

EXTRAORDINARY GENERAL MEETING

Monday, 26 August 2013, 11:00 a.m.

Bodossakis Foundation Building (“John S. Latsis Hall”), Amalias Av. 20, Athens

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1. Agenda

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

1. Approval of agreements signed between the Bank and the Hellenic Financial Stability Fund in accordance with article 23a of c.l.2190/1920.
2. Increase of the share capital of the Bank through the issuance of new ordinary shares subscribed by way of contribution in kind from the Hellenic Financial Stability Fund. Amendment to the Articles of Association of the Bank. Granting of Authorizations.

2. Summary of Items on the Agenda

1. Approval of agreements signed between the Bank and the Hellenic Financial Stability Fund in accordance with article 23a of c.l.2190/1920.

Required quorum:	20% of paid in share capital
Required majority:	50% +1 of votes (present in person or by proxy)

A. Relationship Framework Agreement with the Hellenic Financial Stability Fund (HFSF)

On 12 July 2013, Eurobank signed the Relationship Framework Agreement (RFA) with the Hellenic Financial Stability Fund (HFSF), in accordance with the provisions of the Memorandum of Economic and Financial Policies (MEFP), which provides that RFAs should be signed between the HFSF and the systemic banks that received capital support, in line with international best practices and in order to define the responsibilities of the management of these banks and the role of the HFSF as a shareholder.

In relation to the above, the RFA determines the relationship between the bank and the HFSF and the matters related with, amongst others (a) the corporate governance of the Bank, (b) the development and approval of the Restructuring Plan as provided in Law 3864/2010, (c) the material obligations derived by the Restructuring Plan and the monitoring of implementation of the Restructuring Plan and the risks undertaken by the Bank (d) the material matters for which HFSF's consent should be provided and (e) the handling of the Bank's material litigations and proceedings.

It is noted that the Banks' Management bodies will continue to be responsible for the decisions on its day-to-day operations and to

determine independently the Banks' business strategy and policy, in compliance with the Restructuring Plan.

B. Agreements for the acquisition of New TT Hellenic Postbank S.A. and New Proton Bank S.A., from the HFSF.

On 15 July 2013, Eurobank signed two binding agreements with the Hellenic Financial Stability Fund ("HFSF") to acquire 100% of the shares of the New Hellenic Postbank ("TT") and New Proton Bank S.A. ("Proton").

The integration of TT and Proton in the enlarged Eurobank Group strengthens its strategic position in the Greek banking sector enhancing its capacity to support Greek businesses and households. The significant synergies creation makes Eurobank's investment proposition more attractive, facilitating its re-privatisation to the benefit of the Greek State and economy. Within the new Group, TT will operate as an autonomous network capitalizing on its long history, its relationship with savings clients and its role in the economy.

Following the acquisition of TT and Proton, the new Group will employ 20,115 employees and will have 1,261 branches located across seven countries. Furthermore these transactions enhance materially the new Group's fundamentals:

- Deposits increase by €12 bn, exceeding by €4.2 bn the increase in loans.
- Loans to deposits ratio improves to 114% (from 132% in March 2013).
- Total assets increase by 23% to €79.4 bn.
- Combined synergies from the two transactions are estimated at about €200 mn per annum by 2015, with a NPV of about €800 mn.

2. Summary of items on the Agenda

1. Approval of agreements signed between the Bank and the Hellenic Financial Stability Fund in accordance with article 23a of c.l.2190/1920 (continued).

Acquisition terms of TT

For the acquisition of 100% of TT's shares, Eurobank agreed to pay in HFSF a total consideration of Euro 681 mn in the form of Eurobank's new ordinary shares issued through a share capital increase, subscribed by way of contribution in kind and in particular, by the contribution of the total number of TT's shares that HFSF owns.

The number of Eurobank shares that the HFSF will acquire, each of a nominal value of Euro 0.30, will be determined based on the weighted average price of Eurobank's share on the Athens Exchange over the 10 business days period prior to the EGM, with a minimum of 1,418,750,000 shares.

Acquisition terms of Proton

According to the transaction terms for the sale of Proton as defined in HFSF's proposal, Eurobank will pay a cash consideration of Euro 1 for the acquisition of 100% of Proton's shares owned by HFSF. Prior to the completion of the transaction, HFSF will cover the Proton capital needs by the contribution of Euro 395 mn in cash in the context of Proton's share capital increase.

The completion of the above mentioned acquisitions is subject to the approvals by the competent regulatory authorities.

