

ANNUAL GENERAL MEETING
Friday 29 June 2012, 10 a.m.
Hotel “Athenaeum Intercontinental”, 89-93 Sygrou Avenue, Athens

*Should the quorum required by law not be achieved,
the 1st 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.*

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1. Agenda

The Board of Directors invites EFG Eurobank Ergasias S.A. shareholders, to decide upon the following issues on the Agenda:

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.

2. Summary of Issues on the Agenda

1. Financial Statements for the year ended 31 December 2011. Directors' and Auditor's Reports.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The Directors recommend the approval of the annual (solo and consolidated) financial statements for the year ended 31 December 2011. The Financial Statements consist of the Balance Sheet, the Income, Comprehensive Income, Cash Flow and Changes in Equity Statements, and the Notes to the Accounts. The Financial Statements and the Directors' Report were approved by the Board of Directors on 20 April 2012.

The Financial Statements, the Directors' Report and the Auditor's Report dated 20 April 2012, form part of the Annual Financial Report, which is available on the Bank's website www.eurobank.gr. The Press Release and the Presentation of the Full Year 2011 results are also available on the Bank's website.

With the Greek economy in deep recession, Eurobank EFG continued to support the country's effort to overcome the crisis and participated in the PSI Program to ease public debt. The after tax impairment of the Bank's €7.3bn portfolio of GGBs and other government guaranteed securities totaled €4.6bn, hitting operating results and regulatory capital of the Bank in 2011.

In the PSI's context, the Bank also entered into a financial transaction for the collection of periodic cash flows from bonds held by the Bank and issued by the Hellenic Republic, which the Bank

had pledged as collateral in order to meet the obligations arising from the PSI programme.

During the last 2 years, Eurobank EFG has implemented an Internal Capital Generating Program, improving the EBA Core Tier I Ratio to 9.8% (excluding PSI) in 2011, through organic means, the most important of which being the sale of Polbank EFG. Accounting for the buyback of hybrid and other securities that has already been concluded, and the agreement to sell Eurobank Tekfen, which is expected to be completed in the third quarter of 2011, the Core Tier I Ratio reached 11.0% at the end of 2011, on a pro-forma basis, which corresponds to €1bn capital increase.

The Bank will continue its efforts to enhance capital organically with further actions, such as the effective management of assets and liabilities and the reduction of its operating expenses.

Further to the aforementioned initiatives, a Recapitalization Plan for the Greek Banks is undertaken by the Greek Government, the Bank of Greece and the Troica, to enhance the stability of the banking system and maintain capital adequacy ratios at high levels. In this framework, Eurobank EFG aims to mobilize private capital resources, as it is important to preserve the private nature of the banking system, to actively contribute to the financing and growth of the Greek economy and maintain its important role in Southeastern Europe.

In this context, the Bank signed on 28 May 2012 a pre-subscription agreement with HFSF and EFSF which enabled HFSF to deliver €3.97bn EFSF bonds to the Bank as an advance of the impending capital increase. This advance is formally recognised as regulatory capital.

2. Summary of Issues on the Agenda

1. Financial Statements for the year ended 31 December 2011. Directors' and Auditor's Reports (continued)

The detailed terms of recapitalization are expected to incentivise the participation of private investors and to maintain the business autonomy of the banks.

The BlackRock Diagnostic Exercise results confirm the high quality of the Bank's loan portfolio. The analysis, which was based on adverse macroeconomic assumptions, estimates total potential credit losses over a 3-year period, which amount to €4.2bn under the "Base" Scenario and €5.4bn under the "Stress" Scenario. Following the additional stress buffers applied by Bank of Greece, the 3-year credit losses total projection amounts to €4.9bn under the "Base" Scenario and €6.5bn under the adverse "Stress" Scenario. Against these projected future losses, Eurobank EFG already has a stock of loan provisions of €3.4bn, and therefore the additional requirements to cover 3-year stress loss projections stand at €1.5bn in the "Base" Scenario and €3.1bn in the "Stress" Scenario, which compares with €1.1bn provisions taken in 2011. Comparing these 3-year potential provision requirements to the Bank's 2011 performance, it shows that additional requirements can be covered by Greek pre provision income of €1bn within 1.5 years under the "Base" scenario and within 3-years under the "Stress" scenario.

