



INVITATION
to the Annual Ordinary General Meeting of the “TT HELLENIC POSTBANK S.A.”
to be held on Thursday, June 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 **Annual Ordinary General Meeting**, to be held on Thursday, **June 30th, 2011**, at **15:00** hours, in Athens, at the Old Stock Exchange Hall (1 Pesmazoglou street), in order to make decisions on the following Agenda:

1. Submission and approval of the “Board of Directors’ Report” for the fiscal year 2010.
2. Submission and approval of the “Financial Statements on Consolidated and Stand Alone Basis, December 31st, 2010 in accordance with International Financial Reporting Standards”, together with the relevant Report of the Auditors and approval of the disposition of the fiscal year results.
3. Release of the members of the Board of Directors and the Auditors from any liability for indemnity regarding the terminated fiscal year 2010.
4. Approval of year 2010 fees and remunerations paid to the members of the Board of Directors. Preliminary approval of remuneration to be paid to the members of the Board of Directors for the fiscal year of 2011 expanding until the next Annual General Meeting of Shareholders.
5. Election of regular and substitute Certified Auditors for the fiscal year commencing on January 1st, 2011 until December 31st, 2011 and approval of their remuneration.
6. Granting permission to the members of the Board of Directors and Officers of the Bank, in order to participate in Boards of Directors of affiliated companies, within the meaning of article 42e of Codified Law 2190/1920 and of companies in which the Bank participates.
7. 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 AGM to be held on Monday, July 11th, 2011, at 15:00 hours, at the Old Stock Exchange Hall (1 Pesmazoglou street),
- The 2nd Iterative AGM to be held on Friday, July 22nd, 2011, at 15:00 hours, at the Old Stock Exchange Hall (1 Pesmazoglou 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 Annual Ordinary General Meeting.

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

For the **1st Iterative General Meeting**, the capacity of shareholder must exist on the commencement of the 7th of July 2011 (Record Date) that is the fourth (4th) day prior to the day of the meeting of the 1st Iterative AGM. 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 1 st Iterative AGM
July 7th 2011	July 11th 2011

For the **2nd Iterative General Meeting**, the capacity of shareholder must exist on the commencement of the 18 of July 2011 (Record Date) that is the fourth (4th) day prior to the day of the meeting of the 2nd Iterative AGM. 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 2 nd Iterative AGM
July 18th 2011	July 22nd 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 AGM (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 AGM 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:

→ ¹ for the AG.M of 30.06.2011	until Monday, 27th of June 2011
→ ¹ for the 1 st Iterative AG.M. of 11.07.2011	until Friday, 8th of July 2011
→ ¹ for the 2 nd Iterative AG.M. of 22.07.2011	until Tuesday, 19th of July 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 Pasmazoglou 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 AGM, to include additional items on the AGM's Agenda. The application must be accompanied by a written statement of reasons or a draft resolution for approval by the AGM. 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 AGM to upload to the Bank's website (www.ttbank.gr) draft resolutions for items included in the initial or revised AGM agenda, accessible to the shareholders, at least six (6) days prior to the AGM date.

3) Through an application that is submitted to the Bank at least five (5) full days prior to AGM, shareholders may request the Board of Directors to provide the AGM 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 AGM, to provide the AGM 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, cases c’ and d’ 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, 8 June 2011
The Board of Directors
of the TT HELLENIC POSTBANK S.A.