Furthermore, according to the above agreements (Subscription Agreement and Sale and Purchase Agreement):

- a) The above acquisitions must be completed within a period of three months, starting from the signing of the said agreements and following the necessary approvals from the European and the Greek competent authorities.
- b) Eurobank and HFSF have undertaken the mutual obligation to cooperate in order to obtain all necessary approvals and to execute the agreements.
- c) Eurobank is entitled to appoint, until the completion of the acquisitions, an observer at the Board of Directors and at the committees of TT and its subsidiaries as well as at the Board of Directors and at the committees of Proton.
- d) Greek law is the applicable law and an arbitration clause has been concluded

Draft proposed resolution:

The EGM, with a majority exceeding the minimum required by the law, approved the conclusion of the following agreements between Eurobank and the Hellenic Financial Stability Fund:

- a) *The Relationship Framework Agreement signed on 12 July, 2013.*
- b) *The Subscription Agreement for the acquisition of the total number of TT's shares owned by HFSF to be subscribed by contribution in kind by HFSF, in the context of Eurobank's share capital increase through the issuance of new ordinary shares, as this agreement has been signed on 15 July 2013, including the relevant Share Transfer Agreement (as Appendix II).*
- c) *The Sale and Purchase Agreement for the acquisition of the total number of Proton's shares owned by HFSF, signed at 15 July 2013 including the relevant Share Transfer Agreement (as Appendix II).*

2. Summary of items on the Agenda

- 2. Increase of the share capital of the Bank through the issuance of new ordinary shares subscribed by way of contribution in kind from the Hellenic Financial Stability Fund. Amendment of the Articles of Association of the Bank. Granting of Authorizations.**

Required quorum:	2/3 of the paid in share capital (approximately 67%)
Required majority:	2/3 of votes (present in person or by proxy)

Following the first item above relating to the Subscription Agreement for the acquisition of the total number of TT's shares by Eurobank, the BoD proposes to the General Meeting the share capital increase of the Bank through the issuance of new ordinary shares subscribed by way of contribution in kind from the HFSF aiming to the completion of the transaction and the relevant amendments to the articles 5 and 6 of the Bank's Articles of Association.

It is noted that the above share capital increase is subject to the approval of the special meeting of the Greek State as preferred shareholder, according to article 13, par. 12 of codified law 2190/1920. Furthermore, the amendment of the Bank's Articles of Association resulting from the above share capital increase is subject to the Bank of Greece approval according to article 87 of Law 3601/2007.

2. Summary of items on the Agenda

2. Increase of the share capital of the Bank through the issuance of new ordinary shares subscribed by way of contribution in kind from the Hellenic Financial Stability Fund. Amendment of the Articles of Association of the Bank. Granting of Authorizations. (continued).

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law (2/3) decided the following:

1. The Bank's share capital shall increase up to the amount of Euro, with the issue of new ordinary shares, of nominal value of Euro 0.30 each ("New Shares") and offer price of Euro each.
2. The share capital increase subscribed totally by way of contribution in kind by the HFSF and specifically by the contribution of the total number of shares of the New Hellenic Postbank owned by HFSF, the total value of which derives from their valuation according to article 9, par. 4 of Codified Law 2190/1920.
3. The total above par value of the New Shares, amounting to Euro....., shall be credited to the account "Difference from the issue of shares above par".
4. All the shares will be dematerialized, registered, ordinary shares and will be entitled to participate in distribution of dividend from the profits of the financial year 2013.
5. The deadline for the subscription and payment of the share capital increase is set to 15 days starting from today.
6. Articles 5 and 6 of the Bank's Articles of Association are modified in order to include the aforementioned changes in the share capital and the number of the Bank's shares, as follows:

(a) Article 5, Paragraph 1 (where the total amount of the share capital is stated) shall be replaced as follows:

"1. The Bank's share capital amounts to Euro (...) and is divided into (...) shares in total. Of these shares: a) (...) shares are ordinary voting shares, of a nominal value of thirty cents (Euro 0.30) each, and b) three hundred forty five million five hundred thousand shares (345,500,000) are preferred, non-voting shares, issued in accordance with L. 3723/2008, of a nominal value of two Euros and seventy five cents (2.75) each."

(b) At the end of Article 5, paragraph 2 of the Articles of Association, sub-paragraph 2.65 is added, as follows:

"2.65. By decision of the Extraordinary General Meeting of the Shareholders of the Bank dated 26 August 2013, the share capital was increased by Euro, subscribed by way of contribution in kind by the Hellenic Financial Stability Fund of the total number of New Postbank (TT) shares it owns, through the issuance of new ordinary shares, of a nominal value of Euro 0.30 each and offer price of Euro each. The total value of the new shares above par, amounting to Euro was credited to the account "Difference from the issue of shares above par". Following the above increase, the total share capital of the Bank amounted to Euro and the total number of the shares thereof to, with a) ordinary shares with voting rights, each of a nominal value of thirty cents of Euro (€0.30) and b) three hundred and forty five million and five hundred thousand (345,500,000) preferred shares with no voting rights, issued in accordance with law 3723/2008, each of a nominal value of Euro two and seventy five cents (€2.75)."

2. Summary of items on the Agenda

2. Increase of the share capital of the Bank through the issuance of new ordinary shares subscribed by way of contribution in kind from the Hellenic Financial Stability Fund. Amendment of the Articles of Association of the Bank. Granting of Authorizations (*continued*).

