

ANNUAL GENERAL MEETING
Tuesday, 28 July 2020, 11:00 a.m.

Remotely via teleconference in real time

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Company will take place in Repeat Meeting on Monday, August 3, 2020, at 11:00 a.m., also remotely via teleconference in real time, without the publication of a further invitation.

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1. AGENDA ITEMS

The Board of Directors invites the shareholders of Eurobank Ergasias Services and Holdings S.A. to decide upon the following issues on the agenda:

1. Annual and Consolidated Financial Statements for the financial year 2019. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2019 and discharge of the Auditors for the financial year 2019.
3. Appointment of Auditors for the financial year 2020.
4. Approval of the Remuneration Policy for Directors.
5. Approval of the remuneration for the financial year 2019 and of the advance payment of the remuneration for the Directors for the financial year 2020.
6. Remuneration Report for the financial year 2019.
7. Establishment of a shares award plan for members of the management and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014, in the form of stock options rights by issuing new shares in accordance with the provisions of article 113 of law 4548/2018 and granting of authorization to the Board of Directors to adjust procedural issues and details.
8. Decrease in kind of the Company's share capital via decrease of the nominal value of each ordinary share issued by the Company by €0.0155, in order the shareholders to receive shares issued by the Cypriot subsidiary of the Company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc (hereinafter the "Issuer"), of an equal amount to the amount of the share capital decrease, i.e. 1 share of the Issuer for every 12 shares of the Company held, as this ratio resulted following the application of the provisions of Article 17 of L. 4548/2018 concerning the valuation of the shares issued by the Issuer and capitalization of reserves of the Company of an amount equal to €20,400,390.19 with the increase of the nominal value of each ordinary share issued by the Company by €0.0055 for the purpose of rounding the nominal value of the shares issued by the Company at €0.22 each. Granting of authorizations and approval of the corresponding amendment to article 5 of the Company's Articles of Association. Approval and authorization to the Board of Directors to sell any fractional balances of shares issued by the Issuer so that the proceeds from the sale to be distributed to shareholders of the Company who are entitled to fractional balances of shares.
9. Amendment of article 11 of the Company's Articles of Association aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting.
10. Announcement of the election of new independent non-executive members of the Board of Directors.
11. Election of members of the Audit Committee.

2. SUMMARY OF ISSUES ON THE AGENDA

1. Annual and Consolidated Financial Statements for the financial year 2019. Directors' and Auditors' Reports.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

The Board of Directors (or Board or BoD) proposes to the Annual General meeting (AGM) the approval of the Annual and Consolidated Financial Statements for the financial year 2019.

The aforementioned financial statements consist of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement and the Notes to the Financial Statements. The aforementioned financial statements and the Directors' Report were approved by the BoD on 12.03.2020.

The said financial statements, the Directors' Report and the Auditors' Report for the financial year 2019 are available to the shareholders on the Company's website www.eurobankholdings.gr.

It is pointed out that, according to the provisions of par. 1 (b) of article 97 of L. 4548/2018, the relevant information regarding cases of conflicts of interest as well as contracts concluded during the financial year 2019 and fall within the provisions of article 99 of L. 4548/2018 has been included and made public in the abovementioned Directors' Report (in the relevant part titled "Information required under Law 4548/2018 (article 97, par.1 (b))").

In addition, the relevant presentation and press release are also available on the Company's website.

Finally it is noted that, based on the 2019 results in combination with the article 159 of L. 4548/2018, the distribution of dividends to shareholders is not permitted.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the Annual and Consolidated Financial Statements for the financial year 2019, as well as the Directors' and Auditors' Reports.

2. Approval of the overall management for the financial year 2019 and discharge of the Auditors for the financial year 2019.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

The BoD recommends to the AGM the approval of the overall management for the financial year 2019, in accordance with the provisions of article 108 of L. 4548/2018, as well as the discharge of the Auditors according to the provisions of article 117 of L. 4548/2018.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the overall management for the financial year 2019 as well as the discharge of the Auditors for the financial year 2019.

3. Appointment of Auditors for the financial year 2020.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

On Audit Committee's proposal, the BoD recommends to the AGM the reappointment of KPMG Certified Auditors S.A. (KPMG) as the statutory auditor for the Annual and Consolidated Financial Statements of the Company for the financial year 2020.

KPMG intends to assign the statutory audit to its member Mr. Charalampos Sirounis (SOEL Reg. No 19071) as statutory auditor and its member Mr. Nikolaos Vouniseas (SOEL Reg. No18701) as his substitute, in case of impediment of the statutory auditor.

Finally, it is recommended to the AGM the KPMG's relevant fees for the audit of the Annual and Consolidated Financial Statements of the Company for the financial year 2020 to amount to €0.2 m.

The total fees paid to KPMG for audit and other services rendered during the financial year 2019 are analyzed in note 46 of the 2019 Annual Financial Statements of the Company, according to the provisions of art. 29 of I. 4308/2014.

Draft proposed resolution:

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

- a) the appointment of the firm KPMG Certified Auditors S.A. (KPMG) as statutory auditor for the Annual and Consolidated Financial Statements of the Company for the financial year 2020 and*
- b) KPMG's relevant fees for the audit of the Annual and Consolidated Financial Statements of the Company for the financial year 2020 to amount to €0.2 m.*

4. Approval of the Remuneration Policy for Directors.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

The BoD recommends to the AGM to approve the Remuneration Policy for Directors ("Policy"), pursuant to the provisions in articles 110 and 111 of I. 4548/2018).

Draft of this Policy is available in the Company's website (www.eurobankholdings.gr).

Draft proposed resolution:

The AGM approved, with a majority exceeding the minimum required by the law, the Remuneration Policy for Directors of the Company, according to the provisions of articles 110 and 111 of l. 4548/2018.

5. Approval of the remuneration for the financial year 2019 and of the remuneration to be paid for the financial year 2020 for the Directors.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

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

It is reminded that on 20.03.2020 the demerger of Eurobank Ergasias S.A. ("Demerged Entity") through the hive down of its banking activity sector with the establishment of a new company-credit institution under the corporate name "Eurobank S.A." ("Bank") was approved. With the approval of the demerger, the Bank substituted the Demerged Entity, by way of universal succession, to all the transferred assets and liabilities.

On 23.03.2020, the amendment of the Demerged Entity's articles of association was also approved and, among others, its corporate name changed to "Eurobank Ergasias Services and Holdings S.A." (as aforementioned "Company").