In addition, in 2011:

- Net Interest Income amounted to €2bn, recording a marginal decline of just €63m over 2010, while total net interest margin fell by 9 basis points to 2.54%.
- Total Fee and Commission Income, excluding government guarantee fees, remained almost flat in all quarters of the year and reached €408m in 2011.
- Core Operating Income, despite the crisis, exhibited remarkable stability and amounted to €2.4bn in 2011, compared to €2.5bn in

2010, registering a slight decrease of 5.8%. This source of income represents 97% of Eurobank EFG total operating income.

- Total Operating Income declined by 10% yoy and reached €2.5bn in 2011, from €2.7bn in 2010, mainly as a result of lower non core income.
- Cost containment continued successfully in 2011, as Total Operating Costs were down by 6.4% on an annual basis, exceeding the initial target. This reduction comes both from Greece and South-Eastern Europe. It is worth noting that Eurobank EFG has cut its overall costs by more than 15% during the last three years, achieving the best performance in the domestic banking system.
- Pre Provision Income reached €1.3bn in 2011, with Core Pre Provision Income dropping by 5.0% yoy to €1.2bn.
- Bad Debt Provisions increased by 4.7% yoy and amounted to €1.3bn in 2011. The 90+ ratio stood at 15.3% of total loans.
- Total Net Loss reached €5.5bn, of which €4.6bn comes from PSI and €856m from one-off valuation and goodwill impairment losses, which had already affected regulatory capital.
- Results from Operations in Southeast Europe were quite satisfactory in the past year, as Core Profit grew by 83.5% yoy and amounted to €49m, while net profit reached €60m. These profits are of high quality with 80% coming from organic sources.

Based on the 2011 results and according to the provisions of art. 44a of c.l. 2190/1920, the distribution of dividend to either ordinary or preference shareholders is prohibited.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the annual financial statements for the financial year 2011 (solo and consolidated), as well as the Directors' and Auditors' Reports.

2. Summary of Issues on the Agenda

2. Discharge of the Board of Directors and the Certified Auditors from any responsibility.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

In accordance with the provisions of art. 35 of c.l. 2190/1920, the Directors recommend the discharge of its members and the Auditors from any liability for indemnity for the financial year 2011 and the related actions for a) the Bank's participation in the exchange program of Greek government bonds in the context of the Greek debt restructuring programme (PSI+) as well as any other relevant actions and transactions and b) the pre-subscription agreement concerning the Bank's capital strengthening according to I.3864/2010.

Note: Directors and employees of the Bank, voting as proxies of shareholders may vote on the discharge of the Board only if specifically authorised by the shareholders.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, discharged the members of the Board of Directors and the Certified Auditors from all responsibility for indemnification in relation to the financial year 2011 and the related actions for a) the Bank's participation in the exchange program of Greek government bonds in the context of the Greek debt restructuring programme (PSI+) as well as any other relevant actions and transactions and b) the pre-subscription agreement concerning the Bank's capital strengthening according to I.3864/2010.

3. Appointment of auditors for the financial year 2011 and determination of their fees.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Following recommendation by the Audit Committee, the Directors recommend the reappointment of "PricewaterhouseCoopers S.A." as auditors. The auditors' fees will be determined according to the decisions of the Supervisory Council of Certified Auditors.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved:

- 1. The appointment of the firm of PricewaterhouseCoopers S.A. as Auditors for the financial year 2012,*
- 2. The determination of its fees according to the decisions of the Supervising Board of the Institute of Certified Public Accountants in Greece.*

2. Summary of Issues on the Agenda

4. Approval of the remuneration and agreements of Directors in accordance with articles 23a and 24 of company law 2190/1920.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

In accordance with company law 2190/1920, article 24, the Directors recommend that fees paid to the below Board members during 2011 are ratified, as approved by the AGM of 2011:

1. Efthymios N. Christodoulou (Chairman, Audit Committee and Eurobank Risk Committee member)
2. Nicholas C. Nanopoulos, (Chief Executive Officer)
3. Byron N. Ballis, (Deputy Chief Executive Officer - Retail Banking)
4. Michael H. Colakides, (Deputy Chief Executive Officer – Risk)
5. Nikolaos B. Karamouzis, (Deputy Chief Executive Officer – Wholesale Banking)
6. Spiros L. Lorentziadis, independent non-executive director, Vice Chairman of the Audit Committee and member of the Risk Committee, Chairman of the Audit Committee in Ukraine and member of the Supervisory Boards in Poland and Ukraine.
7. Panayiotis V. Tridimas, independent non-executive director, member of the Audit and Nomination Committees
8. Athanasios J. Martinos, independent non-executive director (independent non-executive since January 10, 2011)
9. Dimitrios T. Papalexopoulos, independent non-executive director (independent non-executive since January 10, 2011)
10. Dimitrios A. Georgoutsos, representative of the Greek State according to L.3723/2008.

