

ANNUAL GENERAL MEETING
Tuesday, 10 July 2018, 10:00 a.m.
Hotel Grande Bretagne, 1 Vassileos Georgiou A' Street
Syntagma Square, Athens

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Bank (AGM) will take place in A' Repeat Meeting on Monday, 23 July 2018, at 10:00 a.m., at "Bodossakis Foundation Building (John S. Latsis Hall)", 20 Amalias Av., Athens, without publication of a further invitation.

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1. AGENDA

The Board of Directors invites Eurobank Ergasias S.A. shareholders to decide upon the following issues on the agenda:

1. Financial Statements for the year ended 31 December 2017. Directors' and Auditors' Reports.
2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2017.
3. Appointment of auditors for the financial year 2018.
4. Announcement of the election of Directors and relevant appointment of members of the Audit Committee.
5. Appointment of new Board of Directors due to the expiration of the term of the current Board and designation of the independent non-executive members of the Board.
6. Appointment of members of the Audit Committee and its Chairman.
7. Approval of the remuneration of Directors and of agreements in accordance with articles 23a and 24 of c.l. 2190/1920.

2. SUMMARY OF ISSUES ON THE AGENDA

1. Financial Statements for the year ended 31 December 2017. Directors' and Auditors' Reports.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

The Board of Directors (or Board or BoD) proposes the approval of the annual (standalone and consolidated) financial statements for the year ended 31 December 2017.

The Financial Statements consist of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Cash Flow Statement, the Changes in Equity Statement and the Notes to the Accounts. The Financial Statements and the Directors' Report were approved by the Board of Directors on 28.03.2018.

The Financial Statements, the Directors' Report and the Auditors' Report for the year ended 31 December 2017 are available to the shareholders on the Bank's website www.eurobank.gr.

In addition, the relevant presentation and press release are also available on the Bank's website.

Based on the 2017 results in combination with the article 44a of c.l. 2190/1920, the distribution of dividends to shareholders is not permitted.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the annual (standalone and consolidated) financial statements for the year ended 31 December 2017, as well as the Directors' and Auditors' Reports.

2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2017.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the HFSF shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

In accordance with the provisions of article 35 of c.l. 2190/1920, the Board of Directors recommends the discharge of its members and the Auditors from any liability for indemnity for the financial year 2017.

Note: Directors and employees of the Bank voting as proxies of shareholders may vote on the discharge of the Board only if specifically authorized by the shareholders.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, discharged the members of the Board of Directors and the Certified Auditors from all responsibility for indemnification in relation to the financial year 2017.

3. Appointment of auditors for the financial year 2018.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the HFSF shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

On Audit Committee's proposal, the Board of Directors recommends to the AGM the appointment of KPMG Certified Auditors S.A. (KPMG) as the Bank's statutory auditor for the 2018 financial statements (standalone and consolidated), in line with the Board's decision dated 24.02.2017 regarding the successful audit firm of the tendering process for conducting the statutory audit of the Bank's financial statements for the period 2018-2022.

KPMG intends to assign the statutory audit to its member Mr. Charalampos Sirounis (SOEL Reg. No 19071), as statutory auditor, and its member Mr. Nikolaos Vouniseas (SOEL Reg. No18701), as his substitute, in case of impediment of the statutory auditor.

Finally, the Board of Directors recommends to the AGM KPMG's relevant audit fees for 2018 for Eurobank Ergasias S.A. and its subsidiaries to be 6.6% lower than the relevant audit fees for 2017.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved:

- a) *the appointment of the firm "KPMG Certified Auditors S.A." (KPMG) as statutory auditor for the financial statements*

(standalone and consolidated) for the year ending 31 December 2018 and

- b) *KPMG's relevant audit fees for 2018 for Eurobank Ergasias S.A. and its subsidiaries, amounting to 6.6% lower than the relevant audit fees for 2017.*

4. Announcement of the election of Directors and relevant appointment of members of the Audit Committee.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the HFSF shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

Board's proposal/comment on the above agenda item:

As the Bank has already announced, further to HFSF's relevant request, the Bank's BoD at its meeting of 14.12.2017 decided the integration of Ms. Aikaterini Beritsi into the Bank's BoD, in replacement of Mr. Christoforos Koufalias, and her appointment as non-executive member of the BoD.

