

**EUROBANK ERGASIAS S.A.**  
**Extraordinary General Meeting of the Shareholders**  
**7 November 2014**  
**10:00 a.m.**

**INVITATION**

In accordance with c.l. 2190/1920 “re: Sociétés Anonymes” and the Articles of Association of the Bank, the Board of Directors invites the shareholders of Eurobank Ergasias S.A. to the Extraordinary General Meeting, on Friday 7 November 2014, at 10 a.m., at Bodossakis Foundation Building (“John S. Latsis Hall”), Amalias Av. 20, Athens, for the discussion and decision making of the below item on the Agenda:

*Accession of the Bank to a special regime of provisions concerning the conversion of deferred tax assets over temporary differences into definitive and cleared claims against the Greek State. Formation of a special reserve and free of charge issuance of securities representing the right to acquire common shares (conversion rights) in favor of the Greek State. Grant authorization to the Board of Directors to proceed to the necessary actions for the implementation of the above decisions.*

Should the quorum required by law not be achieved, the A' Repeat Extraordinary General Meeting of the Shareholders of the Bank will take place on Tuesday, 18 November 2014, at 10 a.m., in Athens at “Bodossakis Foundation Building (John S. Latsis Hall)”, Amalias Av. 20, without the publication of a further invitation.

In accordance with article 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 EXTRAORDINARY GENERAL MEETING**

The right to participate in the Extraordinary General Meeting of 7 November 2014 has any person appearing as a shareholder of ordinary 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 (5<sup>th</sup>) day before the date of the Extraordinary General Meeting (“Record Date”) and at the start of the fourth (4<sup>th</sup>) day before the date of the A' Repeat Extraordinary General Meeting, respectively.

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 Extraordinary 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 Extraordinary 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 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 Extraordinary 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 participation in the Extraordinary 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 Extraordinary General Meeting 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](http://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 Investors Information Services Division at 2-6, Pasmazoglou Str., 10175 Athens (tel. +30 210-3704040), and (ii) on the website of the Bank ([www.eurobank.gr](http://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 Extraordinary or any Repeat Extraordinary General Meeting after this.

Before the commencement of the Extraordinary 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 an controlled entity by such shareholder;
- c) is an employee or an auditor of the Bank, or of a controlling shareholder or an 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 Extraordinary General Meeting, provided that the request is communicated to the Board at least fifteen (15) days prior to the Extraordinary General Meeting, accompanied by a justification or a draft resolution to be approved by the Extraordinary General Meeting.
  - (b) to make available to shareholders six (6) days prior to the Extraordinary 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 Extraordinary General Meeting.
2. Any shareholder may request, provided that the said request is filed with the Bank at least five (5) full days prior to the Extraordinary General Meeting, to provide the Extraordinary 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 Extraordinary General Meeting, to provide the Extraordinary 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](http://www.eurobank.gr)).

**AVAILABLE DOCUMENTS AND INFORMATION**

The full text of the documents to be submitted to the Extraordinary General Meeting and the draft resolutions/comments of the Board of Directors on the item on the agenda shall be made available in hardcopy form at the Investors Information Services Division at 2-6, Pesmazoglou Str., 10175 Athens (tel. +30 210-3704040), where shareholders can obtain copies. All the above documents as well as the invitation to the Extraordinary General Meeting, the number of existing shares and voting rights (in total and per class of shares) and the proxy and voting forms shall be made available in electronic form on the website of the Bank ([www.eurobank.gr](http://www.eurobank.gr)).

Athens, 16 October, 2014

THE BOARD OF DIRECTORS