



MARFIN EGNATIA BANK

MARFIN EGNATIA BANK S.A. S.A. Registry No. 6072/06/B/86/11 20 Metropoleos str. & Komninoon str., 54624, Thessaloniki FINANCIAL INFORMATION FOR THE PERIOD ENDED 31st DECEMBER 2009

(In accordance with Law 2190, art. 135, for the companies that draw up annual financial statements, consolidated and non-consolidated, under IFRS)

The financial information presented below deriving from the financial statements, aims at a general information about the financial position and results of Marfin Egnatia Bank S.A. and the Group. Therefore, we recommend the reader, prior to making any investment choice or other transaction with the Bank, to visit the Bank's website, where the aforementioned financial information as well as the legal auditor's report are posted.

Company Information

Responsible Regulatory Body - Prefecture
Website Address
Date of approval of the financial statements by the Board of Directors
The Certified Auditors
Audit company
Type of Auditor's Report

Bank of Greece, Ministry of Economy, Competitiveness & Shipping, Directorate of
Societe Anonyme Companies & Credit
www.marfinagnatiabank.gr
March 30th, 2010
Vassilios K. Kazas, SOEL Reg. No. 13281
Ioannis G. Leos, SOEL Reg. No. 24881
Grant Thornton S.A. (SOEL Reg. No. 127)
Unqualified opinion

BOARD OF DIRECTORS COMPOSITION

Chairman - Non-Executive member: Vassilios N. Theocharakis
Vice-chairman - Non-executive member: Alexandros K. Bakatselos
Managing Director - Executive member: Konstantinos I. Vassilakopoulos
Deputy Managing Director: Hercules G. Kounadis
Executive members: Andreas E. Vgenopoulos
Efthimos T. Bouloutas
Fotios D. Karatzenis
Non-executive members: Panagiotis I. Theocharakis
Despina V. Theocharaki
Independent - Non-executive members: Panagiotis K. Throuvalas
Markos A. Foros

STATEMENT OF FINANCIAL POSITION

(Amounts in thousand Euro)

ASSETS

	GROUP		BANK	
	31 December 2009	31 December 2008	31 December 2009	31 December 2008
Cash and balances with Central Bank	1,174,973	1,483,754	1,075,041	1,297,490
Loans and advances to financial institutions	2,649,796	1,210,235	2,854,873	1,666,072
Loans and advances to customers (net of provisions)	13,685,282	13,003,410	12,907,258	12,206,304
Derivative financial instruments - Assets	67,149	83,485	67,077	82,637
Financial instruments at fair value through profit or loss	272,856	180,924	245,086	160,614
Financial instruments available for sale	2,138,930	1,643,289	2,140,262	1,640,935
Investment securities held to maturity	577,323	515,331	529,841	503,757
Debt securities of lending portfolio	1,912,328	622,616	1,912,328	622,616
Investments in subsidiaries	0	0	351,660	323,834
Investments in associates	2,005	2,202	2,278	2,278
Self-occupied tangible assets	93,198	81,805	54,693	51,571
Investment property	40,688	33,512	35,380	28,203
Intangible assets	66,497	65,607	16,030	15,294
Other assets	506,602	476,426	547,256	355,247
TOTAL ASSETS	23,187,627	19,402,596	22,739,063	18,956,852

LIABILITIES AND EQUITY

Deposits from banks	8,360,500	5,603,626	8,464,723	5,743,428
Deposits from customers	10,867,846	11,731,448	10,490,000	11,327,928
Derivative financial instruments - Liabilities	226,560	251,944	226,560	251,944
Debt securities in issue & other borrowed funds	2,162,580	630,231	2,176,974	630,231
Retirement benefit obligations	13,622	12,319	12,174	11,012
Other provisions	4,842	9,862	6,998	2,776
Other liabilities	412,138	382,619	323,519	289,110
Total Liabilities (a)	22,048,088	18,622,049	21,696,726	18,260,651
Share Capital	366,846	366,846	366,846	366,846
Share premium	328,334	327,699	328,334	327,699
Other reserves and retained earnings	124,268	65,840	47,157	1,656
Total Equity attributable to the owners of the parent company (b)	819,448	760,385	742,337	696,201
Minority interest (c)	20,091	20,162	0	0
Hybrid Capital (d)	300,000	0	300,000	0
Total Equity (e) = (b) + (c) + (d)	1,139,539	780,547	1,042,337	696,201
TOTAL LIABILITIES AND EQUITY (a) + (e)	23,187,627	19,402,596	22,739,063	18,956,852