Moreover, as the Bank has also announced, the Bank's BoD at its meeting of 09.03.2018, having determined that the Bank is no longer subject to the provisions of the Greek Economy Liquidity Support Program under L.3723/2008 and therefore the Greek State's right to participate through its representative in the Bank's Board has ceased to exist, decided that Ms. Androniki Boumi, who has been appointed as representative of the Greek State in Eurobank's BoD according to the provisions of the said law (L.3723/2008), remains in the Banks' BoD, even after her cessation as representative of the Greek State,

and appointed her as non-executive member, until the expiration of tenure of the current BoD.

More details about Ms. Beritsi and Ms. Boumi résumés are available on the Bank's website (www.eurobank.gr), while, as far as the review process of the aforementioned members by the Single Supervisory Mechanism of the European Central Bank is concerned, the relevant procedure under the legislative and regulatory framework has been initiated.

Finally, the BoD announces to the AGM the appointment by the BoD at its meeting held on 14.12.2017 of the representative of the HFSF Ms. Aikaterini Beritsi, as member of the Bank's Audit Committee for the period 14.12.2017-10.07.2018 in replacement of the former representative of the HFSF Mr. Christoforos Koufalias, who was also appointed by the BoD, at its meeting held on 12.10.2017, as member of the Bank's Audit Committee for the period 12.10.2017-14.12.2017, both appointed in accordance with the provisions of L.3864/2010 and the Relationship Framework Agreement between the Bank and the HFSF.

5. Appointment of new Board of Directors due to the expiration of the term of the current Board and designation of the independent non-executive members of the Board.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the HFSF shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

According to the AGM resolutions dated 27.06.2013 and 26.06.2015, the Board's term of office expires on June 27, 2018, and in any case

extends until the date when the Bank's Annual General Meeting for the year 2018 will take place.

In view of the above, the AGM is required to appoint a new Board of Directors, defining also its term of office, and designate the independent non-executive members of the Board.

In this context, on Nomination Committee's proposal, the Board recommends to the AGM the appointment of a new Board of Directors as outlined below (in alphabetical order):

Board of Directors

1. Richard P. Boucher
2. George K. Chryssikos
3. Stavros E. Ioannou
4. Rajeev Kakar
5. Theodoros A. Kalantonis
6. Nikolaos V. Karamouzis
7. Fokion C. Karavias
8. Bradley Paul L. Martin
9. Jawaid A. Mirza
10. George E. Myhal
11. Lucrezia Reichlin
12. Konstantinos V. Vassiliou
13. Aikaterini K. Beritsi, Representative of the HFSF

More details about the résumés of the nominees 1-3 & 5-13 are available on the Bank's website (www.eurobank.gr), while the résumé of nominee 4 has been included in Appendix I.

Regarding the nominees' review process by the Single Supervisory Mechanism of the European Central Bank, the relevant procedure under the legislative and regulatory framework will be followed.

Thereafter, on Nomination Committee's proposal, the Board recommends to the AGM the appointment of Messrs. Richard P. Boucher, Rajeev Kakar, Bradley Paul L. Martin, Jawaid A. Mirza, George E. Myhal and Lucrezia Reichlin as independent non-executive members.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the following:

a) *The election of the following as Board members of the Bank (in alphabetical order):*

1. Richard P. Boucher
2. George K. Chryssikos
3. Stavros E. Ioannou
4. Rajeev Kakar
5. Theodoros A. Kalantonis
6. Nikolaos V. Karamouzis
7. Fokion C. Karavias
8. Bradley Paul L. Martin
9. Jawaid A. Mirza
10. George E. Myhal
11. Lucrezia Reichlin
12. Konstantinos V. Vassiliou
13. Aikaterini K. Beritsi, Representative of the HFSF

The term of office of the members will expire on 10.07.2021, prolonged until the end of the period the Annual General Meeting for the year 2021 will take place.

b) *The appointment of Messrs. Richard P. Boucher, Rajeev Kakar, Bradley Paul L. Martin, Jawaid A. Mirza, George E. Myhal and Lucrezia Reichlin as independent non-executive members.*

6. Appointment of members of the Audit Committee and its Chairman.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the HFSF shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

On Nomination Committee's proposal, the Board recommends to the AGM the appointment of the following as members of the Audit Committee:

1. Jawaid A. Mirza
2. Richard P. Boucher
3. Nikolaos V. Karamouzis
4. Bradley Paul L. Martin
5. Aikaterini K. Beritsi, Representative of the HFSF

On Nomination Committee's proposal, the Board also recommends to the AGM the appointment of Mr. Jawaid A. Mirza as Chairman of the Audit Committee, in accordance with the provisions of art. 44 of L.4449/2017 and taking into consideration the provisions of art. 10 of L.3864/2010.

