

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 49th 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 28th June 2023 at 11:00 a.m.

AGENDA

ORDINARY BUSINESS

1. To consider and approve the management report for the year ended 31st December 2022.
2. To consider and approve the financial statements and the auditors’ report for the year ended 31st December 2022.
3. To approve the remuneration policy report for the year 2022 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 director in accordance with Regulations 87 and 108 to 112 of the Bank’s articles of association (the “**Articles of Association**”):
 - (a) Mr. Christodoulos Hadjistavris (Resolution 5(a))
(proposed as non-executive director).

To elect the following person to the office of director, by separate resolution, in accordance with Regulations 87 and 109 to 112 of the Articles of Association:

- (b) Mr. Petros Christodoulou (Resolution 5(b))
(proposed as independent non-executive director).

SPECIAL BUSINESS

To examine and, if considered appropriate, adopt the following resolutions, which will be proposed by the board of directors as special resolutions:

6. **Amendment of Regulation 87 of the Articles of Association of the Bank**

That **Regulation 87** of the Articles of Association of the Bank be and is hereby amended by deleting the whole of Regulation 87 and replacing it with the following new regulation:

“87. No person other than a Retiring Director (as defined below) shall be eligible for election to the office of director at any general meeting unless (i) recommended by the directors; or (ii) not less than twelve 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 Company or forwarded to the electronic address of the Company (a) a 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 accompanied by a duly completed Personal Questionnaire (as defined below); and (b) notice in writing signed by that person of his willingness to be elected.

For the purposes of this Regulation 87, “Personal Questionnaire” shall mean the personal questionnaire that has to be completed by any person to be appointed as a member of the management body of an authorised credit institution, in accordance with the relevant directive of the Central Bank of Cyprus in force at the time, including any information or documents referred to therein. The Personal Questionnaire can be found on the website of the Central Bank of Cyprus.”

7. Amendment of Regulation 112 of the Articles of Association of the Bank

That **Regulation 112** of the Articles of Association of the Bank be and is hereby amended by deleting it in its entirety.

8. Amendment of Regulations 55 and 113-161 of the Articles of Association of the Bank

That, provided Resolution 7 above is passed:

(a) **Regulation 55** of the Articles of Association of the Bank be and is hereby amended by deleting all references in Regulation 55 to Regulation 158 and replacing them with references to Regulation 157;

(b) **Regulation 116** be and is hereby amended by deleting the reference in Regulation 116 to Regulation 114 and replacing it with a reference to Regulation 113;

(c) **Regulation 126(c)** of the Articles of Association of the Bank be and is hereby amended by:

(i) deleting the reference in Regulation 126(c) to Regulation 126(a) and replacing it with a reference to Regulation 125(a); and

(ii) deleting the reference in Regulation 126(c) to Regulation 126(b) and replacing it with a reference to Regulation 125(b);

(d) **Regulation 156** be and is hereby amended by deleting the reference in Regulation 156 to Regulation 154 and replacing it with a reference to Regulation 153;

(e) **Regulation 158** be and is hereby amended by deleting all references in Regulation 158 to Regulation 158 and replacing them with references to Regulation 157; and

(f) **Regulations 113-161** of the Articles of Association of the Bank be and are hereby amended by re-numbering such Regulations as Regulations 112-160.

9. Amendment of Regulation 125(a) of the Articles of Association of the Bank

That **Regulation 125(a)** (as re-numbered by resolution 8(f) above) of the Articles of Association of the Bank be and is hereby amended by deleting the whole of Regulation 125(a) and replacing it with the following new regulation:

“125. (a) A resolution in writing, notice of which has been given to all the directors for the time being entitled to receive notice of and to attend and vote at a board meeting on such resolution, signed or approved by a majority of such directors, shall be as valid and effective as if such resolution had been passed at a meeting of the board duly convened and held. Any such resolution may consist of several documents in the like form (including documents that may be distributed by whatever electronic means, including, portals or platforms for electronic transmission or uploading of documents or electronic approval of documents), each signed or approved by one or more of the directors and, for the purposes of this Regulation 125(a), any signature may be affixed to a copy of the resolution electronically (including by any online signature application) and any approval may be given by letter, email, text message, fax, or by any other means of transmission of written documents. A certificate issued by the secretary of the company that a written resolution has been passed / adopted in accordance with the provisions of this Regulation 125(a) shall be conclusive.”