STATEMENT OF CHANGES IN EQUITY

from January 1st, 2009 to December 31st, 2009

(Amounts in thousand Euro)

	GROUP		BANK	
	31 December 2009	31 December 2008	31 December 2009	31 December 2008
Total Equity at the beginning of period (01/01/2009 & 01/01/2008)	780,547	828,365	696,201	780,025
Revaluation difference of Available for Sale financial assets	58,032	(87,630)	57,932	(87,000)
Exchange differences from currency translation of financial statements	(2,964)	(5,493)	0	0
Profit / (Loss) for the period after tax	3,454	42,916	(12,790)	1,202
Total Comprehensive Income for the period after Tax	58,522	(50,207)	45,142	(85,798)
Share Capital Increase / Decrease	0	728	0	728
Dividends paid	0	(9)	0	0
Hybrid Securities	300,000	0	300,000	0
Reserve for stock option plan	1,439	1,857	994	1,246
Other Movements	(969)	(187)	0	0
Total Equity at the end of the period (31/12/2009 & 31/12/2008)	1,139,539	780,547	1,042,337	696,201

CASH FLOW STATEMENT

from January 1st, 2009 to December 31st, 2009

(Amounts in thousand Euro)

	GROUP		BANK	
	1 Jan-31 Dec. 2009	1 Jan-31 Dec. 2008	1 Jan-31 Dec. 2009	1 Jan-31 Dec. 2008
Total inflows / (outflows) from Continuing Operating Activities	(808,631)	1,940,819	(970,626)	2,179,590
Total inflows / (outflows) from Discontinued Operating Activities	0	4,176	0	0
Net cash flows from Operating Activities (a)	(808,631)	1,944,995	(970,626)	2,179,590
Total inflows / (outflows) from Continuing Investing Activities	(1,649,501)	(2,109,513)	(1,626,647)	(2,111,571)
Total inflows / (outflows) from Discontinued Investing Activities	0	(1,768)	0	0
Net cash flows from investing activities (b)	(1,649,501)	(2,111,281)	(1,626,647)	(2,111,571)
Total inflows / (outflows) from Continuing Financing Activities	2,006,208	(132,066)	1,874,688	67,639
Total inflows / (outflows) from Discontinued Financing Activities	0	0	0	0
Net cash flows from financing activities (c)	2,006,208	(132,066)	1,874,688	67,639
Net increase (decrease) in cash and cash equivalents (a) + (b) + (c)	(451,924)	(298,352)	(722,585)	135,658
Effect of exchange rate fluctuations on cash and cash equivalents	(5,010)	(6,262)	(987)	(165)
Total cash flow for the period	(456,934)	(304,614)	(723,572)	135,493
Cash and cash equivalents at the beginning of the period	2,131,447	2,436,061	2,571,827	2,436,334
Cash and cash equivalents at the end of the period	1,674,513	2,131,447	1,848,255	2,571,827

STATEMENT OF COMPREHENSIVE INCOME

(Amounts in thousand Euro)

	GROUP			BANK		
	1 Jan-31 Dec. 2009	1 Jan-31 Dec. 2008		1 Jan-31 Dec. 2009	1 Jan-31 Dec. 2008	
		Continuing Activities	Discontinued Activities	Total		
Interest and similar income	707,061	970,095	159	970,254	638,213	896,502
Interest expense and similar charges	(454,890)	(673,721)	(13)	(673,734)	(432,423)	(645,794)
Net interest income	252,171	296,374	146	296,520	205,790	250,708
Fee and commission income	129,356	187,454	2,127	189,581	54,016	66,641
Fee and commission expense	(28,090)	(38,785)	(105)	(38,890)	(5,822)	(5,095)
Net fee and commission income	101,266	148,669	2,022	150,691	48,194	61,546
Dividend income	1,602	4,082	17	4,099	1,106	6,692
Net trading income / (expense)	105,734	(21,632)	1,358	(20,274)	95,991	(20,750)
Other income	7,041	10,529	2,104	12,633	2,468	8,268
Total income from operating activities	467,814	438,022	5,647	443,669	353,549	306,464
Impairment losses on loans and advances	(158,382)	(93,210)	0	(93,210)	(129,300)	(70,300)
Staff costs	(156,159)	(158,156)	(1,104)	(159,260)	(125,446)	(126,024)
Other operating expenses	(106,215)	(110,360)	(379)	(110,739)	(88,653)	(91,963)
Depreciation	(17,773)	(14,509)	(30)	(14,539)	(14,127)	(12,169)
Impairment losses from property	0	(3,302)	0	(3,302)	0	(3,302)
Share of profit / (loss) of associates	97	259	0	259	0	0
Profit / (Loss) before tax	29,382	58,744	4,134	62,878	(3,977)	2,706
Taxes	(25,928)	(19,664)	(298)	(19,962)	(8,813)	(1,504)
Profit / (Loss) after tax (A)	3,454	39,080	3,836	42,916	(12,790)	1,202
Attributable to:						
Parent company owners	2,049	34,799	3,836	38,635	(12,790)	1,202
Minority interest	1,405	4,281	0	4,281	0	0
Other Comprehensive income net of tax (B)	55,068	(93,123)	0	(93,123)	57,932	(87,000)
Total Comprehensive income net of tax (A+B)	58,522	(54,043)	3,836	(50,207)	45,142	(85,798)
Attributable to:						
Parent company owners	57,010	(58,324)	3,836	(54,488)	45,142	(85,798)
Minority interest	1,512	4,281	0	4,281	0	0
Earnings / (Loss) per share (Euro per share)						
Basic	0.0071	0.1205	0.0133	0.1338	(0.0443)	0.0042
Diluted	0.0071	0.1206	0.0133	0.1339	(0.0443)	0.0043