During 2011, the decrease of the total fees paid to the Directors as above exceeded 8.5% as compared to 2010.

For 2012, following the Supervisory Remuneration Committee's recommendation, the Directors recommend that the AGM approves that Directors' fees, under art. 24 par. 2 of c.l. 2190/1920 for the Directors in place as of 1.1.2012 are 9.6% lower than 2011. Following the appointment of Mr. Christos Glavanis (HFSF's representative) by the Board of Directors on 6.6.2012 as an additional Board member, the reduction of fees is adjusted to 8.2%. In case of further appointment of Hellenic Financial Stability Fund's representatives as members of the Board of Directors and any of its Committees, the Directors' fees for 2012 will be adjusted accordingly.

All Directors' fees and salaries are within the guidelines set by laws 3723/2008 and 3864/2010.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved:

1. *fees paid to Directors, under Article 24 par.2 of c.l.2190/1920, in accordance with the approval of the previous Annual General Meeting, for services rendered during the financial year 2011, in their capacity as members of the Board or members of committees, as well as additional services (beyond their duties as members), amounting, to €980,000.*
2. *that Directors' fees, under art. 24 par. 2 of c.l. 2190/1920 for the Directors in place as of 1.1.2012 are 9.6% lower than 2011 and following the appointment of Mr. Christos Glavanis (HFSF's representative) by the Board of Directors on 6.6.2012 as an additional Board member, the reduction of fees is adjusted to 8.2%.*

2. Summary of Issues on the Agenda

5. Amendment of article 1 of the Articles of Association regarding the Bank's corporate name.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The Directors recommend the amendment of the Bank's corporate name from «EFG Eurobank Ergasias S.A.» to «Eurobank Ergasias S.A.» i.e. the Annual General Meeting is to decide that from now on the corporate name and the trade name will no longer include the EFG suffix.

The EFG suffix is a registered trademark of the Swiss Bank «EFG Bank European Financial Group S.A.» that is used today by the banks which belong to the international EFG Group that consists of two sub-groups: the sub-group EFG Bank (with trade name EFG International) with headquarters in Zurich, presence in 30 countries, offering international private banking and asset management services and the sub-group Eurobank (with trade name Eurobank EFG) offering a full range of banking services (universal banking) in Greece and Southeastern Europe. Eurobank uses EFG suffix under a concession by EFG Bank European Financial Group S.A.

The proposed amendment is required because, following requests from certain regulators, it is necessary to differentiate clearly the two banking pillars of EFG Group (on the one hand, the sub-Group EFG Bank and on the other hand, the sub-Group Eurobank), so that it is absolutely clear to the clients of both sub-groups who they are transacting with. The differentiation of the corporate names of the two sub-groups will contribute towards this, ensuring at the same

time that both the public and the clients of both sub-groups are correctly informed.

Following the above, it is obvious that the EFG suffix is maintained in the corporate name of the Zurich sub-group as it is the basic and only element of its name, whereas it is neither the only nor the basic distinctive element for Eurobank and therefore, its elimination does not impact its identity, especially given that the registered logo which accompanies the Eurobank name remains.

Following the above, article 1 of the Bank's Articles of Association will be amended as described in the following draft resolution.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the following:

1. *The new corporate name of the Bank shall be in the Greek language «Τράπεζα Eurobank Ergasias Ανώνυμη Εταιρεία» and in the English language «Eurobank Ergasias S.A.». In texts drawn up in other foreign languages the name will be interpreted either by a true translation thereof or it will be transcribed in Latin characters.*
2. *The new trade name of the Bank shall be in the Greek language «Eurobank Ergasias» and in the English language «Eurobank»*
3. *Article 1 of the Bank's Articles of Association, is amended as follows:*

Article 1

The present articles of association govern the societe anonyme with the corporate name "Eurobank Ergasias Societe Anonyme" and the trade name "Eurobank Ergasias". In texts drawn up in the English language the corporate name is «Eurobank Ergasias S.A.» and the trade name «Eurobank». In texts drawn up in other foreign languages the name will be interpreted either by a true translation thereof or it will be transcribed in Latin characters.

