

INVITATION  
TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with the Codified Law No. 2190/1920, as amended, the relevant clauses of the Law No. 2396/1996 (for the dematerialized shares) the articles No. 21, 22 and 25 of the Articles of Association of the Bank as well as the Decision of the Board of Directors dated June 29<sup>th</sup> 2012, the Shareholders of General Bank of Greece S.A., are invited to attend an Extraordinary General Meeting, on Tuesday July 24<sup>th</sup> 2012, at 10:00, at the auditorium of the Headquarters of GENIKI Bank (Mesogion 109-111) in order to discuss the issues of the following agenda.

AGENDA

- A. In order for GENIKI Bank to comply with the requirements of the Article 47 of the Law 2190/1920, according to which Bank's equity should not be less than the half (1/2) of its share capital, it is necessary to proceed to the following corporate actions:
- Increase of the nominal value of GENIKI Bank share from 0.3 Euros to 30.0 Euros per share, by decrease of the number of shares (reverse split) in a ratio 100/1, from 1,729,744,037 to 17,297,440 shares and accordingly modification of article 5 of the Bank's Articles of Incorporation. Granting of authorization to the Board of Directors to set the portion rights.
  - Nominal decrease of the share capital by 419,923,211.0 Euros by the decrease of the par value per share from 30.0 to 5.8 Euros by offsetting the accumulated losses and accordingly modification of article 5 of the Bank's Articles of Incorporation.

B. Various Announcements

According to article 26 par.2b and 28a of Codified Law No. 2190/1920, as amended by article 3 of Law 3884/2010, the Company is informing the shareholders of the following:

**A. ENTITLEMENT TO PARTICIPATE AND VOTE**

Any person appearing as a shareholder (i.e. holder of ordinary registered shares of the Bank) in the registry of the Dematerialized Securities System [formerly the Central Securities Depository] managed by Hellenic Exchanges S.A. ("HELEX"), in which the shares of the Bank are recorded, is entitled to participate in the Extraordinary General Meeting, as outlined below. Proof of shareholder status should be made by presenting relevant written certification from HELEX. Alternatively, proof of shareholder status can be made through direct electronic link-up of the Bank with the records of the Dematerialized Securities System.

Shareholder status should exist at the latest by Thursday, 19<sup>th</sup> .of July 2012 that is the fifth (5) day prior to the General Meeting (24.7.2012) and the relevant written certification or the electronic verification of shareholder status must have been received by the Bank

by the 3rd day before the date of the General Meeting that is Saturday, 21<sup>st</sup> of July .07.2012 .

Shareholders who do not comply with the provisions of article 28a of the Codified Law 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

To exercise the said rights, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the date of the General Meeting.

## **B. MINORITY RIGHTS**

If shareholders representing 1/20 of the paid-up share capital of the Bank so request, the Bank's Board of Directors is obliged to include additional items in the Agenda of the General Meeting, provided that the said request is communicated to the Board by July 9<sup>th</sup> 2012 , i.e. at least 15 days prior to the General Meeting.

The said request should be accompanied by justification or a draft resolution to be approved by the General Meeting and on July 11<sup>th</sup> 2012, i.e. 13 days prior to the General Meeting, the revised agenda should be disclosed in the same manner as the previous agenda, and at the same time made available to shareholders through the Bank's website, along with the justification or draft resolution tabled by the shareholders, in accordance with the provisions of article 27.3 of the Law 2190/1920.

(b) If shareholders representing 1/20 of the paid-up share capital of the Bank so request, the Board of Directors shall, in accordance with the provisions of article 27.3 of the Companies Act, make available to shareholders by July 18<sup>th</sup> 2012 at the latest, i.e. at least 6 days prior to the General Meeting, any draft resolutions on the items included in the initial or revised agenda, provided that the said request is communicated to the Board by- 17th July 2012, i.e. at least 7 days prior to the General Meeting.

(c) If any shareholder so requests, and provided that the said request is filed with the Bank by 19 July 2012 i.e. at least 5 full days before the General Meeting, the Board of Directors is obliged to provide the General Meeting with the specific requested information regarding the affairs of the Bank, insofar as such information is relevant to a proper assessment of the items on the agenda. The board of directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes. The Board of Directors may provide a single answer to

shareholders' requests that are of similar content. The obligation to provide information does not apply in the event that such information is already available through the Bank's website, particularly in the case of frequently asked questions.

(d) If shareholders representing 1/5 of the paid-up capital of the Bank so request, and provided that the said request is filed with the Bank by 19th July 2012, i.e. at least 5 full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with information on the course of the business affairs and financial status of the Bank. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes.

Relevant time schedules for exercising minority rights apply in the cases of Iterative Meetings. In all the aforesaid cases the shareholders making requests are required to prove their shareholder status as well as the number of shares they hold as at the time of exercising the relevant right. A certificate to this effect from HELEX or verification of shareholder status through direct electronic link-up between the records held by HELEX and the Bank may also serve as such proof.

### **C. PROCEDURE FOR VOTING BY PROXY**

The shareholder may participate in the General Meeting and may vote either in person or by proxy. Each shareholder may appoint up to 3 proxy holders. Legal entities may participate in the General Meeting by appointing up to 3 natural persons as proxy holders. However, if the shareholder owns shares in the Bank that are held in more than one Investor Securities Account, such limitation shall not prevent the shareholder from appointing, in respect of the General Meeting, separate proxy holders for the shares appearing in each Account.

A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Before the General Meeting commences, the proxy holder must disclose to the Bank any particular facts that may be of relevance for shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder. Within the meaning intended in this paragraph, a conflict of interest may arise in particular when the proxy holder:

(i) is a controlling shareholder of the Bank or is another entity controlled by such shareholder; (ii) is a member of the board of directors or in general the management of the Bank, or of a controlling shareholder or an entity controlled by such shareholder; (iii) is an employee or an auditor of the Bank, or of a controlling shareholder or an entity controlled by such shareholder; (iv) is a spouse or close relative (1st degree) of a natural person referred to in (i) to (iii) hereinabove. The appointment and revocation of appointment of a proxy holder shall be made in writing and shall be notified to the Bank in writing at least 3 days before the date of the General Meeting. The Bank shall make available the form to be used for appointing a proxy holder on its website ([www.geniki.gr](http://www.geniki.gr)). The said form, filled in and signed by the shareholder, must be filed with the Bank's Shareholder Services ( Messogion Av. 109-111, Athens) or sent by fax to +30 2106975706 at least 3 days before the date of the General Meeting.

Shareholders should confirm that the appointment-of-proxy form has been successfully received by the Bank by calling +30 210 6975476.

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

Hard copies of the full text of the draft resolutions and any documents specified under article 27.3(c) and (d) of the Companies Act can be obtained from the Bank's Headquarters (Messogion Av. 109-111, Athens)

#### **E. AVAILABLE INFORMATION**

The information required under article 27.3 of the Companies Act, will be available in electronic form on the website of the Bank [www.geniki.gr](http://www.geniki.gr).

Athens , June 29<sup>th</sup> 2012

By the Board of Directors

The Managing Director

Francois Turcot