

## **CHAPTER A**

### **CORPORATE NAME - REGISTERED OFFICE - OBJECT - DURATION**

#### **Article 1** **Name**

The present articles of association shall govern the société anonyme under the corporate name “Eurobank Ergasias S.A.” and the trade name “Eurobank Ergasias”. In texts drawn up in the English language the name shall be “Eurobank Ergasias S.A.” and the trade name shall be “Eurobank”. In texts drawn up in other foreign languages the name shall be stated either by a faithful translation thereof or shall be transcribed in Latin characters.

#### **Article 2** **Seat**

1. The Bank has its registered office in the Municipality of Athens.
2. By decision of the Board of Directors, branches or agencies or offices can be established anywhere in Greece and abroad.

#### **Article 3** **Object**

1. The object of the Bank is to perform any operation and activity that credit institutions are allowed to perform, according to the legislation each time in force. The object of the Bank is the widest possible, in the sense that the Bank’s operations, projects, services and activities of every kind may include any business, project, service and activity in general, that, either traditionally, or in the context of technical, economic and social developments, is part of the activities, operations, services, projects that can be performed by a credit institution.

The following activities, indicatively, fall within the object of the Bank:

- a) Acceptance of money deposits or other repayable funds;
- b) Granting of loans or other credit, including factoring of business claims;
- c) Leasing;
- d) Money transmission services, including funds transfers;
- e) Issue and administration of means of payment (credit and debit cards, travellers’ cheques and banker’s drafts);
- f) Guarantees and commitments;
- g) Transactions in the name of the Bank or its customers regarding:
  - i) money market instruments (securities, deposit certificates etc);
  - ii) foreign exchange;
  - iii) financial futures and options;
  - iv) exchange and interest-rate instruments;
  - v) transferable securities;
- h) Participation in the issue of securities and provision of similar services, including specifically underwriting services;
- i) Advice to undertakings on capital structure, industrial strategy and related questions and advice as well as services relating to mergers and the purchase of undertakings;
- j) Intermediation in interbank markets;
- k) Portfolio Management on any kind of property belonging to customers or provision of advisory services regarding its management;

- l) Safekeeping and administration of transferable securities;
- m) Collection and processing of commercial information, including credit assessments of customers;
- n) Hiring of safe deposit boxes (vaults);
- o) Issue of electronic money;
- p) Provision of primary and ancillary investment services, such as those mentioned in article 4 of L. 3606/2007, as each time in force;
- q) Any other operation or activity related to the above, allowed by law.

2. In the framework of the above object, the Bank may establish businesses and companies of any form acquire participations of any kind in businesses and companies which already exist, in cooperation with any third person, and generally take any action serving directly or indirectly its object.

#### **Article 4 Duration**

1. The Bank's duration, which began on March 19th of the year one thousand nine hundred twenty four (1924), expires on December 31st of the year two thousand one hundred (2100).

### **CHAPTER B SHARE CAPITAL - SHARES**

#### **Article 5 Share capital**

1. The Bank's share capital amounts to five billion three hundred sixty two million four hundred eighty seven thousand nine hundred sixty two Euros and sixty cents (€ 5,362,487,962.60) and is divided into fifteen billion fifty three million three hundred seventy six thousand five hundred forty two shares in total (15,053,376,542). Of these shares: a) fourteen billion seven hundred and seven million eight hundred seventy six thousand five hundred forty two (14,707,876,542) shares are common voting shares, of a nominal value of thirty cents (€ 0.30) each, and b) three hundred forty five million five hundred thousand shares (345,500,000) are privileged, non-voting shares, issued in accordance with L. 3723/2008, of a nominal value of two Euros and seventy five cents (2.75) each.

2. The above total amount of the Bank's share capital was constituted as follows:

2.1. The initial share capital was defined at the amount of six million (6,000,000) drachmas, divided into six thousand (6,000) shares of a nominal value of one thousand (1,000) drachmas each, and was fully paid up.

2.2. By decision of the Board of Directors held on 25th August 1924, the Bank's share capital was increased by four million (4,000,000) drachmas in cash, through the issue of four thousand (4,000) new shares, of a nominal value of one thousand (1,000) drachmas and issue price at par for each share, that were fully paid up in cash.

2.3. By decision of the General Meeting of the Shareholders held on 31st March 1925, the Bank's share capital was increased by five million (5,000,000) drachmas in cash, through the issue of five thousand (5,000) new shares of a nominal value of one thousand (1,000) drachmas and issue price at par for each share, that were fully paid up in cash.

2.4. By decision of the Board of Directors held on 31st December 1942, issued in accordance with L. 2021/1942, the Bank's share capital was increased by one million five hundred thousand (1,500,000) drachmas in cash, through the issue of one thousand five hundred (1,500) shares of a nominal value of one thousand (1,000) drachmas and issue price at par for each share, that were fully paid up in cash.

2.5. This capital of 16,500,000 drachmas and divided into 16,500 shares, following a readjustment in accordance with: a) the Royal Decree dated 6.9.46 b) the Royal Decree dated 7.7.48 and c) the Royal Decree dated 14.11.56, amounted to a total of 8,078,333.90 drachmas, from which the debit balance of 75,833.90 drachmas of the account "Balance from readjustment" was deducted, and the remaining capital was eight million two thousand five hundred (8,002,500) drachmas, divided into sixteen thousand five hundred (16,500) shares, of a nominal value of four hundred eighty five (485) drachmas each.

2.6. By decision of the ordinary General Meeting of the Shareholders held on 9th July 1965 and the enacting decision of the Board of Directors number 576/20.7.65, the Bank's share capital was increased by one million six hundred thousand five hundred (1,600,500) drachmas, through the issue of three thousand three hundred (3,300) new shares of a nominal value of four hundred eighty five (485) drachmas and issue price at par for each share that were fully paid up in cash.

From these new 3,300 shares, which were issued at a price of 3,000 drachmas each, a difference of 8,299,500 drachmas resulted from the issue above par (3,300 shares of 2,515 drachmas each), which, in accordance with the law, was deposited into the "Special Reserve (Premium)".

2.7. By decision of the General Meeting of the Shareholders held on 16th May 1970, the Bank's share capital was further increased by two hundred ninety seven thousand (297,000) drachmas, this amount deriving from the deduction of 15 drachmas per share from the dividend of the fiscal year 1969 and the nominal value of the share increased to five hundred (500) drachmas, and by the amount of four million two hundred fifty thousand (4,250,000) drachmas, through the issue of 8,500 new shares of a nominal value of 500 drachmas each. From these new 8,500 shares, which were issued at 3,000 drachmas each, a difference of 21,250,000 drachmas also resulted from the issue above par, which, in accordance with the law, was likewise deposited into the "Special Reserve (Premium)".

2.8. Furthermore, following a readjustment of the real estate assets of the Bank, in accordance with L. 148/67, which was lawfully decided by the General Meeting held on June 27, 1972, the capital of the Bank amounted to seventy million seven hundred fifty thousand (70,750,000) drachmas (relevant Committee Report of Article 9 of L. 2190/1920 in the Bulletin of Sociétés Anonymes and Limited Liability Companies 9/1973).

2.9 By decision of the General Meeting held on June 29 1976, the Bank's share capital was further increased by seventy million seven hundred fifty thousand (70,750,000) drachmas, through the issue of one hundred forty one thousand five hundred (141,500) new shares of a nominal value of five hundred (500) drachmas and issue price at par for each share, that were fully paid up in cash. From these new 141,500 shares, a difference of 84,900,000 drachmas also resulted from the issue above par, which, in accordance with the law, was deposited into the "Special Reserve (Premium)".

2.10. Following a revaluation of the fixed assets of the Bank, in accordance with Law 542/77, by decision of the General Meeting of the Shareholders held on June 21st, 1977, the share capital was increased by three million four hundred ninety four thousand and five hundred (3,494,500) drachmas through the issue of six thousand nine hundred eighty nine (6,989) new shares, distributed to the old shareholders for free.

2.11. By decisions dated 5th November 1981 and 29th June 1982, the General Meeting decided the share capital increase by twenty four million one hundred sixty five thousand and five hundred (24,165,500) drachmas, and twenty eight million one hundred forty three thousand and five hundred (28,143,500) drachmas, respectively, through the issue of 48,331 and 56,387 new shares, respectively, which was never effected, because the relevant decisions were revoked by the General Meeting held on November 29, 1982.

2.12. By decision of the General Meeting of the Shareholders held on November 29th 1982, the Bank's share capital was increased through the capitalization of the 189,355,108.20 drachmas capital gain, that resulted from the revaluation of the Bank's real estate, in accordance with L. 1249/82 and of a reserve of 4,937,791.80 drachmas, by issuing shares above par, that is a total of 194,292,900 drachmas. From that amount, 43,498,500 drachmas divided into 86.997 new shares of nominal value of 500 drachmas each were issued to the shareholders in the proportion of three (3) new shares for ten (10) old shares, and the balance of 150,794,400 drachmas was used for the increase of the nominal value of the total of the shares from five hundred (500) drachmas to nine hundred drachmas (900) each.

