

**Notice for the Annual General Meeting of Hellenic Bank Public
Company Ltd and Proxy Form**

Announcement dated 6th August 2019 is attached.

Attachments:

1. **Notice for the Annual General Meeting of Hellenic Bank Public Company Ltd and
Proxy Form**
2. **Notice for the Annual General Meeting**
3. **Proxy Form**

Non Regulated

Publication Date: 06/08/2019



HELLENIC BANK

6 August 2019

ANNOUNCEMENT

Subject: Notice for the Annual General Meeting of Hellenic Bank Public Company Ltd and Proxy Form

Please find attached the Notice and the Proxy Form for the Annual General Meeting of Hellenic Bank Public Company Ltd (the “Bank”) which will be held on Wednesday 28 August 2019 at 11:30 a.m. at the Registered Office of the Bank, at Corner Limassol Avenue and 200 Athalassa Avenue, Strovolos, 2025 Nicosia, Cyprus. The abovementioned documents are available on the Bank’s website www.hellenicbank.com under Investor Relations / Announcements to CSE – CySEC and under Investor Relations / Shareholder Information (scroll down) / General Meeting Information.

The Annual Report of Hellenic Bank for 2018 is available, in electronic form, at the website of the Bank mentioned above.

Copies of the Annual Report, either in electronic or in printed form, are available, free of charge, at the Shares & Bonds Registry, Corner Limassol Avenue and 200 Athalassa Avenue, Strovolos, 2025 Nicosia, Cyprus (Telephone: 22500650 / 22500794, Fax: 22500065, e-mail: shares@hellenicbank.com).

The Annual Report will also be available, in printed form, at the Annual General Meeting.

The total number of issued shares and voting rights in the Bank on 6 August 2019 is 412.805.076.

HELLENIC BANK PUBLIC COMPANY LIMITED

HELLENIC BANK PUBLIC COMPANY LIMITED

Public Company, Registration Number: 6771, Registered Office: Corner Limassol Ave. & 200 Athalassas Ave., 2025 Strovolos, Nicosia, Cyprus
SWIFT: HEBACY2N, Service Line: 8000 9999 - Calling from Abroad: +357 22 500500, E-mail: hellenic@hellenicbank.com,
Website: www.hellenicbank.com



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting (the “**Annual General Meeting**”) of HELLENIC BANK PUBLIC COMPANY LIMITED (the “**Bank**”) will be held at the registered office of the Bank at Corner Limassol Avenue and 200 Athalassa Avenue, Strovolos, 2025 Nicosia, Cyprus, on Wednesday 28 August 2019 at 11:30 a.m.

AGENDA

ORDINARY BUSINESS

1. To consider and approve the management report for the year ended 31st December 2018.
2. To consider and approve the financial statements and the auditors’ report for the year ended 31st December 2018.
3. To approve the remuneration policy report for the year 2018 and to fix the remuneration of the directors.
4. To re-appoint the auditors and authorise the board of directors to fix their remuneration.
5. To re-elect the following directors, by separate resolutions, in accordance with Regulations 108 to 114 of the Bank’s articles of association (the “**Articles of Association**”):
 - (a) Mr. Stephen John Albutt (Resolution 5(a))
(proposed as independent non-executive director);
 - (b) Mr. David Whalen Bonanno (Resolution 5(b))
(proposed as non-executive director);
 - (c) Mr. Demetrios Efstathiou (Resolution 5(c))
(proposed as independent non-executive director);
 - (d) Mrs. Irena A. Georgiadou (Resolution 5(d))
(proposed as independent non-executive director);
 - (e) Mr. Lars Kramer (Resolution 5(e))
(proposed as executive director);
 - (f) Mr. Kristofer Richard Kraus (Resolution 5(f))
(proposed as non-executive director);
 - (g) Mr. Ioannis A. Matsis (Resolution 5(g))
(proposed as executive director);

- (h) Mr. Youssef A. Nasr (Resolution 5(h))
(proposed as independent non-executive director);
- (i) Mrs. Marianna Pantelidou Neophytou (Resolution 5(i))
(proposed as non-executive director);
- (j) Dr. Evripides A. Polykarpou (Resolution 5(j))
(proposed as independent non-executive director); and
- (k) Mr. Andrew Charles Wynn (Resolution 5(k))
(proposed as independent non-executive director).