Following the above, the Board of Directors proposes to the AGM to approve:

- 1) The remuneration paid during 2019 to the Board members of a total gross amount of €1,066,507 (€462,656 net), as approved by the previous AGM (2019).
- 2) The payment of remuneration to the Board members for the first quarter of 2020 (when the demerger was approved as abovementioned), as follows:
 - i) percentage of annual gross remuneration amounting to €295,000 (€140,460 net) that corresponds to the above period (first quarter of 2020), i.e. gross remuneration amounting to €73,750 (€35,159 net), to the Chairman of the Board for executing his relevant duties. It is noted that the said remuneration of the Board Chairman includes the remuneration related to the execution of his duties as non-executive member (2.iii below) and as member of Board Committees (2.iv below);
 - ii) percentage of annual gross remuneration amounting to €60,000 that corresponds to the above period (first quarter of 2020), i.e. gross remuneration amounting to €15,000, to the Vice Chairman of the Board;
 - iii) percentage of annual gross remuneration amounting to €40,000 that corresponds to the above period (first quarter of 2020), i.e. gross remuneration amounting to €10,000, to each non-executive Board member;
 - iv) percentage of annual gross remuneration that corresponds to the above period (first quarter of 2020) to the non-executive Board members for executing their duties as members of the Board Committees, as follows:
 - to the Chairperson of the Audit and Risk Committees:
 - percentage of €35,000 that corresponds to the above period (first quarter of 2020), i.e. €8,750, if the Chairperson resides in Greece

- percentage of €60,000 that corresponds to the above period (first quarter of 2020), i.e. €15,000, if the Chairperson resides abroad
- to the Vice Chairperson of the Audit and Risk Committees:
 - percentage of €25,000 that corresponds to the above period (first quarter of 2020), i.e. €6,250, if the Vice Chairperson resides in Greece
 - percentage of €35,000 that corresponds to the above period (first quarter of 2020), i.e. €8,750, if the Vice Chairperson resides abroad
- to each member of the Audit Committee:
 - percentage of €12,500 that corresponds to the above period (first quarter of 2020), i.e. €3,125, if the member resides in Greece and to the representative of the Hellenic Financial Stability Fund
 - percentage of €17,500 that corresponds to the above period (first quarter of 2020), i.e. €4,375, if the member resides abroad
- to each member of the Risk Committee:
 - percentage of €15,000 that corresponds to the above period (first quarter of 2020), i.e. €3,750, if the member resides in Greece and to the representative of the Hellenic Financial Stability Fund
 - percentage of €17,500 that corresponds to the above period (first quarter of 2020), i.e. €4,375, if the member resides abroad
- to the Chairperson of the Nomination and Remuneration Committees:
 - percentage of €17,500 that corresponds to the above period (first quarter of 2020), i.e. €4,375, if the Chairperson resides in Greece
 - percentage of €30,000 that corresponds to the above period (first quarter of 2020), i.e. €7,500, if the Chairperson resides abroad
- to the Vice Chairperson of the Nomination and Remuneration Committees:
 - percentage of €15,000 that corresponds to the above period (first quarter of 2020), i.e. €3,750, if the Vice Chairperson resides in Greece
 - percentage of €20,000 that corresponds to the above period (first quarter of 2020), i.e. €5,000, if the Vice Chairperson resides abroad
- to each members of the Nomination and Remuneration Committees:
 - percentage of €10,000 that corresponds to the above period (first quarter of 2020), i.e. €2,500, if the member resides in Greece and to the representative of the Hellenic Financial Stability Fund Representative
 - percentage of €15,000 that corresponds to the above period (first quarter of 2020), i.e. €3,750, if the member resides abroad.

It is also noted that remuneration is paid only to the non-executive Board members who do not hold an employment relationship or a salary assignment relationship with the entities of the Company's Group.

It is noted that, due to same composition of the Board of the Company with the Board of its subsidiary Bank, the Directors shall be paid solely by one of the two entities. Therefore, the remaining percentage of the aforementioned annual remuneration that corresponds to the period from 1/4/2020 to 31/12/2020, will be paid to each Director by the Bank.

All fees/remuneration of the Board members are consistent with the Remuneration Policy for Directors and the relevant provisions of the Law.

6. Remuneration Report for the financial year 2019.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

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

The BoD submits for discussion and vote to the AGM the Remuneration Report ("Report") for the financial year 2019, in accordance with article 112 of Law 4548/2018.

The Report includes a comprehensive overview of the total remuneration paid to the members of the BoD for the financial year 2019, as prescribed by article 112 of Law 4548/2018.

The Report is and will remain available on the Company's website (www.eurobankholdings.gr) for a time period of ten (10) years, as required by Law.

It is noted that, according to paragraph 3 of Article 112 of Law 4548/2018, the shareholders' vote on the Report is advisory. The BoD will explain in the following Remuneration Report the way the advisory vote at the AGM has been taken into account.

8. Establishment of a shares award plan for members of the management and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014, in the form of stock options rights by issuing new shares in accordance with the provisions of article 113 of law 4548/2018 and granting of authorization to the Board of Directors to adjust procedural issues and details.

Required quorum:	1/2 of share capital
Required quorum of Repeat Meeting:	1/5 of share capital
Required majority:	2/3 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) are being taken into consideration for the purposes of calculating quorum and majority.

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

The Board of Directors, taking under consideration the regulatory and supervisory framework related to the variable elements of remuneration, international best practices, as well as the Company's commitment to the corporate governance principles and to the alignment of the interests of the Company's executives and staff to those of its Shareholders, recommends the establishment and implementation of a five year Stock Option Plan starting from 2021 (hereinafter the Program) by way of granting stock options in accordance with the provisions of article 113 of law 4548/2018 to executives and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014.

Via such recommendation the Board of Directors aims on a long-term basis to attract, retain and motivate executives of the Company's management and staff as well as of its affiliated companies, ensuring proper corporate governance and promoting its values, through implementation of the Company's applicable remuneration policies and the provided therein allocation of variable remuneration as a combination of cash and financial instruments.

Through the Program, participants acquire direct shareholder interest to the Company and link their performance to the future performance of the Company and its Group in general, as reflected in the increase of the Company's share value.

According to the recommended terms of the Program:

- i. in order to satisfy the option rights that will be exercised, the Company will proceed with a corresponding share capital increase and the issuance of new shares (the "New Shares"),
- ii. the maximum number of rights that can be approved will be 55,637,000 rights, each of which will correspond to one New Share, i.e. in case all option rights are exercised up to 55,637,000 New common registered shares of the Company in total will be allocated, a number corresponding to [1.5]% of the current paid share capital,
- iii. beneficiaries are executives and employees of the Company and its affiliated companies according to article 32 of law 4308/2014, without prejudice to the provisions of law 3864/2010, as in force,
- iv. the exercise price of each New Share is equal to the nominal value of the share, ie. Euro 0.23,

Otherwise, the Board of Directors of the Company is assigned to determine the beneficiaries, the terms of options' awarding as well as the remaining terms and conditions of the Program, in accordance with the applicable regulatory and legal framework and the Company's policies.

8. Decrease in kind of the Company's share capital via decrease of the nominal value of each ordinary share issued by the Company by €0.0155, in order the shareholders to receive shares issued by the Cypriot subsidiary of the Company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc" (hereinafter the "Issuer"), of an equal amount to the amount of the share capital decrease, i.e. 1 share of the Issuer for every 12 shares of the Company held, as this ratio resulted following the application of the provisions of Article 17 of L. 4548/2018 concerning the valuation of the shares issued by the Issuer and capitalization of reserves of the Company of an amount equal to €20,400,390.19 with the increase of the nominal value of each ordinary share issued by the Company by €0.0055 for the purpose of rounding the nominal value of the shares issued by the Company at €0.22 each. Granting of authorizations and approval of the corresponding amendment to article 5 of the Company's Articles of Association. Approval and authorization to the Board of Directors to sell any fractional balances of shares issued by the Issuer so that the proceeds from the sale to be distributed to shareholders of the Company who are entitled to fractional balances of shares.