2.13. By decision of the 66th Ordinary General Meeting held on June 29, 1984 the Bank's share capital was increased by two hundred twenty six million one hundred ninety one thousand and six hundred (226,191,600) drachmas, through the issue of two hundred fifty one thousand three hundred twenty four (251,324) new shares of a nominal value of nine hundred (900) drachmas each, which were issued above par at a price of 2,000 drachmas each, and were fully paid in cash. Following the above, a balance of 276,456,400 drachmas emerged through the issue of shares above par, which in accordance with the law, was deposited into the existing special reserve fund of the Bank.

2.14. By decision of the 71st Extraordinary General Meeting, held on September 27, 1987, the Bank's share capital was increased by one hundred ninety six million two hundred thousand drachmas (196,200,000) drachmas through the issue of two hundred eighteen thousand (218,000)

new shares of a nominal value of nine hundred (900) drachmas each and an issue price at par, that were fully paid in cash. From the total of 218,000 new shares, half (109,000) were ordinary and registered and the other half (109,000) were preferred, registered and without a voting right.

2.15. By decision of the 72nd Ordinary General Meeting held on June 24, 1988, the Bank's share capital was increased by three hundred eighty million eight hundred thirty nine thousand and five hundred (380,839,500) drachmas, through the capitalization of the 323,250,438 drachmas capital gain that resulted from the revaluation of real estate, according to the February 22, 1988 common decision of the Ministers of National Economy and Finance and a sum of 57,589,062 drachmas from reserves, by issuing shares above par. The above amount of the increase was divided into four hundred twenty three thousand one hundred and fifty five (423,155) shares of a nominal value of nine hundred (900) drachmas each, of which 368,555 were ordinary, voting shares and 54,500 were preferred non-voting shares, and were distributed for free to the old shareholders, in a proportion of five (5) new shares for every ten (10) old ones, the ordinary, voting shares to the owners of ordinary, voting shares, while the preferred non-voting shares to the owners of preferred non-voting shares.

2.16. By decision of the 75th Ordinary General Meeting held on June 6, 1990, the Bank's share capital was increased by three hundred forty two million seven hundred fifty five thousand and one hundred (342,755,100) drachmas, that were paid fully in cash, through the issue of three hundred eighty thousand eight hundred thirty nine (380,839) new shares of a nominal value of nine hundred (900) drachmas each. Out of these, 331,789 shares were ordinary shares with voting right and 49,050 shares were preferred shares without right of vote, all of which were issued above par, at a price of 5,000 drachmas each. Following the above, a difference of 1,942,278,900 drachmas emerged through the issue of shares above par that was deposited into the existing special reserve fund (Premium) of the Bank, in accordance with the law.

2.17. Furthermore, in accordance with the above decision of the General Meeting, the share capital of the Bank was increased by two hundred twenty eight million five hundred and three thousand seven hundred (228,503,700) drachmas, through the capitalization of a part of the reserve fund (Premium) by issuing shares above par, through the issue of 253,893 shares of a nominal value of 900 drachmas each; out of these shares, 221,198 were ordinary shares with voting right and 32,700 were preferred shares without right of vote, that were distributed for free to the owners of ordinary and preferred shares, respectively, on the day of the General Meeting.

2.18. By decision of the 84th Ordinary General Meeting held on June 28 1994, the share capital of the Bank was increased by two hundred fourteen million two hundred twenty three thousand four hundred (214,223,400) drachmas, through the capitalization of a part of the 220,539,059 drachmas capital gain that resulted from the revaluation of real estate, in accordance with Article 23 Paragraph 3 of L. 2065/1992. The amount of this increase was divided into two hundred thirty eight thousand twenty six (238,026) shares of a nominal value of nine hundred (900) drachmas each, of which 207,369 were ordinary voting shares and 30,657 were preferred non-voting shares.

2.19. By decision of the 94th Extraordinary General Meeting held on November 27 1998, the share capital of the Bank was increased by two hundred sixty one million three hundred fifty one thousand two hundred and six (261,351,206) drachmas, through the capitalization of 260,442,775 drachmas capital gain that resulted from the revaluation of real estate of the Bank, according to L. 2065/1992, and through the capitalization which was a part of the reserve fund of 908,431 drachmas. This sum was used to increase the nominal value of all shares, ordinary as well as preferred, from nine hundred (900) drachmas to one thousand twenty two (1,022) drachmas per share.

2.20. The above capital was increased by fifty three billion forty two million four hundred and sixty thousand (53,042,460,000) drachmas which represented the share capital of EFG EUROBANK S.A., plus an amount of ninety four (94) drachmas, through the capitalization of the respective part of the reserve fund (Premium), through the issue of shares above par of the aforementioned bank, which was established in the year 1990 with registered office in Athens and Company Registration Number 23037/06/B/90/33 of the then Ministry of Commerce, and which was dissolved – with no ensuing liquidation - through its absorption by the Bank, following a merger procedure specified in Articles 69ff to L. 2190/1920, in combination with Article 16 of L.2515/1997, following the decisions of the General Meeting of the Bank and of the Special Meeting of the Preferred Shareholders of the same Bank dated 26.2.99, as well as the respective decision of the General Meeting of the absorbed bank dated 26.2.99. In accordance with the above legislation and the decisions of the General Meetings, the merger by absorption was realized through the unification of the items of the assets and liabilities of the two banks, as they appear in the balance sheets of transformation of July 31st 1998, and its share capital equals, due to the absorption, to the sum of the share capital of the two banks plus the above sum of 94 drachmas, for the purpose of rounding. The above share capital of the absorbed bank EFG Eurobank S.A. is fully paid up.

In addition to that, according to the above decision taken by the General Meeting of the Bank dated 26.2.99, which was approved by the Special General Meeting of the Preferred Shareholders dated 26.2.99, the nominal value of the share was altered from 1,022 to 500 drachmas and the Bank's share capital which amounted to fifty five billion two hundred and thirty one million eight hundred and twelve thousand (55,231,812,000) drachmas, was divided into one hundred and ten million four hundred sixty three thousand six hundred and twenty four shares (110,463,624), of a nominal value of five hundred (500) drachmas each, of which one hundred and ten million nineteen thousand twenty four (110,019,024) were ordinary shares with voting right, and four hundred forty four thousand six hundred (444,600) were preferred shares without right to vote.

2.21. By decision of the Extraordinary General Meeting held on March 17th 1999, that was approved by the Special General Meeting of the Preferred Shareholders taken place that same day, the abolition of the privilege of the preferred shares and their conversion to ordinary shares with right of vote was decided. Following this, the share capital was divided into one hundred and ten million four hundred and sixty three thousand six hundred twenty four (110,463,624) shares of a nominal value of five

hundred (500) drachmas each, all of which are ordinary shares with a right to vote.

2.22. By decision of the Extraordinary General Meeting held on 19th March 1999, the share capital was increased by eleven billion forty six million three hundred sixty two thousand five hundred (11,046,362,500) drachmas, through the issue of twenty two million ninety two thousand seven hundred twenty five (22,092,725) registered ordinary shares with a right to vote, of a nominal value of five hundred (500) drachmas and issue price of five thousand (5.000) drachmas each, which was fully paid in cash. The total above par value, amounted to ninety nine billion four hundred seventeen million two hundred and sixty two thousand five hundred (99,417,262,500) drachmas, was deposited into a special reserve fund (Premium), for shares issued above par.

2.23. By decision of the Ordinary General Meeting held on 29th June 1999, the share capital was further increased by one hundred eighty one million six hundred fifteen thousand (181,615,000) drachmas, through the issue of three hundred sixty three thousand two hundred and thirty (363,230) registered ordinary shares with right of vote, of a nominal value of five hundred drachmas (500) drachmas each and issue price at par that were distributed for free to employees of the Bank and were covered through the capitalization of an equal amount of the taxed profits of previous fiscal years.

2.24. The above capital was increased a) by one hundred twenty two billion seven hundred thirty four million five hundred thousand (122,734,500,000) drachmas, which represented the share capital of ERGOBANK S.A., which was established in the year 1975, having its registered office in Athens and with a company registration number 6077/06/B/86/16 with the then Ministry of Commerce, and which was dissolved – with no ensuing liquidation - through its absorption by the Bank, following a merger procedure specified in Articles 69 ff of L. 2190/1920 in combination with Article 16 of L.2515/1997, as in force, after its modification with Article 12 of L. 2744/25.10.1999, following the decision of the General Meeting of the Shareholders of the Bank dated 14.7.2000, as well as the respective decision by the General Meeting of the Shareholders of the absorbed bank, taken in accordance with the procedure provided for by the law, and b) through the capitalization of two billion thirty million five hundred ninety six thousand and four hundred (2,030,596,400) drachmas of the reserve fund through the issue of shares above par of the (absorbing) Bank. The above share capital of the absorbed ErgoBank S.A. and the capitalized reserve fund of the Bank are fully paid up.

