

**SUMMARY
OF THE DRAFT MERGER AGREEMENT OF
"Eurobank Ergasias S.A." and
"New PROTON BANK S.A."**

On 15 October 2013, Eurobank Ergasias S.A. ("EUROBANK"), with registered office in Athens (8 Othonos Str.), registered in the General Electronic Commercial Registry ("G.E.MI.") with register No. 000223001000 and New PROTON BANK S.A. ("NEW PROTON") with registered office in Athens (Eslin Str. and 20 Amaliados Str.), registered in the G.E.MI. with register No. 117913901000, signed a Draft Merger Agreement. This draft was subject to the publicity formalities of article 7b of c.l. 2190/1920, as in force, with its registration in the G.E.MI. on 17.10.2013 and the publication of the relevant announcements in the Government Gazette on 17.10.2013 (Issue of Societes Anonymes and Limited Liability Companies no. 6977/17.10.2013).

The main terms of the Draft Merger Agreement are the following:

1. The merger of the above banks will be effected with the absorption of NEW PROTON by EUROBANK, in accordance with the provisions of article 16 of l.2515/1997 and articles 69 and following of c.l. 2190/1920 and, in particular, of article 78 of c.l.2190/1920, since EUROBANK owns all of the shares of NEW PROTON.
2. The merger will be effected by consolidating the assets and liabilities of the two merging banks, on the basis of the merger balance sheets of each bank as of 30.6.2013. The above assets and liabilities will be transferred to the balance sheet of EUROBANK at the completion of the merger.
3. The merger shall be completed with the registration of the approving decision of the Ministry of Development and Competitiveness in the relevant Registry, at which time NEW PROTON will be dissolved without liquidation, while EUROBANK will substitute NEW PROTON, in all of its rights and obligations, including any administrative permits issued on behalf of NEW PROTON, thus acting as a universal successor of the latter. The activities of NEW PROTON carried out from July 1st 2013 to the completion of the merger shall be regarded, from an accounting point of view, as effected on behalf of EUROBANK and the corresponding amounts shall be transferred to the accounting records of the latter with a single journal entry, at the completion of the merger. The financial results of NEW PROTON, which will arise from July 1st 2013 until the completion of the merger, will be considered as financial results of EUROBANK.
4. Since all of NEW PROTON's shares are owned by EUROBANK, the share capital of EUROBANK shall not increase as a result of the merger (since the shareholding rights of the latter in NEW PROTON will be extinguished due to confusion) and no new shares will be issued. Consequently, in this merger there is not any issue of exchanging of shares. Following the merger, EUROBANK share capital will still amount to €2,590,875,059.50, divided into 5,814,666,865 shares, of which a) 5,469,166,865 common shares with voting rights, of a nominal value of €0,30 each and b) 345,500,000 paper-based and redeemable preferred shares, without voting rights, of nominal value of €2.75 each.
5. There are no special rights under the merger, or under the Articles of Association, or otherwise, for members of the Board of Directors and the statutory auditors of the merging banks, with the following exception: Members of the Board and part of EUROBANK and its affiliates' staff have options to purchase ordinary shares of

EUROBANK (Stock Options), under a related program approved by a decision of the General Meeting of EUROBANK (of 17.4.2006 and 21.11.2007), which they are entitled to exercise (in whole or in part) within the years 2013 up to 2014 with an exercise price between €9.80 and €13.62 per share, as appropriate.

The present is made in accordance with the article 70 of c.l. 2190/1920.

Athens, 18 October 2013

THE BOARDS OF DIRECTORS
OF THE MERGING BANKS

Eurobank Ergasias S.A.
and
New PROTON BANK S.A.