

## **EXTRAORDINARY GENERAL MEETING**

**Tuesday, 28 April 2015, 10:00 a.m.**

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

*Should the quorum required by law not be achieved, the Extraordinary General Meeting of the shareholders of the Bank will take place in A' Repeat Meeting on Monday, 11 May 2015, at 10 a.m. at Bodossakis Foundation Building (“John S. Latsis” Hall), Amalias Av. 20, Athens, without the publication of a further invitation.*

**Table of contents**

<b>1. Agenda .....</b>	<b>3</b>
<b>2. Summary of Items on the Agenda.....</b>	<b>4</b>
<b>3. Documents submitted to the General Meeting .....</b>	<b>7</b>
<b>4. Invitation .....</b>	<b>8</b>
<b>5. Ballot-paper .....</b>	<b>9</b>
<b>6. Proxy .....</b>	<b>10</b>
<b>7. Total number of shares and voting rights.....</b>	<b>11</b>
<b>8. Minority Shareholders' rights.....</b>	<b>12</b>

<b>1. Agenda</b>
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The Board of Directors invites Eurobank Ergasias S.A. shareholders, to decide upon the following items on the Agenda:

1. Announcement of the election of new members of the Board of Directors who substituted members who resigned.
2. Increase of the number of the Board members and appointment of new Board members.

## 2. Summary of Items on the Agenda

### **ITEM 1<sup>st</sup>: Announcement of the election of new members of the Board of Directors who substituted members who resigned.**

On February 1, 2015, as previously announced by the Bank, Messrs. Panagiotis-Aristeidis Thomopoulos (Chairman of the Board Non-Executive Board Member) and Christos Megalou (Chief Executive Officer-Executive Board Member), submitted their resignations from the Board of Directors (BoD or Board) of the Bank.

In accordance with par. 7 of article 18 of the Codified Law 2190/1920 and the Bank's Articles of Association, the BoD, at its meeting on February 1, 2015, decided to appoint Mr. Nikolaos Karamouzis as a new Board member, in replacement of one of the two resigned members, for a term equal to the remaining one of the resigned members of the Board. Under that law the BoD announces to the Extraordinary General Meeting (EGM) the above decision regarding the appointment of the new member.

It is noted that the BoD, on the same day constituted as a body and designated Mr. Nikolaos V. Karamouzis, as Chairman of the BoD-non-executive member.

Also, it is announced to the EGM that following the acceptance by the Minister of Finance of the resignation of Mr. Dimitrios Georgoutsos from the position of the Greek State's representative, the Minister of Finance decided to appoint Mrs. Christina G. Andreou as representative of the Greek State to Eurobank's BoD, whose term commenced on 6.3.2015, with the publication of the Minister's decision in the Government Gazette, and shall expire at the end of Eurobank's participation in the provisions of L.3723/2008. The BoD of Eurobank at its meeting of 10.3.2015 integrated the new representative of the Greek State into the BoD as an additional non-executive member, according to the provisions of L.3723/2008.

### **ITEM 2<sup>nd</sup>: Increase of the number of the Board members and appointment of new Board members.**

Required quorum	20% of share capital
Required quorum of 1st Repeat EGM:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall <u>not</u> be taken into consideration for the purposes of calculating quorum and majority.</i>	

Further to the resignation of Messrs. Panayotis-Aristidis Thomopoulos, Christos Megalou and Dimitrios Georgoutsos and the appointment of Mr. Nikolaos Karamouzis and Mrs. Christina Andreou as referred above (Item 1<sup>st</sup>), the Board, following recommendation by the Nomination Committee, proposes to the EGM the increase of the number of the members of the Board from ten (10) to twelve (12), by including two (2) new Executive Directors in order to further promote the optimal operation of the Bank's BoD.

More specifically, the Board proposes to the EGM the appointment of Messrs. Stavros Ioannou and Theodoros Kalantonis, whose term of office will expire concurrently with the term of office of the other Board members i.e. on 27.6.2016 extended up to the final date within which the 2016 Annual General Meeting should be convened.