2.25. By the same decision of the General Meeting of the Shareholders of the Bank dated 14.7.2000, the nominal value of the share was altered from 500 to 850 drachmas.

2.26. By decision of the Extraordinary General Meeting held on November 10th 2000, the share capital was increased by fifty seven billion three hundred and sixty seven million four hundred and sixty five thousand and six hundred (57,367,465,600) drachmas, through the issue of sixty seven million four hundred and ninety one thousand one hundred and thirty six (67,491,136) new registered voting shares, of a nominal value of eight hundred and fifty (850) drachmas each, which were distributed for free to

the existing shareholders of the Bank in a ratio of three new shares for each ten existing shares and were covered with the capitalization of an equivalent amount of the difference from the issue of shares above par (Premium). Simultaneously, by the same decision of the General Meeting held on November 10th 2000, the share capital: a) on one hand was increased by sixty billion five hundred and sixty million eight hundred and seventy thousand and nine hundred and ninety four (60,560,870,994) drachmas, through the increase of the nominal value of the share by 207.072904835 drachmas, which was covered by the capitalization of an equivalent part of the difference from the issue of shares above par value (Premium), and b) on the other hand was simultaneously decreased by the same-equal to the above increase-amount of 60,560,870,994 drachmas, following a respective decrease of the share's nominal value by 207.072904835 drachmas, which resulted in the return of the nominal value of the share to the former amount of eight hundred and fifty (850) drachmas. This share capital decrease was effected by set-off of the equivalent debit balance of the account "Profit or Loss carried forward".

2.27 By decision of the Board of Directors held on December 20th 2000, the share capital was increased, as a result of the exercise of stock options, by virtue of a relevant decision by the Ordinary General Meeting held on May 24th 2000, by four hundred and sixty four million and one hundred thousand (464,100,000) drachmas, through the issue of five hundred and forty six thousand (546,000) registered, ordinary voting shares, of a nominal value of eight hundred and fifty (850) drachmas each, and an issue price at par, which were fully paid up in cash. In accordance with Article 13 Paragraph 9 of L. 2190/1920, the above share capital increase does not constitute an amendment of the articles of association.

2.28. By decision of the Ordinary General Meeting of the Shareholders held on May 15th 2001, the share capital was increased by an amount of four hundred eighty two million and one hundred and twenty thousand (482,120,000) drachmas, through the issue of five hundred sixty seven thousand and two hundred (567,200) registered, ordinary voting shares, of a nominal value of eight hundred and fifty (850) drachmas each, and an issue price at par. This share capital increase was effected, in accordance with Article 16 of L.2190/1920 in combination with Article 1 of the Presidential Decree 30/1988, by using non distributed profits, and so the capital of the issued shares was paid up through the capitalization of an amount from the profits of the fiscal year 2000 equal to the amount of the share capital increase and those shares, in accordance with the above provisions, were distributed by the Bank to the employees, for free.

2.29. The above share capital was further increased as a result of the merger of the Bank with TELESIS INVESTMENT BANK S.A., which was established in 1990, with registered office in Athens and which was dissolved - with no ensuing liquidation - through its absorption by the Bank, following a merger procedure specified in Articles 69 ff of L. 2190/1920 in combination with Article 16 of L.2515/1997, as in force following its amendment by Article 12 of L. 2744/25.10.1999, following a decision of the Extraordinary General Meeting of the Shareholders of the Bank dated 14.9.2001, as well as a relevant decision of the Extraordinary General Meeting of the Shareholders of the absorbed bank of the same date.

More specifically, the share capital of the Bank was increased by the amount of the share capital of the absorbed bank - i.e. forty one billion seven hundred and twenty million drachmas (41,720,000,000) – plus an amount of twenty seven million two hundred and forty one thousand five hundred and thirty two drachmas (27,241,532), which resulted from the capitalization of an equivalent part of the difference resulted from the issue of shares above par value of the absorbing Bank for the purposes of rounding, through an increase of the nominal value of the share from 850 drachmas to 932 drachmas. Thus, as a result of the above merger, the share capital of the Bank amounts to 291,285,813,032 drachmas and is divided into 312,538,426 shares, of a nominal value of 932 drachmas each.

2.30. By decision of the above mentioned Extraordinary General Meeting held on September 14th 2001, the share capital was converted into euros, in order that it might be expressed in both drachmas and euros by December 31st 2001, but from 1.1.2002 onwards, that it might be expressed only in euros. More specifically, the nominal value of the share was increased from the amount of drachmas 932 to the amount of drachmas 933.655 in order to correspond to 2.74 euros, resulting in the total increase of the share capital by 517,251,095.03 drachmas (an increase of 1.655 drachmas per share x 312,538,426 shares = 517,251,095.03 drachmas). The above amount was covered through the capitalization of an equivalent part of the difference resulted from the issue of shares above par value (Premium). Following the above decision, the share capital of the Bank amounts to 291,803,064,127.03 drachmas or to 856,355,287.24 euros, while the nominal value of the share amounts to 933.655 drachmas or 2.74 euros.

2.31 By the decisions of the Board of Directors dated 31.12.2001 and 15.3.2002, the share capital of the Bank was increased by 60,066.28 euros through the issue of 21,922 new shares, of a nominal value of 2.74 euros each. This increase, which does not constitute an amendment of the present articles of association, was effected through the exercise of stock options, on the basis of stock option certificates issued by virtue of the decision of the General Meeting of the Shareholders of the Bank dated 24.5.2000, and the Board of Directors decisions dated 21.3.2001 and 9.11.2001. The 21,922 new shares were distributed to the beneficiaries of the said certificates at a price of 4,608 drachmas (which corresponds to 13.52 euros approximately). The total issue price of the above shares amounts to 101,016,576 drachmas (which corresponds to 296,453.63 euros) and was fully paid up in cash. The total difference above par value, which amounts to 236,387.35 euros, is transferred to a special reserve fund. Following the increase described in this paragraph, the share capital amounted to 856,415,353.52 euros and the total number of shares, to 312,560,348, of a nominal value of 2.74 euros each. In accordance with Article 13 Paragraph 9 of L. 2190/1920, as in force, the above increase does not constitute an amendment of the articles of association.

2.32. By decision of the Ordinary General Meeting of the Shareholders held on April 22nd 2002:

(i) The share capital was increased by 2,055,000.00 euros, through the issue of 750,000 new registered, ordinary, voting shares, of a nominal value of 2.74 euros each and an issue price at par. This increase was effected in accordance with Article 16 of L. 2190/1920, as in force, through the capitalization of an amount from the profits of the fiscal year 2001 equal

to the amount of the share capital increase and the issued shares were distributed to employees of the Bank, for free. Thus, the total number of shares amounted to 313,310,348 shares of a nominal value of 2.74 euros each.

(ii) The share capital was further increased by 6,266,206.96 euros through the increase of the nominal value of the share from 2.74 euros to 2.76 euros. This increase is covered with the capitalization of an amount from the "Difference from the Revaluation of Real Estate Property (Revaluation reserve)" which is equal to the amount of the share capital increase, in accordance with L. 2065/1992.

2.33 By decision of the Board of Directors dated 2.12.2002, the share capital of the Bank was increased by 525,882.12 euros through the issue of 190,537 new shares, of a nominal value of 2.76 euros each. This increase was effected through the exercise of stock options, on the basis of stock option certificates which were issued by virtue of the decision of the General Meeting of the Shareholders of the Bank dated 15.5.2001, and the Board of Directors' decision dated 7.11.2001. The above 190,537 new shares were distributed to the beneficiaries of the above certificates at a price of 7.98 euros per share. The total issue price of the above shares, amounting to 1,520,485.26 euros, was fully paid up in cash. The total difference above par, which amounts to 994,603.14 euros, was deposited into a special reserve account "Difference from the issue of shares above par (Premium)". Following the increase described in this paragraph, the share capital amounted to 865,262,442.60 euros and the total number of shares, to 313,500,885, of a nominal value of 2.76 euros each. In accordance with Article 13 Paragraph 9 of L. 2190/1920, as in force, the above increase does not constitute an amendment of the articles of association.

2.34. The above share capital was further increased as a result of the merger of the Bank with the closed end fund «Ergoinvest S.A.», which was established in 1977, with registered office in Athens, and which was dissolved -with no ensuing liquidation – through its absorption by the Bank, following a merger procedure specified in Articles 69 ff L. 2190/1920 in combination with Article 16 of L. 2515/1997 and Articles 1-5 of L. 2166/1993, following the decision of the Extraordinary General Meeting of the Shareholders of the Bank held on 3.3.2003 and the relevant decision of the Extraordinary General Meeting of the Shareholders of the absorbed company.