By order of the board of directors,

PETROS ARSALIDES
Secretary

Nicosia, 6th June 2023

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 2022.

The management report for the year ended 31st December 2022 is included in the Bank's 2022 Annual Financial Report and is available on the Bank's website www.hellenicbank.com (The Group / Investor Relations / Corporate Governance (scroll down) [Annual Reports]).

Item 2

To consider and approve the financial statements and the auditors' report for the year ended 31st December 2022.

The financial statements and the auditors' report for the year ended 31st December 2022 are available on the Bank's website www.hellenicbank.com (The Group / Investor Relations / Results and Reporting [End Year Results 2022 - Annual Financial Report]).

Item 3

To approve the remuneration policy report for the year 2022 and to fix the remuneration of the directors for the year 2023.

The remuneration policy report is included in the Bank's 2022 Annual Financial Report and is available on the Bank's website www.hellenicbank.com (The Group / Investor Relations / Corporate Governance (scroll down) [Annual Corporate Governance & Remuneration Policy Reports]).

The board of directors, following a relevant recommendation of the remuneration committee, recognising:

- a) the significant increase in the responsibilities undertaken and the workload of the board of directors as well as of its committees, arising due to increased regulatory requirements;
- b) the time commitment the members of the board of directors are required to devote to the Bank in respect of matters of the board of directors and its committees;
- c) the substantial risks based on the conditions prevailing in the financial environment that the group is operating in; and
- d) the desire to attract and retain members of the board of directors with high qualifications, know-how, experience, academic background and performance,

proposes for approval increased remuneration for the members of the board of directors for the year 2023 as follows:

- (i) Chairperson: €210.000
- (ii) Vice-Chairperson: €75.000

- (iii) Senior Independent Director: €75.000
- (iv) Members of the board of directors: €60.000.

Furthermore, the board of directors proposes remuneration for the members of the following committees of the board of directors for the year 2023 as follows:

- (i) Chairperson of the audit committee: €50.000
- (ii) Chairperson of the risk management committee: €50.000
- (iii) Chairperson of the remuneration committee: €25.000
- (iv) Chairperson of the nominations / internal governance committee: €25.000
- (v) Chairperson of the transformation committee: €45.000
- (vi) Member of the audit committee: €30.000
- (vii) Member of the risk management committee: €30.000
- (viii) Member of the remuneration committee: €15.000
- (ix) Member of the nominations / internal governance committee: €15.000
- (x) Member of the transformation committee: €20.000

Particulars of the directors' remuneration for 2022 are set out in the remuneration policy report.

Item 4

4(a) To re-appoint Ernst & Young Cyprus Limited as auditors of the Bank for the year 2023.

The board of directors, on the recommendation of the audit committee, is proposing to the shareholders the re-appointment of Ernst & Young Cyprus 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) Ernst & Young Cyprus Limited remains qualified and wishes to be re-appointed as auditors of the Bank, Ernst & Young Cyprus Limited are automatically re-appointed as auditors of the Bank for the year 2023.

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 of the Bank.

Explanation for Resolution 5(a) (ordinary resolution)

In accordance with Regulations 108 and 114 of the Articles of Association, the following director retires from office and, being eligible for re-election, offers himself for re-election:

To re-elect the following director:

- (a) **Mr. Christodoulos Hadjistavris** (Resolution 5(a))
(proposed as non-executive director).

The curriculum vitae (CV) of the director who retires and offers himself for re-election (Resolution 5(a)) is available on the Bank's website www.hellenicbank.com (The Group / Investor Relations / Corporate Governance [Board of Directors]).

Explanation for Resolution 5(b) (ordinary resolution)

According to Regulations 87 and 112 of the Articles of Association, no person other than a retiring director shall be eligible for election to the office of director at any general meeting unless (i) recommended by the directors; or (ii) 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 Company or forwarded to the electronic address of the Company (a) a 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 (b) notice in writing signed by that person of his willingness to be elected.

To elect the following person to the office of director by a separate resolution:

- (b) **Mr. Petros Christodoulou** (Resolution 5(b))
(proposed as independent non-executive director).

Mr. Petros Christodoulou has been proposed by the board of directors pursuant to the provisions of Regulations 87 and 112 of the Articles of Association. The election of the person named above is subject to his positive assessment (see below) and the approval of the Central Bank of Cyprus / European Central Bank and accordingly, if elected, the appointment will be effective as from the date of such approval.

