



## Resolutions of the 2nd Iterative EGM - April 22nd, 2009

T.T. HELLENIC POSTBANK S.A., in the course of providing accurate and reliable information to the investors, its shareholders and every interested party, pursuant to Law 3556/2007 and the Athens Exchange Rulebook, announces that its 2nd Iterative EGM was held on Wednesday, April 22<sup>nd</sup>, 2009, at 15:00 hours, at the Historic Hall of the Athens Exchange, 1 Pesmazoglou Street, in Athens.

The General Meeting was attended in person or proxy by shareholders representing **82,021,660** shares and voting rights, out of a total of 142,232,982 shares and votes, namely **57.67%** of the total share capital of the Bank. The General Meeting, compiling the required by law quorum, took the following resolutions:

**1<sup>st</sup> Item      Increase of the Bank's share capital up to the amount of 526,3 mil. €, through payment in cash and through the issuance of new common registered shares. Granting of rights of pre-emption to existing shareholders.**

1. The General Meeting has approved the share capital increase of the Bank, up to the amount of 526,262,033.40 euros, by payment in cash, via the issuance of up to 142,232,982 new, common, registered shares, carrying voting rights, of nominal value 3.70€ per share, with pre-emption rights in favour of the existing shareholders and respective amendment of articles 6 (on the share capital) and 7 (on shares) of the Bank's Articles of Association.

Newly issued shares will have the right to dividend payment from profits of the current fiscal year and going forward, to the extent that the Ordinary General Meeting decides to distribute dividend. The shares to be issued as a result of the share capital increase will be listed for trading on the Athens Exchange.

2. Issue price: Authorization to the Board of Directors, pursuant to article 13, paragraph 6 of law 2190/1920, to determine the issue price of the new shares, within 12 months from the adoption of this resolution by the General Meeting. The issue price that the BoD is authorized to determine shall not be less than the applicable nominal value of the shares at the time of the decision-making by the BoD of the Bank. The potential difference between the issue price and the nominal value of new shares will be credited in the Share Premium Account.

Furthermore the EGM has decided that the issue price of new shares can be higher than the market price at the time of detachment (cut-off) of the pre-emption rights.

3. The share capital increase will take place with pre-emption rights in favour of existing shareholders, according to article 13 of law 2190/1920, for all the new capital raised, in ratio of one (1) new share for every one (1) existing share.

Beneficiaries of the pre-emption rights are;

a). All existing shareholders of the Bank, that are registered in the records of the Dematerialized Securities System (DSS) of the Athens Exchange as holders of the Bank's shares, the second (2nd) business day after the ex-date (i.e. the stock becomes ex-(pre-emption) rights), as long as they maintain their rights during the exercise period,

b). Whoever acquires pre-emption rights, during their trading on the Athens Exchange.

The duration of the exercise period will be 15 days according to article 13, paragraph 8 of law 2190/1920. The Board of Directors is authorized to decide the exact dates for a) the detachment (cut-off) of the of pre-emption rights, and the date of the determination of the pre-emption rights beneficiaries, according to the Rulebook of the Athens Exchange, b) the date for the commencement and termination of the pre-emption rights exercise period, c) the terms and conditions, as well as the procedure for their exercise according to Law 2190/20, and the Athens Exchange Rulebook.

4. The EGM has decided the distribution of any shares not taken up through the subscription of the pre-emption rights, as follows:

- Provide a “pre-subscription option” for the acquisition of new shares not taken up through the exercise of pre-emption rights at the same issue price; the pre-subscription option will run in parallel with the exercise of the pre-emption rights, and will be available to the following:
  - a) existing shareholders who exercised their pre-emption rights,
  - b) parties which acquired pre-emption rights during the trading period of the rights on Athens Exchange and have exercised those rights,
  - c) third parties (investors) who did not own pre-emption rights as per (a) and (b).

The abovementioned categories (a), (b) and (c) constitute the ‘Eligible Parties for the Pre-Subscription option’ for the participation in which, the EGM has set as prerequisite the deposit of an amount in cash, equal to the total value of the shares for which they have pre-subscribed.

- Authorisation to the Board of Directors of the Bank to allocate the shares that are not taken up, to the ‘Eligible Parties for Pre-Subscription option’ or to third parties (investors), as it considers appropriate, (but under the restrictions of the legislation), else the SCI to be capped to the amount that has been covered, based on article 13a, of law 2190/1920.

Furthermore, the EGM authorized the Board of Directors a) to determine the special terms and conditions for the potential process for subscription, informing in time the shareholders, the investor community and the relevant authorities, and any other party interested in the transaction, b) to set accordingly, provided that it is necessary, a maximum limit to the number of shares by which beneficiaries are eligible to register for and c) to decide, according to article 13, paragraph 8, law 2190/1920, the allocation method for the shares non taken up through the exercise of pre-emption rights.

5. In accordance with case (c) of paragraph 8, of article 16, of law 2190/1920, the EGM has decided that the pre-emption rights, attributed to the Bank’s treasury shares, will not be added to the pre-emption rights of the other existing shareholders but will be transferred (partially or fully) to third parties which do not act on behalf of the Bank.

6. Authorizations to the Board of Directors:

- to undertake all matters that concern in the drafting and publication of the Offering Document (for the share capital increase), as well as to obtain all necessary authorisations and approvals by the HCMC, the Athens Exchange, the Ministry of Development, the Bank of Greece and any other public entity,
- to regulate all the matters that are relevant to the listing of the new shares on the Athens Exchange and the commencement of their trading,
- to regulate each detail or matter that is relevant and directly related to the capital increase and cannot be settled via a decision by the EGM,
- to proceed to any necessary actions, in order to execute the decisions taken in this EGM.

**2<sup>nd</sup> Item      Amendment of articles 6 (about share capital) and 7 (about shares) of the Bank’s Articles of Association and codification into a complete document.**

In consequence to the SCI resolution (1st Item), the EGM decided the amendment of articles 6 (about share capital) and 7 (about shares) of the Bank’s Articles of Association.