Notes :

- The accounting principles, which the Group and the Bank adopted according to the IFRS, remained the same and they have not been modified in comparison with the Financial Statements as for the year 2008. The Bank and the Group applied the amendments of IAS 39, as it is described in detail in the notes 23 and 24 of the Bank's and the Group's Financial Statements respectively.
- There are no liens on the assets of the Group.
- The number of employees at the end of 31/12/2009: Group 3,617, Bank 2,753, (31/12/2008: 3,602, 2,732 respectively).
- The companies included in the consolidation of December 31st, 2009 are presented in note 1 of the consolidated, annual, financial statements. The aforementioned note also includes information on the companies' domicile, the Group participation percentage in their share capital, the consolidation method used and the tax non-inspected fiscal years. The notes 24 and 25 of the Bank's annual financial statements indicate the direct and indirect holdings of the Bank and its respective participation percentage in the companies' share capital.
- On 30/09/2009, the Special Purpose Vehicle (SPV) "Synergatis plc" was consolidated, for the first time (respective note 1 of the consolidated financial statements). The 100% subsidiaries "Marfin Life S.A." and "Marfin Insurance Brokers S.A." were not included in the consolidation as at 30/09/2009 as well as 31/12/2008, due to their sale on 08/12/2008 to the company "Marfin Insurance Holdings Limited", which is situated in Nicosia, Cyprus and is a subsidiary of the parent company "Marfin Popular Bank Ltd". The companies' profit and loss results are presented as discontinued activities in the comparative period 31/12/2008 (Relevant Note 15 of the Consolidated Financial Statements). The aforementioned change has not caused changes higher than 25% to the turnover or/and earnings after taxes and minority interest of the company and/or the equity of the company's shareholders.
- The absorbing bank Egnatia Bank S.A. has been tax inspected till the fiscal year 2004 inclusively. The absorbed Marfin Bank and Laiki Bank (Hellas) have been tax inspected till the fiscal year 2006 inclusively. The tax non-inspected fiscal years for the Group companies are, analytically, presented in note 1 of the consolidated, annual financial statements.
- The outcome of the existing legal cases or litigations of the Bank and the Group is not expected to have a significant impact on the financial statements. The bank and the Group have made the following provisions:

	December 2009		December 2008	
	GROUP	BANK	GROUP	BANK
Legal cases or litigations :	779	627	465	315
Tax non-inspected fiscal years :	2,194	1,500	1,374	1,200
Other Provisions :	1,869	649	8,023	5,483
	4,842	2,776	9,862	6,998

Relevant note 38 of the Group's and Bank's financial statements respectively.

8) The amount and the nature of the comprehensive income are reported in detail, above, in the section "Statement of changes in Equity".

9) The Bank and the Group's companies do not hold any equity shares.

