

**Annual General Meeting**  
**April 8<sup>th</sup>, 2008**  
**Summary of Issues on the Agenda**

The Board of Directors invites EFG Eurobank Ergasias S.A. shareholders, to decide upon the following issues on the Agenda:

**1. Financial Statements for the year ended 31 December 2007. Directors' and Auditor's Reports. Distribution of profits.**

|  |   |
|--|---|
| Required quorum:                                 | 1/5 of share capital (20%)                          |
| Required quorum of 1 <sup>st</sup><br>Repeat GM: | no minimum  |
| Required majority:                               | 50% + 1 of votes<br>(present in person or by proxy) |

The Directors recommend the approval of the annual (solo and consolidated) financial statements for the year 2007. The Financial Statements consist of the Balance Sheet, the Income, Cash Flow and Changes in Equity Statements, and the Notes to the Accounts. The Financial Statements and the Directors' Report were approved by the Board of Directors on 25 February 2008. The Financial Statements, the Directors' Report and the Auditor's Report dated 26 February 2007, are available on the Bank's website [www.eurobank.gr](http://www.eurobank.gr).

The Press Release and the Presentation of the Full Year 2007 results are also available on the Bank's website.

The Group has **exceeded the financial targets** set by Management for the year 2007.

More specifically:

- Consolidated **Net Profit** increased by **32.1%** to **€851m<sup>1</sup>**, compared to a revised target of €820m, which had been increased in August from €780m.
  - After the new taxation and the donation, net profit amounted to €815m, up 35.5% from €601m in 2006.
- New Europe's profits totalled **€72.6m** against a loss of €3.5m in 2006, and a target of €60m.
- The **Cost to Income ratio** improved for Greek operations from 40.7% to **40%<sup>1</sup>**, and for New Europe from 89.6% to **75.8%**.
- Return on Assets<sup>1</sup> (**ROA**) increased to **1.42%** from 1.33%.
- Return on average Equity<sup>1</sup> (**ROE**) improved to **23.5%** from 23%.

Management **reiterates the targets set for 2010** and sets **financial targets** for **2008** as follows:

- Net Profit to exceed **€1,030m** in 2008 and **€1,550m** in 2010
- New Europe Net Profit to exceed **€170m** in 2008 and **€550m** in 2010
- Cost to Income Ratio below **45%** by 2010
- ROE more than **25%** by 2010

---

<sup>1</sup> Excluding new taxation on reserves (€16.6 m) and one-off wildfire donations (€20 m) in 2007, and €43.3 m one-off taxation on capital reserves in 2006.

### **Proposed dividend and distribution:**

Based on the net profits for the 6 months to 30 June 2007, the General Meeting approved on 9 November 2007 the distribution of an interim dividend of €0.32 per share.

Given the Group's exceptional growth in profitability and strong capital position, the Directors recommend the following:

- The payment of a **total dividend** of **€0.82** per share, consisting of the interim dividend of €0.32 and a final dividend of €0.50 per share, and totaling €425m.
- The distribution of €18.2m to employees, including directors and executive management, compared to €15.1m distributed for 2006.
- €3.85m to be used for the issue of free shares to employees<sup>2</sup> (see item 4 on the agenda).
- The formation of a special reserve of €3.3m to enable the 2010 Annual General Meeting to grant up to 1,200,000 free shares (0.23% of total shares) to strong performers among employees<sup>2</sup>. The grant will be possible only if profitability targets set for 3 years are met or exceeded.
- The transfer of €35.2m (2006: €23.7m) to the Statutory (non-distributable) Reserve.

The proposed dividend of €0.82:

- Amounts to €425m, which is **21.5%** higher than last year's total dividend of €350m.
- Results in a dividend payout ratio of 52%<sup>3</sup>, amongst the highest in the market.
- Corresponds to a dividend yield of 3.5% (based on the share's average closing price during December 2007 following adjustments due to corporate actions) up from 3.4% the previous year.

Following approval by the General Meeting, we estimate that the shares will trade **ex-dividend** as of Friday, **2 May 2008**, and the **dividend will be paid** on Monday, **12 May 2008**. The shareholders who have appointed EFG Eurobank Ergasias S.A. as their Operator in the Electronic (Dematerialised) Securities System will be credited with the dividend in their accounts with the Bank. Other shareholders may collect their dividends from their Operators. Shareholders whose shares are kept in the special account of Hellenic Exchanges S.A. (H.E.L.E.X.) or who have not authorized their Operator to collect dividends may collect their dividend from any branch of Eurobank EFG, upon presentation of their Identity Card or Passport. Item 2 on the agenda offers a dividend reinvestment plan for those shareholders wishing to optimise their investments.

---

<sup>2</sup> including directors and executive management

<sup>3</sup> On 2007 net profit of €815m.

