



Bucharest, 23.07.2018

SUMMONING

The Board of Directors of Piraeus Bank Romania S.A., having its headquarters in Romania, Bucharest, 29-31 Nicolae Titulescu Blvd, 1st sector, registered number with the Trade Register under no J40/1441/1995, Unique Registration Code 7025592, RB-PJR-40-026/18.02.1999 (“the Bank”) summons the Ordinary and Extraordinary General Meeting of the Shareholders at the date of 27.08.2018, at 11:00 A.M., respectively at 12.00 p.m., at the afore mentioned registered office of the Bank.

In case that, on that date, the quorum conditions are not fulfilled, Ordinary and Extraordinary General Meeting of the Shareholders are convoked again at the date of 28.08.2018, at 11:00 A.M., respectively at 12.00 p.m., in the same place and having the same agenda.

Agenda of the Ordinary General Meeting of Shareholders

1. Prolongation of the mandate of Mr. Pedro Miguel Weiss, Member of the Board of Directors, with 4 years.
2. Modification of the Board of Directors structure, following the renunciation of one of the director mandate, and appointment of a new member in the Board of Directors of Piraeus Bank Romania S.A. for a mandate of 4 years. The list comprising the information about the name, domicile and professional qualification of the person proposed as director is available to the shareholders at the company’s headquarters and may be consulted and added by them.
3. Modification of the structure of the Audit Committee.
4. Appointment of a Vice-Chairman of the Board of Directors.

Agenda of the Extraordinary General Meeting of Shareholders

1. Amendment of the Articles of Association as follows:

Art. 2.2 should be removed from the Article of Association and art. 2 will have the following content:

“Article 2 - Legal form

2.1. PIRAEUS BANK ROMANIA S.A. is a Romanian legal entity, organized as a joint stock company (“S.A.”).”

The following articles will be amended and will have the following content:



“Article 16 - Management body

16.5. The number of non-executive BoD members is, at all times, higher than the number of executive BoD members. One of the non-executive BoD members should be independent.”

“Article 18 - BoD Meetings

18.4. The summonings of the meeting of the BoD must include the place where the meeting will be held and the items on the agenda and it may be ordered by the Chairman of the BoD or upon the request of two members of the BoD or the President. The items on the agenda are established by the authors of the request. The Chairman of the BoD is obliged to convene the meeting.”

„Article 19 – The senior management

19.1. The current management of the Bank is undertaken by six Executive Managers, organized as the Executive Committee (ExCo), according to the responsibilities set by the law, the empowerments set by these Articles of Association and the decisions and the delegation of authority set forth by the GMS and the BoD. The Executive Managers are:

- The President*
- The First Vice-President*
- Four Vice-Presidents*

The activity of the ExCo is coordinated by the President who is the Chairman of the ExCo and informs the BoD on the ExCo significant activities and decisions. The First Vice-President, as Vice-Chairman of ExCo, replaces the President during his absence.

19.2. Decisions of the ExCo are made in the presence of at least half of its members, with the majority of the present members' votes, unless BoD decides that an extended quorum is required. In case of parity of votes, the vote of the Chairman shall prevail. The members of the ExCo may be present in the meetings in person, through video or phone conference or through a representative (another member of the ExCo).”

“Article 25 - Miscellaneous

25.2. The Annex to the present Articles of Association makes an integral part thereof.”

Catalin Parvu
Member of the Board of Directors
First Vice-President

Signature
Stamp