10) The transactions of the Group with the related parties are as follows: Receivables 2,425,279 thousand Euros, liabilities 3,153,777 thousand Euros, letters of guarantee and documentary credit 108 thousand Euros, income 25,899 thousand Euros, expenses 35,200 thousand Euros. The transactions of the Bank with the related parties (including subsidiaries), are as follows: Receivables 3,635,113 thousand Euros, liabilities 3,570,844 thousand Euros, letters of guarantee and documentary credits 224,449 thousand Euros, income 51,171 thousand Euros, expenses 48,171 thousand Euros. The transactions of the Bank and the Group with the members of the Management and the Executives are as follows: Receivables 5,078 thousand Euros, liabilities 60,773 thousand Euros, income 213 thousand Euros, expenses 9,430 thousand Euros out of which – fees 7,226 thousand Euros.

11) The Extraordinary General Meeting of Bank's Board of Directors held on 23.12.2009, made the following resolutions:

A) Unanimously approved the Cross-Border Merger through the absorption of Marfin Egnatia S.A. by Marfin Popular Bank Public Co Ltd in accordance with the provisions of Directive 2005/56/EC of the European Parliament and the Council of 26.10.2005, which was incorporated in Cypriot Legislation with the (amending) Companies Act (Nr. 4) 2007 and in Greek law with Law 3777/2009 ("Re Cross-Border Mergers of Capital Companies and other provisions"), as well as in accordance with Cypriot (especially articles 198 – 201(xciv) of the Companies Act) and Greek (especially articles 68 para. 2 and 69-77a. of codified law 2190/1920 on Societe Anonymes) Laws.

B) Unanimously approved the Report of the Absorbing Bank Directors as well as the Report and Statements of the Independent Audit Firm regarding the valuation of the merging companies and the ratio of exchange in accordance with paragraphs 4.1.4.1.1 and 4.1.4.1.3 of the Athens Stock Exchange Regulation and also the Financial Statements of the Bank as at 30/06/2009.

C) Unanimously approved the as at 13.11.2009 Common Draft Terms of a Cross-Border Merger through absorption of the Bank by the "Marfin Popular Bank Public Co Ltd" as well as the Report of the Directors (to which the opinion of the employees' representatives was attached) and the Report of the Independent Expert (articles 5 and 6 of the Greek Law 3777/2009).

According to the Common Draft Terms of a Cross-Border Merger and the Resolutions of the as of 23/12/2009 Extraordinary General Meetings of the absorbing companies' shareholders, the share exchange ratio of the merging companies which was considered fair from the Independent Expert is the following:

The shareholders of the absorbed company are going to receive 0,6726990008 new common (ordinary) shares of the absorbing company of €0.85 nominal value each, for each old ordinary registered share of the absorbed company of €1,27 nominal value each. As a result, the number of the new common shares of the absorbing company, which the absorbed company shareholders are entitled to, arises after rounding to five million, seven hundred, eighty-one thousand, one hundred and twenty-one (5,781,121) common (ordinary) shares of €0.85 nominal value each.

According to the aforementioned, the issued share capital of the Absorbing Company will be increased by the amount €4,913,952.85 divided into 5,781,121 new common (ordinary) registered shares of €0.85 nominal value each.

In accordance with the Articles 2011Z of the Cypriot Company Law and 9 of the Greek Law 3777/2009, both the merging companies received certificates with which it is undoubtedly confirmed the proper execution of actions and formalities that precede the merger. More precisely, they have been issued both relative decree by the District Court of Nicosia, with issuance date 29/01/2010 and a certificate by the Ministry of Economy, Competitiveness and shipping, with Registration Number K2-755/29.01.2010. Afterwards, Marfin Popular Bank Public Co Ltd will submit an application to the District Court of Nicosia for the approval of the Cross-Border Merger and the determination of its effective date.

12) The consolidated financial statements of the Bank are included in the consolidated financial statements of Marfin Popular Bank Public Company Ltd, Lemessou Avenue, 154, P.O. BOX 22032, CY-1598 Nicosia, Cyprus, under full consolidation method. Marfin Popular Bank participates in the share capital of the company with the percentage of 97.0248%.

13) No activity discontinuance has occurred during the fiscal year 2009.

14) There are no "Events after the reporting period" other than that presented in note 47 of the Bank's and the Group's Financial Statements.

Athens, March 30th, 2010

THE PRESIDENT OF THE BOARD OF DIRECTORS

MANAGING DIRECTOR

CHIEF FINANCIAL OFFICER

VASSILIOS N.THEOCHARAKIS
Reg. No AB 340063/06KONSTANTINOS I. VASSILAKOPOULOS
Reg. No M 310696/82AGGELOS N. SAPRANIDIS
Reg. No AA 273117/05
Permit 0016834/18-07-2001