

**New Proposed Candidates for Election to the Board of Directors of  
Hellenic Bank Public Company Limited**

Announcement dated 17th June 2021 is attached.

Attachments:

1. **New Proposed Candidates for Election to the Board of Directors of Hellenic Bank  
Public Company Limited**
2. **Proxy Form**

**Non Regulated**

Publication Date: 17/06/2021

17<sup>th</sup> June 2021

## **ANNOUNCEMENT**

**Subject: New Proposed Candidates for 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 1<sup>st</sup> June 2021, the Bank announces that, pursuant to regulation 112 of the Articles of Association of the Bank, **Messrs Neoclis Neocleous and Kyriacos Riris and Mrs Miranda Xafa** have been nominated by shareholders of the Bank for election to the Board of Directors of the Bank as independent non-executive directors, to be elected at the next Annual General Meeting of the Bank on 23<sup>rd</sup> June 2021.

The Nominations / Internal Governance Committee of the Bank’s Board of Directors (the “Committee”) has carried out a preliminary assessment of Messrs N. Neocleous and K. Riris and Mrs M. Xafa. Based on the Committee’s preliminary assessment of the information provided by the candidates / researched, including their academic and professional qualifications and work experience as outlined in their curricula vitae, the Board of Directors has not identified any information which would render the candidates ineligible for appointment to the Board of Directors as independent non-executive directors.

The curricula vitae of the above proposed candidates, as well as the curricula vitae of the other candidates for election, have been uploaded to the Bank’s website [www.hellenicbank.com](http://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).

An amended proxy form is attached, which has also been uploaded to the Bank’s website [www.hellenicbank.com](http://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**

**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](mailto: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 23<sup>rd</sup> June 2021 at 11:00  
 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 <sup>st</sup> December 2020. <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;"> <span style="font-size: 2em;"> </span> </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;"> <span style="font-size: 2em;"> </span> </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 <sup>st</sup> December 2020. <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;"> <span style="font-size: 2em;"> </span> </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;"> <span style="font-size: 2em;"> </span> </div> <div style="text-align: center;">** AGAINST</div> </div>
3.	To approve the remuneration policy report for the year 2020 and to fix the remuneration of the directors for the year 2021 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;"> <span style="font-size: 2em;"> </span> </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;"> <span style="font-size: 2em;"> </span> </div> <div style="text-align: center;">** AGAINST</div> </div>
4(a).	To appoint Ernst & Young Cyprus Limited as auditors of the Bank for the year 2021. <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;"> <span style="font-size: 2em;"> </span> </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;"> <span style="font-size: 2em;"> </span> </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;"> <span style="font-size: 2em;"> </span> </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;"> <span style="font-size: 2em;"> </span> </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. Marco Comastri 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 Mr. Kristofer Richard Kraus as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(e).	To re-elect Mr. Marios Maratheftis as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(f).	To re-elect Mrs. Marianna Pantelidou Neophytou as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(g).	To re-elect Dr. Evripides A. Polykarpou as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(h).	To re-elect Mr. Christos Themistocleous as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(i).	To elect Mr. Oliver Gatzke as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(j).	To elect Mr. Antonis Rouvas as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(k).	To elect Mr. John Gregory Iossifidis as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(l).	To elect Mr. Neoclis Neocleous as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(m).	To elect Mr. Andreas Persianis 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. Kyriacos Riris as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
5(o).	To elect Mrs. Miranda Xafa as a director. <input type="text"/> ** FOR <input type="text"/> ** AGAINST

<b>SPECIAL RESOLUTIONS</b>	
6.	To consider and approve the replacement of Regulation 87 of the Articles of Association of the Company as set out in special resolution 6 of the Notice for the AGM. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
7.	To consider and approve the amendment of Regulation 107 of the Articles of Association of the Company as set out in special resolution 7 of the Notice for the AGM. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
8.	To consider and approve the replacement of Regulation 108 of the Articles of Association of the Company as set out in special resolution 8 of the Notice for the AGM. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
9.	To consider and approve the deletion of Regulation 112 of the Articles of Association of the Company as set out in special resolution 9 of the Notice for the AGM. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
10.	To consider and approve the amendment of Regulations 55 and 113-161 of the Articles of Association of the Company as set out in special resolution 10 of the Notice for the AGM. <input type="text"/> ** FOR <input type="text"/> ** AGAINST
11.	To consider and approve special resolution 11 as set out in the Notice for the AGM, proposed by Demetra Holdings Plc, which concerns the replacement of Regulation 108 of the Articles of Association of the Company. <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](mailto: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](mailto:shares@hellenicbank.com)), as appropriate, at least fifteen minutes before the time appointed for the taking of the poll.
- Shareholders who opt to appoint the Secretary of the Bank as their proxy should indicate in the Form of Proxy how their votes should be cast on every resolution. Any Proxy Form that does not specify how the votes of a shareholder will be cast on each resolution will not be accepted by the Secretary.

\* *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.*