To elect the following persons to the office of director, by separate resolutions, in each case in accordance with Regulation 109 to 114 of the Articles of Association:

- (l) Mr. Zion Bahloul (Resolution 5(l))
(proposed as independent non-executive director);
- (m) Mr. John Charles Chrystal (Resolution 5(m))
(proposed as independent non-executive director);
- (n) Mr. Marco Comastri (Resolution 5(n))
(proposed as independent non-executive director);
- (o) Mr. Ioannis Georgoulas (Resolution 5(o))
(proposed as independent non-executive director);
- (p) Mr. Marios Maratheftis (Resolution 5(p))
(proposed as non-executive director);
- (q) Mrs. Kyriaki Pilia (Resolution 5(q))
(proposed as independent non-executive director); and
- (r) Mr. Michael Spanos (Resolution 5(r))
(proposed as independent non-executive director).

SPECIAL BUSINESS

6. Employee Incentive Plan

To consider and, if considered appropriate, adopt the following resolution that will be proposed as a special resolution:

“(A) That the Board of Directors (or a duly authorised committee of the Board of Directors) be and is hereby authorised to exercise all powers of the Bank to establish employee incentive plans and for such purpose allot and/or issue to such employees of the Bank (including, without limitation, executive members of the Board of Directors), as the Board of Directors (or a duly authorised committee of the Board of directors) of the Bank may, in its sole and unfettered discretion determine, up to an aggregate of 20.640.250 ordinary shares in the Bank of a nominal value of €0,50 each (the “**New Shares**”). The employee incentive plans will be performance-based cash and/or share plans, with performance-based cash

and share awards being granted to employees during the financial years 2020 to 2024 (both inclusive), provided that:

(i) Each performance-based share award will, on vesting of the award, entitle the employee to one New Share;

(ii) not more than 4.128.050 performance-based share awards (the “**Annual Maximum Allocation**”) may be granted in any financial year;

(iii) any performance-based share awards not granted as part of the Annual Maximum Allocation which may be granted in any financial year, shall not be added to the Annual Maximum Allocation of performance-based share awards which may be granted in any subsequent financial year;

(iv) the award and vesting of such performance-based share awards will be based upon such performance criteria as the Board of Directors (or a duly authorised committee of the Board of Directors) of the Bank may, from time to time, determine and the performance-based cash and share awards shall be awarded and/or issued in a manner which is consistent with the provisions of the Governance and Management Arrangements Directive of 2014 of the Central Bank of Cyprus, as may be amended or replaced from time to time;

(v) the issue price per New Share, which shall be paid by the Bank, shall be equal to the higher of (a) the nominal value per New Share, and (b) the average closing price of one ordinary share of the Bank of a nominal value of €0,50 each at the Cyprus Stock Exchange, over the five days immediately preceding the date of issue of the New Share concerned during which there is trading in respect of ordinary shares of the Bank on the Cyprus Stock Exchange;

(vi) this authority shall be valid for a period of five years from and including the date of this resolution unless extended by the General Meeting of the Bank; and

(vii) in the event that the Bank shall at any time or from time to time subdivide the ordinary shares of the Bank of a nominal value of €0,50 each (the “**Ordinary Shares**”) into a larger number of shares or combine the issued Ordinary Shares into a smaller number of shares, then, and in each such case, the nominal value and number of the New Shares shall be adjusted accordingly, in such manner as the Board of Directors of the Bank (or a duly authorised committee of the Board of Directors) may, in its sole and unfettered discretion, determine.

(B) That any pre-emptive and other rights the Bank's shareholders have or may have by operation of law and/or pursuant to the articles of association of the Bank and/or otherwise in connection with the authority conferred on the Board of Directors (or a duly authorized committee of the Board of Directors) for the issue and allotment of shares in the Bank as contemplated in resolution 6(A) above or the issue of shares in the Bank pursuant to such authority be and are hereby irrevocably and unconditionally waived.”

7. Components of Remuneration

To consider and, if considered appropriate, adopt the following resolution (in accordance with paragraph 51(g)(ii) Governance and Management Arrangements Directive of 2014 of the Central Bank of Cyprus) that will be proposed as a special resolution:

“That for the purposes of paragraph 51(g)(ii) of the Governance and Management Arrangements Directive of 2014 of the Central Bank of Cyprus, the overall level of the variable components of remuneration provided to any one or more employees may reach but, in any event, shall not exceed 100% of the applicable fixed component of the total remuneration of the employees concerned.”