Required quorum:	1/2 of share capital
Required quorum of Repeat Meeting:	1/5 of share capital
Required majority:	2/3 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) are being taken into consideration for the purposes of calculating quorum and majority.

On November 26th, 2018, the Company announced its transformation plan, which aimed to accelerate the reduction of the Non Performing Exposures and the optimization of the organizational and capital structure of the Group ("Acceleration Plan"). In the context of such Acceleration Plan, the Company has already completed a securitization of assets amounting to circa €7.5 bn ("Securitization"). In addition, following its demerger via hive down of its ing activity sector, the Company retained 75% of the mezzanine and junior notes it received in the context of the Securitization. Such notes have been contributed in kind to a subsidiary of the Company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc" (hereinafter the "Issuer"), pursuant to the decision of the Company's BoD dated 15.06.2020. As consideration for the contribution in kind, the Company will receive shares issued by the Cypriot company.

Furthermore, as provided in the announcement dated 26.11.2018, the intention of the Company is to proceed with the decrease in kind of its share capital, with a view to distribute the shares issued by the Issuer to the shareholders of the Company. Under the condition of prior receipt of the relevant approvals, such shares are expected to be listed to the Alternative Market (ENA) of the Athens Stock Exchange.

Through the above actions the completion of the Acceleration Plan is achieved, as well as the derecognition of the whole securitized portfolio, with substantial benefits for both the Company and the Group, as well as for its shareholders, given that the derecognition of the portfolio constitutes a basic parameter for the front loaded strategy of reducing the Group's Non-Performing Exposures, aimed at reducing the corresponding ratio at around 15%, from 29% on 31.03.2020, while the shareholders will, among others, benefit from any potential upside of the mezzanine and junior notes, which have been contributed to the Issuer.

Regarding the determination of the amount of the share capital decrease, the following are noted:

In order to assess the fair value of the Company's participation in the Issuer, in order to achieve an equal reduction of the Company's share capital, the Company assigned to Deloitte Business Solutions S.A. ("Deloitte") the performance of the valuation provided by article 17 of Law 4548/2018. The valuation was carried out with the application, without difficulties, of the adjusted net book value method, which was considered appropriate, taking into account that the main asset of the Issuer is the contributed notes.

According to Deloitte's report, the fair value of the Issuer's shares is estimated at €57,492,008.71. The said Deloitte's report is available in the Company's website www.eurobankholdings.gr.

For the purpose of rounding the par value of its shares, the Company will proceed to an increase of its share capital by capitalizing the amount of €20,400,390.19, derived from taxed reserves, which are recorded in the books of the Company and in particular (a) by capitalization of the total reserve of €12,107,972.04 from "taxed reserves from profits, in accordance with article 26 of Greek Law 3634/2008" and (b) by a part of an aggregate reserve of €72,531,337.07 from the "taxed reserves, in accordance with article 10 of Greek Law 3513/2006" and in particular a reserve of €8,292,418.15.

Following the aforementioned, the total share capital of the Company will amount to €816,015,607.44 and divided into 3,709,161,852 common shares of nominal value of €0.22 each.

After the legal completion of the reduction, the current shareholders of the Company, without the payment of any price, will hold:

- a) the same, as before the reduction, number of shares of the Company, but with new nominal value €0.22 each and
- b) 309,096,821 shares of the Issuer in total, of nominal value 0.10 euros each, i.e. 1 share for each 12 shares of the Company held.

It is clarified that any fractional balances do not create a right to receive a fraction of the share. The dematerialised securities will be registered electronically (as provided for in the current legislation) and the beneficiary shareholders will be informed according to the law's provisions.

Draft proposed resolution on aforementioned item of the agenda:

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

1) Approved (i) the decrease of the share capital in kind with the decrease in the nominal value of each ordinary share issued by the Company by €0.0155 and distribution to the shareholders of the Company of shares having been issued by the company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc" (hereinafter the "Issuer"), with a value corresponding to the value of the share capital decrease, i.e. 309,096,821 common shares issued by the Issuer, each common registered share worthing €0.10, at a ratio of 1 share of the Issuer for every 12 shares of the Company already held, (ii) the capitalization of reserves amounting to for the purpose of rounding the new par value of its shares, (iii) the liquidation of any fractional rights of the shares issued by the Issuer, through ENA, so that the proceeds from the sale are distributed to the shareholders of the Company entitled to fractional rights due to the aforementioned ratio and (iv) the amendment of article 5 of the articles of association of the Company to reflect the share capital decrease along with capitalization of reserves.

2) Authorized the Board of Directors to proceed to all necessary actions for (a) the completion of the decrease of the share capital, (b) the capitalization of reserves of the Company amounting to for the purpose of rounding the new par value of its shares following the reduction of their nominal value, (c) the liquidation of any fractional rights of the shares issued by the Issuer, through ENA, so that the proceeds from the sale are distributed to the shareholders of the Company entitled to fractional rights and d) for the amendment of Article 5 of the articles of association of the Company, which shall be amended as follows:

(i) Paragraph 1 of article 5 (defining the total amount of the share capital) is amended as follows:

1. The share capital of the Company amounts €816,015,607.44 divided into 3,709,161,852 common voting shares of a nominal value of 0.22 euro each.

(ii) A new subparagraph 2.71 is added to paragraph 2 of article 5 as follows:

Pursuant to the resolution of the Annual General Meeting of the Shareholders of the Company on 22.07.2020, the share capital was a) reduced by €57,492,008.71, with the decrease in the nominal value of each ordinary share issued by the Company by €0.0155 and distribution to the shareholders of the Company of shares having been issued by the company under the corporate name MAIRANUS LIMITED (which shall be renamed to "Cairo Mezz Plc") with a value corresponding to the value of the share capital decrease of the Company and b) increased by €20,400,390.19, with the capitalisation of taxed reserves recorded in the books of the Company and increase of the nominal value of each ordinary share issued by the Company by €0.0055.

Following the above reduction, the share capital of the Company amounts to €816,015,607.44 divided into 3,709,161,852 common voting shares of a nominal value of 0.22 euro each.

9. Amendment of article 11 of the Company's Articles of Association aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting.

Required quorum:	1/2 of share capital
Required quorum of Repeat Meeting:	1/5 of share capital
Required majority:	2/3 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) are being taken into consideration for the purposes of calculating quorum and majority.

The BoD recommends to the AGM the amendment of article 11 of the Company's articles of association aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the amendment of Article 11 of the Company's Articles of Association by adding a new paragraph 2 and listing the next paragraph as 3, aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting. Following the above amendment, the relevant article of the Articles of Association is set out as follows (the new paragraph appears underlined):

«Article 11

General Meeting

1. The General Meeting is the supreme body of the Company, convened by the Board of Directors and entitled to resolve upon any matters concerning the Company. The shareholders have the right to participate and vote in the General Meeting, either in person or by their legal representatives, according to the law each time in force. The appointment and revocation of the legal representative and the relevant notification to the Company may take place via electronic means, and more specifically via internet access, by use of personal passwords, in a special automated system operating in the Company's web-page.

