



NBG PANGAEA

## INVITATION

**TO THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE SOCIÉTÉ ANONYME UNDER THE CORPORATE NAME “NBG PANGAEA REAL ESTATE INVESTMENT COMPANY” and distinctive title “NBG PANGAEA R.E.I.C.” with General Commercial Registry No. 3546201000 and HELLENIC CAPITAL MARKET COMMISSION’S Decision No. 6/458/13.12.2007 (hereinafter the “Company”) on Friday, 23<sup>th</sup> of March 2018, at 12.00 p.m.**

According to c.l. 2190/1920 on Sociétés Anonymes, as in force today, as well as article 11 of the Company’s Articles of Association and following the resolution of the Company’s Board of Directors which was adopted during its meeting dated on 27.02.2018, the Company’s Shareholders are invited to participate in the Extraordinary General Meeting on Friday, 23<sup>th</sup> of March 2018 at 12.00 p.m., at Mela Hall, 93 Eolou Street (1<sup>st</sup> floor, Press room), Athens, to discuss and decide on the following items of the agenda:

1. Approval of the amendment of the Custody Services Agreement between the Company and its shareholder, National Bank of Greece S.A., in accordance with article 23a of c.l. 2190/1920.
2. Approval of the granting of a corporate guarantee and of the granting of a pledge on the shares held by the Company to its 100% subsidiary Quadratix, in accordance with article 23a of c.l. 2190/1920.
3. Approval of the lease amending agreement between the Company and its shareholder, National Bank of Greece S.A., in accordance with the provisions of article 23a of c.l. 2190/1920.

In case that the required quorum is not achieved, the Shareholders shall be invited to an Iterative General Meeting on Wednesday, 04.04.2018, at 12:00, at Mela Hall, 93 Eolou Street (1<sup>st</sup> floor, Press room), Athens. It is noted that no further invitation will be published for the Iterative General Meeting, according to article 29 of c.l. 2190/1920, as amended and in force.

In accordance with articles 26 par. 2b and 28a of c.l. 2190/1920, as amended and added by articles 3 and 5, respectively, of law 3884/2010 and in force, the Company notifies the Shareholders of the following:

### **Right to participate and vote in the General Meeting**

In the General Meeting anyone who appears to be a shareholder in the records of the Dematerialized Securities System managed by the “Hellenic Central Securities Depository S.A.”, where the Company’s shares are kept, is entitled to participate and vote. Each common share provides one voting right. Proof of shareholder status takes place by delivery of a relevant

written confirmation by the above system or, alternatively, through direct electronic connection of the Company to the files of this system.

The shareholders' status must exist on the beginning of the fifth (5<sup>th</sup>) day prior to the day of the General Meeting of 23.03.2018, namely on 18.03.2018 (Recording Date), and the relevant written confirmation or electronic certificate in relation to shareholder status must be delivered to the Company at the latest three (3) days prior to the General Meeting. Shareholders who are legal entities must also submit their legalization documents within the same period according to applicable law, unless these have already been submitted to the Company and consequently it suffices to be mentioned in the representation document where they have been submitted.

Towards the Company it is deemed that only persons who hold shareholder status at the Recording Date are entitled to participate and vote in the General Meeting. In case of non-compliance with the provisions of article 28a of c.l. 2190/1920, this shareholder can participate in the General Meeting only after the Meeting's relevant permission.

The exercise of these rights does not presuppose that the shareholder's shares are blocked or any other similar procedure which limits the possibility to sell and transfer these during the period between the Recording Date and the General Meeting.

#### **Procedure for the exercise of the voting right through a representative**

Each shareholder participates in the General Meeting and votes either in person or through a representative. Each shareholder may appoint up to three (3) representatives. However, if the shareholder holds shares of the Company, which appear in more than one securities account, this limitation does not impede the shareholder from appointing different representatives for all shares that appear in the each securities account with regard to the General Meeting. Legal persons may participate in the General Meeting by appointing up to three (3) natural persons. A representative who acts for more than one shareholder can vote differently for each shareholder.

The representative is obliged to notify the Company, prior to the commencement of the General Meeting, of every specific fact which could be useful to the shareholders for the assessment of the risk of the representative serving interests other than those of a shareholder. Within the meaning of this paragraph, a conflict of interest may arise especially when the representative is:

- a) a controlling shareholder of the Company or another legal person or entity that is controlled by this shareholder;
- b) a member of the Board of Directors or of the management of the Company in general or of a controlling shareholder or of another legal person or entity that is controlled by a shareholder who exercises control over the Company;
- c) an employee or a chartered auditor of the Company or of a controlling shareholder of the Company or of another legal person or entity that is controlled by a shareholder who exercises control over the Company;
- d) A spouse or a first degree relative of one of the natural persons mentioned in cases (a) to (c).