More specifically, the above General Meeting approved the following modifications in the share capital of the Bank: a) Reduction of the share capital by an amount of 22,305,011.76 euros, due to the cancellation of 8,081,526 own shares of the Bank, which were acquired in order to support the market price of its share (Article 16 Paragraph 5 of L. 2190/1920), b) Reduction of the share capital by 5,594,520 euros, due to the cancellation of 2,027,000 shares of the Bank which belong to the absorbed company, and which, as a result of the merger, become own shares and are therefore necessarily cancelled immediately (Article 16 Paragraph 2 case b' and Paragraph 3 case a' of L. 2190/1920), c) Increase of the share capital by an amount equal to the difference which occurs after the deduction from the share capital of the absorbed company amounting to 98,420,000 euros, of the total nominal value of the 42,023,264 shares of the absorbed company which belong to the Bank and which cannot be exchanged with

shares of the Bank, amounting to 31,097,215.36 euros (Article 75 Paragraph 4 of L. 2190/1920), therefore increase by an amount of 67,322,784.64 euros and d) Increase of the share capital, for the purposes of rounding, by an amount of 1,331,862.17 euros, through the capitalization of an equal amount of the difference from the issue of shares of the Bank above par (Premium), with a parallel increase of the nominal value of the share from 2.76 euros to 2.89 euros.

Thus, following the above merger, the share capital of the Bank amounts to 906,017,557.65 euros and is divided into 313,500,885 shares, of a nominal value of 2.89 euros each.

2.35. By decision of the Ordinary General Meeting of the Shareholders held on May 19th 2003, the share capital was increased by 3,034,500 euros, through the issue of 1,050,000 new registered, ordinary, voting shares, of a nominal value of 2.89 euros each, and an issue price at par. This increase was effected in accordance with Article 16 of L. 2190/1920, as in force, through the capitalization of an amount from the profits of the fiscal year 2002 equal to the amount of the share capital increase and the distribution of the issued shares to employees of the Bank, for free. Thus, the total number of shares amounted to 314,550,885 shares of a nominal value of 2.89 euros each.

Following the decision of the above General Meeting, the share capital amounted to 909,052,057.65 euros and the total number of shares, to 314,550,885, of a nominal value of 2.89 euros each.

2.36. The above share capital was further increased as a result of the merger of the Bank with the joint stock company for portfolio investments under the name "Investment Development Fund S.A.", which was established in 1981, with registered office in Athens and which was dissolved – with no ensuing liquidation – through its absorption by the Bank, following a merger procedure specified in Articles 69 ff of L. 2190/1920, in combination with Article 16 of L. 2515/1997 and Articles 1-5 of L. 2166/1993, following the decision of the Extraordinary General Meeting of the Shareholders of the Bank of 11-9-2003 and the respective decision of the A' Repetitive Extraordinary General Meeting of the Shareholders of 1-10-2003 of the absorbed company.

More specifically, the above General Meeting approved the following modifications of the share capital of the Bank: a) Increase of the share capital by 23,870,436.24 euros which corresponds to the share capital of the absorbed company (43,030,310.40 euros) after the deduction from the latter of the following two amounts: (i) of an amount of 18,601,274.16 euros, which corresponded to the total nominal value of 12,653,928 shares of the absorbed company which belonged to the Bank (ii) of an amount of 558,600 euros, which corresponded to the total nominal value of 380,000 shares of the absorbed company which belonged to that company, given that the above shares of the absorbed company are not exchanged with shares of the Bank (Article 75 § 4 cases a' and b' respectively of L. 2190/1920), b) Reduction of the share capital by 1,296,165 euros due to the cancellation of 448,500 shares of the Bank which belonged to the absorbed company, and which, as a result of the merger, become own shares and were becoming therefore necessarily and immediately cancelled (Article 16 § 2 case b' and § 3 case a' of L. 2190/1920, c)

Reduction of the share capital by 6,036,484.61 euros, due to the cancellation of 2,088,749 own shares of the Bank and d) Increase of the share capital, for the purposes of rounding, by 2,335,226.47 euros, through the capitalization of an equal amount of the difference resulted from the issue of shares of the Bank above par, with parallel increase of the nominal value of the share from 2.89 euros to 2.95 euros.

Thus, following the above merger, the share capital of the Bank amounts to 927,925,110.75 euros and is divided into 314,550,885 shares, of a nominal value of 2.95 euros each.

2.37 By decision of the Board of Directors dated 17.12.2003, the share capital of the Bank was increased by 2,755,158.40 euros, through the issue of 933,952 new shares, of a nominal value of 2.95 each. This increase was effected through the exercise of stock options, on the basis of stock options certificates which were issued by virtue of the decisions of the General Meeting of the Shareholders of the Bank dated 24.5.2000, 15.5.2001 and 22.4.2002, in combination with the Board of Directors' decisions dated 21.3.2001, 9.11.2001, 7.11.2002 and 13.11.2003. The above new shares were distributed to the beneficiaries of the above certificates as follows: a) to the beneficiaries of the first series of certificates (G.M dated 24.5.2000) at the price of 13.46 euros per share, b) to the beneficiaries of the second series of certificates (G.M dated 15.5.2001) at the price of 7.96 euros per share and c) to the beneficiaries of the third series of certificates (G.M dated 22.4.2002) at the price of 5.99 euros per share. The total issue price of the above shares amounting to 6,126,426.55 euros was fully paid up in cash. The total difference above par which amounts to 3,371,268.15 euros is deposited into the special reserve account "Difference from the issue of shares above par (Premium)". Following the above mentioned increase, which does not constitutes an amendment of the articles of association, pursuant to Article 13 Paragraph 9 of L. 2190/1920, the share capital amounted to 930,680,269.15 euros and the total number of shares, to 315,484,837, of a nominal value of 2.95 euros each.

2.38 By decision of the Ordinary General Meeting of the Shareholders held on April 5th 2004, the share capital was increased by 2,655,000 euros, through the issue of 900,000 new shares, of a nominal value of 2.95 euros each, and an issue price at par. This increase was effected, by capitalizing an amount of the profits of the fiscal year 2003 equal to the amount of the share capital increase and the distribution of the issued shares to employees of the Bank for free, in accordance with Article 16 Paragraph 2 item (f) of L. 2190/1920 and Article 1 of P.D. 30/1988. Thus, following the above increase, the share capital of the Bank amounted to 933,335,269.15 euros and the total number of its shares to 316,384,837, of a nominal value of 2.95 euros each.

2.39 By decision of the Ordinary General Meeting of the Shareholders held on April 5th 2004, the share capital of the Bank was decreased by 17,700,000 euros, due to the cancellation of 6,000,000 shares owned by the Bank, of a nominal value of 2.95 euros each. This share capital decrease was effected by cancellation of shares of a total nominal value equal to the amount of the decrease. Following this decrease, the share capital of the Bank was reduced to 915,635,269.15 euros and the total number of its shares amounted to 310,384,837 shares of a nominal value of 2.95 euros each.

2.40 By decision of the A' Repeat Extraordinary General Meeting of the Shareholders held on 29th November 2004, the share capital was increased by 2,065,000 euros, through the issue of 700,000 new shares, of a nominal value of 2.95 euros each, and an issue price at par. This increase was effected through the capitalization of a part of the special reserve fund for own shares, equal to the increase, that has been created until the 31st of December 2002 and through the distribution of the new shares to the employees for free, according to Articles 16 Paragraph 2 (f) of L. 2190/1920 and Article 1 of the Presidential Decree 30/1988. Following the above increase, the share capital of the Bank amounted to 917,700,269.15 euros and the total number of shares, to 311,084,837 of a nominal value of 2.95 euros each.

2.41 By decision of the Board of Directors dated 21.12.2004, the share capital of the Bank was increased by 8,627,865.00 euros, through the issue of 2,924,700 new shares, of a nominal value of 2.95 euros each. This increase was effected through the exercise of stock options, on the basis of stock options certificates which were issued by virtue of the decisions of the General Meeting of the Shareholders of the Bank dated 15.5.2001, 22.4.2002, 19.5.2003, 5.4.2004 and 29.11.2004 in connection with the Board of Directors' decisions dated 9.11.2001, 7.11.2002, 24.7.2003, 13.11.2003, 15.11.2004 and 10.12.2004. The above new shares were distributed to the beneficiaries of the above certificates as follows: a) to the beneficiaries of the second series of certificates (G.M dated 15.5.2001) at the price of 7.97 euros per share, b) to the beneficiaries of the third series of certificates (G.M dated 22.4.2002) at the price of 6.00 euros per share c) to the beneficiaries of the fourth series of certificates (G.M dated 19.5.2003) at the price of 5.51 euros per share and d) to the beneficiaries of the fifth series of certificates (G.M. dated 5.4.2004 and 29.11.2004) at the price of 9.30 euros per share. The total issue price of the above shares amounting to 21,850,352.45 euros was fully paid up in cash. The total difference above par which amounted to 13,222,487.45 euros was deposited into the special reserve account «Difference from the issue of shares above par (Premium)». Following the above mentioned increase, which does not constitute an amendment to the articles of association pursuant to Article 13 Paragraph 9 of L. 2190/1920, the share capital amounted to 926,328,134.15 euros and the total number of shares to 314,009,537, of a nominal value of 2.95 euros each.

