



**INVITATION
TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TT HELLENIC POSTBANK S.A.
(Reg. No. 54777/06/B/03/7)**

In accordance with the companies Law 2190/1920 “re: Sociétés Anonymes”, the Law 3082/2002, the Bank’s Articles of Incorporation (article 18) and the Board of Directors’ session dated in June 3rd, 2009, the Shareholders of Hellenic Postbank are hereby invited to attend the Ordinary General Meeting, on Tuesday, June 30th, 2009, at 15:00 hours, in Athens, at the Old Stock Exchange Hall (1 Pesmazoglou street), in order to make decisions on the following agenda:

AGENDA

1. Submission and approval of the Annual Financial Statements for the fiscal year commencing on January 1st, 2008 until December 31st, 2008, together with the relevant Auditors’ and Board of Directors’ Reports and approval of the distribution of profits.
2. Release of the members of the Board of Directors and the Auditors from any liability for indemnity with respect to the terminated fiscal year commencing on January 1st, 2008 until December 31st, 2008.
3. Approval of fees and remuneration payments to the members of the BoD for the terminated fiscal year, commencing on January 1st, 2008 until December 31st, 2008.
4. Preliminary approval of remuneration to be paid to members of the Board of Directors for the fiscal year of 2009 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, 2009 until December 31st, 2009 and approval of their remuneration.
6. Ratification of the appointment of the Greek State’s representative as an additional member of the BoD of the Bank, in accordance with the Law 3723/2008 “For the enhancement of liquidity of the economy in response to the impact of the international financial crisis”.
7. Election of new Board of Directors due to expiration of its term and appointment of at least two (2) independent non executive members of BoD, according to the provisions of Law 3016/2002, as currently in force and Law 2190/1920 “re: Sociétés Anonymes”.
8. Granting permission, pursuant to article 23, of law 2190/1920, to members of the Board of Directors and Officers of the Bank to participate in the BoD or in the management of both affiliated (pursuant to article 42e, par. 5, Law 2190/1920) companies of the Bank and other companies having similar purposes.
9. A. Ratification of the election of the members of the Bank’s “Audit Committee”.
B. Constitution of a new audit committee according to the provisions of Law 3693/2008 and election of its members.
10. Approval of agreements according to the article 23a of Law 2190/1920 “re: Sociétés Anonymes”.
11. 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 Ordinary General Meeting to be held on Monday, July 20th, 2009, at 15:00 hours, at the Old Stock Exchange Hall (1 Pesmazoglou street),
- The 2nd Iterative Ordinary General Meeting, to be held on Friday, July 31st, 2009, at 15:00 hours, at the Old Stock Exchange Hall (1 Pesmazoglou street).

All Shareholders of the Bank have the right to attend and vote in the General Meeting, either in person or by proxy. Shareholders who wish to participate in the General Meeting should block all or part of their shares through their Operator broker(s) in the Dematerialized Securities System and receive from said Operator(s) a Share Blocking Certificate, which they should then submit together with their statements of proxy, if any, to the Bank’s Shareholder Department (*Pesmazoglou 2-6 street, Athens, Greece, tel +30 210-3704755, fax +30 210 3704007*) at least five days prior to the date of the General Meeting. In the event that no Operator broker(s) has been appointed and the shares lay in a special depository account, then the Share Blocking Certificate will be issued by the Central Securities Depository S.A..

Athens, June 3rd, 2009
The Board of Directors
of the HELLENIC POSTBANK