Short resumes of the nominees are outlined below:

Mr. Stavros E. Ioannou is Senior General Manager – Group Chief Operating Officer & International Activities in Eurobank. Born in Alexandria, Egypt in 1961. He has served as Head at Barclays Bank PLC with responsibility in the areas of Retail, Private Banking & Operations. In 2003 he was elected Member of the Board of

Directors of Millennium Bank, responsible for Retail, Private Banking & Business Banking. In 2005 he was appointed Chief Executive Officer at Eurobank A.D. Belgrade, which he was heading for three years, until 2008, since when he continues to be a Member of the Board of Directors. He has served as General Manager Retail Banking (2013 – 2014), Chairman of the Board of Directors of ERB IT Shared Services (2010-2014), ERB Financial Planning Services (FPS) & ERB Remedial Services (ERS) (2013 – 2014), Vice President of Eurobank Bulgaria AD (2013 – 2014) and Member of the Board of Directors of SC Bancpost S.A., Romania (2012 - 2013). In January 2013 he was assigned with the role of Vice Chairman of the Board of Directors of Cardlink S.A. Since October 2013 he is Member of the Board of Directors of ERB Eurolife Life Insurance, ERB Eurolife General Insurances and ERB Business Services. Since November 2013 he is Member of the Board of Directors of ERB Property Services, while he was addressed with the role of Chairman of the Board of Directors of BE – Business Exchanges S.A. in January 2014. He holds a Degree in Business Administration from the University of Piraeus and a Master's Degree in Banking & Finance from the University of Wales, United Kingdom. He is currently a Member of the Executive Committee of the Hellenic Banking Association, the Institute of Bankers, UK, and the Hellenic Chamber of Economy, Greece.

Mr. Theodoros A. Kalantonis is Senior General Manager Retail Banking in Eurobank. Born in Sparta, Greece in 1962. Mr. Kalantonis has served as Executive General Manager, Head of Retail Banking Products and Non-Performing Loans at Alpha Bank in the period March 2013 - June 2014, whilst between 2000 and 2013 he held the position of General Manager / Member of the Executive Committee at Eurobank. He was also appointed as Head of the Mortgage Lending Business Unit and Managing Director of Eurobank Cards S.A., a subsidiary of the Eurobank Group. He commenced his career in 1987 as Management Consultant with Batelle Europe in London, and has since had a significant career in the banking sector, holding positions like Head of Retail Banking,

American Express Bank (1998-1999), Manager Consumer Lending, ABN AMRO Bank (1994-1998), and founding member of the Department of Credit Cards, Ergasias Bank (1992-1994). He holds a Bachelor Degree in Chemical Engineering from the Technical University of Athens as well as an MBA from the Manchester Business School.

Finally it is noted that:

- by its document dated 2.4.2015 the Hellenic Financial Stability Fund (HFSF) provided its consent for the Board to temporarily consist of an even number (12 members) instead of the odd number specified in the Relationship Framework Agreement between the Bank and the HFSF,
- the review process of the new members by the Single Supervisory Mechanism of the European Central Bank has been already initiated and its conclusion is anticipated shortly, in line with the legislative and regulatory framework.

Draft proposed resolution:

*The EGM, with a majority exceeding the minimum required by the law, approved the appointment of the following as new Board members of the Bank (in alphabetical order):*

1. Stavros E. Ioannou
2. Theodoros A. Kalantonis

*The term of office of the new members will expire concurrently with the term of office of the other members (Board with a membership of twelve from now onwards) and more specifically on 27.06.2016, prolonged until the end of the period the Annual General Meeting for the year 2016 will take place.*

*Following the above, the Bank's Board of Directors is as follows:*

Members:

1. *Nikolaos V. Karamouzis*
2. *Fokion C. Karavias*
3. *Spyros L. Lorentziadis, Independent non-executive member*
4. *Wade Sebastian R.E. Burton*
5. *George K. Chryssikos*
6. *Jon Steven B.G. Haick, Independent non-executive member*
7. *Stavros E. Ioannou*
8. *Theodoros A. Kalantonis*
9. *Bradley Paul L. Martin, Independent non-executive member*
10. *Josh P. Seegopaul, Independent non-executive member*
11. *Christina G. Andreou, Representative of the Greek State*
12. *Kenneth Howard K. Prince – Wright, Representative of the Hellenic Financial Stability Fund (HFSF)*

### **3. Documents submitted to the General Meeting**

The items on the agenda of the Extraordinary General Meeting are analysed in section 2 «Summary of Items on the Agenda».

