

ANNUAL GENERAL MEETING
Saturday, 28 June 2014, 10 a.m.
Bodossakis Foundation Building (“John S. Latsis” Hall), Amalias Av. 20, Athens

Should the quorum required by law not be achieved, the 1st Repeat Annual General Meeting of the shareholders of the Bank will take place on Wednesday 9 July 2014, 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 2013. 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 2013.
3. Appointment of auditors for the financial year 2014 and determination of their fees.
4. Increase of the number of the Board members. Appointment of new Board members. Designation of independent non-executive members of the Board.
5. Appointment of members of the Audit Committee.
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 2013. Directors' and Auditors' Reports.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	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 2013, which include the restatement of the 2012 comparatives resulting from the retrospective implementation of the amended IAS 19, Employee Benefits.

The Financial Statements consist of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Cash Flow Statement, 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 31 March 2014.

The Financial Statements, the Directors' Report and the Auditor's Report dated 31 March 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 2013 results are also available on the Bank's website.

The Greek sovereign debt crisis, which has severely impacted the Greek economy, and the negative consequences from the European debt crisis have adversely affected the Group's operations. The

mounting uncertainty in markets, mainly in Greece but also in the Eurozone, and the negative sentiment among the Group's clients and counterparties, especially since the second half of 2011, have created a very difficult market environment, despite some stabilization signals that appeared since the end of 2012 and became substantially stronger in the 2nd half of 2013. In this particularly challenging context, the Group's operations were aimed to adjust to the prevailing conditions.

More specifically, in 2013:

- The recovery of pre-provision income continued in 4Q2013, amounted to €177m from €148m in 3Q2013 and €84m in 4Q2012.
- Net interest income (excluding New TT) increased by 16% and amounted to €361m in 4Q2013, mainly driven by improving time deposit and funding costs from the euro-system.
- The operating cost has been further rationalized recording a reduction more than 7% as compared to 2013.
- The voluntary exit scheme has been successfully completed for 1,066 employees representing an annual benefit of €61m.
- Significant progress on integration of New Proton and New TT was recorded (€89m of synergies achieved) as well as on the implementation of the Bank's transformation program.
- The cleaning-up of the balance sheet is in progress as also the harmonization of credit policies of New TT and New Proton are, while the credit loss provisions increased by €660m during the 4Q2013.
- The 90 days past due coverage ratio was up by 130 base points to 50%.
- The total equity reached €4.5bn and the Core Tier I ratio stood at 11.3%

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- The loans to deposits ratio improved further to 110% at the end of 4Q2013.
- Bottom-line result at -€913m in 4Q2014 and -€1,154m in 2013, which includes €563m one-off charges.

Based on the 2013 results and according to the provisions of art. 44a of c.l.2190/1920, any distribution to either ordinary or preference shareholders (as stated in L. 3723/2008) is prohibited.

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 2013, which include the restatement of the 2012 comparatives resulting from the retrospective implementation of the amended IAS 19, Employee Benefits, as well 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 2013.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	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 c.l. 2190/1920, the Directors recommend the discharge of its members and the Auditors from any liability for indemnity for the financial year 2013.

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 2013.

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3. Appointment of auditors for the financial year 2014 and determination of their fees.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	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 Directors recommend the reappointment of “PricewaterhouseCoopers S.A.” as the statutory auditor for the 2014 financial statements (solo and consolidated), which in turn, intends to assign the statutory audit to its member, Mrs. Despina P. Marinou, (SOEL Reg. No 17681), as statutory auditor and its member Mr. Constantinos I. Michalatos, (SOEL Reg. No 17701) as her substitute, in case of impediment of the statutory auditor. The auditors’ fees will be determined according to the decisions of the Supervising Board of the Institute of Certified Public Accountants in Greece.

Draft proposed resolution:

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

- a) *The appointment of the firm “PricewaterhouseCoopers S.A.” as statutory auditor for the financial statements (solo and consolidated) for the year ending 31 December 2014,*
- b) *The determination of its fees according to the decisions of the Supervising Board of the Institute of Certified Public Accountants in Greece.*

4. Increase of the number of the Board members. Appointment of new Board members. Designation of independent non-executive members of the Board.

