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General Meeting

**HELLENIC BANK PUBLIC COMPANY LTD**

HB

**Decisions of the Extraordinary General Meeting of the Shareholders  
of Hellenic Bank Public Company Ltd**

Announcement dated 26th June 2019 is attached.

Attachment:

1. **Decisions of the Extraordinary General Meeting of the Shareholders of Hellenic  
Bank Public Company Ltd**

**Non Regulated**

Publication Date: 26/06/2019



26 June 2019

**ANNOUNCEMENT**

**Subject: Decisions of the Extraordinary General Meeting of the Shareholders of Hellenic Bank Public Company Ltd**

The Extraordinary General Meeting of the Shareholders of Hellenic Bank Public Company Ltd (the “**Company**”), which was held on Wednesday 26 June 2019, was attended by shareholders, either physically or by proxy, representing 323.832.372 shares, being 78,45% of the issued share capital of the Company.

At the abovementioned Extraordinary General Meeting, the following Special resolutions were considered and they were approved except Special Resolution 5:

**SPECIAL RESOLUTIONS**

**1. Amendment to Regulation 1 of the Articles of Association of the Company**

That **Regulation 1** of the Articles of Association of the Company be and is hereby amended as follows:

- (i) by adding the following new definition immediately before the definition of “*secretary*”:

“**independent director**” shall have the meaning given to the term “*independent member of the management body*” or “*independent member*” (or any other similar term) in any directive issued, from time to time by the Central Bank of Cyprus;

- (ii) by adding the following new definition immediately after the definition of “*securities*”:

“**non-independent director**” means any director who does not meet the criteria for an independent director.

Special Resolution 1 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
323.766.350 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	323.766.350 shares	100%

**2. Amendment of Regulation 87 of the Articles of Association of the Company**

That **Regulation 87** of the Articles of Association of the Company be and is hereby amended by deleting the words “*at least five banking business days and not more than twenty-one days*” and replacing them with the words “*at least ten banking business days and not more than forty-five days*”.

Special Resolution 2 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
323.766.350 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	323.766.350 shares	100%

**3. Amendment of Regulation 108 of the Articles of Association of the Company**

That **Regulation 108** of the Articles of Association of the Company be and is hereby amended by deleting the whole of Regulation 108 and replacing it with the following new provision:

*“At each annual general meeting of the Company all the directors (irrespective of when such person was appointed or elected or re-elected as a director of the Company) shall retire from office and shall, if willing to act, be eligible for re-election. The directors who offer themselves for re-election shall be referred to as the “Retiring Directors”.”*

Special Resolution 3 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
323.766.350 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	323.766.350 shares	100%

**4. Amendment of Regulation 109 of the Articles of Association of the Company**

That **Regulation 109** of the Articles of Association of the Company be and is hereby amended by deleting the whole of Regulation 109 and replacing it with the following new provision:

*“(A) Each Retiring Director and each other person nominated for the position of a director of the Company (each a “Director Nominee”) proposed at an annual general meeting shall be voted upon a separate resolution taken*

as a poll (each a “**Directors Election Resolution**”). Subject to the provisions of paragraph (B) below each Director Nominee who receives more positive votes than negative votes shall be deemed elected.

(B) 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 and, for the avoidance of doubt, all other provisions of this Regulation 109 shall be read subject to the provisions of this paragraph (B).

(C) If, at any general meeting, the election of all Director Nominees would cause the number of directors to exceed the maximum number of directors permitted under Regulation 86 (as may be amended from time to time) (the “**Maximum Number of Directors**”), the election of directors shall be determined as follows:

(i) 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;

(ii) 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 Directors Election Resolutions shall, subject to the provisions of paragraphs (B) and (C)(i) above, be elected until the Maximum Number of Directors is reached;

(iii) once the Maximum Number of Directors has been elected (as determined following the determination of all the Directors Election Resolutions), the remaining Director Nominees shall be deemed not to have been elected, notwithstanding any such Director Nominee having received more positive than negative votes;

(iv) 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;

(v) if following the selection referred to in paragraph (iv) above two or more Director Nominees have received 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 in paragraphs (ii) and (iv) above shall apply *mutatis mutandis*;

(vi) if following the poll referred to in paragraph (v) above 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.”