The election of directors is regulated by the provisions of Regulation 109 of the Articles of Association (described in paragraph 14 of the Notes to the Notice of the Annual General Meeting below).

The curriculum vitae (CV) of the person named above for election to the office of director has been uploaded on the website of the Bank at www.hellenicbank.com (The Group / 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 22nd June 2023. 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 (The Group / Investor Relations / Shareholder Information (scroll down) [General Meeting Information]).

General Provisions of the Fitness and Probity Directives

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 Directives on the Assessment of Suitability of the Members of the Management Body and Key Function Holders of Authorised Credit Institutions of 2020 and 2022 (the "**Fitness and Probity Directives**"). 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.

The Fitness and Probity Directives, inter alia, provide the following:

Paragraph 22(3):

“Where members are appointed by the general shareholders’ meeting and where the assessment of the individual and collective suitability of members has been performed before the general shareholders’ meeting, ACIs should provide to the shareholders appropriate information on the results of the assessment before the meeting. ...”

Paragraph 22(4):

“(a) Members that are elected by shareholders before an assessment of suitability is made, may be appointed after the positive assessment of their suitability by the competent authorities.

(b) In these cases, the ACIs should assess the suitability of the members and the composition of the management body as soon as possible and at the latest within one month of the date of election of the members.

(c) If the subsequent assessment by the ACI results in a member being considered not suitable for his or her position, the ACI should inform the member and the Central Bank without delay.

(d) The ACIs should inform the shareholders about the assessment made and the need to appoint different members.”

Paragraph 22(5):

“The ACIs should ensure that shareholders have full access to relevant and practical information in relation to the obligation of the members of the management body and the management body collectively to meet the suitability requirements at all times. The information provided to shareholders regarding the suitability of the management body and its members should enable shareholders to take informed decisions and to address any shortcomings in the composition of the management body or its individual members.” Relevant information can be found on the Bank’s website www.hellenicbank.com (The Group / Investor Relations / Shareholder Information (scroll down) [General Meeting Information]).

The Bank is an ACI for the purposes of the Fitness and Probity Directives.

The board of directors has appointed **Mr. Petros Christodoulou** as its independent non-executive chairman subject to the approval of the Central Bank of Cyprus / European Central Bank, following a selection process carried out for the position of the chairperson of the board with the assistance of external executive search consultants. The process involved the extensive assessment of the academic and professional qualifications and work experience of all the candidates as outlined in their curricula vitae, as well as confirming the information provided by the candidates. The board of directors believes that the exceptional qualifications, extensive industry experience, and leadership skills of Mr. P. Christodoulou make him an ideal nominee for this pivotal role within the Bank.

SPECIAL BUSINESS

Resolutions which will be proposed, by the board of directors, as special resolutions:

Item 6

Amendment of Regulation 87 of the Articles of Association of the Bank

That **Regulation 87** of the Articles of Association of the Bank be and is hereby amended by deleting the whole of Regulation 87 and replacing it with the following new regulation:

“87. No person other than a Retiring Director (as defined below) shall be eligible for election to the office of director at any general meeting unless (i) recommended by the directors; or (ii) not less than twelve 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 Company or forwarded to the electronic address of the Company (a) a 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 accompanied by a duly completed Personal Questionnaire (as defined below); and (b) notice in writing signed by that person of his willingness to be elected.

For the purposes of this Regulation 87, “Personal Questionnaire” shall mean the personal questionnaire that has to be completed by any person to be appointed as a member of the management body of an authorised credit institution, in accordance with the relevant directive of the Central Bank of Cyprus in force at the time, including any information or documents referred to therein. The Personal Questionnaire can be found on the website of the Central Bank of Cyprus.”

Explanation for Resolution 6 (special resolution)

All persons elected to the office of director must be approved by the Central Bank of Cyprus / European Central Bank and must, pursuant to the provisions of the Fitness and Probity Directives, be individually assessed by the Bank either before their election or within one month from their election. It is therefore in the interests of the shareholders that the assessment of any candidate is completed before the elections.

The assessment of any elected director pre-supposes that his/her Personal Questionnaire is duly completed and submitted to the Bank and, once the Bank is satisfied that it is duly completed, to interview and assess the elected director. The Bank’s assessment must, in accordance with the Fitness and Probity Directives, be completed within (the latest) 30 days from the election of such person. The Personal Questionnaire is quite detailed, and it usually takes at least one to two weeks to be completed, provided always that all the required information is readily available. The Bank is of the opinion that it will not be able to comply with its regulatory obligations if the Personal Questionnaires are not submitted well before the elections.