By order of the Board of Directors,

PETROS ARSALIDES
Secretary

Nicosia, 6th August 2019

EXPLANATIONS FOR THE MATTERS TO BE CONSIDERED BY THE ANNUAL GENERAL MEETING

ORDINARY BUSINESS

Item 1

To consider and approve the management report for the year ended 31st December 2018.

The management report for the year ended 31st December 2018 is included in the Bank's 2018 Annual Report and is available on the Bank's website www.hellenicbank.com (Investor Relations / Corporate Governance (scroll to the end) / Annual Reports).

Item 2

To consider and approve the financial statements and the auditors' report for the year ended 31st December 2018.

The financial statements and the auditors' report for the year ended 31st December 2018 are available on the Bank's website www.hellenicbank.com (Investor Relations / Financial Results (Annual Report 2018)).

Item 3

To approve the remuneration policy report for the year 2018 and to fix the remuneration of the directors for the year 2019 at the same level as last year.

The remuneration policy report is included in the Bank's 2018 Annual Report and is available on the Bank's website www.hellenicbank.com (Investor Relations / Corporate Governance (scroll to the end) / Annual Reports).

It is proposed that the directors' remuneration for the year 2019 remains the same as fixed for the year 2018 by the Bank's annual general meeting held on 11 July 2018. Particulars of the directors' remuneration for 2018 are set out in the remuneration policy report.

Item 4

4(a) To re-appoint KPMG Limited as auditors of the Bank for the year 2019.

The board of directors, on the recommendation of the audit committee, is proposing to the shareholders the re-appointment of KPMG Limited as auditors of the Bank. In accordance with section 153(2) of the Companies Law, Cap. 113, and in view of the fact that (i) no notice was received by the Bank for the appointment of another auditor or requesting the removal of the current auditors of the Bank; and (ii) KPMG Limited remains qualified and wishes to be re-appointed as auditors of the Bank, KPMG Limited are automatically re-appointed as auditors of the Bank for 2019.

4(b) To authorise the Board of Directors to fix the remuneration of the auditors.

The board of directors proposes the following resolution for approval:

To authorise the board of directors to fix the auditors' remuneration.

Item 5

To elect members of the board of directors.

Explanation for Resolutions 5(a) to 5(k) (ordinary resolutions)

In accordance with Regulation 108 of the Articles of Association, the following directors retire from office and, being eligible for re-election, offer themselves for re-election:

To re-elect the following directors by separate resolutions:

- (a) **Mr. Stephen John Albutt** (Resolution 5(a))
(proposed as independent non-executive director);
- (b) **Mr. David Whalen Bonanno** (Resolution 5(b))
(proposed as non-executive director);
- (c) **Mr. Demetrios Efstathiou** (Resolution 5(c))
(proposed as independent non-executive director);
- (d) **Mrs. Irena A. Georgiadou** (Resolution 5(d))
(proposed as independent non-executive director);
- (e) **Mr. Lars Kramer** (Resolution 5(e))
(proposed as executive director);
- (f) **Mr. Kristofer Richard Kraus** (Resolution 5(f))
(proposed as non-executive director);
- (g) **Mr. Ioannis A. Matsis** (Resolution 5(g))
(proposed as executive director);
- (h) **Mr. Youssef A. Nasr** (Resolution 5(h))
(proposed as independent non-executive director);
- (i) **Mrs. Marianna Pantelidou Neophytou** (Resolution 5(i))
(proposed as non-executive director);
- (j) **Dr. Evripides A. Polykarpou** (Resolution 5(j))
(proposed as independent non-executive director); and
- (k) **Mr. Andrew Charles Wynn** (Resolution 5(k))
(proposed as independent non-executive director).

The curricula vitae (CVs) of the directors who retire and offer themselves for re-election (Resolutions 5(a) to 5(k)) are available on the Bank's website

www.hellenicbank.com (Investor Relations / Corporate Governance [Board of Directors])).

It is noted that **Mr. Kristofer Richard Kraus** was appointed to the board of directors on 19 June 2019 and in accordance with the provisions of regulations 108 and 114 of the Articles of Association, he retires and offers himself for re-election.

Explanation for Resolutions 5(l) to 5(r) (ordinary resolutions)

According to Regulation 112 of the Articles of Association, no person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless not less than ten banking business days nor more than forty-five days before the date appointed for the meeting there shall have been left at the registered office of the Bank notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. Furthermore, according to Regulation 116 of the Articles of Association, any person (subject to being approved by the Central Bank of Cyprus and the European Central Bank) may be appointed, by an ordinary resolution, as director, either to fill a casual vacancy or as an additional director.

