

**New Proposed Candidate for Election / Withdrawal of Candidacy for
Re-election to the Board of Directors of Hellenic Bank Public
Company Limited**

Announcement dated 20th August 2019 is attached.

Attachments:

1. **New Proposed Candidate for Election / Withdrawal of Candidacy for Re-election to the Board of Directors of Hellenic Bank Public Company Limited**
2. **Proxy Form**

Non Regulated

Publication Date: 20/08/2019



HELLENIC BANK

20 August 2019

ANNOUNCEMENT

Subject: New Proposed Candidate for Election / Withdrawal of Candidacy for Re-election to the Board of Directors of Hellenic Bank Public Company Limited

Further to the announcement of Hellenic Bank Public Company Limited (the “Bank”) dated 6 August 2019, the Bank announces that, according to Regulation 112 of the Articles of Association of the Bank, the following candidate has been proposed for election to the Board of Directors at the Annual General Meeting of the Bank on 28 August 2019:

Mr. Christos Themistocleous (Resolution 5(r))
(proposed as independent non-executive director).

The Curriculum Vitae of the above proposed candidate, as well as those of the rest of the candidates, have been uploaded to the Bank’s website www.hellenicbank.com (Investor Relations / Shareholder Information (scroll down) / General Meeting Information / Annual General Meeting / Curricula Vitae (CVs) of New Candidates for the Board of Directors).

Furthermore, the Chairman of the Board of Directors, Mr. Youssef A. Nasr, has withdrawn his candidacy for re-election as Member of the Board of Directors at the Annual General Meeting of the Bank on 28 August 2019, for personal reasons.

An amended Proxy Form is attached, which has also been uploaded to the Bank’s website www.hellenicbank.com (Investor Relations / Announcements to CSE – CySEC or Investor Relations / Shareholder Information (scroll down) / General Meeting Information / Annual General Meeting / Proxy Form).

HELLENIC BANK PUBLIC COMPANY LTD

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



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> <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> <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> <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> <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> <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> <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> <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> <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> <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> <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. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(b). | To re-elect Mr. David Whalen Bonanno as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(c). | To re-elect Mr. Demetrios Efstathiou as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(d). | To re-elect Mrs. Irena A. Georgiadou as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(e). | To re-elect Mr. Lars Kramer as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(f). | To re-elect Mr. Kristofer Richard Kraus as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(g). | To re-elect Mr. Ioannis A. Matsis as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(h). | To re-elect Mrs. Marianna Pantelidou Neophytou as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(i). | To re-elect Dr. Evripides A. Polykarpou as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(j). | To re-elect Mr. Andrew Charles Wynn as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(k). | To elect Mr. Zion Bahloul as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(l). | To elect Mr. John Charles Chrystal as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(m). | To elect Mr. Marco Comastri as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |

* 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. Ioannis Georgoulas as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(o). | To elect Mr. Marios Maratheftis as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(p). | To elect Mrs. Kyriaki Pilia as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(q). | To elect Mr. Michael Spanos as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 5(r). | To elect Mr. Christos Themistocleous as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |

| 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. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |
| 7. | To consider and, if considered appropriate, approve the Components of Remuneration set out as Item 7 of the Notice for the AGM. <input type="text"/> ** FOR <input type="text"/> ** AGAINST |

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.*