2. Following a resolution of the Board of Directors and pursuant to the each time in force applicable legislation and the procedure included in the invitation to the General Meeting, the shareholders may participate in the General Meeting by distance, with audiovisual or other electronic means, without physical presence at the venue of its convention. A respective right to attend the General Meeting have, pursuant to the each time in force applicable legislation, the members of the Board of Directors, the Auditors of the Company as well as other persons that attend the Meeting on its Chairman's responsibility. In addition, following a resolution of the Board of Directors and pursuant to the each time in force applicable legislation and the procedure included in the invitation to the General Meeting, the shareholders may participate in the voting of the General Meeting by distance, by mail or by electronic means, prior to the proceedings of the General Meeting.

3. The minutes of the General Meeting are signed by the Chairman and the Secretary of the General Meeting. Copies or extracts of the minutes are issued by the persons who have the authority to issue copies and extracts of the Minutes of the Board of Directors.».

10. Announcement of the election of new independent non-executive members of the Board of Directors.

As the Company has already announced, the BoD, at its meeting held on 08.04.2020 and following the relevant recommendations of the Nomination Committee, appointed:

- Ms. Irene Rouvitha Panou and
- Ms. Alice Gregoriadi

as new independent non-executive members of the BoD, in replacement of the resigned independent non-executive members Messrs. Richard Boucher and Nikolaos Bertzos, for an equal term to the remaining term of the resigned members.

In this framework, the tenure of Ms. I. Rouvitha Panou and Ms. A. Gregoriadi started on 08.04.2020 and expires at the same time as the tenure of the remaining BoD members of the Company, i.e. expires on 10.07.2021, prolonged until the end of the period the Company's Annual General Meeting for the year 2021 will take place.

More details about Ms. I. Rouvitha Panou and Ms. A. Gregoriadi résumés are available on the Company's website www.eurobankholdings.gr.

Finally, it is noted that the review process of the new members by the Single Supervisory Mechanism of the European Central Bank, has already been initiated, in accordance with the applicable legislative and regulatory framework.

11. Election of members of the Audit Committee.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

On Nomination Committee's proposal, the Company's BoD, at its meeting held on 08.04.2020, decided the temporary appointment to the Audit Committee, until the next GM that would be called to approve their final appointment, of the independent non-executive members of the BoD Mr. Rajeev Kakar and Ms. Irene Rouvitha Panou, who have sufficient knowledge on the field of the Company's activity, in replacement of the resigned independent non-executive members Mr. Richard Boucher and Mr. Nikolaos Bertzos, who were members of the Company's Audit Committee until 08.04.2020.

The tenure of Mr. R. Kakar and Ms. I. Rouvitha Panou, to the Company's Audit Committee expires at the same time as the tenure of the remaining Audit Committee members, i.e. expires on 10.07.2021, prolonged until the end of the period the Company's Annual General Meeting for the year 2021 will take place.

Following the appointment of Mr. R. Kakar and Ms. I. Rouvitha Panou in the Audit Committee, the latter is consisted exclusively of BoD members, five (5) in total, all of which are non-executive of whom the three (3) are independent according to the provisions of art. 4 of l. 3016/2002, including the AC Chairman among the independent members, as follows: 1. Jawaid Mirza (Chairman of the Audit Committee - independent non-executive BoD member), 2. Bradley Paul Martin (non-executive BoD member), 3. Rajeev Kakar (independent non-executive BoD member), 4. Irene Rouvitha Panou (independent non-executive BoD member) and 5. Dimitrios Miskou (Representative of the HFSF - non-executive BoD member). The composition of the above Audit Committee meets the requirements of article 44 of law 4449/2017.

Following the above, the BoD recommends to the AGM, in accordance with the provisions of article 44 of law 4449/2017, the election of Mr. R. Kakar and Ms. E. Rouvitha Panou to the Audit Committee of the Company.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the appointment of Mr. Rajeev Kakar and Ms. Irene Rouvitha Panou, as members of the Audit Committee.

3. DOCUMENTS SUBMITTED TO THE GENERAL MEETING

The following documents have been made available to the website of the Company www.eurobankholdings.gr:

- The Annual Financial Report for the year 2019
- The Remuneration Policy for Directors
- The Remuneration Report for the financial year 2019
- Deloitte's report regarding the valuation of the shares of MAIRANUS LIMITED (to be renamed to "Cairo Mezz Plc")

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 Services and Holdings S.A.

Annual General Meeting of the Shareholders

28 July 2020

11:00 a.m.

INVITATION

In accordance with law 4548/2018 "Reform of the legislation of Sociétés Anonymes", as currently in force, and the Articles of Association of the Company, the Board of Directors invites the shareholders of Eurobank Ergasias Services and Holdings S.A. to the Annual General Meeting, on Tuesday, 28 July 2020, at 11:00 a.m., which, in view of the extraordinary circumstances and in the context of the measures employed by the State for the confrontation of the implications of the spread of the coronavirus COVID-19, will take place remotely via teleconference in real time, pursuant to Article 33 par. 2 of the Legislative Act dated 20.3.2020 which was ratified by Article 1 of L. 4683/2020 (Government Gazette A' 83/10.4.2020) and was further amended by article 4 of L. 4702/2020 (Government Gazette A' 130/03.07.2020) as well as in accordance with the provisions of article 125 of L. 4548/2018.

The items on the agenda are as follows:

1. Annual and Consolidated Financial Statements for the financial year 2019. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2019 and discharge of the Auditors for the financial year 2019.
3. Appointment of Auditors for the financial year 2020.
4. Approval of the Remuneration Policy for Directors.
5. Approval of the remuneration for the financial year 2019 and of the advance payment of the remuneration for the Directors for the financial year 2020.
6. Remuneration Report for the financial year 2019.
7. Establishment of a shares award plan for members of the management and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014, in the form of stock options rights by issuing new shares in accordance with the provisions of article 113 of law 4548/2018 and granting of authorization to the Board of Directors to adjust procedural issues and details.

8. Decrease in kind of the Company's share capital via decrease of the nominal value of each ordinary share issued by the Company by €0.0155, in order the shareholders to receive shares issued by the Cypriot subsidiary of the Company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc" (hereinafter the "Issuer"), of an equal amount to the amount of the share capital decrease, i.e. 1 share of the Issuer for every 12 shares of the Company held, as this ratio resulted following the application of the provisions of Article 17 of L. 4548/2018 concerning the valuation of the shares issued by the Issuer and capitalization of reserves of the Company of an amount equal to €20,400,390.19 with the increase of the nominal value of each ordinary share issued by the Company by €0.0055 for the purpose of rounding the nominal value of the shares issued by the Company at €0.22 each. Granting of authorizations and approval of the corresponding amendment to article 5 of the Company's Articles of Association. Approval and authorization to the Board of Directors to sell any fractional balances of shares issued by the Issuer so that the proceeds from the sale to be distributed to shareholders of the Company who are entitled to fractional balances of shares.