To elect the following persons to the office of director by separate resolutions:

- (l) **Mr. Zion Bahloul** (Resolution 5(l))
(proposed as independent non-executive director);
- (m) **Mr. John Charles Chrystal** (Resolution 5(m))
(proposed as independent non-executive director);
- (n) **Mr. Marco Comastri** (Resolution 5(n))
(proposed as independent non-executive director);
- (o) **Mr. Ioannis Georgoulas** (Resolution 5(o))
(proposed as independent non-executive director);
- (p) **Mr. Marios Maratheftis** (Resolution 5(p))
(proposed as non-executive director);
- (q) **Mrs. Kyriaki Pilia** (Resolution 5(q))
(proposed as independent non-executive director); and
- (r) **Mr. Michael Spanos** (Resolution 5(r))
(proposed as independent non-executive director).

Mr. Zion Bahloul, Mr. John Charles Chrystal, Mr. Marco Comastri, Mr. Ioannis Georgoulas, Mr. Marios Maratheftis, Mrs. Kyriaki Pilia and Mr. Michael Spanos have been proposed by members of the Bank pursuant to the provisions of Regulation 112 of the Articles of Association. The election of each one of the persons named above is subject to the approval of the Central Bank of Cyprus / European Central Bank and, if elected, each appointment will be effective as from the date of such approval.

The CVs of the persons named above for election to the office of director have been uploaded on the website of the Bank at www.hellenicbank.com (Investor Relations / Shareholder Information (scroll down) / General Meeting Information).

The names of any other nominees, if any, for election to the board of directors will be announced on 20 August 2019. The curricula vitae (CVs) of any nominees that will be received by the Bank will be uploaded on the Bank's website www.hellenicbank.com (Investor Relations / Shareholder Information (scroll down) / General Meeting Information).

It is noted that nominees for election to the board of directors of the Bank must satisfy the criteria set out in the Central Bank of Cyprus Directive on the Assessment of the Fitness and Probity of the Members of the Management Body and Managers of Authorised Credit Institutions of 2014. The election of any new member(s) to the board of directors is subject to the approval of the Central Bank of Cyprus / European Central Bank and their appointment will be effective as from the date of such approval.

SPECIAL BUSINESS

Item 6

Employee Incentive Plans

The board of directors recommends that employee incentive plans (the “**Plans**”) be established for employees of the Bank (including executive members of the Bank's Board of Directors).

For more particulars, please refer to the Report of the Board of Directors of Hellenic Bank Public Company Limited that accompanies the notice of the Annual General Meeting.

Item 7

Components of Remuneration

The Bank is seeking shareholder approval pursuant to paragraph 51(g)(ii) of the Governance and Management Arrangements Directive of 2014 of the Central Bank of Cyprus regarding the increase of the maximum ratio between the fixed and variable component of remuneration of employees of the Bank, to one hundred percent (100%) of that of the fixed component of such remuneration.

For more particulars, please refer to the Report of the Board of Directors of Hellenic Bank Public Company Limited that accompanies the notice of the Annual General Meeting.

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

- (1) Any person appearing as a shareholder on the register of members of the Bank on the “**Record Date**” is entitled to attend, to participate, to speak, ask questions and vote at the Annual General Meeting. The “**Record Date**” for the purposes of determining the right to vote at the Annual General Meeting is close of business on 27 August 2019. Transactions that take place from 23 August 2019 and thereafter shall not be taken into consideration for determination of the right to vote.
- (2) A shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy to attend, to speak, to ask questions and vote on his behalf. A proxy may be either a natural person or a legal person. A legal person appointed as proxy shall by resolution of its directors or other governing body authorise such natural person as it thinks fit to act as its representative at the general meeting concerned. Such proxy does not need to be a shareholder of the Bank. If a shareholder owns shares in the Bank that are held in more than one Investor Share Code, then that shareholder may, in respect of the Annual General Meeting, appoint separate proxy holders for the shares appearing in each Investor Share Code. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should indicate accordingly in the Form of Proxy.
- (3) The Form of Proxy, which is attached to this Notice and is posted on the Bank’s website www.hellenicbank.com (Investor Relations / Announcements to CSE – CySEC and Investor Relations / Shareholder Information (scroll down) / General Meeting Information), is also available in hard copy at the Shares and Bonds Registry Department, Corner of Limassol Avenue and 200 Athalassa Avenue, Strovolos, 2025 Nicosia, Cyprus. The proxy must be deposited at the registered office of the Bank (Corner of Limassol Avenue and 200 Athalassa Avenue, Strovolos, 2025 Nicosia, Cyprus) or sent by fax at +357 22 500065 or by e-mail at the address shares@hellenicbank.com **at least 48 hours before the time of commencement of the Annual General Meeting**. Shareholders may confirm that the relevant form of proxy has been successfully received by the Bank by calling the Shares and Bonds Registry Department at +357 22 500650 / 22 500794.
- (4) **Shareholders and / or their proxies who will attend the Annual General Meeting are kindly requested to bring with them their identity card or other proof of identification.**
- (5) Any corporation which is a member of the Bank, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting of the Bank, and the person so authorised, shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Bank.