## 4. Invitation

**EUROBANK ERGASIAS S.A.**  
**Extraordinary General Meeting of the Shareholders**  
**28 April 2015**  
**10:00 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 Eurobank Ergasias S.A. to the Extraordinary General Meeting, on Tuesday, 28 April, 2015, at 10:00 a.m., at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens.

The items on the Agenda are as follows:

1. Announcement of the election of new members of the Board of Directors who substituted members who resigned.
2. Increase of the number of the Board members and appointment of new Board members.

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 Monday, 11 May, 2015, 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 company 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 28 April, 2015 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 respectively at the start of the fourth (4<sup>th</sup>) day before the date of the A' Repeat Extraordinary General Meeting, respectively («Record Date of the Extraordinary Meeting»).

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/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 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, Pesmazoglou 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 on the items on the agenda shall be made available in hardcopy form at the Bank's 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, 6 April, 2015

THE BOARD OF DIRECTORS



## 5. Ballot-paper

### OF THE EXTRAORDINARY GENERAL MEETING OF 28 APRIL 2015 OF EUROBANK ERGASIAS S.A. (and in the case of postponement or interruption of the Meeting)

		AGAINST	ABSTAIN
1	Announcement of the election of new members of the Board of Directors who substituted members who resigned.	<i>For information</i>	
2	<p>Increase of the number of the Board members and appointment of new Board members.</p> <p>Stavros E. Ioannou</p> <p>Theodoros A. Kalantonis</p> <p>.....</p> <p>.....</p> <p><i>Note: In case you approve the above names, hand-over the ballot-paper as is. If you wish, you may delete any of the above names or to add the name or names you wish.</i></p>		
<b>NOTE:</b>	<b>IF YOU APPROVE THE ABOVE ITEM, PLEASE HAND OVER THE BALLOT-PAPER AS IS (UNMARKED)</b>		

## 6. Proxy

### FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS S.A. 28 APRIL 2015

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 <sup>(1), (2), (3)</sup>

- |  |   |
|--|---|
| <input type="checkbox"/> 1. Mr. <b>Nikolaos Karamouzis</b><br><input type="checkbox"/> 2. Mr. <b>Fokion Karavias</b> | <input type="checkbox"/> 3. Mr. <b>Harris Kokologiannis</b><br><input type="checkbox"/> 4. Mrs. <b>Katerina Kallimani</b> |
|--|---|

**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.

5. ....  
 6. ....  
 7. ....  
 8. ....  
 ....

**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 <sup>(4)</sup>, acting each one separately or jointly-(for paper proxies only)<sup>(5)</sup>, at the Extraordinary General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Tuesday, 28 April, 2015, at 10:00 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<sup>(4)</sup>, for all / ..... [Note number] voting rights owned by me / the Legal Entity <sup>(4)</sup> on the Record Date, taking any and all necessary actions as follows <sup>(6)</sup>:

	ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN
1	Announcement of the election of new members of the Board of Directors who substituted members who resigned.	For Information		
2	Increase of the number of the Board members and appointment of new Board members.  <i>Note: In case you are in favour of the Board's suggestion, please mark "FOR". In case you are against, you may state your proposal/s on the dotted lines below.</i> ..... .....	<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)

<sup>1</sup> 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.

<sup>2</sup> The proxy could be either a natural person or a legal entity.

<sup>3</sup> Relevant information on voting by proxy is included in the Notice of the Extraordinary General Meeting.

<sup>4</sup> Delete as appropriate.

<sup>5</sup> 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.

<sup>6</sup> Please mark the appropriate box with a √.

## **7. Total number of shares and voting rights**

As of 06 April 2015, the total number of Eurobank Ergasias S.A. shares amounts to 15,053,376,542 of which:

- a) 14,707,876,542 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](http://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 request and the Board of Directors shall make available to shareholders, at least 6 days prior to the AGM, according to the provisions in article 27, par. 3 of the c.l. 2190/1920, 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 AGM. 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 on the agenda. The Board of Directors may decline to provide such information citing very

significant 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 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 very significant 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.