9. Amendment of article 11 of the Company's Articles of Association aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting.

10. Announcement of the election of new independent non-executive members of the Board of Directors.

11. Election of members of the Audit Committee.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Company will take place in Repeat Meeting on Monday, 3 August 2020, at 11:00 a.m., also remotely via teleconference in real time, pursuant to Article 33 par. 2 of the Legislative Act dated 20.3.2020 which was ratified by Article 1 of L. 4683/2020 (Government Gazette A' 83/10.4.2020) and was further amended by article 4 of L. 4702/2020 (Government Gazette A' 130/03.07.2020) as well as in accordance with the provisions of article 125 of L. 4548/2018, without the publication of a further invitation.

In accordance with articles 121 par. 4, 124 par. 6 and 128 of law 4548/2018, the Company informs its shareholders of the following:

RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING

The right to participate in the General Meeting of 28 July 2020 has any person appearing as a shareholder of the Company 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»). The Record Date is applicable for the Repeat Meeting as well.

Proof of shareholder's capacity is verified electronically by HCSD through the Company's online connection to the DSS. Thus, 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.

In view of the extraordinary circumstances and in the context of the measures employed by the State for the confrontation of the implications of the spread of the coronavirus COVID-19, the shareholders will participate in the aforementioned Annual General Meeting of shareholders of the Company remotely via teleconference in real time, pursuant to Article 33 par. 2 of the Legislative Act dated 20.3.2020 which was ratified by Article 1 of L. 4683/2020 (Government Gazette A' 83/10.4.2020) and was further amended by article 4 of L. 4702/2020 (Government Gazette A' 130/03.07.2020) as well as in accordance with the provisions of article 125 of law 4548/2018.

To this end, all shareholders willing to participate in the Annual General Meeting of shareholders of the Company that will take place via teleconference are kindly requested to communicate their willingness to participate the latest, where possible, by the Record Date, and, in any case, at least forty eight (48) hours before the date of the Annual General Meeting, with one of the following ways:

1. For shareholders having e-Banking credentials or credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) for their electronic authentication - identification:

By completing the electronic declaration of honor in the Single Digital Gateway of Public Administration, through the electronic application "e-Dilosi" (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-upeuthunes-deloses>), for shareholders participating in person (the shareholder being himself present in the teleconference) and the submission of the electronic declaration of honor either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

A predetermined text of declaration of honor for the participation of the shareholders of the Company in the Annual General Meeting in order to be used in the free text area of the above electronic application "e-Dilosi" is available on the Company's website (www.eurobankholdings.gr).

2. For shareholders not having e-Banking credentials nor credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) or shareholders who do not wish their authentication - identification to take place through these:

A) By completing the declaration of honor that is uploaded on the website of the Company (www.eurobankholdings.gr), the certification of the authenticity of the shareholder's signature by a public authority (indicatively including consular or police authority) and the submission of the declaration of honor to the Company either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

B) By completing the declaration of honor that is uploaded on the website of the Company (www.eurobankholdings.gr) and its signing in the presence of an employee in a branch of the société anonyme – credit institution under the corporate name "Eurobank S.A." and the submission of the declaration of honor to the Company either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

It is noted that in any of the above (under 1 and 2) cases, the shareholder will have to declare the number of the DSS account (DSS Investor Account) and the number of his mobile phone so that the unique (personal) code of participation is sent to him, in order to be able to participate in the Annual General Meeting remotely via teleconference in real time. Otherwise, his participation in the Annual General Meeting will not be possible.

PROCEDURE FOR PARTICIPATING AND VOTING BY PROXY

Shareholders may participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint one (1) proxy. In cases where a shareholder owns shares of the Company 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 forty eight (48) hours before the date of the Annual General Meeting, with one of the following ways:

1. For shareholders having e-Banking credentials or credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) for their electronic authentication – identification:

By completing the electronic authorization in the Single Digital Gateway of Public Administration, through the electronic application “e-Exousiodotisi” (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/uepouthunedelose-kai-exousiodotese/ekdose-exousiodotese>), and the submission of the electronic authorization either in electronic form to the Company’s e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company’s Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

A predetermined text of the authorization for the participation of a proxy in the Annual General Meeting in order to be used in the free text area of the above electronic application “e-Exoudiotisi” is available on the Company’s website (www.eurobankholdings.gr).

2. For shareholders not having e-Banking credentials nor credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) or shareholders who do not wish their authentication – identification and the appointment of a proxy to take place through these:

A) By completing the authorization (Proxy) that is uploaded on the website of the Company (www.eurobankholdings.gr), the certification of the authenticity of the shareholder’s signature by a public authority (indicatively including consular or police authority) and the submission of the authorization to the Company either in electronic form to the Company’s e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form at the Company’s Investor Information Services Division at 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

B) By completing the authorization (Proxy) that is uploaded on the website of the Company (www.eurobankholdings.gr) and its signing in the presence of an employee in a branch of the société anonyme – credit institution under the corporate name “Eurobank S.A.” and the submission of the authorization to the Company either in electronic form to the Company’s e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company’s Investor Information Services Division at 8 Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

It is noted that in any of the above (under 1 and 2) cases, the shareholder will have to declare the number of the DSS account (DSS Investor Account) and the number of the mobile phone of his proxy so that the unique (personal) code of participation is sent to him, in order to participate in the Annual General Meeting remotely via teleconference in real time. Otherwise, his participation in the Annual General Meeting will not be possible. Before the commencement of the Annual General Meeting, the proxy must disclose to the Company 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 Company or is another legal person or entity controlled by such shareholder;
- b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder of the Company or of another legal person or entity controlled by such shareholder;
- c) is an employee or an auditor of the Company or of a controlling shareholder of the Company or of another legal person or entity controlled by such shareholder;
- d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.

For any questions and for instructions, shareholders may contact the Company’s Investor Information Services Division by email at Investorsinfo@eurobankholdings.gr or by calling +30 210-3522400 (daily between 10.00 – 16.00).

MINORITY SHAREHOLDERS’ RIGHTS

1. Shareholders representing 1/20 of the paid-up share capital of the Company 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) the disclosure by the Board at the Annual General Meeting of the amounts paid to each member of the Board or to the management as well as of any benefits acquired by such persons from any cause or through any contract, during the last two (2) years, provided that the request is filed with the Company at least five (5) full days prior to the Annual General Meeting.
2. Any shareholder may request, provided that the said request is filed with the Company 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 Company, insofar as such information is relevant to the items on the agenda.
3. Shareholders representing 1/10 of the paid-up capital of the Company may request, provided that the said request is filed with the Company 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 Company.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the website of the Company (www.eurobankholdings.gr).

