

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

Announcement dated 19th June 2018 is attached.

Attachments:

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

**Non Regulated**

Publication Date: 19/06/2018



**HELLENIC BANK**

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19<sup>th</sup> June 2018

**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 11<sup>th</sup> July 2018 at 10:00 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](http://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 2017 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](mailto: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 19<sup>th</sup> June 2018 is 198.474.712.

**HELLENIC BANK PUBLIC COMPANY LIMITED**

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 44<sup>th</sup> 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 11 July 2018 at 10:00 a.m.

## AGENDA

### ORDINARY BUSINESS

1. To consider and approve the management report for the year ended 31<sup>st</sup> December, 2017.
2. To consider and approve the financial statements and the auditors’ report for the year ended 31<sup>st</sup> December, 2017.
3. To conduct the business set out in Regulations 108 to 112 (inclusive), 114 and 116 of the Bank’s articles of association (the “**Articles of Association**”) regarding the rotation and election of directors of the Bank.
4. To approve the remuneration policy report and to fix the remuneration of the directors.
5. To re-appoint the auditors and authorise the board of directors to fix their remuneration.

By order of the Board of Directors,

PETROS ARSALIDES  
Secretary

Nicosia, 19 June 2018

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

### **Item 1**

**To consider and approve the management report for the year ended 31<sup>st</sup> December, 2017.**

The management report for the year ended 31<sup>st</sup> December, 2017 is included in the Bank's 2017 Annual Report and is available on the Bank's website [www.hellenicbank.com](http://www.hellenicbank.com) (under 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 31<sup>st</sup> December, 2017.**

The financial statements and the auditors' report for the year ended 31<sup>st</sup> December, 2017 are available on the Bank's website [www.hellenicbank.com](http://www.hellenicbank.com) (under Investor Relations / Financial Results (Annual Report 2017)).

### **Item 3**

**To conduct the business set out in Regulations 108 to 112 (inclusive), 114 and 116 of the Bank's Articles of Association regarding the rotation and election of directors of the Bank.**

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

- (a) Mr. David Whalen Bonanno**
- (b) Mr. Andreas Christofides**
- (c) Mr. Lambros Papadopoulos**
- (d) Mr. Andrew Charles Wynn**

The curricula vitae (CVs) of the directors who retire and offer themselves for re-election are available on the Bank's website [www.hellenicbank.com](http://www.hellenicbank.com) (under Investor Relations / Shareholder Information (scroll down) / General Meeting Information).

According to Regulation 114 of the Articles of Association of the Bank, any director appointed by the board of directors between two annual general meetings of the Bank shall hold office only until the next following annual general meeting and shall at such meeting be eligible for re-election. Mr. Demetrios Efstathiou and Mr. Lars Kramer were appointed to the board of directors on 29 May 2017 and 10 July 2017 respectively.

Accordingly:

**(a) Mr. Demetrios Efstathiou; and**

**(b) Mr. Lars Kramer**

offer themselves for re-election.

The curricula vitae (CVs) of the directors who are eligible for re-election are available on the Bank's website [www.hellenicbank.com](http://www.hellenicbank.com) (Investor Relations / Shareholder Information (scroll down) / General Meeting Information).

**Mr. Youssef A. Nasr** is proposed by the directors of the Bank for election to the office of director of the Bank. If elected, he will be proposed for the position of the chairman of the board of directors. The appointment of Mr. Nasr to the board of directors was approved by the Central Bank of Cyprus and the European Central Bank on 4 May 2018.

The curriculum vitae (CV) of Mr. Youssef A. Nasr is available on the Bank's website [www.hellenicbank.com](http://www.hellenicbank.com) (Investor Relations / Shareholder Information (scroll down) / General Meeting Information).

According to Regulation 112 of the Articles of Association of the Bank, 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 five banking business days nor more than twenty-one 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 of the Bank, any person (subject to being approved by 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.

The names of any other nominees, if any, for election to the board of directors will be announced on 9 July 2018. 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](http://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.

Regulation 86 of the Articles of Association of the Bank provides that the maximum number of directors is thirteen. There are seven nominations whereas the vacant places on the board of directors are six. Accordingly, only six out of the seven persons nominated hereinabove will be elected / re-elected to the board of directors.

#### **Item 4**

**To approve the remuneration policy report for the year 2017 and to fix the remuneration of the directors for the year 2018 at the same level as last year.**

The remuneration policy report is included in the Bank's 2017 Annual Report and is available on the Bank's website [www.hellenicbank.com](http://www.hellenicbank.com) (under Investor Relations / Corporate Governance (scroll to the end) / Annual Reports).

It is proposed that the directors' remuneration for the year 2018 remains the same as fixed for the year 2017 by the Bank's annual general meeting held on 24 May 2017. Particulars of the directors' remuneration for 2017 are set out in the remuneration policy report.

