



EUROBANK ERGASIAS S.A.
Extraordinary General Meeting of the Shareholders
April 30, 2013
11:00 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 Eurobank Ergasias S.A. to the Extraordinary General Meeting, on Tuesday 30, 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. Reduction in the ordinary share capital of the Bank through simultaneous (i) increase in the nominal value of each common registered voting share of the Bank and reduction in the aggregate number of such shares by means of a reverse split, and (ii) reduction in the nominal value of each common voting share of the Bank (as it stands after the reverse split), in order to form an equivalent special reserve, as per article 4.4a of the Companies Act. Amendment of the Bank’s Articles of Association. Granting of authorities.
2. Issuance, in implementation of Law 3864/2010 and Council of Ministers’ Act 38/2012 and pursuant to the provisions thereof, of contingent convertible bonds of unspecified maturity, convertible into common, dematerialized, registered voting shares of the Bank, with a redemption option by the Bank, of up to EUR 1,700 million (to be determined by the Bank of Greece), to be paid by contribution in kind, offering them through private placement. Granting of authorities to the Board of Directors of the Bank to carry out the actions required to issue and offer the bonds as per the terms for covering the share capital increase as described in agenda item 3 below.
3. Increase in the share capital of the Bank to raise funds of up to EUR 5,839 million by issuing new common registered voting shares, in accordance with Law 3864/2010, through payment in cash and/or contribution in kind with pre-emption rights for the existing shareholders in respect of the part of the increase that may be covered by cash. Cancellation of the pre-emption rights of preference shareholders of the Bank in the said increase. Granting of authorities to the Board of Directors to determine the offer price of the new shares (pursuant to article 13.6 of the Companies Act), and to specify the terms of the said share capital increase. Amendment of the Bank’s Articles of Association.
4. Announcement of the election of new members of the Board of Directors in replacement of the resigned ones.

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 April 30, 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.

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 said 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 from Friday, April 12, 2013 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 Etaireias (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 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 five (5) 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 two (2) 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 two (2) days prior to the Extraordinary General Meeting.

2. Any shareholder may request, provided that the said request is filed with the Bank at least two (2) 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 two (2) 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 Etaireias (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, April 11, 2013
THE BOARD OF DIRECTORS