AVAILABLE DOCUMENTS AND INFORMATION

The documents to be submitted to the Annual General Meeting, the present Invitation, the total number of existing shares and voting rights, the proxies and the draft resolutions/comments of the Board of Directors on each item of the Agenda shall be made available in electronic form on the website of the Company (www.eurobankholdings.gr) and in hardcopy form either at the Company's Investor Information Services Division, 8, Iolkou Str., 14234 N. Ionia (tel. +30 210-3522400) either at the Company's offices, 8, Othonos Str., 105 57 Athens, where shareholders can obtain copies.

Athens, 7 July 2020

THE BOARD OF DIRECTORS

5. INSTRUCTIONS FOR THE AUTHENTICATION – IDENTIFICATION OF SHAREHOLDERS FOR THEIR PARTICIPATION IN THE AGM IN PERSON

In view of the extraordinary circumstances and in the context of the measures employed by the State for the confrontation of the implications of the spread of the coronavirus COVID-19, the shareholders will participate in the aforementioned Annual General Meeting of shareholders of the Company remotely via teleconference in real time, pursuant to Article 33 par. 2 of the Legislative Act dated 20.3.2020 which was ratified by Article 1 of L. 4683/2020 (Government Gazette A' 83/10.4.2020) and was further amended by article 4 of L. 4702/2020 (Government Gazette A' 130/ 03.07.2020) as well as in accordance with the provisions of article 125 of L. 4548/2018.

Case 1: Instructions for the electronic authentication - identification of shareholders having e-banking credentials or credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) and are willing to participate to the AGM in person (without proxy)

The said shareholders participate in the AGM in person, by completing the electronic declaration of honor in the Single Digital Gateway of Public Administration, through the electronic application "e-Dilosí" (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-upeuthunes-deloses>), for shareholders participating in person (the shareholder being himself present in the teleconference) and the submission of the electronic declaration of honor either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

A predetermined text is outlined below, concerning the declaration of honor for the participation of the shareholders of the Company in the AGM in order to be used/filled in in the free text area of the above electronic application "e-Dilosí":

1) *Text of electronic Declaration of Honor to be filled in Step 1 of 4 of the relevant digital form*

"I am shareholder of the company under the corporate name «Eurobank Ergasias Services and Holdings S.A.» (the «Company») and I have DSS Investor Share No [please insert the number of your DSS Investor Share]. My mobile phone number, on which I wish to receive the unique (personal) password for the participation in the Annual General Meeting of the shareholders of the Company remotely, in real time, via teleconference, on July 28th, 2020, as well as in any repeat meeting, is [please insert your mobile phone number]."

2) *Please register as recipient of the Declaration of Honor in Step 2 of 4 of the relevant digital form the corporate name "Eurobank Ergasias Services and Holdings S.A.".*

Case 2: Instructions for the authentication - identification of shareholders not having e-banking credentials nor credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) or shareholders who do not wish their authentication - identification to take place through these, and are willing to participate to the AGM in person (without proxy)

A) By completing the below declaration of honor, the certification of the authenticity of the shareholder's signature by a public authority (indicatively including consular or police authority) and the submission of the declaration of honor to the Company either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

B) By completing the declaration of honor and its signing in the presence of an employee in a branch of the société anonyme – credit institution under the corporate name "Eurobank S.A." and the submission of the declaration of honor to the Company either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.



DECLARATION OF HONOR
(article 8 of Law 1599/1986)

The accuracy of the information provided by this solemn declaration may be confirmed with data held by other authorities (article 8 par. 4 of Law 1599/1986)

TO⁽¹⁾: Eurobank Ergasias Services and Holdings S.A.

First Name:

Surname:

Father's Name and Surname:

Mother's Name and Surname:

Date of Birth⁽²⁾:

Place of Birth:

Identity Card Number:

Tel:

Place of Residence:

Street:

Number:

Postal Code:

Fax:

Email:

To my individual responsibility and being fully aware of the sanction ⁽³⁾ stipulated by article 22 par. 6 of Greek Law 1599/1986, I hereby declare that:

I am shareholder of the company under the corporate name «Eurobank Ergasias Services and Holdings S.A.» (the «Company») and I have DSS Investor Share No [please insert the number of your DSS Investor Share].

My mobile phone number, on which I wish to receive the unique (personal) password for the participation in the Annual General Meeting of the shareholders of the Company remotely, in real time, via teleconference, on July 28th, 2020, as well as in any repeat meeting, is [please insert your mobile phone number].⁽⁴⁾

Date: ... /.../ 20...

The undersigned

(Signature)

⁽¹⁾ Table filled by the citizen concerned with the Public Authority or Agency to which the application is addressed.

⁽²⁾ Table filled out in words.

⁽³⁾ "Anyone that knowingly declares false facts to be true or denies or conceals true facts by virtue of a written solemn declaration under article 8, may be sentenced to imprisonment for at least three months. If the said person intended to obtain proprietary benefit for himself/herself or for another person to the detriment of a third party or intended to harm a third party, s/he may be sentenced up to ten years imprisonment".

⁽⁴⁾ In case of inadequacy of space, the declaration continues on the reverse side and is signed by the undersigned.

6. INSTRUCTIONS FOR THE AUTHENTICATION – IDENTIFICATION OF SHAREHOLDERS FOR THEIR PARTICIPATION IN THE AGM VIA PROXY

Shareholders may participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint one (1) proxy. In cases where a shareholder owns shares of the Company 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 forty eight (48) hours before the date of the Annual General Meeting, with one of the following ways:

Case 1: Instructions for the electronic authentication - identification of shareholders having e-banking credentials or credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) and are willing to participate to the AGM via proxy

The said shareholders participate in the AGM via proxy, by completing the electronic authorization in the Single Digital Gateway of Public Administration, through the electronic application “e-Exousiodotisi” (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-exousiodotese>), and the submission of the electronic authorization either in electronic form to the Company’s e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company’s Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

A predetermined text is outlined below, concerning the authorization for the participation of a proxy in the Annual General Meeting in order to be used/filled in, if you wish, in the free text area of the above electronic application “e-Exoudiotisi”:

1) Text of electronic Proxy to be filled in Step 1 of 4 of the relevant digital form

“I hereby declare that I am shareholder of the company under the corporate name «Eurobank Ergasias Services and Holdings S.A.» (the «Company») and I have DSS Investor Share No [please insert the number of your DSS Investor Share].

I hereby authorize, empower and direct¹

[please fill in the name/company name of your proxy. You may appoint one proxy among Messrs. G. Zanias, F. Karavias, S. Ioannou, K. Vassileiou, K. Kallimani or another natural person or legal entity as your proxy]

to represent me / the Legal Entity () at the Annual General Meeting of the Company to be held on Tuesday, 28 July, 2020, at 11:00 a.m, remotely in real time via teleconference, or any adjournment thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity, for all / voting rights owned by me / the Legal Entity on the Record Date, taking any and all necessary actions as follows:

[please fill in/copy correspondingly either the table under (1) below if your vote is common for all the items on the agenda either under (2) below if your vote is not common for all the items in the agenda]

(1) FOR ALL ITEMS ON THE AGENDA

[FOR / AGAINST / ABSTAIN] [please fill in/copy one of the three choices according to your vote]

OR

(2) All items on the agenda as follows:

Item 1 [Annual and Consolidated Financial Statements for the financial year 2019. Directors’ and Auditors’ Reports]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

¹ Please select one proxy. If more are selected, the first one will be deemed to have been appointed.