2. Summary of Issues on the Agenda

6. Other announcements.

Appointment of HFSF's representative.

Following the signing of the pre-subscription agreement between the Bank, HFSF and EFSF on 28 May 2012 and the delivery of €3.97bn EFSF bonds by HFSF to the Bank as an advance of the impending capital increase, HFSF notified the Bank for the designation of HFSF's representative Mr. Christos Glavanis as additional member to the Board of Directors pursuant to Law 3864/2010. Following the above designation the Board appointed Mr. Christos Glavanis on 6.6.2012 as an additional member in accordance with Law 3864/2010.

Mr. Glavanis holds the position of Managing Director at LCT Investments Limited, a Single family Office in Cyprus, having oversight of existing investments, sourcing, assessing, negotiating and structuring new investment opportunities in sectors such as consumer goods, cosmetics, information technology, and pharmaceuticals. He also holds Non-Executive Board positions with Korres SA, WS Karoulis, Pharmathen SA, Leisure Holding Ltd.

Between 2008 and 2010 he held the position of Chairman and Managing Partner of Ernst & Young Central and South East Europe (19 countries), from 1996 to 2008 he was Chairman and Managing Partner of Ernst & Young South East Europe (10 countries) and from 1991 to 1996 he was Chairman and Managing Partner of Ernst & Young Greece. While at Ernst & Young he led multiyear assignments across various regions and business sectors (some of which include energy and banking), specializing in transaction advisory and business consulting.

Mr. Glavanis is a Member of the Institute of Sworn Accountants of Greece and the Institute of Chartered Accountants in England and Wales.

3. Documents that are submitted to the General Meeting

The below documents are available on the Bank's website (www.eurobank.gr).

- Annual Financial Report for the year ended 31 December 2011

All important issues have been included in section «2. Summary of Issues on the Agenda».

4. Notice

EFG EUROBANK ERGASIAS S.A. Annual General Meeting of the Shareholders

29 June 2012, 10 a.m.

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 1st 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 1st 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).
- 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 Etairias (Building A), 142 34 Nea Ionia (tel. +30 210-3523300), and (ii) on the website of the Bank (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).

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).

Athens, 6 June 2012
THE BOARD OF DIRECTORS

5. Ballot-paper

**OF ANNUAL GENERAL MEETING OF 29 JUNE 2012
(and in the case of postponement or interruption of the Meeting)**

		NO	ABSTAIN
ITEM:			
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.	No decision	
NOTE:	IF YOU APPROVE THE ABOVE ITEMS, PLEASE HAND OVER THE BALLOT – PAPER AS IS (UNMARKED)		

6. Proxy

FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EFG EUROBANK ERGASIAS S.A. ON 29 JUNE 2012

The undersigned Shareholder of EFG Eurobank Ergasias S.A.

Name / Company Name	
Address / Registered Office	
Identity card number / Company's Register Number	
Telephone number	
Number of shares/voting rights	
DSS Investor Share	
DSS Securities Account Operator	
Name of the legal entity's representative who sign the form <i>(completed by legal entities only)</i>	

hereby authorize, empower and direct ^{(1), (2), (3)}

- | | |
|---|---|
| <input type="checkbox"/> 1. Mr. Efthymios Christodoulou
<input type="checkbox"/> 2. Mr. Nicholas Nanopoulos
<input type="checkbox"/> 3. Mr. Byron Ballis
<input type="checkbox"/> 4. Mr. Michael Colakides | <input type="checkbox"/> 5. Mr. Nikolaos Karamouzis
<input type="checkbox"/> 6. Mrs. Paula Hadjisotiriou
<input type="checkbox"/> 7. Mrs. Katherine Kallimani |
|---|---|

Note: The above are directors and officers of the Bank. In case your proxy is any of the above and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/«Against»), the proxy will have to abstain.

8.
 9.
 10.