2.42 The above share capital was further increased as a result of the merger of the Bank with the joint stock company of portfolio investments under the name "The Greek Progress Fund S.A.", which was established in 1990, with registered office in Athens and which was dissolved – with no ensuing liquidation – through its absorption by the Bank, following a merger procedure specified in Articles 69 -77 of L. 2190/1920 in combination with Article 16 of L. 2515/1997 and Articles 1-5 of L. 2166/1993, following the decision of the A' Repeat Extraordinary General Meeting of the Shareholders of the Bank dated 31.10.2005 and the respective decision of the Extraordinary General Meeting of the Shareholders dated 31.10.2005 of the absorbed company.

More specifically, the above General Meeting approved the following modifications of the share capital of the Bank:

a) Increase of the share capital by 111,877,412.04 euros which corresponds to the share capital of the absorbed company (216,814,000 euros) after the deduction from the latter of the amount of 104,936,587.96

euros, which corresponded to the total nominal value of the 39,009,884 shares of the absorbed company that belonged to the Bank and

b) Increase of the share capital, for rounding purposes, by 2,628,045.89 euros, through the capitalization of the equivalent amount of the difference resulted from the revaluation of the Bank's real estate, on the basis of Law 2065/1992, with a parallel change of the nominal value of the share from 2.95 to 3.26 euros.

Thus, following the above merger the share capital of the Bank amounted to 1,040,833,592.08 euros, divided into 319,274,108 shares of a nominal value of 3.26 euros each.

2.43. By decision of the A' Repeat Extraordinary General Meeting of Shareholders held on 31st October 2005, the share capital was increased by 12,770,964.32 euros, through the increase of the nominal value of the share from 3.26 euros to 3.30 euros. This increase was effected through the capitalization of the equivalent part of the difference resulted from the revaluation of the Bank's real estate property, according to Law 2065/1992.

2.44. By decision of the Board of Directors dated 16.12.2005, the share capital of the Bank was increased by 156,231.90 euros, through the issue of 47,343 new shares, of a nominal value of 3.30 euros each. This increase was effected through the exercise of stock options, on the basis of stock options certificates which were issued by virtue of the decisions of the General Meeting of the Shareholders of the Bank dated 19.5.2003 and 5.4.2004, in combination with the Board of Directors' decisions dated 24.7.2003, 15.11.2004, 10.12.2004 and 29.11.2005. The above new shares were distributed to the beneficiaries of the above certificates as follows: a) to the beneficiaries of the fourth series of certificates (G.M dated 19.5.2003) at the price of 5.50 euros per share and b) to the beneficiaries of the fifth series of certificates (G.M dated 5.4.2004 and 29.11.2004) at the price of 8.98 euros per share. The total issue price of the above shares amounting to 421,047.66 euros was fully paid up in cash. The total difference above par which amounts to 264,815.76 euros is deposited into the special reserve account «Difference from the issue of shares above par (Premium)». Following the above mentioned increase, which does not constitute an amendment to the articles of association pursuant to Article 13 Paragraph 9 of L. 2190/1920, the share capital amounted to 1,053,760,788.30 euros and the total number of shares to 319,321,451, of a nominal value of 3.30 euros each.

2.45. By decision of the Ordinary General Meeting of the Shareholders held on April 3rd 2006, the share capital was increased by 2,161,500 euros, through the issue of 655,000 new shares, of a nominal value of 3.30 euros each, and an issue price at par. This increase was effected through the capitalization of a part of taxed reserves of previous fiscal years, equal to the increase, and through the distribution of the new shares to the employees for free, according to Article 16 Paragraph 2 (f) of L. 2190/1920 and Article 1 of the Presidential Decree 30/1988. Following the above increase, the share capital of the Bank amounted to 1,055,922,288.30 euros and the total number of its shares, to 319,976,451 of a nominal value of 3.30 euros each.

2.46. By decision of the aforementioned Ordinary General Meeting of the Shareholders held on April 3rd 2006, the share capital was increased by 211,184,460.30 euros, through the issue of 63,995,291 new common

registered shares with voting right, of a nominal value of 3.30 euros each. This increase was effected through the capitalization of a part of the difference resulted from the issue of shares above par, equal to the increase, and through the distribution of the new shares to the old shareholders of the Bank, for free, in the ratio of two new shares to every ten old ones. Following the above increase, the share capital of the Bank amounted to 1,267,106,748.60 euros and the total number of shares to 383,971,742 of a nominal value of 3.30 euros each.

2.47. By decision of the A' Repeat Ordinary General Meeting of the Shareholders held on 17th April 2006, the share capital was decreased by the amount of 2,593,800 euros, through the cancellation of 786,000 Bank's own shares of a nominal value of 3.30 euros each. This share capital decrease was effected by cancellation of shares of a total nominal value equal to the decrease. Following the above decrease, the share capital of the Bank was reduced to 1,264,512,948.6 euros and the total number of shares, to 383,185,742 of a nominal value of 3.30 euros each.

2.48. By decision of the Board of Directors dated 15.12.2006, the share capital was increased by 7,807.80 euros, through the issue of 2,366 new shares, of a nominal value of 3.30 euros each. This increase was effected through the exercise of stock options, on the basis of stock options certificates which were issued by virtue of the decisions of the General Meeting of the Shareholders dated 5.4.2004 and 29.11.2004, in combination with the Board of Directors' decisions dated 10.12.2004, 29.11.2005 and 23.11.2006. The above new shares were distributed to the beneficiaries of the fifth series of certificates at the price of 7.64 euros per share. The total issue price of the above shares, amounting to 18,076.24 euros, was fully paid up in cash. The total difference above par, which amounted to 10,268.44 euros, was deposited into the account «Difference from the issue of shares above par (Premium)». Following the above mentioned increase, which, according to Article 13 Paragraph 9 of L. 2190/1920, does not constitute an amendment of the articles of association, the share capital amounted to 1,264,520,765.40 euros and the total number of shares, to 383,188,108 of a nominal value of 3.30 euros each.

2.49 By decision of the Ordinary General Meeting of the Shareholders held on April 3rd 2007, the share capital was increased by 2,771,973.60 euros, through the issue of 839,992 new shares, of a nominal value of 3.30 euros each and an issue price at par. This increase was effected through the capitalization of a part of taxed profits of the fiscal year 2006, equal to the increase, and a distribution of the new shares to the Bank's employees, according to Articles 16 Paragraph 2 (f) of L. 2190/1920 and article 1 of the Presidential Decree 30/1988. Following the above increase, the share capital of the Bank amounted to 1,267,292,730 euros and the total number of shares, to 384,028,100 of a nominal value of 3.30 euros each.

2.50. By decision of the aforementioned Ordinary General Meeting of the Shareholders held on April 3rd 2007, the nominal value of each share was reduced from 3.30 euros to 2.75 euros, with a simultaneous increase of the number of the Bank's shares by 20% and through the issue of 76,805,620 shares, which are distributed to its shareholders, in the ratio of two new shares to every ten old ones. Following the above, the share capital of the

Bank amounted to 1,267,292,730 euros, divided into 460,833,720 shares of a nominal value of 2.75 euros each.

2.51. By decision of the A' Repeat Extraordinary General Meeting of the Shareholders held on August 2nd 2007, the share capital was increased by 168,972,364 euros, paid in cash, through the issue of 61,444,496 new common registered shares with voting right, of a nominal value of 2.75 euros each and an issue price at 20 euros, with the right of pre-emption in favour of the existing shareholders, in a ratio of 2 new shares for every 15 held. The total above par value of the new shares was deposited into the account «Difference from the issue of shares above par (Premium)». Following the above mentioned increase, the share capital of the Bank amounted to 1,436,265,094 euros and the total number of shares, to 522,278,216 of a nominal value of 2.75 euros each.

