

ANNUAL GENERAL MEETING
Friday, 26 June 2015, 10 a.m.
Divani Caravel Hotel, 2 Vassileos Alexandrou Street, Athens

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Bank will take place in A' Repeat Meeting on Tuesday 7 July 2015, 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 Eurobank Ergasias S.A. shareholders to decide upon the following issues on the agenda:

1. Financial Statements for the year ended 31 December 2014. Directors' and Auditors' Reports.
2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2014.
3. Appointment of auditors for the financial year 2015.
4. Announcement of the election of a new independent member of the Board of Directors who substituted a member who resigned and his appointment as member of the Audit Committee.
5. Extension of the term of office of the members of the Board of Directors.
6. Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.

2. SUMMARY OF ISSUES ON THE AGENDA

1. Financial Statements for the year ended 31 December 2014. Directors' and Auditors' Reports.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	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 not be taken into consideration for the purposes of calculating quorum and majority.</i>	

The Board of Directors proposes the approval of the annual (solo and consolidated) financial statements for the year ended 31 December 2014.

The Financial Statements consist of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Cash Flow Statement, the Changes in Equity Statement and the Notes to the Accounts. The Financial Statements and the Directors' Report were approved by the Board of Directors on 10 March 2015.

The Financial Statements, the Directors' Report and the Auditors' Report for the year ended 31 December 2014 are available to the shareholders on the Bank's website www.eurobank.gr.

The press release and the presentation that accompanied the announcement of the Year 2014 results are also available on the Bank's website.

Based on the 2014 results and in accordance with the provisions of article 44a of company law 2190/1920, the distribution of dividends to the holders of the Bank's ordinary shares and the payment to the Greek State of the fixed return under L.3723/2008 (as holder of the Bank's preference shares), is not permitted.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the annual (solo and consolidated) financial statements for the year ended 31 December 2014, as well as the Directors' and Auditors' Reports.

2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2014.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	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 not be taken into consideration for the purposes of calculating quorum and majority.</i>	

In accordance with the provisions of art. 35 of company law 2190/1920, the Board of Directors recommend the discharge of its members and the Auditors from any liability for indemnity for the financial year 2014.

Note: Directors and employees of the Bank, voting as proxies of shareholders may vote on the discharge of the Board only if specifically authorized 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 2014.

3. Appointment of auditors for the financial year 2015.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	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 not be taken into consideration for the purposes of calculating quorum and majority.</i>	

Following recommendation by the Audit Committee, the Board of Directors recommends the reappointment of "PricewaterhouseCoopers S.A." (PwC) as the statutory auditor for the 2015 financial statements (solo and consolidated). PwC in turn intends to assign the statutory audit to its member, Mr. Marios Th. Psaltis, (SOEL Reg. No 38081), as statutory auditor and its member Mrs. Despina P. Marinou, (SOEL Reg. No 17681) as his substitute, in case of impediment of the statutory auditor.

The Board of Directors also recommends to the AGM the PwC's relevant audit fees for Eurobank Ergasias S.A. and its subsidiaries to be at least 7% lower than the PwC's relevant fees of 2014.

Draft proposed resolution:

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

- a) *approved the appointment of the firm "PricewaterhouseCoopers S.A." (PwC) as statutory auditor for the financial statements (solo and consolidated) for the year ending 31 December 2015,*
- b) *decided that PwC's relevant audit fees for 2015 for Eurobank Ergasias S.A. and its subsidiaries will be at least 7% lower than the PwC's relevant fees of 2014.*

4. Announcement of the election of a new member of the Board of Directors who substituted a member who resigned and his appointment as member of the Audit Committee.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	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 not be taken into consideration for the purposes of calculating quorum and majority.</i>	

Board's proposal/comment on the above agenda item:

The Board of Directors informs the shareholders that at its meeting held on 13.5.2015, it appointed Mr. Stephen L. Johnson as independent non-executive Director in replacement of the resigned independent non-executive Director Mr. Josh P. Seegopaul for an equal term to the remaining term of the resigned Director.

Moreover, the Board of Directors proposes that, in accordance with the provisions of article 37 of law 3693/2008, the Annual General Meeting approves the appointment of the independent non-executive director Mr. Stephen L. Johnson as a member of Eurobank's Audit Committee, decided by the Board of Directors at its meeting held on 13.5.2015, for an equal term to the remaining term of the other Audit Committee members.

Mr. Johnson has a long principal investing experience, currently acting as a Principal at «WL Ross & Co. LLC», responsible for sourcing and executing private equity investments across a wide range of industries. More details for Mr. Johnson's resume are available on the Bank's website (www.eurobank.gr).

It is noted that the review process of the new member by the Single Supervisory Mechanism of the European Central Bank has been already initiated, in line with the legislative and regulatory framework.

