

Thursday, June 27, 2013

## **ANNOUNCEMENT**

### **Resolutions of the Bank's Annual General Shareholders Meeting of 27.6.2013**

**Eurobank Ergasias S.A.** announces the following:

**A.** The Annual General Meeting of 27<sup>th</sup> June 2013 was attended by shareholders representing 3,789,994,927 shares, corresponding to 98.58% of the paid up share capital with voting rights. In respect of the items on the Agenda, as shown on the notice dated 31.5.2013, the General Meeting:

1. Approved the annual financial statements for the financial year 2012, as well as the Directors' and Auditors' Reports.

The voting results on the 1<sup>st</sup> item were as follows:

- Number of shares for valid votes given: 3,789,967,830 (98.58% of the share capital with voting rights), out of which:
  - For: 3,789,967,830
  - Against: 0
- Abstain: 27,097

2. Approved the discharge of the Board of Directors and the Auditors from all responsibility of indemnification in relation to the financial year 2012.

The voting results on the 2<sup>nd</sup> item were as follows:

- Number of shares for valid votes given: 3,789,967,830 (98.58% of the share capital with voting rights), out of which:
  - For: 3,789,967,830
  - Against: 0
- Abstain: 27,097

3. Approved the appointment of the firm of PricewaterhouseCoopers S.A. as Auditors for the financial year 2013. Fees will be determined according to the decisions of the Supervising Board of the Institute of Certified Public Accountants in Greece.

The voting results on the 3<sup>rd</sup> item were as follows:

- Number of shares for valid votes given: 3,789,938,028 (98.58% of the share capital with voting rights), out of which:
  - For: 3,789,937,800
  - Against: 228
- Abstain: 56,899

4. Elected a new Board of Directors, the term of office of which expires with the election of a new Board of Directors by the Annual General Meeting that will convene in the year 2016, designated Messrs. Efstratios-Georgios Arapoglou, Spyridon Lorentziadis and Dimitri Papalexopoulos as independent non-executive members of the Board and appointed Messrs. Spyridon Lorentziadis, Efstratios George Arapoglou and Kenneth Howard Prince - Wright (new representative of the Hellenic Financial Stability Fund, appointed in replacement of the previous representative) as members of the Audit Committee, the term of office of which expires with the election of a new Audit Committee by the Annual General Meeting that will convene in the year 2016.

The voting results on the 4<sup>th</sup> item were as follows:

- Number of shares for valid votes given: 3,789,894,708 (98.58% of the share capital with voting rights), out of which:
  - For: 3,789,867,958

- Against: 26,750
- Abstain: 100,219

5. Approved the fees paid to Directors for services rendered during the financial year 2012, as preapproved by the previous Annual General Meeting, and preapproved the fees payable to Directors during the financial year 2013, for a total amount of up to €1.6m, in accordance with the provisions of laws 3723/2008 and 3864/2010.

The voting results on the 5<sup>th</sup> item were as follows:

- Number of shares for valid votes given: 3,789,894,708 (98.58% of the share capital with voting rights), out of which:
  - For: 3,789,894,708
  - Against: 0
- Abstain: 100,219

6. Approved the increase of the Bank's share capital with the amount of €317,126,627.19, by payment in cash and the issue of new common shares, of a nominal value of €0.30 each, via private placement to the holders of five series of hybrid instruments (Lower Tier 1 – Series A, B, C, D and E) and one series of subordinated debt instruments (Lower Tier 2), with abolition of the pre-emptive rights in favour of existing common and preferred shareholders. More specifically, the Bank's share capital is increased by €61,741,399.20, through the issuance of 205,804,664 new common shares of a nominal value of €0.30 each, with a corresponding amendment of the Articles of Association of the Bank. The total above par value of €255,385,227.99 shall be credited to the account "Difference from the issue of shares above par".

The voting results on the 6<sup>th</sup> item were as follows:

- Number of shares for valid votes given: 3,789,967,830 (98.58% of the share capital with voting rights), out of which:
  - For: 3,789,967,830
  - Against: 0
- Abstain: 27,097

- B.** The Board of Directors of the Bank, in its meeting of 27 June 2013, decided on its composition, on the designation of the Chairman, the Vice Chairman, the Chief Executive Officer and the Deputy Chief Executive Officer and on the appointment of the executive and non-executive Directors, as follows:

1. George David, Chairman, non-executive director
2. Efstratios-Georgios Arapoglou, Vice Chairman, independent non-executive director
3. Christos Megalou, Chief Executive Officer, executive director
4. Michael Colakides, Deputy Chief Executive Officer, executive director
5. George Gondicas, non-executive director
6. Spyridon Lorentziadis, independent non-executive director
7. Dimitri Papalexopoulos, independent non-executive director
8. Dimitrios Georgoutsos, non-executive director, Representative of the Greek State under Law 3723/2008.
9. Kenneth Howard Prince – Wright, non-executive director, Representative of the Hellenic Financial Stability Fund under Law 3864/2010.