



BANK OF GREECE
EUROSYSTEM

THE GOVERNOR

GOVERNOR'S ACT No. 2629/4.10.2010

RE: Conditions of convocation, operation and decision-making of the Meeting of Members of the Private Life Insurance Guarantee Fund and staffing modalities

THE GOVERNOR OF THE BANK OF GREECE, having regard to:

- a) the provision of Article 11(4) of Law 3867/2010 (Government Gazette A128);
- b) Article 31 of the Statute of the Bank of Greece, which has force of law (Law 3424/1927, Government Gazette A298); and
- c) the relevant proposals of members of the Private Life Insurance Guarantee Fund,

HEREBY DECIDES as follows:

A. Meeting of Members of the Private Life Insurance Guarantee Fund

1. The Meeting of Members shall convene in Athens, at a venue determined by the Management Committee.
2. The ordinary General Meeting of Members shall be convoked by the President of the Management Committee or his legal alternate within May every year. To this end, he shall give notice of the meeting in writing to the Members ten (10) days in advance, stating the venue, date and time of the meeting, as well its agenda.
3. Meetings of Members shall be chaired by the President of the Management Committee, unless the Meeting, by a decision passed according to the provisions hereinbelow, appoints another person, which shall be a representative of one of the Members.
4. The minutes of the meeting shall be kept by its Secretary, who shall be elected by the meeting and shall be a representative of one of the Members.
5. If all Members are present and consent, Articles 1 and 2 above shall be waived and the Meeting may transact its business and pass decisions legally.

6. The Meeting of Members shall be in quorum and transact its business legally if Members holding 3/5 of the total votes of Members (as defined in Article 7 below) are present. If there is no such quorum, an adjourned meeting shall be held in the same venue and at the same day and time in the next week, with the same agenda, without further notice. The adjourned meeting shall be in quorum if Members holding 2/5 of the total votes of Members are present.

7. Each Member shall have in the meeting one vote per €1 million of gross written insurance premia (primary insurance premia and insurance policy fees) in the life insurance sector in the previous year, rounding the result to the nearest integer. Insurance premia relating to supplementary hospital treatment coverage shall not be taken into account. Members with annual insurance premia lower than €1 million shall have one vote regardless of the amount of their annual premia. Decisions of the Meeting shall be passed by an absolute majority of the votes represented in the Meeting and shall be binding upon all Members, including those who are absent from the Meeting. Meeting of Members shall be waived if all members consent in writing to a decision (Article 97 of the Civil Code).

8. Election of members of the Management Committee by the General Meeting

a) Each Member shall have the right to nominate one candidate. The nomination shall be sent in writing by any appropriate medium (mail, fax etc.) to the President of the Management Committee no later than (3) days before the election date. Nominations not sent in time shall not be taken into account. Candidates shall have adequate expertise in the life insurance sector.

b) The President of the Management Committee shall prepare a single ballot of candidates and print it in uniform copies. The verso of the ballots shall bear the signature of the President of the Management Committee, as well as a seal indicating the number of votes represented by each ballot. Each ballot may represent 1, 5, 10 or 50 votes. The representative of each Member shall receive as many ballots as the number of votes of the Member, according to Article 7 above. The representative of each Member shall draw a cross next to the name of the

preferred candidate (up to four crosses are allowed, equal in number to the Management Committee members to be elected).

c) The vote and the ballot sorting and counting procedure shall be conducted by a three-member Election Committee, composed of the President of the Management Committee and two persons appointed by the General Meeting at the start of the meeting. The Election Committee shall verify the number of votes of each Member, ensure the maintenance of order, monitor the overall election procedure, ensure its conduct according to law and the relevant decisions of the Bank, and pass judgment on any dispute or objection submitted to it. The Election Committee shall prepare an election record describing the procedure and the result, including a list of Members that voted. After being signed by all the members of the Committee, the record shall be deposited by the President in the archive of the Private Life Insurance Guarantee Fund. In counting votes, the Election Committee shall calculate the total number of votes received by each candidate as the sum of votes represented by all the ballots in favour of the candidate concerned.

d) The first four successful candidates shall be the four new members of the Management Committee, according to the total number of votes received. The next four candidates shall be alternate members of the Management Committee, in seniority order according to the number of votes received. In the event of a tied vote for regular and/or alternate members, lots shall be drawn among the tied candidates.

9. The Meeting of Members shall be the supreme body of the Private Life Insurance Guarantee Fund and shall decide on all matters concerning the Fund.

10. Extraordinary Meetings of Members shall be convoked (a) by the Management Committee at its discretion; (b) by decision of the Governor of the Bank of Greece; (c) upon request by 1/5 of the Members, who shall specify the agenda. In all three cases, the extraordinary General Meeting shall convene within no more than thirty (30) days and notice in writing shall be given to Members three (3) days in advance.

11. The Members of the Private Life Insurance Guarantee Fund shall notify the Management Committee of any change in their statutes and legal representation, producing the relevant documents. The Members shall be represented in the meeting by their legal representative or another person specifically authorised in writing by the legal representative. More than two Members may not be represented in the meeting by the same person.

B. Staffing, organisation and operation of the Private Life Insurance Guarantee Fund

1. At first, the staff of the Private Life Insurance Guarantee Fund shall not exceed four (4) persons, which shall provide administrative support, accounting, financial and legal services.

2. The Private Life Insurance Guarantee Fund may outsource tasks relating to its operation (e.g. legal, accounting and cash management matters) and its objects and responsibilities (e.g. valuation of insurance liabilities of portfolios that are in the process of being transferred).

3. The decision to hire tenured staff and select outsourcees under the preceding paragraphs shall be made by the President of the Management Committee, after informing the Bank of Greece.

The government budget will not incur any expenditure due to the implementation of the provisions of this Act.

This Act shall be published in the Government Gazette.

Georgios Provopoulos, Governor