

EXTRAORDINARY GENERAL MEETING

Tuesday, 30 April 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 issues on the Agenda:

1. Decrease of the ordinary share capital of the Bank with concurrent (i) increase of the nominal value of each ordinary registered share with voting rights of the Bank and decrease of the total number thereof with reverse split of the said shares and (ii) decrease of the nominal value of each ordinary registered share with voting rights (as it will have resulted after the reverse split), for the purpose of forming a special reserve of an equal amount, in accordance with article 4 par, 4a of Codified Law 2190/1920. Amendment of the Articles of Association of the Bank. Granting of Authorizations.
2. Increase of the share capital of the Bank through the issuance of new ordinary shares to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations.
3. Announcement of the election of new members of the Board of Directors who substituted members who resigned.

2. Summary of Issues on the Agenda

- 1. Decrease of the ordinary share capital of the Bank with concurrent (i) increase of the nominal value of each ordinary registered share with voting rights of the Bank and decrease of the total number thereof with reverse split of the said shares and (ii) decrease of the nominal value of each ordinary registered share with voting rights (as it will have resulted after the reverse split), for the purpose of forming a special reserve of an equal amount, in accordance with article 4 par, 4a of Codified Law 2190/1920. Amendment of the Articles of Association of the Bank. Granting of Authorizations.**

Required quorum:	2/3 of the total of ordinary shares with voting rights
Required majority:	2/3 of the ordinary shares with voting rights present or represented

In order to address the effects that the restructuring of the debt of the Greek State has had on the Greek financial sector, the recapitalization of Greek systemic banks has been resolved. The terms and conditions for the recapitalization of the banks are provided for in Law 3864/2010, as amended and currently in force, as well as in the Acts of the Cabinet No 15/2012 and 38/2012 (hereinafter the Institutional Recapitalization Framework), which apply in parallel with the general provisions for the share capital increase of sociétés anonymes of the Codified Law 2190/1920, where such general provisions do not contradict the aforementioned special provisions. In performance of the Institutional Recapitalization Framework, the Bank has entered into a pre-subscription agreement for the increase of its share capital (hereinafter the Pre-subscription Agreement), with the Hellenic Financial Stability Fund (hereinafter the HFSF) and the European Financial Stability Facility (hereinafter the EFSF) and is obliged to proceed with the increase of its share capital, in accordance with

the provisions of the Institutional Recapitalization Framework and the Pre-subscription Agreement.

According to the Institutional Recapitalization Framework, the offer price of the ordinary shares of the proposed (under item 3) increase of the share capital of the Bank is fixed in conjunction with the stock market price thereof, in accordance with the provisions of Article 1, par. 1 of the Act of the Cabinet No 38/2012 (hereinafter the Act 38/2012).

Board's Proposal

Given that the current stock market price of the Bank's share is lower than the nominal value thereof, the Bank, before the increase of its share capital, is obliged, in accordance with the provisions of Article 1, par. 2 of the Act 38/2012, to proceed with the decrease of its share capital and the simultaneous increase of the nominal value and decrease of the total number of its existing ordinary shares through their combination (reverse split) and to the further reduction of their nominal value, as it will result from the reverse split, so that the above increase of its share capital will be possible, taking into account that Article 14, par. 2 of Codified Law 2190/1920 prohibits the issue of shares at a price below par.

Following the above, the decrease of the share capital of the Bank is proposed to the Extraordinary General Meeting by means of the parallel (i) increase of the nominal value of each ordinary registered share with voting rights and decrease of the total number of the existing ordinary shares thereof with reverse split and (ii) decrease of the nominal value of the ordinary share of the Bank (as it will result after the reverse split) to Euro 0.30, for the purposes of forming a special reserve of an equal amount, pursuant to article 4 par. 4a of Codified Law 2190/1920.

2. Summary of Issues on the Agenda

- 1. Decrease of the ordinary share capital of the Bank with concurrent (i) increase of the nominal value of each ordinary registered share with voting rights of the Bank and decrease of the total number thereof with reverse split of the said shares and (ii) decrease of the nominal value of each ordinary registered share with voting rights (as it will have resulted after the reverse split), for the purpose of forming a special reserve of an equal amount, in accordance with article 4 par, 4a of Codified Law 2190/1920. Amendment of the Articles of Association of the Bank. Granting of Authorizations (continued).**

Board's Proposal (continued)

In addition, it is proposed that the Board of Directors be authorized by the Bank, as soon as possible and according to the applicable stock market laws, to sell the shares formed from the aggregation of the fractional balances that may result from the reverse split and the reimbursement to the beneficiaries of the proceeds of such sale.

