



**Eurobank Properties  
Real Estate Investment Property  
Registration Number 365/06/B/86/2  
Annual General Meeting of the Shareholders  
15 March 2012  
12 noon**

**INVITATION**

Pursuant to Codified Law 2190/1920 "on sociétés anonymes", as currently applicable, and the Company's Articles of Association, the Board of Directors invites the shareholders of "Eurobank Properties Real Estate Investment Company" to an Ordinary General Meeting, on March 15, 2012, day of the week Thursday, at 12:00 p.m., in N. Ionia, 8 Iolkou str, (Building H), conference center no1.

The items on the agenda are the following:

1. Annual Financial Statements of the year 2011. Directors and Auditors' Reports. Profit Appropriation.
2. Release of Directors and Auditors from all liability for compensation arising from the year 2011.
3. Election of a certified auditors-accountants' firm for the year 2012 and setting of its remuneration
4. Appointment of a certified valuer and a substitute certified valuer for the financial year 2012 and setting of their remuneration.
5. Approval of contracts and remunerations as per Articles 23a and 24 of Codified Law 2190/1920- Preapproval of remunerations for the year 2012.
6. Authorization, pursuant to Article 23(1) of Codified Law 2192/1920, to Company Directors and executives to participate in the Boards of Directors or the administration of companies belonging to the Groups of EFG Eurobank Ergasias S.A., Deutsche Bank AG and Lamda Development S.A., pursuing identical or similar objectives.
7. Acquisition by the Company of treasury shares as per Article 16 of Codified Law 2190/1920

Pursuant to Article 26(2b) and 28a of Codified Law 2190/1920, the Company notifies the shareholders of the following:

## **RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING**

Any person listed as holder of ordinary shares of the Company in the files of the Dematerialized Securities System (DSS) administered by “Hellenic Exchanges S.A.” on Saturday, March 10<sup>th</sup>, 2012 (“Record Date”), namely at the commencement of the fifth (5<sup>th</sup>) day prior to the General Meeting date, shall be entitled to participate and vote thereat.

The shareholder’s quality shall be certified online by HELEX S.A. via direct connection of the Company to the DSS files. Therefore, for a shareholder to participate and vote at the General Meeting, such shareholder is not required to furnish a relevant certificate in writing by HELEX S.A.

The Company shall regard that only those listed as shareholders on the respective Recording Date are entitled to participate and vote at the General Meeting. The exercise of such rights does not presuppose blocking of the beneficiary’s shares or compliance with any other respective procedure restricting the capacity to sell and transfer such shares during the period from the Recording Date to the General Meeting date.

Each ordinary share shall grant the right of one vote.

## **PROCEDURE FOR PARTICIPATING AND VOTING VIA A REPRESENTATIVE**

A shareholder shall participate in the General Meeting and vote either in person or by proxy. Any shareholder may appoint up to three (3) representatives and legal persons that are shareholders may appoint as their representatives up to three (3) natural persons. In case that a shareholder holds Company shares listed in more than one securities’ account, the said shareholder may appoint different representatives for the shares listed in each securities’ account. A representative acting on behalf of more than one shareholder may cast a different vote for each shareholder.

The Company’s Articles of Association do not provide for any shareholders’ capacity to participate in the General Meeting by electronic means, without them being physically present at the place where the General Meeting convenes, or any possibility of remote voting either by electronic means or by letter, or the possibility to appoint and revoke representatives by electronic means.

An authorization form for the appointment of a representative shall be available to the shareholders (a) in hardcopy form, by the Share Register Subdivision of EFG Eurobank Ergasias S.A., 8, Iolkou & Filikis Etaireias Street, Building A, 14234 Nea Ionia, Attica (tel. 210 – 3523300) and (b) in electronic form, at the Company’s website ([www.eurobankproperties.gr](http://www.eurobankproperties.gr)).

The aforementioned form must be filled in and signed and submitted to the Company at the address cited above under (a), at least three (3) clear days before the General Meeting date.

The representative must notify the Company, before the commencement of the General Meeting, of any specific event which may be useful for the shareholders to assess the risk of the representative serving interests other than those of the shareholder.

Conflict of interests may occur, in particular, when the representative is:

- (a) a shareholder exercising the Company's control or other legal person or entity controlled by such shareholder;
- (a) a member of the Board of Directors or the management, in general, of the Company or of a shareholder exercising the Company's control or other legal person or entity controlled by a shareholder exercising the Company's control;
- (c) an employee or certified auditor of the Company or a shareholder exercising the Company's control or of other legal person or entity controlled by a shareholder exercising the Company's control;
- (d) a spouse or first-degree relative of one of the natural persons mentioned under cases (a) to (c).

## **SHAREHOLDERS' MINORITY RIGHTS**

1. Shareholders representing one twentieth (1/20) of the Company's paid-up share capital may request:
  - (a) that additional items be included in the agenda of the General Meeting, by a request to be submitted to the BoD by Wednesday, February 29<sup>th</sup>, 2012, which must be accompanied by justification or a draft decision to be approved by the General Meeting;
  - (b) that draft decisions on the items included in the initial or revised, as the case may be, agenda be set at the shareholders' disposal by Friday, March 9<sup>th</sup>, 2012, by a request to be submitted to the Board of Directors by Thursday, March 8<sup>th</sup>, 2012.
2. Any shareholder may request, by a petition submitted to the Company by Friday, March 9<sup>th</sup>, 2012 that the General Meeting be provided with specific information on the Company's affairs, to the extent that this is useful to make an actual assessment of the agenda items.
3. Shareholders representing one fifth (1/5) of the Company's paid-up share capital are entitled to request, by a petition submitted to the Company by Friday, March 9<sup>th</sup>, 2012, that the General Meeting be provided with information on the course of the corporate affairs and the Company's financial standing.

Detailed information about the aforementioned minority rights and the conditions of their exercise are available at the Company's website ([www.eurobankproperties.gr](http://www.eurobankproperties.gr)).

## **AVAILABLE DOCUMENTS AND INFORMATION**

The complete text of the documents to be submitted to the General Meeting and the draft decisions on each item on the agenda is available in hardcopy form by the Share Register Subdivision of EFG Eurobank Ergasias S.A., 8 Iolkou & Filikis Etaireias (Building A), 14234 Nea Ionia, Attica (tel. 210-3523300), where shareholders may obtain copies from. All the aforementioned documents, as well as this Invitation, the total number of current shares and voting rights, and the forms for voting via a representative are available in electronic form at the Company's website ([www.eurobankproperties.gr](http://www.eurobankproperties.gr)).

Maroussi, February 21<sup>st</sup>, 2012

THE CHAIRMAN  
OF THE BOARD OF DIRECTORS

Nikolaos A. Bertsos