Finally, the term of office of the Audit Committee members, in line with the Audit Committee's terms of reference, is proposed to coincide with the term of office of the Board of Directors, i.e. the term of office of the Audit Committee members will expire on 10.07.2021, prolonged until the end of the period the Annual General Meeting for the year 2021 will take place.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the appointment of Messrs. Jawaid A. Mirza, Richard P. Boucher, Nikolaos V. Karamouzis, Bradley Paul L. Martin and Aikaterini K. Beritsi as members of the Board's Audit Committee, whose term of office coincides with the term of office of the Board of Directors, i.e. the term of office of the Audit Committee members will expire on 10.07.2021, prolonged until the end of the period the Annual General Meeting for the year 2021 will take place.

In addition, the AGM, with a majority exceeding the minimum required by the law, approved the appointment of Mr. Jawaid A. Mirza as Chairman of the Audit Committee, in accordance with the provisions of art. 44 of L.4449/2017 and taking into consideration the provisions of art. 10 of L.3864/2010.

7. Approval of the remuneration of Directors and of agreements in accordance with articles 23a and 24 of c.l. 2190/1920.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the HFSF shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

Board's proposal/comment on the above agenda item:

Following the recommendation by the Remuneration Committee, the Board of Directors proposes to the AGM to approve:

1) The remuneration paid during 2017 to the Board members, under article 24 par. 2 of c.l. 2190/1920, of a total gross amount of

€961,739.30, as approved by the previous AGM (2017).

- 2) The payment of remuneration to the Board members during 2018, under article 24 par. 2 of c.l. 2190/1920, as follows:
- i) annual gross remuneration amounting to €293,000 to the Chairman of the Board for executing his relevant duties. It is noted that the said remuneration of the Board Chairman includes the remuneration related to the execution of his duties as non-executive member (2.ii below) and as member of Committees of the Bank (2.iii below);
 - ii) annual gross remuneration amounting to €60,000 to the Vice Chairman of the Board;
 - iii) annual gross remuneration amounting to €40,000 to all non-executive Board members;
 - iv) annual gross remuneration to the non-executive Board members for executing their duties as members of the Board Committees, as follows:

- Chairman of the Bank's Audit or Risk Committees:
 - €35,000 if the Chairman resides in Greece.
 - €60,000 if the Chairman resides abroad.
- Vice Chairman of the Bank's Audit or Risk Committees:
 - €25,000 if the Vice Chairman resides in Greece.
 - €35,000 if the Vice Chairman resides abroad.
- Members of the Bank's Audit Committee:
 - €12,500 to each member residing in Greece and the Hellenic Financial Stability Fund Representative.
 - €17,500 to each member residing abroad.
- Members of the Bank's Risk Committee:
 - €15,000 to each member residing in Greece and the Hellenic Financial Stability Fund Representative.
 - €17,500 to each member residing abroad.
- Chairman of the Bank's Nomination or Remuneration Committees:
 - €17,500 if the Chairman resides in Greece.
 - €30,000 if the Chairman resides abroad.
- Vice Chairman of the Bank's Nomination or Remuneration Committees:
 - €15,000 if the Vice Chairman resides in Greece.
 - €20,000 if the Vice Chairman resides abroad.
- Members of the Bank's Nomination or Remuneration Committees:
 - €10,000 to each member residing in Greece and the Hellenic Financial Stability Fund Representative.
 - €15,000 to each member residing abroad.

It is noted that Mr. George E. Myhal has waived the remuneration that he is entitled to receive as non-executive member of the Board of Directors and as member of the Board Committees for the period 1.1.2018-31.3.2018.

It is also noted that remuneration is paid only to the non-

executive Board members who do not hold an employment relationship or a salary assignment relationship with any entity of the Bank's Group.