VOTING PROCEDURES AT GENERAL MEETINGS

- (6) Pursuant to Regulation 63 of the Articles of Association, any resolution put to the vote of the Annual General Meeting (other than a resolution for the election of directors) shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded:
- (a) by the chairperson; or
 - (b) by at least five members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares in the Bank conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Bank shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- (7) On a show of hands, every member present in person or by proxy shall have one vote, and on a poll, every member present in person or by proxy shall have one vote for each share of which she / he / it is the holder.
- (8) If a poll is demanded (except as provided in Regulation 65 of the Articles of Association) it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (9) Regulation 65 of the Articles of Association provides that a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
- (10) An ordinary resolution is a resolution passed at a general meeting by a simple majority (50% + 1) of shareholders (with a right to vote) who voted at the meeting either in person or by proxy.
- (11) A special resolution passed by the Bank shall be a resolution passed at a general meeting by a majority of not less than three-fourths of the shareholders of the Bank who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty one days has been given pursuant to section 135 of the Companies Law, Cap.

113, specifying the intention to propose the resolution as a special resolution.

- (12) A resolution pursuant to section 59A of the Companies Law, Cap.113, is a resolution which is approved at a properly convened general meeting (a) by a majority of two thirds of the shareholders represented at the meeting or (b) with a simple majority where at least half of the issued share capital of the Bank is represented at the general meeting.
- (13) In the event that a shareholder does not vote on a particular resolution, then it is considered as an abstention (it is not calculated) in counting the votes for the specific resolution.
- (14) The procedure for the election of directors is set out in Regulation 109 of the Articles of Association. A separate poll shall be taken for each "Director Nominee" (as defined in the Articles of Association). Any Director Nominee who receives more negative votes than positive votes is deemed not elected. In the event that the number of Director Nominees who receive more positive votes than negative votes exceed the Maximum Number of Directors (as defined in the Articles of Association (currently thirteen), the Director Nominees shall be ranked in accordance with the procedure set out in Regulations 109 (B) and (C) of the Articles of Association, as follows:
 - (a) no Director Nominee shall be elected to office if such election were to cause the number of non-independent directors to be equal to or exceed the number of independent directors;
 - (b) any Director Nominee who holds the office of executive director and who receives more positive votes than negative votes shall be deemed elected irrespective of whether any one or more of the other Director Nominees have received more positive votes;
 - (c) the Director Nominees who receive the highest number of positive votes in absolute terms (and not by relative percentage of votes cast) in their respective polls shall, subject to the provisions of paragraphs (a) and (b) above, be elected until the Maximum Number of Directors is reached;
 - (d) if two or more Director Nominees receive the same number of positive votes, the Director Nominee who receives (as between such Director Nominees) the fewer negative votes shall be deemed elected. If following this selection two or more Director Nominees receive an equal number of positive votes and also the same number of negative votes, a second poll shall be taken as between the relevant Director Nominees and the procedure set out above shall apply. If following this second poll the relevant Director Nominees receive the same number of positive votes and also the same number of negative votes, the position shall be determined by draw to be taken in such manner as the chairman of the meeting may, in his absolute discretion, determine.