Finally, it is noted that the proposed reduction of the Bank's share capital is subject to the approval of the special meeting of the Greek State in its capacity as preferred shareholder of the Bank, in accordance with article 4, par. 5 of the Codified Law 2190/1920.

Following the above resolution, Articles 5 and 6 of the Articles of Association thereof, must be amended as follows:

- (a) Paragraph 1 of article 5 (where the total share capital is defined) is replaced as follows:

"1.The share capital of the Bank amounts to Euro (€.....) and is divided into a total of (.....) shares, 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)".

- (b) At the end of paragraph 2 of article 5, a subparagraph numbered 2.62 is added as follows:

"2.62. By virtue of the resolution of the General Meeting of the Shareholders of the Bank dated April 30, 2013, the share capital was decreased by means of simultaneous (i) decrease of the total number of the old ordinary shares of the Bank, from 552,948,427 to new ordinary shares with reverse split thereof at a ratio of old shares for each new one and respective increase of the nominal value of each ordinary share from Euro 2.22 to and (ii) decrease of the nominal value of the ordinary share (as will be configured after the reverse split) from Euro to Euro 0.30, for the purposes of forming a special reserve of an equal amount, in accordance with article 4 par 4a of the Codified Law 2190/1920.

Following the above decrease, 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 Issues on the Agenda

1. ***Decrease of the ordinary share capital of the Bank with concurrent (i) increase of the nominal value of each ordinary registered share with voting rights of the Bank and decrease of the total number thereof with reverse split of the said shares and (ii) decrease of the nominal value of each ordinary registered share with voting rights (as it will have resulted after the reverse split), for the purpose of forming a special reserve of an equal amount, in accordance with article 4 par, 4a of Codified Law 2190/1920. Amendment of the Articles of Association of the Bank. Granting of Authorizations (continued).***

(c) Paragraph 1 of article 6 (where shares are defined) is replaced as follows:

“1. All shares of the Bank are registered and are divided in the following two categories: a) (.....) shares are ordinary with voting rights, dematerialized, listed on the Athens Exchange, they are recorded in the records of the société anonyme “Hellenic Exchanges S.A.” and are monitored via the relevant entries in the said records and b) three hundred and forty five million and five hundred thousand (345,500,000) shares, issued in accordance with law 3723/2008, which are preferred shares without voting rights, materialized, non-transferrable and cannot be listed on an organized market”.

2. Summary of Issues on the Agenda

- 2. Increase of the share capital of the Bank through the issuance of new ordinary shares to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations.**

Required quorum:	1/5 of the total of ordinary shares with voting rights
Required majority:	1/2 plus one of the ordinary shares with voting rights present or represented

As mentioned above in relation to the 1st Item of the Agenda, the Bank is obliged, in accordance with the Institutional Recapitalization Framework, to proceed with the increase of its share capital, under the terms and restrictions set out in the said framework, up to the amount corresponding to the capital requirements thereof, which have been determined by the Bank of Greece, in accordance with Article 1, par 1(a)(bb) of the Act 38/2012, which amount to €5,839 million.

Board's Proposal

Eurobank's Board of Directors decided to propose to the General Meeting to proceed with a share capital increase of €5.839 bn to be subscribed to entirely by the Hellenic Financial Stability Fund (HFSF) through contribution in kind of bonds issued by EFSF.

The Bank's decision was based on the following reasons:

On April 7, 2013 it was decided that Eurobank and NBG will be separately recapitalised, in accordance with L. 3864/2010, and, consequently, the merger process of the two banks was suspended,

as their joint requests for an extension of the recapitalisation deadline or/and a combined share capital increase at the level of the parent company (NKG) were not accepted.