Furthermore, the Board proposes to the AGM to approve the proportional reduction in the payment of remuneration to Directors with an attendance ratio below 85% at the end of the calendar year (i.e. 2018), according to the provisions of the Board and Board Committees' Attendance Policy approved by the Board on 28.3.2018, which sets out the approach to encourage regular attendance at Board and Board Committees' meetings. According to the said Policy:

- the Board members' annual remuneration is linked to the attendance ratio in Board and Board Committees' meetings at the end of the year; in particular, if the member's attendance ratio is 85% and above, then the member will receive the 100% of the annual remuneration he/she is entitled to receive, whereas, if the attendance ratio is below 85%, then there will be a proportional payment of remuneration (e.g. in case the attendance ratio is 84%, then the member will receive the 84% of the annual remuneration he/she is entitled to receive).
- in all cases of Board members whose membership in the Board and Board Committees has lapsed for any reason prior to the end of the calendar year, the threshold of 85% will be applied to the 100% of the proportional remuneration that the Board member was eligible to receive until the official date of such lapsing (e.g. in case the attendance ratio until the official date the Board member lapsed his/her membership is 84%, then the Board member will receive the 84% of his/her proportional remuneration that he/she was eligible to receive until that day).

It is understood that in case the above mentioned positions are

not held throughout the entire year 2018, an amount corresponding to the respective period will be paid.

3) A severance payment, under article 23a par. 2 and 4 of c.l. 2190/1920, according to the provisions of Eurobank's Separation Policy approved by the Board on 26.10.2017, which sets out the approach to attract and retain Senior Executives at Eurobank, to the executive Board members who leave the Bank in good terms, excluding the case of resignation or retirement, according to their total years of service in the Group as follows:

- For those who have up to 10 years of service in the Group, a lump sum equal to 12 gross monthly salaries is awarded.
- For those who have equal to or more than 10 and less than 15 years of service in the Group, a lump sum equal to 18 gross monthly salaries is awarded.
- For those who have equal to or more than 15 years of service in the Group, a lump sum equal to 24 gross monthly salaries is awarded.
- The lump sum is subject to a 6-month non-compete clause. The upfront component (i.e. 60%) will be paid after the end of the 6-month non-compete period. Both the upfront and the rest of the deferred components are subject to malus and clawback arrangements.

Alternatively, the executive Board members, instead of the abovementioned severance payment, could opt for either a paid long-term leave equal in duration to the number of the months corresponding to his/her years of service bracket or a Voluntary Exit Scheme that will be applicable at that time. If the executive Board member assumes employment in another employer during the paid long-term leave period, he/she will have to notify the Bank and receive the remaining salaries until the end of the paid long-term leave period as a lump sum.

In any case, the total remuneration of the executive Board

members over a period of one year prior to the termination of their contract plus the amount of severance pay cannot exceed the Bank of Greece Governor's salary cap.

Finally it is noted that all fees/remuneration of the Board members are consistent with the Remuneration Policy for the Bank's Board members and the provisions of Laws 3016/2002 and 3864/2010.

3. DOCUMENTS SUBMITTED TO THE GENERAL MEETING

The Annual Financial Report for the year 2017 is available on the Bank's website (www.eurobank.gr). In addition, regarding the agenda item 5, the résumé of Mr. Rajeev Kakar has been included in Appendix I.

All items on the agenda of the AGM are analyzed in section 2. «SUMMARY OF ISSUES ON THE AGENDA».

4. INVITATION

EUROBANK ERGASIAS S.A. Annual General Meeting of the Shareholders 10 July 2018, 10:00 a.m.

In accordance with the c.l. 2190/1920 “re: Sociétés Anonymes”, as currently in force, and the Articles of Association of the Bank, the Board of Directors invites the shareholders of Eurobank Ergasias S.A. to the Annual General Meeting, on Tuesday 10 July 2018, at 10:00 a.m., at the Hotel Grande Bretagne, 1 Vassileos Georgiou A’ Str., Syntagma Square, Athens.