Required quorum of 1st Repeat GM:	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>	

Messrs. George David (Chairman), Georgios Gondicas (Honorary Chairman), Efstratios - Georgios Arapoglou (Vice-Chairman) and Dimitri Papalexopoulos (Independent Non-Executive Director) expressed the wish that, their term of office as members of the Board of Directors be terminated at the 2014 AGM.

Furthermore, it is reminded to the shareholders that the replacement of Mr. Michael Colakides who has left the Bank is still pending.

Finally, it is reminded to the shareholders the intention of two investors, both members of the group of investors who committed to subscribe for the new ordinary shares of Eurobank in its recent share capital increase for a total consideration of approximately €1,332m, to actively participate in the Bank’s corporate governance procedure and to propose the appointment of Board members in the forthcoming AGM 2014 of the Bank. These investors are Fairfax Financial Holdings Limited (“Fairfax”) and WLR Recovery Fund V, L.P. and/or other investment schemes managed by WL Ross & Co. LLC (“WLR Funds”).

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Taking into consideration the above and following recommendation by the Nomination Committee, the Board proposes to the AGM the appointment of the following members:

- Panagiotis-Aristeidis A. Thomopoulos
- Fokion C. Karavias
- George K. Chryssikos
- Wade Sebastian R.E. Burton
- Jon Steven B.G. Haick
- Bradley Paul L. Martin
- Josh P. Seegopaul

The appointment of the above new members presupposes the receipt of the necessary approvals by the competent authorities and the overcoming of any obstacles that currently may exist. 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 eleven from now onwards).

Short resumes of the nominees are outlined below:

Mr. **Panagiotis – Aristeidis Thomopoulos** possesses long experience in the international banking and economic sector, holding through his career top management posts.

From January 2013 he serves as an independent non-executive Board member at the National Bank of Greece. From 2010 to 2013 he held the position of Executive Chairman at the Hellenic Financial Stability Fund and from 1994 to 2009 he served as Deputy Governor at the Bank of Greece (BoG). Amongst other, from March 2009 to September 2010 he was overseeing the Banking Supervisory Department and served as member of the BoG's Monetary Policy Council. He was also member of a very restricted team which prepared Greece's entry into the Euro Area.

As Deputy Governor at BoG, he participated, alongside the Governor (or standing in for him), in the Governing Council (1994-1998, 2000-

2002 and ad hoc 2002 - 2008) and from 1998 to 2002 in the General Council of the European Central Bank (ECB).

He served as member of the ECB's International Relations Committee from 2002 to 2010 and the EMI's Committee of Alternates from 1994 to 1998. From 2002 to 2009 he served at IMF as Alternate Governor representing Greece and as member of the EU Economic and Monetary Affairs Committee. He served as a member of the Economic and Financial affairs EU Council as one of the two representatives of Greece.

He worked as Senior Economist in the OECD's Economics Department from 1966 to 1994. He was head of Countries' Studies Desk and responsible for the Economic Surveys and Forecasts (Economic Outlook) for UK, Spain, Belgium, Greece, Ireland, Luxembourg and Yugoslavia.

From 1996 and thereafter he serves as member of the Executive Committee and of Board of Director of Foundation for Economic and Industrial Research (IOBE).

From 1995 to 2011 he was Board Chairman at Electronic Interbanking Systems S.A. DIAS, as well as Board member at the Greek Public Debt Management Agency from 1998 to 2010 and of Onassis Foundation from 1992 to 1996.. Furthermore, from 1999 to 2000 he was Chairman of the Organizing Committee for the Olympic Games Athens 2004 S.A.

Mr. Thomopoulos holds a BA and a Master degree in Economics from the London School of Economics and Political Science. He also attended a DEA course at the Université de Paris-I. He speaks four languages. He was born in Patras, he is married and has two children.

Mr. **Fokion Karavias** is head of Capital Markets and Wealth Management. He has been General Manager and member of the Group Executive Committee in the period 2005 -2013 and Deputy General Manager and Treasurer in the period 2002-2005 at Eurobank.