2.52. By decision of the Extraordinary General Meeting of the Shareholders held on November 9th 2007, the share capital was increased by 467,500 euros, through the issue of 170,000 new shares, of a nominal value of 2.75 euros each and an issue price at par. This increase was effected through the capitalisation of taxed reserves formed up until the end of the fiscal year 2005 and distribution of the new shares to the Bank's employees, for free. Following the aforementioned increase, the share capital of the Bank amounted to 1,436,732,594 euros and the total number of shares, to 522,448,216, of a nominal value of 2.75 euros each.

2.53. By decision of the A' Repeat Extraordinary General Meeting of the Shareholders held on November 21st 2007, combined with a decision of the Board of Directors held on December 10th 2007, the share capital was increased by 1,786,413.75 euros, through the issue of 649,605 new shares, of a nominal value of 2.75 euros each. This increase was paid in cash through the reinvestment of an equal amount of the interim dividend for the year 2007 of those shareholders who chose to receive, at their sole discretion, all or part of their interim dividend in the form of shares in the Bank. The excess above par value of the proceeds from new shares was deposited into the account «Difference from the issue of shares above par (Premium)». Following the above mentioned increase, the share capital of the Bank amounted to 1,438,519,007.75 euros and the total number of shares to 523,097,821 of a nominal value of 2.75 euros each.

2.54. By decision of the Board of Directors held on December 5th 2007, the share capital was increased by 5,081,496.75 euros, through the issue of 1,847,817 new shares, of a nominal value of 2.75 euros each. This increase was effected through the exercise of stock options, on the basis of stock options certificates which were issued by virtue of the decision of the General Meeting of the Shareholders dated 18.4.2005, in combination with the Board of Directors' decisions dated 16.6.2005, 8.5.2007 and 1.11.2007. The above new shares were distributed to the beneficiaries at the price of 12.14 euros per share. The total issue price of the above shares, amounting to 22,432,498.38 euros, was fully paid up in cash. The total difference above par, which amounts to 17,351,001.63 euros, was deposited into the account «Difference from the issue of shares above par (Premium)». Following the above mentioned increase, the share capital amounted to 1,443,600,504.5 euros and the total number of shares, to 524.945.638 of a nominal value of 2.75 euros each.

2.55. By decision of the Ordinary General Meeting of the Shareholders held on 8<sup>th</sup> April 2008, the share capital was increased by three million eight hundred fifty thousand (3,850,000) euros, through the issue of one million four hundred thousand new shares, of a nominal value of 2.75 euros each and an issue price at par. This increase was effected through the capitalisation of an equal amount of the taxed profits from the fiscal year 2007 and a distribution of new shares to the employees of the Bank. Following the said increase, the share capital of the Bank amounted to one billion four hundred forty seven million four hundred fifty thousand five hundred and four euros and five cents (1,447,450,504.5) and the total amount of shares amounted to five hundred twenty six million three hundred forty five thousand six hundred and thirty eight shares, (526,345,638) of a nominal value of 2.75 euros each.

2.56. By decision of the A' Repeat Ordinary General Meeting of the Shareholders held on 21<sup>st</sup> April 2008, in conjunction with the decision of Board of Directors dated 19<sup>th</sup> May 2008, the share capital was increased by three million four hundred twenty five thousand four hundred and eleven (3,425,411) Euros, through the issue of one million two hundred forty five thousand six hundred and four (1,245,604) new shares, of a nominal value of 2.75 euros each. This increase was effected through cash payment and was realised through the investment of an equal amount of the dividend for the fiscal year 2007 of those shareholders who have chosen, at their discretion, to receive the dividend under the form of shares of the Bank, partly or in whole, instead of cash. The total above par value of the new shares, amounted to twenty million seven hundred sixty four thousand two hundred and eighteen euros and sixty eight pence (20,764,218.68) was deposited into the account «Difference from the issue of shares above par (Premium)». Following the aforementioned increase, the share capital of the Bank amounted to one billion four hundred fifty million, eight hundred seventy five thousand nine hundred and fifteen euros and fifty cents (1,450,875,915.5), and the total number of its shares amounted to five hundred twenty seven million five hundred ninety one thousand two hundred and forty two (527,591,242) shares, of a nominal value of 2.75 euros each.

2.57. By decision of the Extraordinary General Meeting of the Shareholders dated 12.1.2009, the share capital was increased by nine hundred fifty million one hundred twenty five thousand Euros (€ 950,125,000.00), through the issue of three hundred forty five million five hundred thousand (345,500,000) privileged shares without voting right, of a nominal value of 2.75 Euros each and an issue price at par. The full amount of the increase is covered by the Greek State through the contribution of its bonds at an equal value, and the issued new privileged shares which will be assumed by the Greek State, shall bear the following privileges:

- a) right of collecting a steady return, calculated at a percentage of 10% on the disposal price of each of the Privileged Shares to the Greek State:
  - (i) prior to the common shares;
  - (ii) prior to the amounts of dividend which are distributed as per paragraph 3 of Article 1 of L. 3723/2008 and
  - (iii) regardless of any distribution of dividend to the other shareholders of the Bank, and provided that, after the said return has been paid, the indexes of the Bank's capital adequacy, on a simple and consolidated

basis, meet the minimum indexes set from time to time by the Bank of Greece.

Steady return is calculated on an annual basis, depending on the period during which the Greek State is a privileged shareholder, and is paid within a month from the approval of the annual financial statements for the corresponding fiscal year, by the Ordinary General Meeting; it is, also, subject to the existence of distributable amounts, as defined in the provisions set in Article 44a of L. 2190/1920 and, in particular, the existence of profits of the last or previous to the last fiscal years, or reserves, provided that a relevant decision on distributing the above, issued by the General Meeting of the Common Shareholders of the Bank, has preceded. In the case that the said distributable amounts are insufficient, a right of preferential (prior to the common shareholders) collection of the said return, till the said amounts are exhausted, is granted. The amount paid to the Greek State, as per above, exceeds the dividend amount that is distributed, in accordance with Paragraph 3 of Article 1 of L. 3723/2008, exclusively to the common shareholders of the Bank, and which cannot go beyond the percentage of 35% provided for, in Article 3 Paragraph 1 of L. 148/1967.

- b) right of the privileged shareholders to vote at the General Meeting, in the cases defined by the L. 2190/1920;
- c) right to participate in the Board of Directors of the Bank, through one of its representatives, which will be appointed as an additional member of the Board of Directors;
- d) right of the appointed member of the Board of Directors representative of the Greek State to exercise veto in the taking of any decision related to the distribution of dividends and the policy of granting benefits to the President, the Managing Director and the other members of the Board of Directors, as well as the General Directors and their deputies, following a decision by the Minister of Economy and Finance or if the representative considers that this BoD decision can put the interests of the depositors into risk, or can substantially influence the credibility and the smooth functioning of the Bank.
- e) right of the common shareholders of the Bank to be present at the General Meeting and right of the appointed additional member of the Board of Directors to execute veto, at the discussion and decision making with regards to the issues set above.
- f) right of the representative of the Greek State to have free access to the books and data of the Bank, for the purposes set out in L. 3723/2008.
- g) right of preferential satisfaction from the proceeds of liquidation vis-à-vis all other shareholders, in the case that the Bank is placed under liquidation.

Privileged Shares do not grant a right for cumulative return.

Privileged Shares are subject to a partial or total repurchase by the Bank, after the 1<sup>st</sup> of July, 2009, upon approval by the Bank of Greece, at their disposal price, either by means of cash of the same value or bonds of the Greek State of the same value, of a nominal value which corresponds to the nominal value of the bonds issued for the purchase of the privileged shares by the Greek State.

Privileged Shares are subject to conversion into common shares or shares of another class, existing at the time of conversion, in the case that their repurchase by the Bank, after the lapse of five years from the time they are

issued, is no longer possible, due to the fact that the index of Bank's capital adequacy set by the Bank of Greece is not met, and provided that the Bank will submit, upon the end of the said five-year period, and the Minister of Economy and Finance will, upon recommendation by the Governor of the Bank of Greece, approve a restructuring plan for the Bank, in accordance with the Decision of the Minister of Economy and Finance number A.P. 54201/B/2884/26-11-2008, and the L. 3723/2008.

2.58 By decision of the Ordinary General Assembly of the Shareholders dated 19 June 2009, the share capital was increased by 28,136,303.25 Euros, through the issue of 10,231,383 new common shares, of a nominal value of 2.75 Euros each, and an issue price at par. The said increase was effected through the capitalisation of an equal to the distributed dividend amount of the taxed profits from the fiscal year 2008 and a free distribution of new shares to the shareholders of the Bank, in accordance with Article 1, Paragraph 3 of L. 3723/2008 and Article 28, Paragraph 1 of L. 3756/2009, as well as the Circular issued by the Minister of Economy and Finance number 20708/B1175/23.4.2009. Following the said increase, the share capital of the Bank amounted to two billion four hundred twenty nine million one hundred thirty seven thousand two hundred and eighteen Euros and seventy five pence (2,419,137,218.75), and the total number of its shares amounted to eight hundred and eighty three million three hundred twenty two thousand six hundred and twenty five shares (883,322,625), of a nominal value of 2.75 Euros each, out of which a) five hundred thirty seven million eight hundred twenty two thousand six hundred and twenty five (537,822,625) are common, voting shares and b) three hundred forty five million five hundred thousand shares (345,500,000) are privileged, non-voting shares, issued in accordance with L. 3723/2008.