NKG, as major shareholder of Eurobank by approximately 85%, has informed us that it reserves the right to announce its intentions regarding its participation in the share capital increase of the Bank until the General Meeting on 30.4.2013. But it should be taken into account, that the amount of NKG's pending share capital increase covers only its own capital needs and does not include an additional amount for participation in Eurobank's capital increase.

Since April 7, 2013 and for a period of two weeks, the Bank has been actively assessing the possibilities of attracting other (than NKG) private investors which would be willing to participate in its share capital increase. As part of this effort, the Bank hired international specialised advisers, had extensive contacts, either through its advisors or directly, with select international investors and explored the possibilities of attracting private investors through the bank's networks. From these discussions, the following factors emerged that hinder attracting investors:

- 1. Since 5.10.2012, the date of submission of the Voluntary Tender Offer by NKG to the Eurobank shareholders, Eurobank could not, by law proceed to any strategic actions (acquiring other banks or assets and liabilities), in order to improve its financial accounts, its prospects as well as its attractiveness to potential investors.*

2. Summary of Issues on the Agenda

2. Increase of the share capital of the Bank through the issuance of new ordinary shares to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations (continued).

Board's Proposal (continued)

2. *Since the submission of the VTO and up until 7.4.2013, when the merger process was suspended and the independent recapitalisation of the two banks was decided, Eurobank was counting, as expected, on NBG's initiatives to seek and attract investors for covering the 10% threshold of private participation. Given the very tight timetable set by the regulatory framework (completion of the recapitalization process by the 30th of April), the time left for finding the 10% of private participation is extremely tight.*
3. *Following the completion of the VTO, Eurobank has been deprived of its traditional shareholders, given that the vast majority of its shareholders (ca 85% in value terms) have become NBG shareholders. Therefore, as NBG shareholders, they will be asked to participate in NBG's share capital increase.*
4. *The suspension of the merger process until the completion of the recapitalization of the two banks, in order for the HFSF to take then, as a shareholder of both banks, the final decision, adds tremendous ambiguity and effectively weakens the investment case. The prospective investor does not know with certainty whether Eurobank will remain an independent bank or will merge with NBG and under what conditions or the future strategic plans of the combined bank. This acts as a deterrent*

for a potential strategic investor that might be interested in acquiring control of Eurobank.

Based on all the above, and given the negative circumstances of the Greek economy and the banking system, as well as the simultaneous efforts of the four systemic Greek banks to raise capital basically from the same pool of investors, raising the required amount in cash from private investors is deemed not likely.

Therefore, the Board of Directors of Eurobank proposes to its General Meeting the share capital increase of the Bank to be covered entirely by the HFSF through contribution in kind of EFSF bonds, as the optimum solution, that will minimize the period of uncertainty, contributing to the stability of the Greek banking system and resulting to the complete recapitalization of the Bank at the shortest time possible.

It should be noted, that, following its recapitalization as per above, Eurobank could become one of the four systemic pillars around which the Greek banking system will be restructured, in parallel seeking privatization as soon as possible, at a more appropriate time.

Following the above and having regard to the terms and restrictions set out in the Institutional Recapitalization Framework and provided Item 1 of the agenda has been approved by the Extraordinary General Meeting, the BoD proposes the Increase under the following terms:

(A) (a) Amount of the Increase and number of newly issued shares. Up to €5,839 million, including the amounts above par (hereinafter the Total Increase), with the issue of new, dematerialized, ordinary shares of the Bank with voting rights (hereinafter the New Shares), the number of which will be equal to the quotient of the division of the Total Increase by the offer price of the New Shares.

2. Summary of Issues on the Agenda

2. Increase of the share capital of the Bank through the issuance of new ordinary shares to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations (continued).

The nominal amount of the Increase (hereinafter the Nominal Increase) will be equal to the product of the number of the New Shares times the nominal value of the New Shares (€0.30), after the approval and implementation of the corporate acts set out in the 1st Item of the Agenda). Both the specific amount of the Nominal Increase and the specific number of the New Shares will be determined by the Extraordinary General Meeting at its session following the BoD's proposal in accordance with the Act 38/2012. Furthermore, no fractions of New Shares will be issued and the New Shares will be entitled to a dividend for the fiscal year 2013 to the extent a distribution of dividends is permitted by applicable law.