He started his career in banking in 1991, at JP Morgan, in New York, in the market risk management division. In 1994, he joined Citibank,

in Athens, responsible for derivative and fixed income business in Greece. In 1997, he joined Eurobank, as head of fixed income and derivatives trading. In 2000, he became Treasurer at Telesis Investment Bank.

He is the Chairman of the Board of Directors of Eurobank Equities Investment Firm S.A. and of Eurobank Asset Management Mutual Fund Management Co S.A. He is a Member of the Board of Directors of Hellenic Exchanges – Athens Stock Exchanges S.A., Eurolife ERB Life Insurance S.A., Eurobank Private Bank Luxembourg S.A., Eurobank Cyprus Ltd and at a number of other Greek and international subsidiaries of Eurobank.

He holds a Diploma in Chemical Engineering from the National Technical University of Athens, a Master's and Ph.D. in Chemical Engineering from the University of Pennsylvania, Philadelphia. He has published several papers on topics concerning his academic research. He was born in Athens in 1964.

Mr. **George Chryssikos** was born in Athens in 1972. He serves as Chief Executive Officer, Executive BoD Director and Chairs the Investment Committee of Eurobank Properties REIC. He joined the Company in early 2006 serving as an Investment Manager and General Manager before being appointed as CEO. In the past he served as a Managing Director of Corporate Value Partners, CEO of DTZ in Greece, BoD advisor at Iaso Healthcare Group and Senior Associate in McKinsey & Co at the London Office specializing in private equity. He started his career in the construction industry as a project Manager. Currently he holds BoD positions within Eurobank Properties REIC subsidiaries both in Greece and abroad, Non-Executive Director in Lamda Hellix as well as General Secretary in the BoD of the British Hellenic Chamber of Commerce. Mr. Chryssikos holds an MBA in Corporate Finance & Strategy from Columbia Business School (NY), a MSc in Engineering & Construction Management from UC Berkeley (CA) and a MEng in Civil Engineering from National Technical University of Athens. He is also a member of the Royal Institute of Chartered Surveyors (MRICS).

Mr. **Wade Sebastian Burton** is a Vice President, Portfolio Manager and member of the investment committee at Hamblin Watsa Investment Counsel, a wholly owned subsidiary of Fairfax Financial Holdings Limited. He has over 15 years experience in investment management. Prior to joining Hamblin Watsa in 2008, he was a partner and fund manager at Peter Cundill and Associates which was acquired by Mackenzie Financial. He has also served as Chief Investment Officer and Fund Manager in Atlas Financial Group, an offshore fund company and as an Account Manager in the Commercial Lending Division of the Canadian Western Bank. He is a Chartered Financial Analyst and holds a BA from Western Ontario University. Mr. Burton has sat on various boards and credit committees of public and private companies and currently serves as a non-executive director and member of the executive committee of Eurobank Properties REIC, as a non-executive director of Mytilineos Holdings S.A. and as a director of SP Fiber Tech.

Mr. **Jon Haick** is a Senior Managing Partner of Brookfield Asset Management Inc., a global asset manager, and Chief Executive Officer of Brookfield Europe. Mr. Haick joined Brookfield's Private Equity & Finance group in April 2005. During 2008, while employed with Brookfield, Mr. Haick provided strategic support to Norbord as Senior Vice President, Corporate Development. Prior to joining Brookfield, Mr. Haick was employed for five years at a Toronto-based corporate finance advisory firm. Mr. Haick's areas of expertise are mergers and acquisitions and corporate finance.

Mr. **Bradley Paul Martin**, has been a Vice President of Fairfax Financial Holdings since 1998. He is currently Vice President, Strategic Investments and served as Chief Operating Officer from 2006 to March 2012. Prior to 1998, he was a Partner at the law firm Torys LLP. Mr. Martin is Chairman of the Board of Directors of Ridley Inc. and Resolute Forest Products Inc. and is a Director of Bank of Ireland and Hub International. Mr. Martin has a Law Degree from the University of Toronto and a BA from Harvard University.

