



INVITATION
to the Extraordinary General Meeting of “TT HELLENIC POSTBANK S.A.”
to be held on Friday, September 30th, 2011

Register number 54777/06/B/03/7

According to the Codified Law 2190/1920 “the Companies Act”, Law 3082/2002 and article 18 of the Bank’s Articles of Association, the Board of Directors hereby invites Messrs Shareholders, Holders of Common Shares of the Bank, to attend the **Extraordinary General Meeting**, to be held on Friday, **September 30th, 2011**, at **15:00** hours, in Athens, at the Old Stock Exchange Hall (1 Pasmazoglou street), in order to make decisions on the following Agenda:

1. Approval of the Draft Merger Agreement, regarding the merger of Hellenic Postbank (the Bank) with T Bank S.A., by absorption of the latter by the Bank, in accordance with the provisions of article 16 of law 2515/1997, articles 69 - 77a of codified law 2190/1920 and articles 1 - 5 of Law 2166/1993.
2. Increase of the Bank’s (Absorbing company) common share capital by €58.737.719,96 as a consequence of: a) the merger, by an amount equal to the share capital of the Absorbed company (TBank) i.e. by €58.251.414, after deducting the amount which corresponds to the total nominal value of TBANK’s shares already held by the Bank (Absorbing company) and b) the capitalization of a part of the Bank’s share premium reserve amounting to €486.305,96, for rounding purposes, with an increase of the par value of the Bank’s common registered shares from €3.70 to €3.88 each and through the issuance of 1.941.713 new, common, registered shares with voting rights, which will be distributed to the shareholders of the Absorbed company (TBank), according to the proposed share exchange ratio.
3. Amendment of article 6 (about Share Capital) and article 7 (about Shares) of the Bank’s Articles of Association, as a consequence of the above, and codification into a unified document.
4. Granting authorization to the members of the Board of Directors to sign the Merger Agreement, and arrange all relevant procedural issues for its completion and the implementation of decisions of the Extraordinary General Meeting.
5. Granting authorization to the Board of Directors of the Bank to settle any issues relating to the issuance of new common shares, including the settlement of fractional rights arising from the aforementioned increase.
6. Ratification of the election of Audit Committee members.
7. Discussion to determine the participation of the Bank in the Private Sector Involvement (PSI) regarding the voluntary exchange of eligible Greek Government Bonds (GGB). Granting relevant authorizations.
8. Miscellaneous announcements.

If the required quorum for some or all items of the agenda is not achieved, the Shareholders are hereby invited to attend:

- The 1st Iterative EGM to be held on Tuesday, **October 11th 2011**, at 15:00 hours, at the Old Stock Exchange Hall (1 Pasmazoglou Street)
- The 2nd Iterative EGM to be held on Monday, **October 24th, 2011**, at 15:00 hours, at the Old Stock Exchange Hall (1 Pasmazoglou Street).

In the case of an Iterative General Meeting, no new invitation will be published (article 29, paragraph 2 of C.L. 2190/1920, as in force).

I. PERSONS WITH THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING

Holders of common shares of the Bank, who are registered in the Dematerialized Securities System (D.S.S.), managed by "Hellenic Exchanges S.A." (HELEX) in which the shares of Hellenic Postbank are recorded, are qualified to participate in the Extraordinary General Meeting.

Specifically, the capacity of shareholder must be in force on the *25th of September 2011* (Record Date), that is, on the commencement of the fifth (5th) day prior to the meeting of the EGM of the 30th of September 2011.

The capacity of the shareholder is verified electronically through a direct electronic interface of the Bank with the archives of the D.S.S. which is managed by Hellenic Exchanges S.A., at the latest on the third (3rd) day prior to the meeting.

Record Date	Date of the EGM
September 25th 2011	September 30th 2011

For the **1st Iterative Extraordinary General Meeting**, the capacity of shareholder must exist on the commencement of the *7th of October 2011* (Record Date) that is the fourth (4th) day prior to the day of the meeting of the 1st Iterative EGM. The capacity of the shareholder is verified electronically through a direct electronic interface of the Bank with the archives of the D.S.S. which is managed by Hellenic Exchanges S.A., at the latest on the third (3rd) day prior to the meeting.

Record Date	Date of the 1st Iterative EGM
October 7th 2011	October 11th 2011

For the **2nd Iterative Extraordinary General Meeting**, the capacity of shareholder must exist on the commencement of the *20th of October 2011* (Record Date) that is the fourth (4th) day prior to the day of the meeting of the 2nd Iterative EGM. The capacity of the shareholder is verified electronically through a direct electronic interface of the Bank with the archives of the D.S.S. which is managed by Hellenic Exchanges S.A., at the latest on the third (3rd) day prior to the meeting.

