



## RESOLUTIONS OF THE GENERAL MEETING

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, on Tuesday **October, 24th, 2011**, at 15:00 hours, at the Historic Hall of the Athens Exchange, 1 Pesmazoglou Street, in Athens was held the Second Iterative EGM of Shareholders. The General Meeting was attended in person or proxy by shareholders representing 101.141.104 common shares and voting rights, out of a total of 284.465.964 common shares and voting rights, namely **35, 55%** of the total common share capital of the Bank.

- I.** Regarding the 6th Subject of the Agenda, the General Meeting ratified the election of Mr. Varsamis Christos on the 22nd of June 2011 (non-executive Member of the Board of Directors) as a new Member of the Audit Committee and the appointment of Mr. Siamides Michael (independent, non-executive Member of the Board of Directors) as the Chairman of the Audit Committee, to replace members who resigned.

Voting results    voting "YES": 100.922.649 /99, 78 %  
                          voting "NO" : 218.455 / 0,22%

- II.** Following request by a shareholder, according to article 39, paragraph 3, of C.L. 2190/1920 "Societes Anonymes", the discussion and decision taking over subjects 1st to 5th and 7th of the Agenda are postponed, while the Meeting will continue on Tuesday, **November, 22<sup>nd</sup>, 2011**, same time and same place:

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.
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.

According to article 29, paragraph 3 of C.L. 2190/1920 "the general meeting which follows the postponement is a continuance of the previous one and the publicity formalities of the invitation of shareholders need not be repeated. New shareholders may also participate following the provisions of articles 27 and 28a".