



22<sup>nd</sup> August, 2018

## ANNOUNCEMENT

**Subject: Decisions of the Extraordinary General Meeting of the Shareholders of Hellenic Bank Public Company Ltd**

The Extraordinary General Meeting of the Shareholders of Hellenic Bank Public Company Ltd (the “Company”), which was held on Wednesday 22<sup>nd</sup> August 2018, was attended by shareholders, either physically or by proxy, representing 151.442.811 shares, being 76,30% of the issued share capital of the Company.

At the abovementioned Extraordinary General Meeting, the following resolutions were discussed and approved:

## ORDINARY RESOLUTIONS

1. (a) THAT the Company issues rights (the “**Rights**”) on a pre-emptive basis to all the registered shareholders of the Company as these will appear in the Register of Members of the Company as at the record date which will be determined by the Board of Directors, for the raising of an amount of up to €100.031.254,40. The Rights will be issued and allocated gratis at a ratio of one Right to every one existing ordinary share. Every 25 Rights to be exercised will be converted into 18 new ordinary shares of nominal value €0,50 each with an exercise price of €0,70 each. The main terms of the Rights are included in the document named Shareholder Circular dated 31 July 2018 (the “**Circular**”); and

(b) THAT the Board of Directors is hereby authorised, at any time prior to the date of the publication of the relevant prospectus relating to the Rights, not to proceed with the implementation of the resolution set out in paragraph 1(a) above and with the issue of the Rights in the event that the acquisition of the business comprising certain assets and liabilities from the Cyprus Cooperative Bank Ltd pursuant to the relevant agreement described in the Circular (the “**Acquisition**”) has not occurred and the Board considers, at its discretion, that the Acquisition is not reasonably likely to occur; and

(c) THAT the Board of Directors is hereby authorised to issue and allot up to 142.901.792 ordinary shares at a price of €0,70 each, which will result from the exercise of the Rights; and

(d) THAT, to the extent that any Rights are not exercised, the Board of Directors is hereby authorised to issue and allot any shares that are not taken up as a result of the non -exercise of the said Rights:

- i) as provided in the subscription agreement, as amended, entered into between the Company and Demetra Investment Public Limited, a company incorporated under the laws of Cyprus with registration number HE 107777 and whose registered office is at 13 Limassol Avenue, 5<sup>th</sup> Floor, Aglantzia, 2112 Nicosia, Cyprus (“**Demetra**”) and described in the Circular, to Demetra so that the total allotment price of all the shares subscribed for by Demetra, including any shares resulting from the exercise by it of any Rights, is up to a maximum amount of €50.000.000 with an allotment price of €0,70 per share; and
- ii) to any other persons that the Board of Directors shall on its own discretion decide, at an allotment price of €0,70 per share.

Ordinary Resolution 1 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
151.305.460 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	151.305.460 shares	100%

2. THAT fractions of new ordinary shares resulting from the conversion of the Rights will not be issued and the Board of Directors will deal with any fractional balances regarding the exercise of the Rights at its discretion.

Ordinary Resolution 2 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
151.259.510 shares	99,97% of the shares that voted	45.950 shares	0,03% of the shares that voted	151.305.460 shares	100%

3. THAT in relation to the Integration Committee which has been formed to ensure the effective oversight and input of the Board of Directors in smoothly implementing the integration plan relating to the Acquisition, the remuneration of the chairman and members of the Integration Committee of the Board of Directors is fixed as follows: (i) Chairman of the Integration Committee €45.000 per year; (ii) for each member of the Integration Committee €20.000 per year.

Ordinary Resolution 3 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
151.259.510 shares	99,97% of the shares that voted	45.950 shares	0,03% of the shares that voted	151.305.460 shares	100%

### **SPECIAL RESOLUTION**

4. **On the condition that Resolution 1 is passed**, THAT having considered the report of the directors of the Company dated 31 July 2018 prepared pursuant to section 60B(5) of the Companies Law, CAP. 113 (as amended), the Company disapplies any pre-emption rights the Company's shareholders may have by operation of law and/or pursuant to the articles of association of the Company and/or otherwise in connection with the issue and allotment of up to 71.428.572 fully paid ordinary shares in the Company to POPPY SARL, a company incorporated under the laws of Luxembourg with registration number B217537 and whose registered office is at 33 rue Sainte Zithe, 2763 Luxembourg ("**POPPY SARL**") for a total consideration of up to €50.000.000,40 (i.e. at a price of €0,70 per share) and the Board of Directors is hereby authorised to issue and allot up to 71.428.572 fully paid ordinary shares in the Company to POPPY SARL at an allotment price of €0,70 per share.

Special Resolution 4 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
151.117.995 shares	99,88% of the shares that voted	187.247 shares	0,12% of the shares that voted	151.305.242 shares	100%

**HELLENIC BANK PUBLIC COMPANY LTD**