Record Date	Date of the 2nd Iterative EGM
October 20th 2011	October 24th 2011

According to the Codified Law 2190/1920, only individuals with the capacity of the shareholder on the relevant Record Date have the right to participate and to vote at the General Meeting. Each common share has one voting right.

To exercise the voting 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 day of the General Meeting.

It is noted that according to article 1 of Law 3723/2008 (Gazette A 250/9.12.2008), "Strengthening of the liquidity of the economy and the offset of the impact from the international financial crisis and other provisions", the Representative of the Hellenic Republic in the Board of Directors of Hellenic Postbank "attends the General Meeting of common Shareholders".

II. EXERCISE OF VOTING RIGHTS BY PROXY (article 28a of Codified Law 2190/1920)

The shareholders (holders of common shares of the Bank) participate in the EGM (as well as in any deferred or Iterative General Meeting) and vote in person or by proxy.

Each shareholder may appoint up to three (3) proxy holders. Legal entities, shareholders of the Hellenic Postbank, participate in the EGM by appointing up to three (3) natural persons as their proxy holders.

If a shareholder owns shares of the Bank which appear in more than one investor securities account, such limitation shall not prohibit said shareholder from appointing different proxy holders for the shares in each account, in regard to the General Meeting.

A proxy holder of more than one shareholder may cast different votes for each shareholder. The proxy holder of the shareholder/s is obliged to inform the Bank, prior to the commencement of the General Meeting, each specific event which may be useful to the shareholders, for the evaluation of the risk that the proxy holder may serve other interests besides the interests of the represented shareholder/s.

The appointment and the recall of a proxy holder is made in writing and notified to the Bank's Shareholder Services Department, at least **three (3) days** prior to the day of the meeting of the General Meeting, as follows:

→ for the EGM of 30.9.2011	until September 27th 2011
→ for the 1st Iterative EGM of 11.10.2011	until October 8th 2011
→ for the 2nd Iterative EGM of 24.10.2011	until October 21st 2011

Hellenic Postbank will provide the form that may be used by the shareholder for the appointment of a proxy holder at its website (www.ttbank.gr), which will also be provided by its Shareholder Department. Said form, completed appropriately and signed by the shareholder or the legal proxy holder of the shareholder must be sent via fax [+30 (210) 3704007] or submitted to the Shareholders Services Department of Hellenic Postbank (2-6 Pesmazoglou St., Athens).

If a shareholder does not comply with the provisions of article 28a of Codified Law 2190/1920, said shareholder participates in the General Meeting only after the Meeting has authorized him to do so.

For more information, Messrs Shareholders may contact the Shareholder Services Department of the Bank [contact phone numbers: +30 (210) 3294755, 3294196].

III. MINORITY VOTING RIGHTS OF THE SHAREHOLDERS, HOLDERS OF COMMON SHARES (article 39, of Codified Law 2190/1920)

1) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request the Board of Directors, by way of an application which must be delivered to the Board of Directors at least fifteen (15) days prior to the EGM, to include additional items on the EGM's Agenda. The application must be accompanied by a written statement of reasons or a draft resolution for approval by the EGM. 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 Codified Law 2190/1920.

2) Shareholders representing at least one twentieth (1/20) of the paid-up share capital may request the Board of Directors, by way of an application which must be delivered to the Board of Directors at least seven (7) days prior to the EGM to upload to the Bank's website (www.ttbank.gr) draft resolutions for items included in the initial or revised EGM agenda, accessible to the shareholders, at least six (6) days prior to the EGM date.

3) Through an application that is submitted to the Bank at least five (5) full days prior to EGM, shareholders may request the Board of Directors to provide the EGM with requested specific information with respect to Bank's business, to the extent that these are useful for the actual assessment of the items of the agenda. The BoD 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.

4) Shareholders representing one fifth (1/5) of the paid-up share capital may request the Board of Directors, through an application which must be submitted to the Board of Directors at least five (5) full days prior to the EGM, to provide the EGM with information about the course of the Bank's affairs and financial status. The BoD may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes.

Relevant deadlines for the exercise of minority participation rights of the shareholders apply also in the case of Iterative General Meetings. In all the above mentioned cases, requesting shareholders must prove their capacity as shareholders and the number of shares they hold during the time of the exercise of the relevant rights.

IV. AVAILABLE DOCUMENTS & INFORMATION

The full text of the "comments of the Board of Directors"/"draft resolutions", the documents & information provided in article 27, paragraph 3, of the C.L. 2190/1920 shall be available in printed form by the Shareholder Services Department, 2-6 Pesmazoglou St., Athens, contact phone numbers: +30 (210) 3294755, 3294196. The information of article 27 paragraph 3 of C.L. 2190/1920 shall be provided in electronic form on the webpage of the Bank www.ttbank.gr.

Athens, September 14th 2011
The Board of Directors
of the TT HELLENIC POSTBANK S.A.