



**EFG EUROBANK ERGASIAS S.A.**  
**Annual General Meeting of the Shareholders**  
29 June 2012  
10 a.m.

**INVITATION**

In accordance with company law 2190/1920 “re: Sociétés Anonymes” and the Articles of Association of the Bank, the Board of Directors invites the shareholders of EFG Eurobank Ergasias S.A. to the Annual General Meeting, on Friday 29 June 2012, at 10 a.m., at Hotel “Athenaeum Intercontinental”, 89-93 Sygrou Avenue, Athens.

The items on the Agenda are as follows:

1. Financial Statements for the year ended 31 December 2011. Directors’ and Auditors’ Reports.
2. Discharge of the Board of Directors and the Certified Auditors from any responsibility.
3. Appointment of auditors for the financial year 2012 and determination of their fees.
4. Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.
5. Amendment of article 1 of the Articles of Association regarding the Bank’s corporate name.
6. Other announcements.

Should the quorum required by law not be achieved, the 1<sup>st</sup> Repeat Annual General Meeting of the shareholders of the Bank will take place on Tuesday, 10 July 2012, at 10 a.m. at “Bodossakis Foundation Building (John S. Latsis Hall)”, Amalias Av. 20, Athens, without the publication of a further invitation.

In accordance with article 26, par. 2b and 28a of company law 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 29 June 2012 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 Exchanges S.A. (“HELEX”), on Sunday, 24 June 2012 (“Record Date”), i.e. at the start of the fifth (5th) day before the date of the Annual General Meeting and on Friday, 6 July 2012 (“Record Date”), i.e. at the start of the fourth (4th) day before the date of the 1<sup>st</sup> Repeat Annual General Meeting. Proof of shareholder’s capacity is verified electronically by HELEX 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 HELEX. Only those who have shareholder’s capacity on the said 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 Annual General Meeting.

Each share is entitled to one vote.

The Bank’s Articles of Association do not provide for participation 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.

**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 appointment or revocation of the proxy can 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 from Friday 8 June 2012 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 8, Iolkou Str. and Filikis Etaireias (Building A), 142 34 Nea Ionia (tel. +30 210-3523300), 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.

Following that date, the proxy may participate in the General Meeting only after its permission.

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 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 Annual General Meeting, provided that the request is communicated to the Board by Thursday, 14 June 2012, accompanied by a justification or a draft resolution to be approved by the Annual General Meeting.
  - (b) to make available to shareholders by Saturday, 23 June 2012 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 by Friday, 22 June 2012.
  - (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 years.
2. Any shareholder may request, provided that the said request is filed with the Bank by Saturday, 23 June 2012, 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 by Saturday, 23 June 2012, 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](http://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 of the agenda is available in hardcopy form at the Investors Information Services Division at 8, Iolkou Str. and Filikis Etairias (Building A), 142 34 Nea Ionia (tel. +30 210-3523300), 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 (in total and per class of shares) and the proxy and voting forms are available in electronic form on the website of the Bank ([www.eurobank.gr](http://www.eurobank.gr)).

Athens, 6 June 2012  
THE BOARD OF DIRECTORS