2.59 By decision of the aforementioned Ordinary General Assembly of the Shareholders dated 19 June 2009, the share capital was increased by 2,123,907.50 Euros, through the issue of 772,330 new common shares, of a nominal value of 2.75 Euros each, and an issue price at par. The said increase was effected through the capitalisation of an equal amount of the taxed profits from previous fiscal years, and a free distribution of the new shares to the Bank's personnel. Following the said increase, the share capital of the Bank amounted to two billion four hundred thirty one million two hundred sixty one thousand one hundred twenty six Euros and twenty five cents (2,431,261,126.25), and the total number of its shares amounted to eight hundred and eighty four million ninety four thousand nine hundred and fifty five shares (884,094,955), of a nominal value of 2.75 Euros each, out of which a) five hundred thirty eight million five hundred ninety four thousand nine hundred fifty five shares (538,594,955) are common, voting shares and b) three hundred forty five million five hundred thousand shares (345,500,000) are privileged, non-voting shares, issued in accordance with L. 3723/2008.

Thus, the total share capital of the Bank amounted to two billion four hundred and thirty one million two hundred and sixty one thousand one hundred and twenty six Euros and twenty five cents (€2,431,261,126.25), and the total amount of its shares amounted to eight hundred and eighty four million ninety four thousand nine hundred and fifty five shares (884,094,955), of a nominal value of 2.75 Euros each.

2.60 The said capital was further increased due to merger of the Bank with the Société Anonyme under the name “DIAS Portfolio Investments SA”, which was founded in 1991, had its seat in Athens and which was dissolved -with no ensuing liquidation – through its absorption by the Bank, following a merger procedure specified in Articles 69-77a of L. 2190/1920 in combination with Article 16 of L. 2515/1997 and Articles 1-5 of L. 2166/1993, following the decision of the A' Repeat Extraordinary General Meeting of the Shareholders of the Bank held on 8.2.2011 and the relevant decision of the B' Repeat Extraordinary General Meeting of the Shareholders of the absorbed company, held on 8.2.2011.

More specifically, the aforementioned General Meeting decided the following changes to the share capital of the Bank:

a) Increase of the share capital amount by 69,987,530.76 Euros, which corresponds to the share capital of the absorbed company (amounted to 96,942,006.32 Euros), after the deduction from the latter of the following amounts: (i) an amount of 25,286,867.92 euros, which corresponded to the total nominal value of 27,485,726 shares of the absorbed company which belong to the Bank (ii) an amount of 1,667,607.64 euros, which corresponded to the total nominal value of 1,812,617 shares of the absorbed company which belong to that company.

b) An increase of the share capital, for the purpose of rounding, by 2,661,422.86 Euros, through the capitalization of a part of the difference through the issue of shares of the Bank above par (Premium), with a parallel increase of the nominal value of the share from 2.75 euros to 2.81 euros.

Following the said increases, the total share capital of the Bank amounted to two billion five hundred and three million nine hundred and ten thousand seventy nine Euros and eighty seven cents (€ 2,503,910,079.87) and the total amount of shares amounted to eight hundred ninety eight million four hundred and forty eight thousand four hundred and twenty seven (898,448,427) shares. Out of these shares: a) five hundred fifty two million nine hundred forty eight thousand four hundred and twenty seven (552,948,427) shares are common voting shares, of a nominal value of two euros and eighty one cents (2.81) each, and b) three hundred forty five million five hundred thousand shares (345,500,000) are privileged, non-voting shares, issued in accordance with L. 3723/2008.

2.61 By decision of the A' Repeat Ordinary General Meeting of the Shareholders of the Bank dated 11 July 2011, the share capital was decreased by 326,239,571.93 Euros, though a decrease in the nominal value of the common nominal shares from 2.81 Euros to 2.22 Euros each, with the aim to offset the damages due to transformation, arising from mergers which took place in the previous years, amounted to 79,032,346.63 Euros, and damages brought forward, amounted to 247,207,225.30 Euros.

2.62 By decision of the Extraordinary General Meeting of the Bank's Shareholders dated 30 April 2013, the share capital was reduced by 1,210,957,055.04 Euros, through a simultaneous (i) increase in the nominal value of the common share from 2.22 Euros to 22.1999998795548 Euros with a parallel reduction in the number of its common shares from 552,948,427 to 55,294,843, through a reverse split at a ratio of ten (10) existing common shares into one (1) new share, and (ii) reduction of the nominal value of the new (emerging following the reverse split) common share of the Bank, from 22.1999998795548 Euros to 0.30 Euros, in order

to form a special reserve of an equal amount, in accordance with Article 4, Paragraph 4a of L. 2190/1920.

As a result of the said decrease, the total share capital of the Bank amounted to nine hundred sixty six million seven hundred thirteen thousand four hundred fifty two Euros and ninety cents (€ 966,713,452.90) and the total amount of its shares amounts to four hundred million seven hundred ninety four thousand eight hundred forty (400,793,843). Of these shares: a) fifty five million two hundred ninety four thousand eight hundred and forty three shares (55,294,843) are common voting shares, of a nominal value of thirty cents (0.30) each, and b) three hundred forty five million five hundred thousand shares (345,500,000) are privileged, non-voting shares, issued in accordance with L. 3723/2008, of a nominal value of two euros and seventy five cents (2.75) each.”

2.63 By decision of the Extraordinary General Meeting of the Bank's Shareholders dated 30 April 2013, the share capital was increased by 1,136,795,207.40 Euros, via contribution of bonds from the Financial Stability Fund owned by the latter and issued by the European Financial Stability Fund, through the issue of 3,789,317,358 new common shares, of a nominal value of 0.30 Euros and a disposal price at 1.54091078902977 Euros each. The total above par value of the new shares, amounted to 4,702,204,792.60 Euros, was deposited into the account: “Difference from the issue of shares above par (Premium)”.

As a result of the said increase, the total share capital of the Bank amounted to two billion one hundred and three million five hundred and eight thousand six hundred six Euros and thirty cents (2,103,508,660.30), and the total number of its shares amounts to four billion one hundred ninety million one hundred twelve thousand two hundred one shares (4,190,112,201). Of these shares: a) three billion eight hundred forty four million six hundred twelve thousand two hundred one shares (3,844,612,201) shares are common voting shares, of a nominal value of thirty cents (€ 0.30) each, and b) three hundred forty five million five hundred thousand shares (345,500,000) are privileged, non-voting shares, issued in accordance with L. 3723/2008, of a nominal value of two euros and seventy five cents (2.75) each.

2.64 By decision of the Ordinary General Meeting of the Bank's Shareholders dated 27 June 2013, the share capital was increased by 61,741,399.20 Euros, via payment of cash and the issue of 205,804,664 new common shares of a nominal value of 0.30 Euros, and at a disposal price of 1.54091078902977 Euros each. The total above par value of the new shares, amounted to 255,385,227.99 Euros, was deposited into the account: “Difference from the issue of shares above par (Premium)”.

As a result of the said increase, the total share capital of the Bank amounted to two billion one hundred sixty five million two hundred and fifty thousand fifty nine Euros and fifty cents (€ 2,165,250,059.50) and is divided into four billion three hundred ninety five million nine hundred and sixteen thousand eight hundred and sixty five (4,395,916,865) shares. Of these shares: a) four billion fifty million four hundred sixteen thousand and eight hundred sixty five (4,050,416,865) shares are common voting shares, of a nominal value of thirty cents (€ 0.30) each, and b) three hundred forty five million five hundred thousand shares (345,500,000) are privileged, non-voting shares, issued in accordance with L. 3723/2008, of a nominal value of two Euros and seventy five cents (2.75) each.

2.65 By decision of the Extraordinary General Meeting of the Bank's Shareholders dated 26 August 2013, the share capital was increased by 425,625,000 Euros, via contribution from the Financial Stability Fund of the total number of shares of "New TT Hellenic Postbank S.A.", owned by the Financial Stability Fund, through the issue of 1,418,750,000 new common shares, of a nominal value of 0.30 Euros, and at a disposal price of 0.48 Euros each. The total above par value of the new shares, amounted to 255,375,000 Euros, was deposited into the account: "Difference from the issue of shares above par (Premium)".

