 2/3.2.2005 and 15/24.6.2005 and in implementing the provisions of Article 16 of Law 2190/1920, a total of 3 318 310 treasury shares were sold in the period between 10 January 2006 and 5 May 2006, through ASE transactions and at an average selling price of EUR 5.16 per share.

## **IX. Significant agreements that inure, are modified or expire as a result of audit change following a public proposal**

There are no significant agreements that enter into force, are modified or expire as a result a change in auditing the Bank following a public proposal

## **X. Agreements with members of the Board of Directors or the Bank's personnel**

There are no agreements between the Bank and members of its Board of Directors or its personnel providing for the payment of compensation in case of resignation or dismissal on no serious grounds or termination of term or employment as a result of a public proposal.

On behalf of the Bank's BoD  
Mr. Dimitrios Miliakos  
BoD Chairman