



INVITATION
to the Extraordinary General Meeting of Shareholders
of TT HELLENIC POSTBANK S.A.
(Reg. No. 54777/06/B/03/7)

Pursuant to Codified Law 2190/1920 "Sociétés Anonymes", the Law 3082/2002, article 18 of the Bank's Articles of Association and following Board of Directors decision dated 23 December 2010, the Shareholders of Hellenic Postbank, holding common shares, are hereby invited to attend an Extraordinary General Meeting (EGM) to be held on **Friday, 28 January 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:

AGENDA

- 1. Repurchase by the Bank of preferred shares of Law 3723/2008 held by the Hellenic Republic. Provision of related powers and authorizations.**
- 2. Ratification of the election of new members of the Board of Directors of the Bank.**
- 3. 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 Extraordinary General Meeting to be held on Tuesday, 8 February, 2011, at 15:00 hours, at the Old Stock Exchange Hall (1 Pasmazoglou street),
- The 2nd Iterative Extraordinary General Meeting, to be held on Tuesday, 22 February, 2011, at 15:00 hours, at the Old Stock Exchange Hall (1 Pasmazoglou street).

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, 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. Each common share has one voting right.

Specifically, the capacity of shareholder must be in force on the **23th of January 2011** (Record Date), that is, on the commencement of the fifth (5th) day prior to the meeting of the EGM of the **28th of January 2011**. According to the Law, only persons with the capacity of the Shareholder on the relevant Record Date are qualified to participate and vote.

The proof of the qualification of the Shareholder is provided by the production of relevant affirmation by HELEX or by direct electronic connection of the Bank with the files of HELEX. The relevant written confirmation or electronic affirmation regarding the capacity of the Shareholder must be provided to the Bank at the latest until the third (3rd) day prior to the meeting of the EGM, that is, until the **25th of January 2011**, day of Tuesday.

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 General Meeting.

Record Date	Submission of affirmation of Shareholder capacity or electronic qualification	Date of EGM
23th of January 2011	25th of January 2011	28th of January 2011

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".

For the **1st Iterative Extraordinary General Meeting**, capacity of shareholder must exist on the commencement of the 4th of February 2011 (Iterative EGM Record Date), that is, the fourth (4th) day prior to the day of the meeting of the Iterative EGM, and the relevant registration or electronic certification regarding shareholder capacity must be provided to the Bank until the 5th of February 2011 at the latest, that is, on the third (3rd) day prior to the meeting of said Iterative EGM.

Record Date	Submission of affirmation of Shareholder capacity or electronic qualification	Date of First EGM
4th of February 2011	5th of February 2011	8th of February 2011

For the **2nd Iterative Extraordinary General Meeting**, capacity of shareholder must exist on the commencement of the 18th of February 2011 (Iterative EGM Record Date), that is, the fourth (4th) day prior to the day of the meeting of the Iterative EGM, and the relevant registration or electronic certification regarding shareholder capacity must be provided to the Bank until the 19th of February 2011 at the latest, that is, on the third (3rd) day prior to the meeting of said Iterative EGM.

Record Date	Submission of affirmation of Shareholder capacity or electronic qualification	Date of Second EGM
18th of February 2011	19th of February 2011	22th of February 2011

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

The shareholders, (holders of common shares of Hellenic Postbank) may participate in the Extraordinary General Meeting and vote either in person or by proxy.

Each shareholder may appoint up to three (3) proxy holders. Legal entities, shareholders of 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 appointment and the recall of a proxy holder shall be made in writing and shall be notified to Hellenic Postbank at least **three (3) days** prior to the day of the meeting of the General Meeting, that is, until the 25th of January 2011, at the latest.

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.

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 Department of Hellenic Postbank (2-6 Pesmazoglou St., Athens), at least three (3) days, as mentioned above, prior to the day of the meeting of the EGM, that is, until the 25th of January 2011 at the latest.

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

III. MINORITY VOTING RIGHTS OF THE SHAREHOLDERS, HOLDERS OF COMMON SHARES (article 39, paragraphs 2, 2a, 4 & 5, 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 & DRAFT RESOLUTIONS

Hard copies of the full text of the draft resolutions, documents & information provided in article 27, par. 3, cases (c) and (d) of Codified Law 2190/1920 shall be available in printed form by the Shareholders' Department, 2-6 Pesmazoglou St., Athens, contact phone numbers: +30 (210) 329 4755, +30 (210) 329 4196.

V. AVAILABLE INFORMATION

Information under article 27, par. 3 of Codified Law 2190/1920 shall be available in electronic form at the website of Hellenic Postbank, www.ttbank.gr.

Athens, 23 December 2010
By order of The Board of Directors

The Chairman of the Board of Directors
Cleanthis Papadopoulos