As a result of the said increase, the total share capital of the Bank amounted to two billion five hundred ninety million eight hundred seventy five thousand fifty nine Euros and fifty cents (€ 2,590,875,059.50), and the total number of its shares amounted to five billion eight hundred fourteen million six hundred and sixty six thousand eight hundred sixty five shares in total (5,814,666,865). Of these shares: a) five billion four hundred sixty nine million one hundred sixty six thousand eight hundred sixty five (5,469,166,865) shares are common voting shares, of a nominal value of thirty cents (€ 0.30) each, and b) three hundred forty five million five hundred thousand shares (345,500,000) are privileged, non-voting shares, issued in accordance with L. 3723/2008, of a nominal value of two euros and seventy five cents (2.75) each.

2.66 By decision of the Extraordinary General Meeting of the Bank's Shareholders dated 12 April 2014, in conjunction with the decisions of the Board of Directors dated 29 April 2014 and 6 May 2014, the share capital was increased by two billion seven hundred seventy one million six hundred twelve thousand nine hundred and three Euros and ten cents (€ 2,771,612,903.10), through the issue of nine billion two hundred thirty eight million seven hundred and nine thousand six hundred and seventy seven (9,238,709,677) new common shares, of a nominal value of 0.30 Euros and at a disposal price of 0.31000000024895 Euros each, while the pre-emption right of the common shareholders and of the privileged shareholder of the Bank is abolished. The total above par value of the new shares, amounted to 92,387,097.00 Euros, was deposited into the account: "Difference from the issue of shares above par (Premium)".

Following this increase, the Bank's share capital amounted to five billion three hundred sixty two million four hundred eighty seven thousand nine hundred sixty two Euros and sixty cents (€ 5,362,487,962.60) and was divided into fifteen billion fifty three million three hundred seventy six thousand five hundred forty two shares in total (15,053,376,542). Of these shares: a) fourteen billion seven hundred and seven million eight hundred seventy six thousand five hundred forty two (14,707,876,542) shares were common voting shares, of a nominal value of thirty cents (€ 0.30) each, and b) three hundred forty five million five hundred thousand shares (345,500,000) were privileged, non-voting shares, issued in accordance with L. 3723/2008, of a nominal value of two Euros and seventy five cents (2.75) each.

## **Article 6 Shares**

1. The shares of the Bank are all registered and divided into two categories: a) fourteen billion seven hundred and seven million eight hundred seventy six thousand five hundred forty two (14,707,876,542)

shares are common and voting shares, of a nominal value of thirty cents (€ 0.30) each; these shares are dematerialized, and are listed on the Athens Stock Exchange. They are registered in the records of société anonyme under the name “Hellenic Central Securities Depository SA”, and are monitored through entries to those records, and b) three hundred forty five million five hundred thousand shares (345,500,000) shares, issued in accordance with L. 3723/2008, that are privileged, without a voting right, tangible, non transferable, and cannot be listed in a regulated market.

2. All shares are indivisible. In case of co-ownership, the rights of the co-owners are exercised by a common representative. Co-owners of a share are jointly and severally responsible for the fulfilment of all obligations arising from the share.

3. The increase of share capital is also possible through the issue of preferred shares, voting or non-voting, convertible to ordinary shares or not, the privileges of which are defined by the General Meeting, in accordance with the legal provisions each time in force.

4. The increase of share capital is also possible through the issue of redeemable shares, which are issued either as ordinary or as preferred shares, voting or non-voting. The redemption comes into effect following a statement on behalf of the Bank, in accordance with the conditions and the procedure resolved by the body competent to decide the increase.

5. If the Bank has already issued shares belonging to multiple categories, for which shares the voting rights or the right to participate in the profits or in the distribution of the proceeds of liquidation, are different to each other, an increase of the share capital is possible through shares belonging to only one such category.

### **CHAPTER 3 BODIES OF THE BANK**

#### **Article 7 Board of Directors Election of members**

1. The Bank is governed by a Board of Directors consisting of a minimum of three (3) and a maximum of twenty (20) members, elected by the General Meeting, which also determines their term of office. A legal entity may be elected as a Member of the Board.

2. The General Meeting may elect alternate (substitute) members of the Board of Directors, in order to replace those who resign, pass away or whose membership lapses for whatever reason.

3. In the case that it is not possible to replace a member whose membership has lapsed, by alternate members which have been elected by the General Meeting, the Board of Directors, following a decision taken by the remaining members (provided that they are at least three (3), can elect new members, to replace those whose membership has lapsed.

4. In all cases of members whose membership has lapsed (due to resignation, death or in any other way), the Board of Directors is entitled to continue the management and representation of the Bank, without being obliged to replace the lapsed members, as defined in the previous paragraph, provided that the number of the remaining members exceeds half of the number of the members prior to the event that led to the lapse of their membership and, in any case, is not less than three (3).

## **Article 8**

### **Constitution of the Board of Directors**

1. The Board of Directors elects a Chairman and one up to three Vice - Chairmen from among its members.
2. In case of absence, impediment or non-existence of the Chairman, his tasks (as defined in the provisions of the law or in the articles of association) are executed by the Vice Chairman. In case of absence or impediment of the first Vice Chairman, the tasks of the Chairman are executed by the second or third Vice Chairman or by a director who is appointed by the Board of Directors.

## **Article 9**

### **Meetings of the Board of Directors**

1. Other than at the registered office of the Bank, the Board of Directors may convene in the following locations: a) in Greece: in the Municipalities of the Prefecture of Attiki, Thessaloniki, Patra and Heraklio (Crete), b) abroad: in the capital or the biggest city of any of the countries of Europe, and c) where the Bank's group has a presence.
2. The Board of Directors may convene by teleconference.
3. The Chairman of the Board of Directors chairs its meetings and may appoint a person to act as the Secretary of the Board.
4. The minutes of the Board of Directors' meetings are signed either by the Chairman or any of the Vice Chairmen or the Chief Executive Officer or any of the Deputy Chief Executive Officers or the Secretary of the Board, each one of whom is entitled to issue copies and extracts of the minutes.

## **Article 10**

### **Powers of the Board of Directors**

1. The Board of Directors is competent to decide on any act concerning the Bank's management, the administration of its assets and generally the pursuit of its object, without any restrictions (with the exception of matters falling expressly within the competence of the General Meeting) and to represent the Bank at court and extrajudicially.
2. The Board of Directors may assign the exercise of the whole or part of its powers to one or more persons, members of the Board of Directors or not, employees of the Bank or third parties, by determining the extent of the assigned powers. The persons, to whom the above powers have been assigned, bind the Bank, being its agents, to the extent of the powers assigned to them.
3. Further to the powers provided to the Board of Directors by law, the Board of Directors may:
  - a) issue any kind of bond loan, other than of bond loans with bonds convertible to shares or bond loans entitled to participate in the Bank's profits, which are within the exclusive competence of the General Meeting.
  - b) grant permission to Members of the Board of Directors or Managers of the Bank, or persons who participate in any way in its management, to participate, according to Article 23 Paragraph 1 of L. 2190/1920, as members in the board of directors or the management of companies the object of which is identical or similar to the Bank's.

## **Article 11 General Meeting**

1. The General Meeting is the supreme body of the Bank, convened by the Board of Directors and entitled to resolve upon any matters concerning the Bank, to which the shareholders have the right to participate either in person or by their legal representatives, according to the law each time in force. The appointment and revocation of the legal representative and the relevant notification to the Bank may take place via electronic means, and more specifically, via internet access, by use of personal passwords, in a special automated system operating in the Bank's web-page.
2. During the General Meeting, the Chairman of the Board of Directors is the temporary Chairman of the General Meeting. One or two of the present shareholders or of the shareholders' representatives appointed by the Chairman, act as temporary secretaries.
3. Immediately after the ratification of the list of Shareholders entitled to vote, the General Meeting elects the final chair consisting of the Chairman and one or two secretaries who also act as collectors of the votes.
4. The minutes of the General Meeting are signed by the Chairman and the Secretary of the General Meeting. Copies or extracts of the minutes are issued by the persons who have the authority to issue copies and extracts of the Minutes of the Board of Directors.

## **CHAPTER D OTHER PROVISIONS**

### **Article 12 Fiscal year – Distribution of profits**

1. The fiscal year is a twelve-month period, commencing on January 1<sup>st</sup> and ending on December 31<sup>st</sup> of each year.
2. The net profits remaining after the deduction of the statutory reserve and dividend payment are distributed according to the decisions of each General Meeting.

### **Article 13 Transmission of information by electronic means**

The Bank may communicate with all shareholders or any holders of debt instruments it issues (including but not limited to shareholders), in accordance with Article 18 of L. 3556/2007, by electronic means as defined in L. 3556/07 as each time in force.

### **Article 14**

Regarding all matters not regulated by these Articles of Association, the legislative and regulatory provisions concerning Sociétés Anonymes, credit institutions and listed companies, including the regulations regarding the provision of investment services by credit institutions, as in force, are applicable.