The amount of the Total Increase will be exclusively applied to enhance the Bank's capital adequacy, as provided for in the Act 38/2012 and the Pre-subscription Agreement.

(b) Offer Price: The offer price for the New Shares (hereinafter the Offer Price) will be determined by the Extraordinary General Meeting at its session following the BoD's proposal. Any potential amounts above par will be allocated for the formation of special reserve "from the issue of shares above par".

(c) Coverage of the Increase: It is suggested that the Increase be covered through contribution in kind, and consequently without preemption rights of the existing shareholders (ordinary and preferred) of the Bank (in accordance with article 13, par. 7 of the

Codified Law 2910/1920), and more specifically it will be covered only by the HFSF by means of contribution of bonds issued by the EFSF and owned by the HFSF, in accordance with the Institutional Recapitalization Framework, and with evaluation of these bonds in accordance with the provisions of article 9 of Codified Law 2190/1920.

At this point, it is noted that the Bank has already received from the HFSF until December 2012 advance payments in the form of €5,311 million principal amount of bonds issued by the EFSF, as well as a letter of commitment for the amount of €528 million, i.e. an aggregate of €5,839 million.

Furthermore, as regards the coverage of the Increase, the Board of Directors proposes:

(a) Deadline for subscription and payment. It is suggested that it be set to 15 days, starting from the date on which the Extraordinary General Meeting takes its decision, in accordance with the applicable law, with the BoD being able to certify the completion of the subscription even before the expiry of the above deadline, provided that full subscription of the increase has been made until then.

(b) Granting of Authorizations to the Board of Directors: It is suggested that the BoD be also authorized in general to specify any other matter concerning the Increase, including in particular:

(1) to determine any substantive, procedural or technical details relating to the Increase, and

2. Summary of Issues on the Agenda

2. Increase of the share capital of the Bank through the issuance of new ordinary shares to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations (continued).

(2) to conduct and complete the process for (i) the preparation of a Prospectus as set out in Law 3401/2005, as in force, in connection with the listing and admission to trading of the New Shares on the Athens Exchange, and its submission to the Capital Market Commission for approval, and (ii) the listing and admission to trading of the New Shares on the Athens Exchange.

(B) It is noted that the Increase is, pursuant to article 13, par. 12 of Codified Law 2190/1920, subject to the approval of the special meeting of the Greek State as a preferred shareholder of the Bank in accordance with the above. In addition, the amendments to the Bank's Articles of Association as a result of the Increase is subject to the approval of the Bank of Greece, in accordance with article 87 of law 3601/2007, as in force.

(C) In view of the above, the BoD suggests the respective amendment to the Articles of Association of the Bank, as follows:

a) Paragraph 1 of article 5 (where the total share capital is defined) is replaced as follows:

“1. The share capital of the Bank amounts to Euro (€.....) and is divided into a total of (.....) shares, 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 give 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)”.

b) At the end of paragraph 2 of article 5 of the Articles of Association, a subparagraph numbered 2.63 is added as follows:

“2.63. By virtue of the resolution of the Extraordinary General Meeting of the Shareholders of the Bank dated April 30, 2013, the share capital was increased by Euro, through the contribution in kind by the Hellenic Financial Stability Fund of bonds owned by it and issued by the European Financial Stability Facility, with the issue of new ordinary shares, each of a nominal value of Euro 0.30 and each at an offer price of Euro The total value of the new shares above par was placed in the account “Difference from the issue of shares above par”. Following the above increase, the share capital of the Bank amounted to Euro and the total number of shares thereof to, each of a nominal value of Euro 0.30.

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 give 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 Issues on the Agenda

2. Increase of the share capital of the Bank through the issuance of new ordinary shares to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations (continued).

c) Paragraph 1 of article 6 (where the shares are defined) is replaced as follows:

“1. All shares of the Bank are registered and are divided in the following two categories: a) shares are ordinary with voting rights, dematerialized, listed in the Athens Exchange, they are recorded in the records of the société anonyme “Hellenic Exchanges S.A.” and are monitored via the relevant entries in the said records and b) three hundred and forty five million and five hundred thousand (345,500,000) shares, issued in accordance with law 3723/2008, which are preferred shares without voting rights, materialized, non-transferrable and cannot be listed in an organized market”.