Mr. **Josh Seegopaul** is a Principal and member of the Investment Committee of WL Ross & Co. LLC. He also serves on the Investment Committee of the real-estate focused Invesco Mortgage Recovery Funds. Prior to joining WL Ross in 2006, Mr. Seegopaul worked in the Distressed Debt and Special Situations group at UBS AG. Before that, he was in the Real Estate Structured Finance department at Credit Suisse Group AG. He holds a B.S. in Finance and Accounting from the Stern School of Business at New York University. Mr. Seegopaul has sat on various boards of financial services companies including Homeward Residential and Berkeley Point Capital, and currently serves as a non-executive Board Director of Situs Group and Capital Markets Cooperative as well as a non-executive observer of Sun Bancorp.

Thereafter the Board proposes, following the Nomination Committee's recommendation the appointment of Messrs. Bradley Paul Martin, Jon Haick and Josh Seegopaul as independent non-executive members.

Draft proposed resolution:

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

a) *The appointment of the following as new Board members of the Bank (in alphabetical order):*

1. *Panagiotis-Aristeidis A. Thomopoulos*
2. *Fokion C. Karavias,*
3. *George K. Chryssikos,*
4. *Wade Sebastian R.E. Burton*
5. *Jon Steven B.G. Haick*
6. *Bradley Paul L. Martin and*
7. *Josh P. Seegopaul*

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 eleven 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.

b) *The appointment of Messrs. Bradley Paul L. Martin, Jon B.G. Haick and Josh P. Seegopaul as independent non-executive Directors.*

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

Members:

1. *Panagiotis – Aristeidis A. Thomopoulos*
2. *Christos I. Megalou*
3. *Fokion Cr. Karavias*
4. *Spyros L. Lorentziadis, Independent non-executive member*
5. *Bradley Paul L. Martin, Independent non-executive member*
6. *Jon Steven B.G. Haick, Independent non-executive member*
7. *Josh P. Seegopaul, Independent non-executive member*
8. *George K. Chryssikos*
9. *Wade Sebastian R.E. Burton*
10. *Dimitrios A. Georgoutsos, Representative of the Greek State*
11. *Kenneth Howard K. Prince – Wright, Representative of the HFSF*

5. Appointment of members of the Audit Committee.

Required quorum:	20% of share capital
Required quorum of 1 st Repeat GM:	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 the recommendation by the Nomination Committee and the leaving of Mr. Efstratios-Georgios Arapoglou from the Bank, the Directors propose to the AGM the appointment of the following as members of the Audit Committee:

1. Bradley Paul L. Martin
2. Josh P. Seegopaul

Draft proposed resolution:

The AGM approved with a majority exceeding the minimum required by the law, the appointment of Messrs. Bradley Paul L. Martin and Josh R. Seegopaul as new members of the Bank's Audit Committee, whose term of office expire, concurrently with the term of office of the other Committee's members, with the election of a new Audit Committee by the AGM to be held during 2016.

Following the above, the Audit Committee members are as follows (in alphabetical order):

1. Spyros L. Lorentziadis, Independent Non-Executive Board Member
2. Bradley Paul L. Martin, Independent non-executive member
3. Josh P. Seegopaul, Independent non-executive member
4. Kenneth Howard Prince – Wright

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 GM:	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 Directors propose to the AGM to approve:

- 1) The fees paid during 2013 to the Board members, under article 24 par. 2 of c.l. 2190/1920, of total amount of €692,667, in accordance with the approval of the previous AGM (2013). It is noted that the total fees paid in 2013 was 20% less as compared to the corresponding fees of 2012.
- 2) The payment of fees, during 2014, to the Board members, under article 24 par. 2 of c.l. 2190/1920, as follows:
 - i) the payment, for the year 2014, of a total amount of €130,000 to the Chairman of the Board for executing of his relevant duties.
 - ii) The payment of annual fees, for the year 2014, of €36,000 to each non-executive Board member.
 - iii) The payment of fees, for the year 2014, to Board members for executing their duties as members of the Bank's Committees, as follows:
 - Annual fees of €40,000 to the Chairman of the Bank's Audit Committee.
 - Annual fees of €15,000 to each member of the Bank's Audit Committee

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- Annual fees of €30,000 to the Chairman of the Bank's Risk Committee.
- Annual fees of €15,000 to each member of the Bank's Risk Committee.
- Annual fees of €10,000 to each member of the Bank's Nomination Committee
- Annual fees of €10,000 to each member of the Bank's Remuneration Committee.