The items on the Agenda are as follows:

1. Financial Statements for the year ended 31 December 2017. Directors’ and Auditors’ Reports.
2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2017.
3. Appointment of auditors for the financial year 2018.
4. Announcement of the election of Directors and relevant appointment of members of the Audit Committee.
5. Appointment of new Board of Directors due to the expiration of the term of the current Board and designation of the independent non-executive members of the Board.
6. Appointment of members of the Audit Committee and its Chairman.
7. Approval of the remuneration of Directors and of agreements in accordance with articles 23a and 24 of c.l. 2190/1920.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Bank will take place in A’ Repeat Meeting on Monday 23 July 2018, at 10:00 a.m., at “Bodossakis Foundation Building (John S. Latsis Hall)”, 20 Amalias Av., Athens without the publication of a further invitation.

In accordance with articles 26 par. 2b and 28a of c.l. 2190/1920, the Bank informs its shareholders of the following:

RIGHT TO PARTICIPATE AND VOTE IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting of 10 July 2018 has any person appearing as a shareholder of shares of the Bank in the registry of the Dematerialized Securities System (“DSS”) managed by Hellenic Central Securities Depository S.A. (“HCSD”), at the start of the fifth (5th) day before the date of the Annual General Meeting («Record Date») and at the start of the fourth (4th) day before the date of the A’ Repeat Annual General Meeting respectively («Record Date of the Repeat Annual General Meeting»).

Proof of shareholder’s capacity is verified electronically by HCSD through the Bank’s online connection to the DSS. In order to participate and vote at the Annual General Meeting, the shareholder is not required to submit any written confirmation from HCSD. Only those who have shareholder’s capacity on the Record Date shall have the right to participate and vote at

the Annual General Meeting. The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders’ ability to sell and/or transfer shares during the period between the Record Date and the Extraordinary General Meeting. Each share is entitled to one vote.

PROCEDURE FOR VOTING BY PROXY

Shareholders may participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) natural persons as proxies. In cases where a shareholder owns shares of the Bank that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

The Bank’s Articles of Association do not provide for the possibility of participation of shareholder in the Annual General Meeting by electronic means, without the shareholder being physically present at the Meeting, nor for voting by distance through electronic means or correspondence.

The appointment or revocation of the proxy should be made at least three (3) days before the date of the Annual General Meeting or any Repeat Annual General Meeting after this with one of the two following ways:

- a) Through a special electronic system (e-General Meeting) providing detailed instructions to the shareholders, which will be available to the shareholders at the Bank’s website (www.eurobank.gr).
- b) In printed form, using a proxy form which will be available to the shareholders (i) in printed form at the Bank’s branches and the Bank’s Investor Information Services Division at 8, Iolkou Str., 14234 N. Ionia, and (ii) on the website of the Bank (www.eurobank.gr), in electronic form.

The said form, filled in and signed by the shareholder, must be filed with the Bank at the abovementioned -under (i)- locations, at least three (3) days prior to the day of Annual or any Repeat Annual General Meeting after this.

Before the commencement of the Annual General Meeting, the proxy must disclose to the Bank any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder. A conflict of interest may arise in particular when the proxy:

- a) is a controlling shareholder of the Bank or is another controlled entity by such shareholder;
- b) is a member of the Board of Directors or of the Management of the Bank or of a controlling shareholder or a controlled entity by such shareholder;

- c) is an employee or an auditor of the Bank or of a controlling shareholder or a controlled entity by such shareholder;
- d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.

MINORITY SHAREHOLDERS' RIGHTS

1. Shareholders representing 1/20 of the paid-up share capital of the Bank may request:
 - (a) to include additional items in the Agenda of the Annual General Meeting, provided that the request is communicated to the Board at least fifteen (15) days prior to the Annual General Meeting, accompanied by a justification or a draft resolution to be approved by the Annual General Meeting.
 - (b) to make available to shareholders six (6) days prior to the Annual General Meeting at the latest, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days prior to the Annual General Meeting.
 - (c) to disclose at the Annual General Meeting the amounts paid to each member of the Board or to the management as well as any benefit acquired by such persons from any cause or through any contract, during the last two (2) years.
2. Any shareholder may request, provided that the said request is filed with the Bank at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with the information regarding the affairs of the Bank, insofar as such information is relevant to a proper assessment of the items on the agenda.
3. Shareholders representing 1/5 of the paid-up capital of the Bank may request, provided that the said request is filed with the Bank at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with information on the course of the business affairs and financial status of the Bank.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights are available on the website of the Bank (www.eurobank.gr).