#### **Item 5**

**5(a) Re-appointment of KPMG Limited as auditors of the Bank for 2018.**

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 remain qualified and wish to be re-appointed as auditors of the Bank, KPMG Limited are automatically re-appointed as auditors of the Bank for 2018.

**5(b) To fix the remuneration of the auditors.**

The board of directors proposes the following resolution for approval:

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

## 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 10 July 2018. Transactions that take place from 6 July 2018 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](http://www.hellenicbank.com) (under Investor Relations / Announcements to CSE – CySEC and under 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](mailto: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 of the Bank, any resolution put to the vote of the Annual General Meeting 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 of the Bank) 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 of the Bank 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) In relation to resolutions for the election of members of the board of directors, in the event that the number of candidates who obtain more positive than negative votes is such so that the maximum number of directors allowed by the Articles of Association is exceeded, then subject to compliance with all relevant obligations and requirements (including without restriction the relevant directives issued by the Central Bank of Cyprus and the Corporate Governance Code issued by the Cyprus Stock Exchange), such candidates will be ranked based on the number of positive votes received.

#### **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](mailto: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 6 July 2018) 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](mailto: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](http://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](mailto: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](http://www.hellenicbank.com) (Investor Relations / Shareholder Information (scroll down) / General Meeting Information).

**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 which will take place on 11<sup>th</sup> July, 2018 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:

RESOLUTIONS	
1.	To consider and approve the management report for the year ended 31 <sup>st</sup> December, 2017. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 100px; height: 20px; display: flex; align-items: center; justify-content: center;"> <span style="font-size: 8px;">** FOR</span> </div> <div style="border: 1px solid black; width: 100px; height: 20px; display: flex; align-items: center; justify-content: center;"> <span style="font-size: 8px;">** AGAINST</span> </div> </div>
2.	To consider and approve the financial statements and the auditors' report for the year ended 31 <sup>st</sup> December, 2017. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 100px; height: 20px; display: flex; align-items: center; justify-content: center;"> <span style="font-size: 8px;">** FOR</span> </div> <div style="border: 1px solid black; width: 100px; height: 20px; display: flex; align-items: center; justify-content: center;"> <span style="font-size: 8px;">** AGAINST</span> </div> </div>
3.	(a) 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: 100px; height: 20px; display: flex; align-items: center; justify-content: center;"> <span style="font-size: 8px;">** FOR</span> </div> <div style="border: 1px solid black; width: 100px; height: 20px; display: flex; align-items: center; justify-content: center;"> <span style="font-size: 8px;">** AGAINST</span> </div> </div>
	(b) To re-elect Mr. Andreas Christofides as a director. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; width: 100px; height: 20px; display: flex; align-items: center; justify-content: center;"> <span style="font-size: 8px;">** FOR</span> </div> <div style="border: 1px solid black; width: 100px; height: 20px; display: flex; align-items: center; justify-content: center;"> <span style="font-size: 8px;">** AGAINST</span> </div> </div>

\* Cross out whatever is not desired.

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

	<p>(c) To re-elect Mr. Lambros Papadopoulos as a director.</p> <p><input type="text"/> ** FOR <input type="text"/> ** AGAINST</p> <p>(d) To re-elect Mr. Andrew Charles Wynn as a director.</p> <p><input type="text"/> ** FOR <input type="text"/> ** AGAINST</p> <p>(e) To re-elect Mr. Demetrios Efstathiou as a director.</p> <p><input type="text"/> ** FOR <input type="text"/> ** AGAINST</p> <p>(f) To re-elect Mr. Lars Kramer as a director.</p> <p><input type="text"/> ** FOR <input type="text"/> ** AGAINST</p> <p>(g) To elect Mr. Youssef A. Nasr as a director. The appointment of Mr. Nasr has been approved by the Central Bank of Cyprus and the European Central Bank.</p> <p><input type="text"/> ** FOR <input type="text"/> ** AGAINST</p>
4.	<p>To approve the remuneration policy report for the year 2017 and to fix the remuneration of the directors for the year 2018 at the same level as last year.</p> <p><input type="text"/> ** FOR <input type="text"/> ** AGAINST</p>
5(a).	<p>Re-appointment of KPMG Limited as auditors of the Bank for 2018.</p> <p><input type="text"/> ** FOR <input type="text"/> ** AGAINST</p>
5(b).	<p>To authorize the board of directors to fix the auditors' remuneration.</p> <p><input type="text"/> ** FOR <input type="text"/> ** AGAINST</p>

Date \_\_\_\_\_

Signature \_\_\_\_\_

\* Cross out whatever is not desired.

\*\* Specify the number of votes / shares or mark "X" or "v" 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.

\* *Cross out whatever is not desired.*

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