

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of MARFIN POPULAR BANK PUBLIC CO LTD (the "Company") will be held at **Marfin Laiki Sporting Club** (135, Demetris Stavrou Street, P.S. 2224, Yeri) at Nicosia on **Wednesday 8 February 2012 at 16:00**, to consider and if thought fit, pass the following Ordinary Resolutions. The Extraordinary General Meeting is convened following the request of the shareholder of the Company "Marfin Investment Group S.A.", in accordance with article 126 of the Companies Law, Cap. 113.

AGENDA**1. Ordinary Resolution 1:**

"Dismissal of the Members of the Board of Directors"

Explanation:

Based on Article 126(3) of the Companies Law (Cap. 113) shareholder or shareholders who hold not less than one twentieth of the paid up capital of a company listed in a regulated market, may request from the Board of Directors the convention of an extraordinary general meeting. Marfin Investment Group S.A., which is based in Greece, is a shareholder of the Company and holds the above specified percentage of the paid up capital of the Company and requested from the Board of Directors the convention of an extraordinary general meeting with the following resolutions (a) dismissal of the Members of the Board of Directors and (b) election of new Members of the Board of Directors. The convention of the above Extraordinary General Meeting of the Company for these resolutions is the result of the above mentioned request of Marfin Investment Group S.A.

The Board of Directors setting the above Extraordinary General Meeting on the above date has taken into account that it might recommend for discussion and taking decisions and resolutions which relate to the increase of the share capital of the Company and related matters and, if such matters are in the meantime so decided by the Board of Directors, they might be included in the Agenda with a subsequent additional notice.

2. Ordinary Resolution 2:

"Election of Members of the Board of Directors"

(NOTE: The election might be made from the persons to be nominated for such election at the above Extraordinary General Meeting in accordance with the provisions of the Articles of Association of the Company.)

Explanation:

As for item 1 of the Agenda.

By order of the Board of Directors

Stelios Hadjiosif
Secretary

Nicosia, 12 December 2011

Notes:**1. RECORD DATE**

The record date for participation at the Extraordinary General Meeting of February 8, 2012 is set to be Thursday 2nd February 2012 ("Record Date").

Only Members registered at the record date in the Central Depository / Registry of the Cyprus Stock Exchange and the Dematerialised Securities System of "Hellenic Exchanges S.A." may exercise the right to participate and vote at the Extraordinary General Meeting and any change in the recording in the register after the record date will not be counted in determining the right of any person to attend and vote at the Extraordinary General Meeting. The Member's right to participate in the Extraordinary General Meeting and vote for the shares held is not subject to the condition that the shares are deposited with, or transferred to, another person or registered in the name of another person before the Extraordinary General Meeting. The Member is free to sell or otherwise transfer shares of the Company at any time between the record date and the date of the Extraordinary General Meeting to which it applies.

At the Extraordinary General Meeting, evidence of the shareholder's status may be established with the presentation of the Identity Card or other certificate of recognition, based on which the Company can make possible the identification with the Shareholders Registry.

2. MEMBERS' RIGHTS

(a) Right of placement of proposed resolution

Member or Members have the right until Monday, February 6, 2012, to submit a proposed resolution as a subject of the Agenda of the Extraordinary General Meeting, (1) through electronic means (at the electronic address kliakou@marfinbank.com), (2) by sending fax to +357 22811491, or (3) by postal means at the registered address of the Company 154 Limassol Ave., P.S. 2025, Nicosia, provided that they own at least 5% of the issued share capital which represents at least 5% of the total voting rights of all the members which have the right to vote at the general meeting to which the application for the inclusion of the subject relates.

(b) Right of submission of questions

Subject to any measures the Company may take in order to safeguard the identity of the Member and in accordance with the provisions of article 128C(2) of the Companies Law Cap. 113 (the "Law"), any Member has the right to submit questions relating to the subjects of the agenda of the general meeting, during the discussion at the general meeting of the item, which the questions relate and obtain answers to these questions. The Company may provide a general answer to questions with the same content.

(c) Right of voting

A Member which attends either in person or through a proxy and has the right of more than one vote does not need, if he does vote, to use all the votes or cast all the votes he will use in the same way.

3. RIGHT TO APPOINT PROXY

Any Member entitled to attend, speak, ask questions and vote at a general meeting is entitled to appoint another person, either a Member, or not, as his proxy, or where permitted by the Law, one or more proxies to attend, speak, ask questions and vote in his place.

The appointed proxy may be an individual or legal person and will act according to the instructions given by the Member appointing him.

For the purpose of the Extraordinary General Meeting of February 8, 2012, the Company has made available on its website, www.marfinbank.com (Latest News / Extraordinary General Meeting 8 February 2012), instrument of proxy. The proxy is appointed by a relevant instrument of proxy which has to be submitted &/or notified to the Company at least 48 hours before the date of the meeting by one of the following ways:

- By post to the Company's registered address 154 Limassol Avenue, P.S. 2025 Nicosia
- Through electronic means by sending to fax: +357 22811491
- By electronic transmission (e-mail) to the e-mail address kliakou@marfinbank.com

The Member is requested to ensure the confirmation of a successful transmission of the instrument of proxy and its receipt by the Company by calling the phone number: +357 22811044.

4. AVAILABLE DOCUMENTS AND INFORMATION

The full and complete text of the proposed resolutions and any documents referred to article 127A(4) of the Law will be available on the Company's website www.marfinbank.com, and copies of the said documents may be received from the registered office of the Company (154 Limassol Ave., P.S. 2025, Nicosia) without any charge in accordance with the current legislation.