(c) Article 6, paragraph 1 (where the shares are defined) is replaced as follows:

“1. The shares of the Bank are all registered and divided in the following two categories: a) shares are ordinary voting, dematerialized shares, listed on Athens Exchange. They are registered in the records of the Hellenic Exchanges S.A. (H.E.L.E.X.) and are monitored through entries to those records and b) three hundred and forty five million and five hundred thousand (345,500,000) shares, issued in accordance with Law 3723/2008, preferred without voting rights, materialized, non-transferable which cannot be listed in an organized market”.

The Board of Directors shall define, in accordance with the law and in consultation with the competent authorities all procedural and technical issues and details in relation to the completion of the share capital increase and the admission to trading of the New Shares in Athens Exchange and shall inform the shareholders in accordance with the law.

3. Documents that are submitted to the General Meeting

The below documents are available to the shareholders as follows:

- Specimen of the Relationship Framework Agreement with the HFSF on its website
http://www.hfsf.gr/files/rfa/RFA_%20HFSF%20full%20voting%20rights.pdf
- Evaluation reports on the contribution in kind from KPMG and RSM Stylianou S.A. on the Bank's website (www.eurobank.gr).

All items of the agenda have been included in section 2 «Summary of Items on the Agenda».

4. Invitation

EUROBANK ERGASIAS S.A.
Extraordinary General Meeting of the Shareholders
26 August 2013
11:00 a.m.

In accordance with codified law 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 Monday 26 August 2013, at 11:00 a.m., at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens.

The items on the Agenda are as follows:

1. Approval of agreements signed between the Bank and the Hellenic Financial Stability Fund in accordance with article 23a of c.l.2190/1920.
2. Increase of the share capital of the Bank through the issuance of new ordinary shares subscribed by way of contribution in kind from the Hellenic Financial Stability Fund. Amendment of the Articles of Association of the Bank. Granting of Authorizations.

In accordance with articles 26, par. 2b and 28a of codified law 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 August 26, 2013 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"), at the start of the fifth (5th) day before the date of the Extraordinary General Meeting («Record Date»).

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 Extraordinary General Meeting, the shareholder is not required to submit any written confirmation from HELEX. 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/or 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 can be made at least three (3) days before the date of the Extraordinary General Meeting or any Repeat Extraordinary 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 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, at least three (3) days prior to the day of Extraordinary General Meeting.

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).

AVAILABLE DOCUMENTS AND INFORMATION

The full text of the documents to be submitted to the Extraordinary General Meeting and the draft resolutions on the items of the agenda shall be made 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 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).

Athens, 31 July, 2013
 THE BOARD OF DIRECTORS

5. Ballot-paper

OF EXTRAORDINARY GENERAL MEETING OF 26 AUGUST 2013 (and in the case of postponement or interruption of the Meeting)

		AGAINST	ABSTAIN
1	Approval of agreements signed between the Bank and the Hellenic Financial Stability Fund in accordance to article 23a of c.l.2190/1920.		
2	Increase of the share capital of the Bank through the issuance of new ordinary shares subscribed by way of contribution in kind from the HFSF. Amendment of the Articles of Association of the Bank. Granting of Authorizations.		
NOTE:	IF YOU APPROVE THE ABOVE ITEM, PLEASE HAND OVER THE BALLOT-PAPER AS IS (UNMARKED)		

6. Proxy

FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS S.A. 26 AUGUST 2013

The undersigned Shareholder of Eurobank Ergasias S.A.

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
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 (completed by legal entities only)	

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

- | | |
|---|--|
| <input type="checkbox"/> 1. Mr. George David | <input type="checkbox"/> 4. Mr. Harris Kokologiannis |
| <input type="checkbox"/> 2. Mr. Christos Megalou | <input type="checkbox"/> 5. Mrs. Katherine Kallimani |
| <input type="checkbox"/> 3. Mr. Michael Colakides | |

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.

6.
7.
8.

Note: In case your proxy is any of the above (6-8) 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 Extraordinary General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Monday, 26 August 2013, at 11:00 a.m, at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens, 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⁾:

	ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN
1	Approval of agreements signed between the Bank and the Hellenic Financial Stability Fund in accordance to article 23a of c.l.2190/1920.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Increase of the share capital of the bank through the issuance of new ordinary shares subscribed by way of contribution in kind from the Hellenic Financial Stability Fund. Amendment of the Articles of Association of the Bank. Granting of Authorizations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 1-5 with a ✓ or/and add your proxies under 6-8 . 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 Extraordinary 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
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As of 31 July 2013, the total number of Eurobank Ergasias S.A. shares is 4,395,916,865, of which:

- a) 4,050,416,865 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 fifteen (15) days prior to the EGM, to include additional items on the EGM'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 thirteen (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 26, par. 3 of the c.l. 2190/1920. The Board of Directors is not obliged to include additional items on the EGM'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 six (6) days prior to the EGM, 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 seven (7) days prior to the EGM date, in accordance with the provisions of article 26, 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 five (5) days prior to the EGM, to provide the EGM 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 1/5 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 five (5) days prior to the EGM, to provide the EGM 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.