AVAILABLE DOCUMENTS AND INFORMATION

The full text of the documents to be submitted to the Annual General Meeting and the draft resolutions on the items on the Agenda shall be made available in hardcopy form at the Bank's Investor Information Services Division at 8, Iolkou Str., 14234 N. Ionia (tel. +30 210-3522400), where shareholders can obtain copies.

All the above documents as well as the invitation to the Annual General Meeting, the number of existing shares and voting rights and the proxy and voting forms shall be made available in electronic form on the website of the Bank (www.eurobank.gr).

Athens, 15 June 2018

THE BOARD OF DIRECTORS

5. BALLOT-PAPER

OF THE ANNUAL GENERAL MEETING OF 10 JULY 2018 OF EUROBANK ERGASIAS S.A.
(and in the case of postponement or interruption of the Meeting)

ITEMS ON AGENDA		AGAINST	ABSTAIN
1	Financial Statements for the year ended 31 December 2017. Directors' and Auditors' Reports.		
2	Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2017.		
3	Appointment of auditors for the financial year 2018.		
4	Announcement of the election of Directors and relevant appointment of members of the Audit Committee.	For information	
5	Appointment of new Board of Directors due to the expiration of the term of the current Board and designation of the independent non-executive members of the Board.		
6	Appointment of members of the Audit Committee and its Chairman.		
7	Approval of the remuneration of Directors and of agreements in accordance with articles 23a and 24 of c.l. 2190/1920.		
NOTE: IF YOU APPROVE THE ABOVE ITEMS, PLEASE HAND OVER THE BALLOT-PAPER AS IS (UNMARKED)			



6. PROXY

FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS S.A. ON 10 JULY 2018

The undersigned Shareholder of Eurobank Ergasias S.A.

name and on behalf of the Legal Entity ⁽⁴⁾, for all / [Note number] voting rights owned by me / the Legal Entity ⁽⁴⁾ on the Record Date, taking any and all necessary actions as follows ⁽⁶⁾:

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
Telephone number	
Number of shares/voting rights	
DSS Investor Share	
DSS Securities Account	
Operator	
Name of the legal entity's representative who signs the form (completed by legal entities only)	

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

hereby authorize, empower and direct ^{(1), (2), (3)}

- | | |
|---|--|
| <input type="checkbox"/> 1. Mr. Nikolaos Karamouzis | <input type="checkbox"/> 4. Mr. Stavros Ioannou |
| <input type="checkbox"/> 2. Mr. Fokion Karavias | <input type="checkbox"/> 5. Mr. Theodoros Kalantonis |
| <input type="checkbox"/> 3. Mrs. Katerina Kallimani | |

Note: The above are directors and officers of the Bank. In case your proxy is any of the above and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/«Against»), the proxy will have to abstain.

6.
 7.
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Note: In case your proxy is any of the above (6-9) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Bank and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/«Against»), the proxy will have to abstain.

to represent me / the Legal Entity ⁽⁴⁾, acting each one separately or jointly-(for paper proxies only)⁽⁵⁾, at the Annual General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Tuesday, 10 July, 2018, at 10:00 a.m, at the Hotel Grande Bretagne, 1 Vassileos Georgiou A' str., Syntagma Square, Athens, or any adjournment thereof and to vote in my name and on my behalf / in the

or:

	ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN
1	Financial Statements for the year ended 31 December 2017. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of auditors for the financial year 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Announcement of the election of Directors and relevant appointment of members of the Audit Committee.	For information		
5	Appointment of new Board of Directors due to the expiration of the term of the current Board and designation of the independent non-executive members of the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Appointment of members of the Audit Committee and its Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of the remuneration of Directors and of agreements in accordance with articles 23a and 24 of c.l. 2190/1920.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any revocation of this proxy will be valid if it has been notified to your Bank, either in writing or electronically (via e-General Meeting) at least three (3) days before the relevant date of the General Meeting.

Place and date:

_____ name(s)

_____ signature(s)

¹ Please select up to 3 proxies by marking the appropriate box 1-5 with a ✓ or/and add your proxies under 6-9. If more are selected, the first three will be deemed to have been appointed.

² The proxy could be either a natural person or a legal entity.