MINORITY RIGHTS AT THE GENERAL MEETING

- (15) Pursuant to section 127B of the Companies Law, Cap. 113, shareholders of the Bank have the right:
- (i) to put an item on the agenda of the annual general meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution for approval at the general meeting; and
 - (ii) to table a draft resolution for inclusion in the agenda of a general meeting, provided that:
 - (a) the said shareholder or group of shareholders hold at least five per cent (5%) of the issued share capital of the Bank, representing at least five per cent (5%) of the voting rights of all the shareholders entitled to vote at the meeting, for which an item has been added on the agenda; and
 - (b) the shareholders' request to put an item on the agenda or resolution (as described above) is received by the Secretary of the Bank, in hard copy or electronically at the addresses indicated below, at least 42 days prior to the relevant meeting.

Delivery Address for Hard Copy:

Secretary

Hellenic Bank Public Company Limited

Corner of Limassol Avenue & 200 Athalassa Avenue,

Strovolos, 2025 Nicosia, Cyprus

or by fax at +357 22 500054

Electronic address: secretariat@hellenicbank.com

- (16) Pursuant to section 128C of the Companies Law, Cap. 113, shareholders have a right to ask questions related to items on the agenda and receive answers to such questions from the board of directors of the Bank subject to any reasonable measures the Bank may take to ensure the identification of shareholders. An answer is not required where (a) it would unduly interfere with the preparation of the meeting or the confidentiality or business interests of the Bank; or (b) an answer has already been given on the Bank's website in a specially designed "Q&A" section; or (c) the chairperson of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.
- (17) Before the Annual General Meeting, shareholders may submit questions in writing by sending a letter, together with evidence of their shareholding, at least four days before the meeting (i.e. by 23 August 2019) to the office of the Secretary of the Bank, at Corner of Limassol Avenue and 200 Athalassa Avenue, Strovolos, 2025 Nicosia, Cyprus or by fax at +357 22 500054 or by email to secretariat@hellenicbank.com.
- (18) The documents, which will be submitted at the Annual General Meeting of the Bank as well as copies of the draft resolutions, will be available:

- (a) in electronic form, on the website of the Bank www.hellenicbank.com (Investor Relations / Shareholder Information (scroll down) / General Meeting Information); and
 - (b) in hard copy, free of charge, at the Shares and Bonds Registry Department, Corner of Limassol Avenue and 200 Athalassa Avenue, Strovolos, 2025 Nicosia, Cyprus (Telephone: +357 22 500650 / 22 500794, Fax: +357 22 500065, E-mail: shares@hellenicbank.com), as well as at the Annual General Meeting.
- (19) The information required by section 127A(4) of the Companies Law, Cap. 113, will be available on the website of the Bank www.hellenicbank.com (Investor Relations / Shareholder Information (scroll down) / General Meeting Information).

**REPORT OF THE BOARD OF DIRECTORS OF HELLENIC BANK PUBLIC
COMPANY LIMITED
(the “Bank”)**

27th June 2019

Employee Incentive Plans

The Board of Directors recommends that it is in the best interests of the Bank and its shareholders that employee incentive plans (the “**Plans**”) are established for employees of the Bank (including executive members of the Bank’s Board of Directors).

The Plans will be performance-based cash and/or share plans and will form part of the employees’ variable remuneration. Each performance-based share award entitles the employee to one ordinary share of the Bank on vesting, at no cost to the employee. A maximum of 20.640.250 ordinary shares in the Bank of a nominal value of €0,50 each (the “**New Shares**”) may be issued during the following five financial years period (2020 to 2024, both inclusive).

The objective of the Plans will be to contribute towards the creation of a culture of aligning the interests of the Bank’s employees with those of the shareholders of the Bank through the linking of awards to employees with the performance of the Bank. The design of the Plans, including deferral and vesting, together with the performance conditions attached to each award as well as the applicability of malus, claw back and ex-post risk adjustments, aim to assist the Bank in achieving sustainable financial results according to its strategic plan.

The Plans, including the award and vesting of such performance-based shares will be subject to the discretion of the Board’s Remuneration Committee, which consists of Non-Executive Directors. The Remuneration Committee will be responsible for the implementation of the Plans.

In addition, up to 100% of the awards under the Plans will be subject to malus and clawback provisions.

The Plans are intended to affect a wide range of employees across all functions of the Bank. The level of the performance-based cash and/or share awards granted to each employee will be based on both the individual performance of the employee as well as the overall performance of the Bank.

The vesting of the performance-based share awards will depend on certain performance conditions over the vesting period of the performance-based share awards. This aims to ensure that the long-term interests of the Bank are aligned with the interests of the employees. Vesting is spread in such a period so as to take into account the nature of each incentive plan and the underlying business cycle of the Bank, as well as its business risks.