It is therefore proposed that Regulation 87 is amended so that the Personal Questionnaire is submitted together with the member’s notice of his intention to propose such person for election.

It is also proposed that the period of submission of a nomination is changed from “*at least ten banking business days and not more than forty-five days before the date appointed for the meeting*” to “*not less than twelve banking business days nor more than forty-five days before the date appointed for the meeting*”.

Item 7

Amendment of Regulation 112 of the Articles of Association of the Bank

That **Regulation 112** of the Articles of Association of the Bank be and is hereby amended by deleting it in its entirety.

Explanation for Resolution 7 (special resolution)

Regulation 112 in effect replicated the provisions of Regulation 87 and is therefore deemed redundant.

Item 8

Amendment of Regulations 55 and 113-161 of the Articles of Association of the Bank

That, provided Resolution 7 above is passed:

- (a) **Regulation 55** of the Articles of Association of the Bank be and is hereby amended by deleting all references in Regulation 55 to Regulation 158 and replacing them with references to Regulation 157;
- (b) **Regulation 116** be and is hereby amended by deleting the reference in Regulation 116 to Regulation 114 and replacing it with a reference to Regulation 113;
- (c) **Regulation 126(c)** of the Articles of Association of the Bank be and is hereby amended by:
 - (i) deleting the reference in Regulation 126(c) to Regulation 126(a) and replacing it with a reference to Regulation 125(a); and
 - (ii) deleting the reference in Regulation 126(c) to Regulation 126(b) and replacing it with a reference to Regulation 125(b);
- (d) **Regulation 156** be and is hereby amended by deleting the reference in Regulation 156 to Regulation 154 and replacing it with a reference to Regulation 153;
- (e) **Regulation 158** be and is hereby amended by deleting all references in Regulation 158 to Regulation 158 and replacing them with references to Regulation 157; and
- (f) **Regulations 113-161** of the Articles of Association of the Bank be and are hereby amended by re-numbering such Regulations as Regulations 112-160.

Explanation for Resolution 8 (special resolution)

The amendments are required in order to correct the numbering of the various Regulations and the cross-referencing in the various Regulations, assuming that Resolution 7 is passed.

Item 9

Amendment of Regulation 125(a) of the Articles of Association of the Bank

That **Regulation 125(a)** (as re-numbered by resolution 8(f) above) of the Articles of Association of the Bank be and is hereby amended by deleting the whole of Regulation 125(a) and replacing it with the following new regulation:

“125. (a) A resolution in writing, notice of which has been given to all the directors for the time being entitled to receive notice of and to attend and vote at a board meeting on such resolution, signed or approved by a majority of such directors, shall be as valid and effective as if such resolution had been passed at a meeting of the board duly convened and held. Any such resolution may consist of several documents in the like form (including documents that may be distributed by whatever electronic means, including, portals or platforms for electronic transmission or uploading of documents or electronic approval of documents), each signed or approved by one or more of the directors and, for the purposes of this Regulation 125(a), any signature may be affixed to a copy of the resolution electronically (including by any online signature application) and any approval may be given by letter, email, text message, fax, or by any other means of transmission of written documents. A certificate issued by the secretary of the company that a written resolution has been passed / adopted in accordance with the provisions of this Regulation 125(a) shall be conclusive.”

Explanation for Resolution 9 (special resolution)

As part of the Bank’s commitment to robust governance in an evolving technological landscape, the Bank has introduced modern tools for efficient and secure board communication. This transformation has streamlined the process of sharing information and registering votes on written board resolutions, reinforcing the Bank’s governance practices, and supporting effective decision-making and accountability.

A key feature of the Bank’s digital transition has been the adoption of an electronic platform, an innovative solution allowing for real-time transmission of board materials, and securely recording and archiving voting outcomes.

To reflect this digital shift, it is proposed to amend the Bank's Articles of Association to modernise provisions regarding the recording of board decisions to fully align the Bank’s governance processes with its technology-enabled practices.

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 27th June 2023. Transactions that take place from 23rd June 2023 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 (The Group / Investor Relations / Announcements [Announcements to CSE & CySEC] and The Group / 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 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 exceeds 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 chairperson 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 banking business days before the meeting (i.e. by 21st June 2023) 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 (The Group / 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, 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 (The Group / Investor Relations / Shareholder Information (scroll down) [General Meeting Information]).