The appointment and the revocation of a representative for the participation in the General Meeting shall be done in writing and shall be communicated to the Company either (a) by

depositing the document at the premises of the Company's registered seat (6 Kar. Servias Street, 105 62 Athens) or (b) to the Share Register of Piraeus Bank, 9 Mitropoleos Street, 105 57, Athens, 1<sup>st</sup> floor (tel.: +30 210 32 88737, +30 210 3335039, +30 210 6160434, +30 210 6160435 and Fax +30 210 3335009, +30 210 3288211) at least three (3) days prior to the date of the General Meeting.

An authorization form is available on the website of the Company: [www.nbgpangaea.gr](http://www.nbgpangaea.gr)

Given the absence of a relevant statutory provision, the Company does not accept electronic notifications of appointment and revocation of representatives.

#### **Procedure for the exercise of the voting right by correspondence or electronic means**

Given the absence of a relevant statutory provision, participation in the General Meeting via electronic means or distance participation is impossible.

#### **Minority shareholders' rights under article 39 par. 2, 2a, 4 and 5 of c.l. 2190/1920 as in force**

(a) Following a request by the shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors must include in the agenda of the General Meeting any additional subjects. The relevant request must be communicated to the Board of Directors at least fifteen (15) days before the General Meeting, namely by 08.03.2018, and must be accompanied by a justification or by a draft resolution to be approved by the General Meeting. The revised agenda is published in the same manner as the previous agenda, thirteen (13) days prior to the date of the General Meeting, namely on 09.03.2018, and at the same time it is placed at the shareholders' disposal on the Company's website, along with the justification or the draft resolution that has been submitted by the shareholders as stipulated in article 27 par. 3 of c.l. 2190/1920.

(b) Following a request by the shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors must place at the shareholders' disposal, as stipulated in article 27 par. 3 of c.l. 2190/1920, at least six (6) days prior to the date of the General Meeting, namely by 16.03.2018, draft resolutions for items that have been included in the initial or revised agenda. The relevant request must be communicated to the Board of Directors at least seven (7) days before the date of the General Meeting, namely by 15.03.2018.

(c) Following a request by any shareholder, submitted to the Company at least five (5) full days before the General Meeting, namely by 17.03.2018, the Board of Directors must provide the General Meeting with specific information with respect to matters of the Company. The Board of Directors is obliged to provide the General Meeting with the specific information requested with respect to matters of the Company to the extent that these are useful for the actual assessment of the items of the agenda. There is no obligation to provide information when the relevant information is already provided through the Company's website, especially under the form of questions and answers.

(d) Following a request by the shareholders representing one fifth (1/5) of the paid-up share capital, which is submitted to the Company within the deadline of the previous paragraph, the Board of Directors must provide the General Meeting with information about the company's

affairs and the financial situation of the Company. The Board of Directors may decline to provide such information for a significant reason which must be mentioned in the minutes. Such reason may be, depending on the case, the representation of the requesting shareholders on the Board of Directors according to article 18 par. 3 or 6 provided that the corresponding members of the Board of Directors have been adequately informed.

In all the above cases, the requesting shareholders must prove their shareholder status and the number of shares that they own during the exercise of the relevant right. Said proof can be the delivery of a certificate issued by the entity keeping the relevant securities or a certificate of the status of a shareholder through direct electronic connection between the entity and the Company.

More detailed information pertaining to the aforementioned minority rights and the conditions for their exercise are available on the Company's website ([www.nbgpangaea.gr](http://www.nbgpangaea.gr)).

**Available documents and Information (article 27 par. 3 of c.l. 2190/1920, as in force)**

The information listed in article 27 par. 3 of c.l. 2190/1920, including the invitation for the convocation of the Extraordinary General Meeting, the form for appointment of representatives, and the draft resolutions for the items of the agenda, are available in electronic format on the Company's website, [www.nbgpangaea.gr](http://www.nbgpangaea.gr). The interested shareholders may receive hard copies of any documents and draft resolutions under article 27 par. 3 of c.l. 2190/1920, as in force, at the Company's premises at 6 Karageorgi Servias Street, Athens, or by contacting the Investors and Public Relations Department of the Company at +30 210 3340098.

Athens, 28.02.2018  
Pursuant to Board of Directors' order  
CEO and  
Executive Member of the Board of Directors

Aristotelis Karytinis