The performance conditions measuring the performance of the Bank will *inter alia*:

- assess actual versus targeted performance;
- consist of financial and non-financial criteria; and

- be evaluated in terms of the achievement against a scorecard of these objectives.

The Plans and the issue of New Shares to employees pursuant to the Plans will be in line with the provisions of the Bank's remuneration policy as revised from time to time (the "**Remuneration Policy**"), the European Banking Authority Guidelines on remuneration policies and practices in force (the "**EBA Guidelines**") and the Governance and Management Arrangements Directive of 2014 of the Central Bank of Cyprus, as the same may be amended from time to time (the "**Governance Directive**").

It is proposed that the Bank will be authorised to grant to employees of the Bank up to an aggregate of 20.640.250 performance-based share awards provided that not more than 4.128.050 performance-based share awards (the "**Annual Maximum Allocation**") may be granted in any one financial year, as the Board of Directors (or a duly authorised committee of the Board of Directors) may, in its sole and unfettered discretion determine. Any performance-based share awards not granted as part of the Annual Maximum Allocation which may be granted in any one financial year, shall not be added to the Annual Maximum Allocation of performance-based share awards which may be granted in any subsequent financial year.

Vesting conditions, retention and claw back periods, in accordance with the Remuneration Policy, the EBA Guidelines and the Governance Directive as those are revised from time to time, will apply to any awards made. More specifically:

- performance-based share awards will vest over a period of at least 3 years, from each date on which they are granted; and
- a retention period of at least 1 year will apply to the New Shares acquired in respect of the performance-based share awards.

The operation of the Plans will not impact the regulatory capital adequacy of the Bank. The issuance of the New Shares will constitute a compensation expense.

The issue price per New Share, which shall be paid by the Bank, shall be equal to the higher of (a) the nominal value per New Share, and (b) the average closing price of one ordinary share of the Bank of a nominal value of €0,50 each at the Cyprus Stock Exchange, over the five days immediately preceding the date of issue of the New Share concerned, during which there is trading in respect of ordinary shares of the Bank on the Cyprus Stock Exchange.

In order for the Bank to be able to implement the Plans and issue New Shares to the employees of the Bank pursuant to the Plans, it is necessary that the Bank's shareholders waive their pre-emption rights in respect of the issue of the New Shares. This is why Resolution 6 is being proposed at the Annual General Meeting of the Bank.

Components of remuneration

Resolution 7 of the Annual General Meeting is seeking shareholder approval pursuant to section 51(g)(ii) of the Governance Directive regarding the increase of the maximum ratio between the fixed and variable component of remuneration of

employees of the Bank, to one hundred percent (100%) of that of the fixed component of such remuneration.

Increasing the maximum ratio between the fixed and variable component of remuneration of the employee, from 50% to 100% of the fixed component of the total remuneration of an employee, will provide flexibility to the Board of Directors to reward extraordinary performance in exceptional circumstances, as well as enable it to attract and retain talents. The increase in the limit on variable remuneration applies to all employees eligible for the employee incentive plans.

The proposed increase to the maximum ratio between the fixed and variable component of remuneration of employees of the Bank will not impact the regulatory capital adequacy of the Bank.

The Governance Directive provides that the increase of the variable component of remuneration to one hundred percent (100%) of the fixed component of remuneration must be approved by the shareholders of the Bank (a) by a majority of at least sixty-six percent (66%), provided that at least fifty percent (50%) of the shares or equivalent ownership rights are represented, or (b) by a majority of at least seventy-five percent (75%), if less than fifty percent (50%) of the shares or equivalent ownership rights are represented at the General Meeting resolving to approve such resolution.

The Central Bank of Cyprus has been duly informed by the Bank of its intention to propose to its shareholders at its Annual General Meeting a resolution to increase the maximum component of variable remuneration to one hundred percent (100%) of the fixed component of remuneration.