Note: In case your proxy is any of the above (8-10) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Bank and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/«Against»), the proxy will have to abstain.

to represent me / the Legal Entity ⁽⁴⁾, acting each one separately or jointly-(for paper proxies only)⁽⁵⁾, at the Annual General Meeting of the Shareholders of EFG Eurobank Ergasias S.A. (the "Bank") to be held on Friday 29 June 2012, at 10 a.m. at Hotel "Athenaeum Intercontinental", 89-93 Sygrou Avenue, Athens, and at the 1st Repeat Annual General Meeting of the Shareholders of the Bank that will take place on

Tuesday, 10 July 2012, at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens, should the quorum required by law not be achieved, or any adjournment thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity⁽⁴⁾, for all / [Note number] voting rights owned by me / the Legal Entity ⁽⁴⁾ on the Record Date, taking any and all necessary actions as follows ⁽⁶⁾:

	FOR	AGAINST	ABSTAIN
ITEMS 1 TO 5 ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR:

	ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN
1	Financial Statements for the year ended 31 December 2011. Directors' and Auditors' Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Discharge of the Board of Directors and the Certified Auditors from any responsibility.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of auditors for the financial year 2012 and determination of their fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Amendment of article 1 of the Articles of Association regarding the Bank's corporate name.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Other announcements.	No decision		

Any revocation of this proxy will be valid if it has been notified to your Bank, either in writing or electronically (via e-General Meeting) at least three (3) days before the relevant date of the General Meeting.

Place and date:

name(s)

signature(s)

¹ Please select up to 3 proxies by marking the appropriate box 1-7 with a √ or/and add your proxies under 8-10 . If more are selected, the first three will be deemed to have been appointed.

² The proxy could be either a natural person or a legal entity.

³ Relevant information on voting by proxy is included in the Notice of the Annual General Meeting.

⁴ Delete as appropriate.

⁵ If you choose just one way, please delete as appropriate. In case more than one proxies are appointed capable to act in both ways (separately or jointly), and more than one has come to attend the General Meeting, priority is given to the proxy appearing in the General Meeting first.

⁶ Please mark the appropriate box with a √.

7. Total number of shares and voting rights

As of 6 June 2012, the total number of EFG Eurobank Ergasias S.A. shares is 898,448,427, of which:

- a) 552,948,427 listed, electronic, voting, ordinary registered shares and
- b) 345,500,000 non-voting, non-transferable, non-listed registered preference shares issued under law 3723/2008 and held by the Hellenic State.

8. Minority Shareholders' rights

- (a) Shareholders representing 1/20 of the paid-up share capital may request the Board of Directors, by way of an application, to be submitted at least 15 days prior to the AGM, to include additional items on the AGM's Agenda. The application must be accompanied by justification or a draft resolution to be approved by the General Meeting. The revised agenda should be disclosed in the same manner as the previous one 13 days prior to the General Meeting and at the same time made available to shareholders through the Bank's website (www.eurobank.gr), along with the justification or draft resolution tabled by the shareholders, in accordance with the provisions of article 27, par. 3 of the c.l. 2190/1920. The Board of Directors is not obliged to include additional items on the AGM's agenda if the content of such items evidently opposes with the law and public morality.
- (b) Shareholders representing 1/20 of the paid-up share capital may submit to the Board of Directors, at least seven (7) days prior to the AGM, alternative draft resolutions for items already included in the agenda and require them to be made available to the shareholders. The proposed draft resolutions should be made available to the shareholders, at least six (6) days prior to the AGM date, in accordance with the provisions of article 27, par. 3 of the c.l. 2190/1920. The Board of Directors is not obliged to make available to shareholders draft resolutions if their content evidently opposes with the law and public morality.
- (c) Shareholders may request the Board of Directors, by way of an application to be submitted to the bank at least 5 days prior to the AGM, to provide the AGM with specific information respecting Bank's business, to the extent that this is useful for the actual assessment of the items of the agenda. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes. The obligation to provide information does not apply in the event that such information is already available through the Bank's website.

- (d) Shareholders representing 1/20 of the paid-up share capital may request the Board of Directors, by way of an application, to disclose at the AGM 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. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes.
- (e) Shareholders representing 1/5 of the paid-up share capital may request the Board of Directors, through an application which must be submitted to the Board of Directors at least 5 days prior to the AGM, to provide the AGM with information about the course of the Bank's affairs and financial situation. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes.

In the aforementioned cases the shareholders submitting requests are required to prove their shareholder's status as well as the number of shares they hold at the time of exercising their rights. A certificate to this effect from Hellenic Exchanges S.A. or verification of shareholder's status through direct electronic link between the Bank and the records held by Hellenic Exchanges S.A. may also serve as such proof.