Item 2 [Approval of the overall management for the financial year 2019 and discharge of the Auditors for the financial year 2019]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

Item 3 [Appointment of Auditors for the financial year 2020]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

Item 4 [Approval of the Remuneration Policy for Directors]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

Item 5 [Approval of the remuneration for the financial year 2019 and of the advance payment of the remuneration for the Directors for the financial year 2020]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

Item 6 [Remuneration Report for the financial year 2019]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

Item 7 [Establishment of a shares award plan for members of the management and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014, in the form of stock options rights by issuing new shares in accordance with the provisions of article 113 of law 4548/2018 and granting of authorization to the Board of Directors to adjust procedural issues and details]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

Item 8 [Decrease in kind of the Company's share capital via decrease of the nominal value of each ordinary share issued by the Company by €0.0155, in order the shareholders to receive shares issued by the Cypriot subsidiary of the Company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc (hereinafter the "Issuer"), of an equal amount to the amount of the share capital decrease, i.e. 1 share of the Issuer for every 12 shares of the Company held, as this ratio resulted following the application of the provisions of Article 17 of L. 4548/2018 concerning the valuation of the shares issued by the Issuer and capitalization of reserves of the Company of an amount equal to €20,400,390.19 with the increase of the nominal value of each ordinary share issued by the Company by €0.0055 for the purpose of rounding the nominal value of the shares issued by the Company at €0.22 each. Granting of authorizations and approval of the corresponding amendment to article 5 of the Company's Articles of Association. Approval and authorization to the Board of Directors to sell any fractional balances of shares issued by the Issuer so that the proceeds from the sale to be distributed to shareholders of the Company who are entitled to fractional balances of shares]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

Item 9 [Amendment of article 11 of the Company's Articles of Association aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

Item 10 [Announcement of the election of new independent non-executive members of the Board of Directors] [the item is for information and not for voting]

Item 11 [Election of members of the Audit Committee]: [FOR / AGAINST / ABSTAIN] [please insert/copy one of the three choices according to your vote]

The mobile phone number of my proxy hereinabove, in order for him to receive the unique (personal) password for the participation in the Annual General Meeting of the shareholders of the Company remotely, in real time, via teleconference, on July 28th, 2020, as well as in any repeat meeting, is [please insert the mobile phone number of your proxy].

[In case your proxy is one of Messrs. G. Zanias, F. Karavias, S. Ioannou, K. Vassileiou or K. Kallimani PLEASE DO NOT FILL IN/COPY THE PRESENT PARAGRAPH].

In case your proxy is other than the above Messrs. G. Zanias, F. Karavias, S. Ioannou, K. Vassileiou, K. Kallimani 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 Company and no specific voting instructions are given (i.e. by filling in [«FOR»] or [«AGAINST»] accordingly), the proxy will have to abstain.

Any revocation of this proxy will be valid if it has been notified to the Company, either electronically to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in a hard copy form to the Company's Investor Information Services Division at 8 Iolkou & Filikis Etaireias Streets, 142 34 N. Ionia, at least forty eight (48) hours before the relevant date of the Annual General Meeting."

2) Please fill in the table "Proxy's Personal Information" in Step 2 of 4 of the relevant digital form ONLY in case you do not appoint as your proxy one of Messrs. G. Zanias, F. Karavias, S. Ioannou, K. Vassileiou or K. Kallimani.

Case 2: Instructions for the authentication - identification of shareholders not having e-banking credentials nor credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) or shareholders who do not wish their authentication - identification to take place through these, and are willing to participate to the AGM via proxy

A) By completing the below authorization (Proxy), the certification of the authenticity of the shareholder's signature by a public authority (indicatively including consular or police authority) and the submission of the authorization to the Company either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form at the Company's Investor Information Services Division at 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

B) By completing the below authorization (Proxy) and its signing in the presence of an employee in a branch of the société anonyme – credit institution under the corporate name "Eurobank S.A." and the submission of the authorization to the Company either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division at 8 Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

PROXY

FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A. ON
28 JULY 2020

The undersigned Shareholder of Eurobank Ergasias Services and Holdings 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 signs the form (completed by legal entities only)	

hereby authorize, empower and direct ⁽²⁾, ⁽³⁾, ⁽⁴⁾

<input type="checkbox"/> 1. Mr. G. Zanias	<input type="checkbox"/> 2. Mr. F. Karavias
<input type="checkbox"/> 3. Mr. S. Ioannou	<input type="checkbox"/> 4. Mr. K. Vassiliou
<input type="checkbox"/> 5. Ms. K. Kallimani	

Note: The above are directors and officers of the Company. 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.

6.

Note: In case your proxy is the abovementioned under (6) 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 Company and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

Proxy's mobile phone number :
.....

Note: Please fill in the mobile phone number of your hereinabove (under 6) proxy, in order for him to receive a unique (personal) participation password, enabling the participation remotely in real time via teleconference in the Annual General Meeting of shareholders of the Company. If not provided, participation in the Annual General Meeting will not be possible. In case your proxy is one of 1-5 mentioned above, there is no need to fill in any mobile phone number.

to represent me / the Legal Entity⁽⁵⁾ at the Annual General Meeting of the Shareholders of the Company to be held on Tuesday, 28 July, 2020, at 11:00 a.m, remotely in real time via teleconference, or any adjournment thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity⁽⁵⁾, for all / voting rights owned by me / the Legal Entity⁽⁵⁾ 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"/>

² Please select up one (1) proxy by marking the appropriate box 1-5 with a ✓ or add your proxy under 6. If more are selected, the first one will be deemed to have been appointed.

³ The proxy could be either a natural person or a legal entity.

⁴ Relevant information on voting by proxy is included in the Invitation of the Annual General Meeting.

⁵ Delete as appropriate.

⁶ Please mark the appropriate box with a ✓.

or:

	ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN
1	Annual and Consolidated Financial Statements for the financial year 2019. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the overall management for the financial year 2019 and discharge of the Auditors for the financial year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of Auditors for the financial year 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of the remuneration for the financial year 2019 and of the advance payment of the remuneration for the Directors for the financial year 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Remuneration Report for the financial year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Establishment of a shares award plan for members of the management and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014, in the form of stock options rights by issuing new shares in accordance with the provisions of article 113 of law 4548/2018 and granting of authorization to the Board of Directors to adjust procedural issues and details.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Decrease in kind of the Company's share capital via decrease of the nominal value of each ordinary share issued by the Company by €0.0155, in order the shareholders to receive shares issued by the Cypriot subsidiary of the Company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc (hereinafter the "Issuer"), of an equal amount to the amount of the share capital decrease, i.e. 1 share of the Issuer for every 12 shares of the Company held, as this ratio resulted following the application of the provisions of Article 17 of L. 4548/2018 concerning the valuation of the shares issued by the Issuer and capitalization of reserves of the Company of an amount equal to €20,400,390.19 with the increase of the nominal value of each ordinary share issued by the Company by €0.0055 for the purpose of rounding the nominal value of the shares issued by the Company at €0.22 each. Granting of authorizations and approval of the corresponding amendment to article 5 of the Company's Articles of Association. Approval and authorization to the Board of Directors to sell any fractional balances of shares issued by the Issuer so that the proceeds from the sale to be distributed to shareholders of the Company who are entitled to fractional balances of shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9	Amendment of article 11 of the Company's Articles of Association aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Announcement of the election of new independent non-executive members of the Board of Directors.	For information		
11	Election of members of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any revocation of this proxy will be valid if it has been notified to the Company, either electronically to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in a hard copy form to the Company's Investor Information Services Division at 8 Iolkou & Filikis Etaireias Streets, 142 34 N. Ionia, at least forty eight (48) hours before the relevant date of the Annual General Meeting.