Chairman of the Board of Directors

To: HELLENIC BANK PUBLIC COMPANY LIMITED
 Corner Limassol Avenue & 200 Athalassa Avenue,
 Strovolos, 2025 Nicosia, Cyprus
Shares & Bonds Registry
Tel.: 22 500 650 / 22 500 794
Fax: 22 500 065
Email: shares@hellenicbank.com

FORM OF PROXY

I / We* _____ with
 ID/ registration number* _____ of _____,
 member / members* of HELLENIC BANK PUBLIC COMPANY LIMITED (the “Bank”), hereby appoint
 Mr. / Ms.* _____ ID / registration number* _____
 of _____ or, if he / she* is unable to attend,
 Mr. / Ms.* _____ ID / registration number* _____
 of _____ as my / our* representative, to attend and vote on my / our*
 behalf regarding all* / _____ ** of my / our* shares, to vote for me / us* or on my / our* behalf at the
 Annual General Meeting of the Bank (the “AGM”), which will take place on Wednesday 28 August 2019 at 11:30
 a.m. and at any adjournment thereof.

METHOD OF VOTING

The appointed proxy will vote as he / she* thinks fit, unless the manner of voting is indicated in the boxes below:

ORDINARY RESOLUTIONS	
1.	To consider and approve the management report for the year ended 31 st December 2018. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
2.	To consider and approve the financial statements and the auditors’ report for the year ended 31 st December 2018. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
3.	To approve the remuneration policy report for the year 2018 and to fix the remuneration of the directors for the year 2019 at the same level as last year. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
4(a).	To re-appoint KPMG Limited as auditors of the Bank for the year 2019. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
4(b).	To authorise the board of directors to fix the remuneration of the auditors. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>

* Cross out whatever is not desired.

** Specify the number of votes / shares or mark “X” or “√” to indicate all the votes, as appropriate and where applicable.

5(a).	To re-elect Mr. Stephen John Albutt as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(b).	To re-elect Mr. David Whalen Bonanno as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(c).	To re-elect Mr. Demetrios Efstathiou as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(d).	To re-elect Mrs. Irena A. Georgiadou as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(e).	To re-elect Mr. Lars Kramer as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(f).	To re-elect Mr. Kristofer Richard Kraus as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(g).	To re-elect Mr. Ioannis A. Matsis as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(h).	To re-elect Mr. Youssef A. Nasr as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(i).	To re-elect Mrs. Marianna Pantelidou Neophytou as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(j).	To re-elect Dr. Evripides A. Polykarpou as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(k).	To re-elect Mr. Andrew Charles Wynn as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(l).	To elect Mr. Zion Bahloul as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>
5(m).	To elect Mr. John Charles Chrystal as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** FOR</div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 10px; height: 10px; margin: 0 auto;"></div> </div> <div style="text-align: center;">** AGAINST</div> </div>

* Cross out whatever is not desired.

** Specify the number of votes / shares or mark “X” or “√” to indicate all the votes, as appropriate and where applicable.

5(n).	To elect Mr. Marco Comastri as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** FOR </div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** AGAINST </div> </div>
5(o).	To elect Mr. Ioannis Georgoulas as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** FOR </div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** AGAINST </div> </div>
5(p).	To elect Mr. Marios Maratheftis as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** FOR </div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** AGAINST </div> </div>
5(q).	To elect Mrs. Kyriaki Pilia as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** FOR </div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** AGAINST </div> </div>
5(r).	To elect Mr. Michael Spanos as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** FOR </div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** AGAINST </div> </div>

SPECIAL RESOLUTIONS	
6.	To consider and, if considered appropriate, approve the Employee Incentive Plan set out as Item 6 of the Notice for the AGM. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** FOR </div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** AGAINST </div> </div>
7.	To consider and, if considered appropriate, approve the Components of Remuneration set out as Item 7 of the Notice for the AGM. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** FOR </div> <div style="border: 1px solid black; width: 150px; height: 25px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 100%; height: 100%;"></div> </div> <div style="text-align: center;"> ** AGAINST </div> </div>

Date _____

Signature _____

* Cross out whatever is not desired.

** Specify the number of votes / shares or mark “X” or “√” to indicate all the votes, as appropriate and where applicable.

NOTES:

- This Form of Proxy must be submitted at the Bank's registered office (at the above address) or be sent by fax to 00357 22 500065 or to the e-mail address shares@hellenicbank.com at least 48 hours prior to the time set for the commencement of business of the Annual General Meeting.
- In the case of a poll at a time other than the meeting at which a poll was demanded, the instrument or electronic message appointing a proxy shall be deposited at the place specified for the taking of the poll or sent to the Bank's electronic address (shares@hellenicbank.com), as appropriate, at least fifteen minutes before the time appointed for the taking of the poll.

* *Cross out whatever is not desired.*

** *Specify the number of votes / shares or mark "X" or "√" to indicate all the votes, as appropriate and where applicable.*