5. Extension of the term of office of the members of the Board of Directors.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	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 not be taken into consideration for the purposes of calculating quorum and majority.</i>	

Board's proposal/comment on the above agenda item:

The Board of Directors reminds to the shareholders that, according to the relevant decision of the AGM of 2013, the term of office of the current Board expires on 27.6.2016, prolonged until the end of the period the AGM for the year 2016 will take place. Following however the share capital increase in May 2014, fully covered by private and institutional investors, the Board underwent a major change in its composition, which continued until April 2015 with further amendments in its membership (EGM of 28.4.2015 relevant decisions). Therefore, out of the nine-member Board elected by the AGM of 2013, only two members remain the same today.

Consequently, in order to provide to the current Board the opportunity to materialize its vision and provide adequate time to develop and implement a well-defined planned strategy in line with the approved Restructuring Plan of the Bank, it is proposed to the shareholders to approve the extension of the term of office of the current Board until 2018 (i.e. by 27.6.2018, prolonged until the end of the period the AGM for the year 2018 will take place).

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

Required quorum:	20% of share capital
Required quorum of 1 st Repeat Meeting:	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 not be taken into consideration for the purposes of calculating quorum and majority.</i>	

Board's proposal/comment on the above agenda item:

Following the recommendation by the Remuneration Committee, the Board of Directors propose to the AGM to approve the fees paid during 2014 to the Board members, under article 24 par. 2 of c.l. 2190/1920, of total gross amount of €571,000 (net €388,056.77), in accordance with the approval of the previous AGM (2014). It is noted that the total gross fees paid in 2014 were 18% less as compared to the corresponding fees of 2013.

All fees of the Board members are consistent with the remuneration policy for the Bank's Board members and the provisions of Laws 3016/2002, 3723/2008 and 3864/2010.

3. DOCUMENTS SUBMITTED TO THE GENERAL MEETING

The below document is available on the Bank's website (www.eurobank.gr).

- Annual Financial Report 2014.

All items on the agenda of the Annual General Meeting are analyzed in section 2. «SUMMARY OF ISSUES ON THE AGENDA».

4. INVITATION

EUROBANK ERGASIAS S.A.
Annual General Meeting of the Shareholders
26 June 2015
10:00 a.m.

In accordance with c.l. 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 Annual General Meeting, on Friday 26 June 2015, at 10 a.m., at the Divani Caravel Hotel, 2 Vassileos Alexandrou Street, Athens.

The items on the Agenda are as follows:

1. Financial Statements for the year ended 31 December 2014. Directors' and Auditors' Reports.
2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2014.
3. Appointment of auditors for the financial year 2015.
4. Announcement of the election of a new independent member of the Board of Directors who substituted a member who resigned and his appointment as member of the Audit Committee.
5. Extension of the term of office of the members of the Board of Directors.
6. Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Bank will take place in A' Repeat Meeting on Tuesday, 7 July 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 ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting of 26 June 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 (5th) day before the date of the Annual General Meeting («Record Date») and respectively at the start of the fourth (4th) day before the date of the A' Repeat Annual General Meeting, respectively («Record Date of the Annual General 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 Annual 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 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 Extraordinary General Meeting. Each share is entitled to one vote.

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 should be made at least three (3) days before the date of the Annual 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).
- 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), 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 Annual or any Repeat Annual General Meeting after this.

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 at least fifteen (15) days prior to the Annual General Meeting, accompanied by a justification or a draft resolution to be approved by the Annual General Meeting.
 - (b) to make available to shareholders six (6) days prior to the Annual 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 Annual General Meeting.
 - (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 at least five (5) full days prior to the Annual General Meeting, 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 at least five (5) full days prior to the Annual General Meeting, 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 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 Annual 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, 4 June 2015

THE BOARD OF DIRECTORS

5. BALLOT-PAPER

**OF THE ANNUAL GENERAL MEETING OF 26 JUNE 2015
OF EUROBANK ERGASIAS S.A.**
(and in the case of postponement or interruption of the Meeting)

ITEMS ON AGENDA		AGAINST	ABSTAIN
1	Financial Statements for the year ended 31 December 2014. Directors' and Auditors' Reports.		
2	Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2014.		
3	Appointment of auditors for the financial year 2015.		
4	Announcement of the election of a new independent member of the Board of Directors who substituted a member who resigned and his appointment as member of the Audit Committee.		
5	Extension of the term of office of the members of the Board of Directors.		
6	Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.		
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 EUROBANK ERGASIAS S.A. ON 26 JUNE 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 <i>(completed by legal entities only)</i>	

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

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

5.
 6.
 7.
 8.

Note: In case your proxy is any of the above (5-8) 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 Annual General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Friday, 26 June, 2015, at 10:00 a.m., at the Divani Caravel Hotel, 2 Vassileos Alexandrou Street, 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⁾:

¹ Please select up to 3 proxies by marking the appropriate box 1-4 with a ✓ or/and add your proxies under 5-8. 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 ✓.

	FOR	AGAINST	ABSTAIN
ALL ITEMS 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 2014. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of auditors for the financial year 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Announcement of the election of a new independent member of the Board of Directors who substituted a member who resigned and his appointment as member of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Extension of the term of office of the members of the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	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"/>

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)

7. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As of 4 June 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), 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 1/20 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 very significant 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 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.