3. Announcement of the election of new members of the Board of Directors who substituted members who resigned.

As already announced in July 2012, in the context of the disassociation of the Eurobank Group from EFG Group, the non-executive members of the BoD, Mrs Anna Maria Louiza I. Latsis and Messrs Spyros I. Latsis, Fotis S. Antonatos, Periklis P. Petalas and Emmanuel L. Bussetil, have resigned from the BoD on 23.7.2012.

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 sessions held on 21 September 2012 and 19 March 2013, elected in the place of the above resigned non-executive members, Mrs Aggeliki N. Fragou and Messrs George A. David, Nikolao M. Stassinopoulo, Dimitrio G. Dimopoulo and Pavlo K. Mylona, for the remaining term of its office. In the framework of the same law, the BoD announces to the Extraordinary General Meeting its aforementioned decision to elect the said new members.

It is noted that two of the above new members, and more specifically, Mrs Aggeliki N. Fragou and Mrs George A. David, meet the criteria of the law (article 4 of Law 3016/2002) to be appointed as independent non-executive members of the BoD. Such appointment will be made pursuant to a decision of a subsequent General Meeting.

3. Invitation

EUROBANK ERGASIAS S.A.
Extraordinary General Meeting of the Shareholders
April 30, 2013
11:00 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 30 April, 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. Decrease of the ordinary share capital of the Bank with concurrent (i) increase of the nominal value of each ordinary registered share with voting rights of the Bank and decrease of the total number thereof with reverse split of the said shares and (ii) decrease of the nominal value of each ordinary registered share with voting rights (as it will have resulted after the reverse split), for the purpose of forming a special reserve of an equal amount, in accordance with article 4 par. 4a of Codified Law 2190/1920. Amendment of the Articles of Association of the Bank. Granting of Authorizations.
2. Increase of the share capital of the Bank through the issuance of new ordinary shares to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations.
3. Announcement of the election of new members of the Board of Directors who substituted members who resigned.

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 Tuesday, April 23, 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 22, 2013
 THE BOARD OF DIRECTORS

4. Ballot-paper

OF EXTRAORDINARY GENERAL MEETING OF 30 APRIL 2013 (and in the case of postponement or interruption of the Meeting)

		AGAINST	ABSTAIN
1	Decrease of the ordinary share capital of the Bank with concurrent (i) increase of the nominal value of each ordinary registered share with voting rights of the Bank and decrease of the total number thereof with reverse split of the said shares and (ii) decrease of the nominal value of each ordinary registered share with voting rights (as it will have resulted after the reverse split), for the purpose of forming a special reserve of an equal amount, in accordance with article 4 par, 4a of Codified Law 2190/1920. Amendment of the Articles of Association of the Bank. Granting of Authorizations.		
2	Increase of the share capital of the Bank through the issuance of new ordinary shares to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations.		
3	Announcement of the election of new members of the Board of Directors who substituted members who resigned.	For information	
NOTE:	IF YOU APPROVE THE ABOVE ITEM, PLEASE HAND OVER THE BALLOT–PAPER AS IS (UNMARKED)		

5. Proxy

FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS S.A. 30 APRIL 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. 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.

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 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 Extraordinary General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Tuesday, 30 April 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⁽⁶⁾, 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	Decrease of the ordinary share capital of the Bank with concurrent (i) increase of the nominal value of each ordinary registered share with voting rights of the Bank and decrease of the total number thereof with reverse split of the said shares and (ii) decrease of the nominal value of each ordinary registered share with voting rights (as it will have resulted after the reverse split), for the purpose of forming a special reserve of an equal amount, in accordance with article 4 par, 4a of Codified Law 2190/1920. Amendment of the Articles of Association of the Bank. Granting of Authorizations.	<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 to raise Euro 5,839 million subscribed by way of contribution in kind from the Hellenic Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. Amendment to the Articles of Association of the Bank. Granting of authorizations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Announcement of the election of new members of the Board of Directors who substituted members who resigned.	For information		

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 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 ✓.

6. Total number of shares and voting rights
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As of 22 April 2013, the total number of 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.

7. 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 5 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 4 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 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 two (2) 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 two (2) days prior to the EGM 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 2 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 2 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.