In case the above positions do not exist throughout the entire 2014, an amount corresponding to the respective period will be paid.

- 3) According to the article 23a, c.l.2190/1920, the approval of the open-ended employment contract of the Bank's Chief Executive Office, namely Mr. Christos Megalou, signed on 27.6.2013 and its amendment on his monthly remuneration in the amount of €21,284.44, signed on 1.1.2014.

Finally, the Board proposes that the Board's executive members not to be remunerated for their capacity as Management Committee's members for the year 2014. It is noted that such fees amounted to €36,000 and €24,000 per each member for the years 2012 and 2013 respectively.

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 2013.

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
28 June 2014
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 Saturday 28 June 2014, at 10 a.m., at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens, for the discussion and decision making of the below items on the Agenda:

1. Financial Statements for the year ended 31 December 2013. 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 2013.
3. Appointment of auditors for the financial year 2014 and determination of their fees.
4. Increase of the number of the Board members. Appointment of new Board members. Designation of independent non-executive members of the Board.
5. Appointment of members of the Audit Committee.
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 A' Repeat Annual General Meeting of the shareholders of the Bank will take place on Wednesday, 9 July 2014, 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 c.l. 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 28 June 2014 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 at the start of the fourth (4th) day before the date of the A' Repeat Annual General Meeting, respectively.

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 Annual 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 Bank's Articles of Association do not provide for participation in the Annual 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 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 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, 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 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 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, 6 June, 2014

THE BOARD OF DIRECTORS

5. BALLOT-PAPER

OF THE ANNUAL GENERAL MEETING OF 28 JUNE 2014 (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 2013. 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 2013.		
3	Appointment of auditors for the financial year 2014 and determination of their fees.		
4	<p>Increase of the number of the Board members. Appointment of new Board members. Designation of independent non-executive members of the Board.</p> <p>Panagiotis – Aristeidis A. Thomopoulos Fokion C. Karavias George K. Chryssikos Wade Sebastian R.E. Burton Jon Steven B.G. Haick, Independent non-executive Director Bradley Paul L. Martin, Independent non-executive Director Josh P. Seegopaul, Independent non-executive Director </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>		
5	<p>Appointment of members of the Audit Committee.</p> <p>Bradley Paul L. Martin Josh P. Seegopaul </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>		
6	Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.		
<p>NOTE: IF YOU APPROVE THE ABOVE ITEM, PLEASE HAND OVER THE BALLOT-PAPER AS IS (UNMARKED)</p>			

6. PROXY

**FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
OF EUROBANK ERGASIAS S.A. ON 28 JUNE 2011**

The undersigned Shareholder of Eurobank Ergasias S.A.

Name / Company Name	
Address / Registered Office	
Identity card number / Company's Register Number	
Telephone number	
Number of shares/voting rights	
AEAT Partition	
AEAT 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. George David <input type="checkbox"/> 2. Mr. Christos Megalou	<input type="checkbox"/> 3. Mr. Harris Kokologiannis <input type="checkbox"/> 4. Mrs. Katerina kallimani
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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 Saturday, 28 June 2014, 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 ⁽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⁾:

	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 2013. 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 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of auditors for the financial year 2014 and determination of their fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Increase of the number of the Board members. Appointment of new Board members. Designation of independent non-executive members of the Board. <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"/>
5	Appointment of members of the Audit Committee. <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"/>
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 in writing 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 add your proxies and mark the appropriate box with a ✓ by selecting up to 3 proxies. If more are marked, 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 Annual 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 (✓) your vote

7. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As of 6 June 2014, 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.