³ Relevant information on voting by proxy is included in the Notice of the Annual General Meeting.

⁴ Delete as appropriate.

⁵ If you choose just one way, please delete as appropriate. In case more than one proxies are appointed capable to act in both ways (separately or jointly), and more than one has come to attend the General Meeting, priority is given to the proxy appearing in the General Meeting first.

⁶ Please mark the appropriate box with a ✓.

7. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at 15 June 2018, the total number of Eurobank Ergasias S.A. shares amounts to 2,185,998,765 listed, electronic, voting, ordinary registered shares.

8. MINORITY SHAREHOLDERS' RIGHTS

- (a) Shareholders representing 1/20 of the paid-up share capital may request the Board of Directors, by way of an application to be submitted at least fifteen (15) days prior to the AGM, to include additional items on the AGM's Agenda. The application must be accompanied by justification or a draft resolution to be approved by the AGM. The revised agenda should be disclosed in the same manner as the previous one thirteen (13) days prior to the AGM and at the same time made available to shareholders through the Bank's website (www.eurobank.gr), along with the justification or draft resolution tabled by the shareholders, in accordance with the provisions of article 27, par. 3 of the c.l. 2190/1920. The Board of Directors is not obliged to include additional items on the AGM's agenda if the content of such items evidently opposes with the law and public morality.
- (b) Shareholders representing 1/20 of the paid-up share capital may request and the Board shall make available to shareholders, at least six (6) days prior to the AGM, according to the provisions in article 27, par. 3 of the c.l. 2190/1920, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days prior to the AGM. The Board of Directors is not obliged to make available to shareholders draft resolutions if their content evidently opposes with the law and public morality.
- (c) Shareholders may request the Board, by way of an application to be submitted to the bank at least five (5) days prior to the AGM, to provide the AGM with specific information respecting Bank's business, to the extent that this is useful for the actual assessment of the items on the agenda. The Board of Directors may decline to provide such information citing very significant material grounds, and this should be recorded in the minutes. The obligation to provide information does not apply in the event that such information is already available through the Bank's website.
- (d) Shareholders representing 1/20 of the paid-up share capital may request the Board of Directors, by way of an application, to disclose at the AGM the amounts paid to each member of the Board or to the management as well as any benefit acquired by such persons from any cause or through any contract, during the last two (2) years. The Board of Directors may decline to provide such information citing very significant material grounds, and this should be recorded in the minutes.
- (e) Shareholders representing 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) days prior to the AGM, to provide the AGM with information about the course of the Bank's affairs and financial situation. The Board of Directors may decline to provide such information citing very significant material grounds, and this should be recorded in the minutes.

In the aforementioned cases the shareholders submitting requests are required to prove their shareholder's status as well as the number of shares they hold at the time of exercising their rights. A certificate to this effect from Hellenic Exchanges S.A. or verification of shareholder's status through direct electronic link between the Bank and the records held by Hellenic Exchanges S.A. may also serve as such proof.

9. APPENDIX I

Referring to agenda item 5 as analyzed in section 2. «SUMMARY OF ISSUES ON THE AGENDA», the résumé of Mr. Rajeev Kakar is outlined below:

Mr. Rajeev Kakar is the founder, managing director & CEO of Dunia Finance, United Arab Emirates, a financial institution that was created as a strategic partnership between Financial Holdings (Fullerton) and Mubadala Investment Company. Mr. Kakar was former Executive Vice-President (EVP) & Global Head of Consumer Banking and regional Chief Executive Officer (CEO) for the Central & Eastern Europe, Middle East and Africa (CEEMEA) region for Fullerton Financial Holdings (Fullerton), a subsidiary of Temasek Holdings, Singapore as well as a founder member of Global Management Board at Fullerton. Between September 2003 and January 2006, he was the regional head & CEO for Citibank, managing Turkey, Middle East and Africa region (TMEA). Earlier, in July 2002, Mr. Kakar was Citibank's CEO and Country Head in Turkey and Egypt. Prior to that, in 2000, he was the CEO and Country Head for Citibank in Egypt. Mr. Kakar has a Masters of Business Administration (MBA) in Finance and Marketing from the Indian Institute of Management Ahmedabad. He also received his Bachelor of Technology in Mechanical Engineering from the Indian Institute of Technology, New Delhi.