Place and date:

 (name/surname)

 (signature)

7. BALLOT-PAPER

OF THE ANNUAL GENERAL MEETING OF 28 JULY 2020 OF EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A. (and in the case of postponement or interruption of the Meeting)

ITEMS ON AGENDA		AGAINST	ABSTAIN
1	Annual and Consolidated Financial Statements for the financial year 2019. Directors' and Auditors' Reports.		
2	Approval of the overall management for the financial year 2019 and discharge of the Auditors for the financial year 2019.		
3	Appointment of Auditors for the financial year 2020.		
4	Approval of the Remuneration Policy for Directors.		
5	Approval of the remuneration for the financial year 2019 and of the advance payment of the remuneration for the Directors for the financial year 2020.		
6	Remuneration Report for the financial year 2019.		
7	Establishment of a shares award plan for members of the management and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014, in the form of stock options rights by issuing new shares in accordance with the provisions of article 113 of law 4548/2018 and granting of authorization to the Board of Directors to adjust procedural issues and details.		
8	Decrease in kind of the Company's share capital via decrease of the nominal value of each ordinary share issued by the Company by €0.0155, in order the shareholders to receive shares issued by the Cypriot subsidiary of the Company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc (hereinafter the "Issuer"), of an equal amount to the amount of the share capital decrease, i.e. 1 share of the Issuer for every 12 shares of the Company held, as this ratio resulted following the application of the provisions of Article 17 of L. 4548/2018 concerning the valuation of the shares issued by the Issuer and capitalization of reserves of the Company of an amount equal to €20,400,390.19 with the increase of the nominal value of each ordinary share issued by the Company by €0.0055 for the purpose of rounding the nominal value of the shares issued by the Company at €0.22 each. Granting of authorizations and approval of the corresponding amendment to article 5 of the Company's Articles of Association. Approval and authorization to the Board of Directors to sell any fractional balances of shares issued by the Issuer so that the proceeds from the sale to be distributed to shareholders of the Company who are entitled to fractional balances of shares.		

9	Amendment of article 11 of the Company's Articles of Association aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting.		
10	Announcement of the election of new independent non-executive members of the Board of Directors.	For information	
11	Election of members of the Audit Committee.		
NOTE: THE INSTRUCTIONS FOR THE VOTING PROCESS THROUGH ELECTRONIC MEANS, WILL BE GIVEN DURING THE MEETING BY THE CONFERENCE CALL OPERATOR			

8. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at 7 July 2020, the total number of Eurobank Ergasias Services and Holdings S.A. shares amounts to 3,709,161,852 listed, electronic, voting, ordinary registered shares.

9. MINORITY SHAREHOLDERS' RIGHTS

(a) At the request of shareholders, representing 1/20 of the paid up capital, the Board of Directors is obliged to include additional items on the agenda of the General Assembly that has already been convened, if the relevant application is submitted to the Board of Directors at least 15 days before the General Assembly. Additional matters must be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 of Law 4548/2018 at least 7 days before the General Assembly. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Assembly and the revised agenda is published in the same manner as the previous agenda, 13 days before the date of the General Assembly and at the same time it is made available to the shareholders on the company's website together with the justification or the draft resolution submitted by the shareholders according to the provisions of paragraph 4 of article 123 of law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Assembly in accordance with paragraph 5 of article 141 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of this paragraph at the expense of the company. The Board of Directors is not obliged to include items on the agenda or to publish or disclose them together with the justification or the draft resolution submitted by the shareholders if their content appears to be contrary to law or morality.

(b) Shareholders representing 1/20 of the paid-up capital have the right to submit draft decisions on items included in the initial or revised general agenda of the General Assembly. The relevant application must be submitted to the Board of Directors at least 7 days before the date of the General Assembly, while the draft decisions are made available to the shareholders according to the provisions of paragraph 3 of Article 123 of Law 4548/2018 at least 6 days before the date of the General Assembly. The Board of Directors is not required to publish or notify draft decisions submitted by shareholders if their content appears to be contrary to law or morality.

(c) At the request of any shareholder, that is filed with the company at least 5 full days before the General Assembly, the Board of Directors is obliged to provide to the General Assembly the specific information requested for the company's affairs insofar as they are relevant to the items on the agenda. The obligation to provide information does not exist when the relevant information is already available on the company's website, in particular in the form of questions and answers. Idem, the Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph the Board of Directors can respond once to shareholders' requests with the same content. Any doubts as to whether or not the reasoning for refusal by the Board of Directors to provide information is valid are settled by the court by a decision given in the interim proceedings. By the same decision the court also obliges the company to provide the information that it refused. The decision is not challenged by legal remedies.

(d) At the request of a shareholder or shareholders representing 1/20 of the paid-up capital, the chairman of the meeting shall postpone the decision-making of the General Assembly on all or certain matters, defining the resumption day of the meeting, as specified in the shareholders' request, which may not be more than 20 days from the date of postponement. The meeting of the General Assembly that follows a postponed one is a continuation of the previous one and does not require the resumption of the publication formalities of the invitation of the shareholders. New shareholders may participate in this meeting, subject to the relevant participation formalities in accordance with the provisions of paragraph 6 of Article 124 of Law 4548/2018 apply.

(e) At the request of shareholders, representing 1/20 of the paid up capital, that is filed with company at least 5 full days before the General Assembly, the Board of Directors is obliged to notify to the General Assembly, if it is annual, the amounts that have been paid to each member of the Board during the last two years or the managers of the company, as well as any benefit to such persons from any cause or contract of the company with them.

(f) At the request of shareholders, representing 1/10 of the paid up capital, that is filed with the company at least 5 full days before the General Assembly, the BoD is obliged to provide to the General Assembly information on the course of corporate affairs and the assets of the company. The Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph the Board of Directors can respond once to shareholders with the same content. Any doubts as to whether or not the reasoning for refusal by the Board of Directors is valid, provision of information is settled by the court by a decision given in the interim proceedings. By the same decision the court also obliges the company to provide the information that it refused. The decision is not challenged by legal remedies.

In the above mentioned cases, the requesting shareholders must prove their shareholding status and the number of shares they hold in the exercise of the relevant right. Proof of shareholding may be provided by any legal instrument and, in all cases, on the basis of information received by the company from the central securities depository.