Special Resolution 4 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
323.766.350 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	323.766.350 shares	100%

**5. Amendment of Regulation 110 of the Articles of Association of the Company**

That **Regulation 110** of the Articles of Association of the Company be and is hereby amended by deleting the whole of Regulation 110 and replacing it with the following new provision:

*“(A) For so long as the approval of the Central Bank of Cyprus and/or the European Central Bank (each a “**Regulatory Authority**”) is required for a person to hold the office of director of the Company, a person, other than a Retiring Director, elected to the office of director (the “**New Director**”), shall not hold the office of director or participate, in any way, in any meeting of the board of directors of the Company (or any committee thereof), without the prior approval of the relevant Regulatory Authority and, accordingly, the appointment of the New Director to the board of directors of the Company shall take effect on the date that such approval is given.*

*(B) In the event that following elections to the board of directors pursuant to the provisions of Regulation 109, the aggregate number of: (i) the re-elected Retiring Directors; and (ii) the New Directors who have already received the approval of the Regulatory Authorities, is smaller than seven or such other number which, in the opinion of the board of directors, is desirable in order for the Company to comply with its regulatory obligations or for the proper functioning of the board of directors, the board of directors may, in accordance with the provisions of paragraph (C) and (E) of this Regulation 110, appoint such number of directors (the “**Interim Directors**”) not exceeding the Maximum Number of Directors, as the board of directors may, in its absolute discretion, determine.*

*(C) No Interim Director shall be appointed pursuant to the provisions of this Regulation 110 if such appointment were to cause the number of non-independent directors to be equal to or exceed the number of independent directors and, for the avoidance of doubt, all other provisions of this Regulation 110 shall be read subject to the provisions of this paragraph (C).*

*(D) Each New Director shall, following receipt of the approval of the relevant Regulatory Authority, assume his office as a director and replace that Interim Director that the board of Directors shall determine. An Interim Director who is not replaced by a New Director shall vacate his/her office at the next annual general meeting of the Company or at such earlier time as the board of directors may resolve.*

*(E) The board may appoint any of the following persons as Interim Directors: (i) a Retiring Director who has not been re-elected; (ii) a director of the Company who has retired pursuant to the provisions of Regulation 108*

and has not offered himself/herself for re-election; and (iii) any other person who receives the approval of the relevant Regulatory Authority to be appointed as an Interim Director.”

Special Resolution 5 was rejected by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
213.237.326 shares	70,00% of the shares that voted	91.368.599 shares	30,00% of the shares that voted	304.605.925 shares	100%

**6. Amendment of Regulation 112 of the Articles of Association of the Company**

That **Regulation 112** of the Articles of Association of the Company be and is hereby amended by deleting the words “*not less than five banking business days nor more than twenty-one days*” and replacing them with the words “*not less than ten banking business days nor more than forty-five days*”.

Special Resolution 6 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
323.766.350 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	323.766.350 shares	100%

**7. Amendment of Regulation 113 of the Articles of Association of the Company**

That **Regulation 113** of the Articles of Association of the Company be and is hereby amended by deleting the last part of Regulation 113 beginning with the words “*and may also*” and ending with the words “*to go out of office*”.

Special Resolution 7 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
323.766.350 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	323.766.350 shares	100%

## 8. Amendment of Regulation 114 of the Articles of Association of the Company

That **Regulation 114** of the Articles of Association of the Company be and is hereby amended by deleting the last part of Regulation 114 beginning with the words “*but shall not*” and ending with the words “*rotation at such meeting*”.

Special Resolution 8 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
323.765.631 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	323.765.631 shares	100%

## 9. Amendment of Regulation 120 of the Articles of Association of the Company

That **Regulation 120** of the Articles of Association of the Company be and is hereby amended by adding immediately after the words “*for the purpose of*” the words “*appointing an Interim Director or*”.

Special Resolution 9 was approved by poll as follows:

Number of shares that voted in favor		Number of shares that voted against		Total number of shares that voted	
323.765.631 shares	100,00% of the shares that voted	0 shares	0,00% of the shares that voted	323.765.631 shares	100%

## HELLENIC BANK PUBLIC COMPANY LTD

HELLENIC BANK PUBLIC COMPANY LIMITED

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