**2. Increase of the share capital of the Bank through the reinvestment of the final dividend for the year 2007. Article 5 of the Articles of Association to be amended accordingly.**

|  |  |
|--|--|
| Required quorum:                                 | 2/3 of share capital (approximately 67%)     |
| Required quorum of 1 <sup>st</sup><br>Repeat GM: | 1/2 of share capital                         |
| Required quorum of 2 <sup>nd</sup><br>Repeat GM: | 1/5 of share capital                         |
| Required majority:                               | 2/3 of votes (present in person or by proxy) |

The Board of Directors recommends to the General Meeting to enable the shareholders, at their sole discretion, to receive the final dividend either in shares or in cash. Thus the shareholders will be able to increase their investment in the Bank in a simple and practical way, at a small discount, and without transaction costs. The receipt of dividend in shares or cash is tax neutral for the shareholders in Greece.

Those shareholders who choose to receive their dividend in shares, will be issued new shares at the Issue Price (see below) on the dividend payment date, which will be listed on the Athens Stock Exchange as soon as practicable. The Directors expect the listing to have occurred approximately two weeks after payment. Therefore the General Meeting is hereby requested to approve a share capital increase up to €42m, which covers the amount of the final dividend (€258m).

**Issue Price:** The new shares will be issued at 3% discount on the average closing share price of the first four working days that the shares trade ex-dividend.

**Shareholders' rights:** Shareholders may decide to receive all or part of their dividend in shares. If they do nothing, they will receive all of their dividend in cash.

**Last opt-in date:** The fifth working day that the shares trade ex-dividend<sup>4</sup>.

**Opt-in period:** Those shareholders who choose to receive their dividend in shares will need to submit their notification to their Operator during the period from 22.4.2008 to 8.5.2008. Shareholders whose shares are kept in the special account of Hellenic Exchanges S.A. (H.E.L.E.X.) need to submit their notification to H.E.L.E.X..

An indicative timetable<sup>4</sup> follows:

---

<sup>4</sup> If Eurobank is the operator, the last opt-in date is the sixth working day after the share trade ex-dividend.

|  |  |
|--|--|
| Tuesday 22 April 2008                    | First day for notification to Operator (or H.E.L.E.X.) |
| Wednesday 30 April 2008                  | Record date  |
| Friday 2 May 2008                        | Ex-dividend date                                       |
| Friday 2 May 2008 - Wednesday 7 May 2008 | Price setting period                                   |
| Thursday 8 May 2008                      | Last day for notification to Operator (or H.E.L.E.X.)  |
| Monday 12 May 2008                       | Dividend payment                                       |
| Monday 26 May 2008                       | Expected listing of new shares                         |

Fractions of shares shall not be issued. Any balance left after each shareholder's re-investment in shares will be paid to the shareholder in cash.

Except for the 1% capital concentration tax on the nominal value of the shares, payment of the dividend in shares instead of cash is also tax neutral for the Bank and enhances the Bank's capital base.

Due to the issue of new shares and the corresponding share capital increase, article 5 of the Articles of Association will be amended accordingly.

This reinvestment is taking place in the context of the decision of the Extraordinary General Meeting of 21.11.2007, to increase the share capital of the Bank by up to €150 million over the next three years, through the reinvestment of dividends.

**3. Increase of the share capital of the Bank through the reinvestment of dividends for the year 2008. Article 5 of the Articles of Association to be amended accordingly.**

|  |  |
|--|--|
| Required quorum:                                 | 2/3 of share capital (approximately 67%)     |
| Required quorum of 1 <sup>st</sup><br>Repeat GM: | 1/2 of share capital                         |
| Required quorum of 2 <sup>nd</sup><br>Repeat GM: | 1/5 of share capital                         |
| Required majority:                               | 2/3 of votes (present in person or by proxy) |

The Board of Directors recommends to the General Meeting to enable the shareholders, at their sole discretion, to receive the dividends for the year 2008 either in shares or in cash. Thus the shareholders will be able to increase their investment in the Bank in a simple and practical way, at a small discount, and without transaction costs. The receipt of dividend in shares or cash is tax neutral for the shareholders in Greece.

Those shareholders, who choose to receive their dividend in shares, will be issued new shares at the issue price and therefore the General Meeting is hereby requested to approve a share capital increase up to €70m, which will cover the amount of the dividends reinvested for the year 2008.

Furthermore, the Directors request that the General Meeting grants authority to the Board of Directors to decide on the issue price within one year. The new shares will be issued at 3% discount on the average closing share price of a period to be specified by the Board, subject to the requirements of HELEX.

Fractions of shares shall not be issued. Any balance left after each shareholder's re-investment in shares will be paid to the shareholder in cash.

Except for the 1% capital concentration tax on the nominal value of the shares, payment of the dividend in shares instead of cash is also tax neutral for the Bank and enhances the Bank's capital base.

Due to the issue of new shares and the corresponding share capital increase, article 5 of the Articles of Association will be amended accordingly.

**4. Distribution of free shares to employees of the Bank and its subsidiaries, to be issued by capitalisation of profits. Article 5 of the Articles of Association to be amended accordingly.**

|   |  |
|---|--|
| Required quorum:                              | 1/5 of share capital (20%)                       |
| Required quorum of 1 <sup>st</sup> Repeat GM: | no minimum                                       |
| Required majority:                            | 50% + 1 of votes (present in person or by proxy) |

Given the Group's continued very strong performance and expansion of its New Europe footprint in 2007, the Directors recommend the distribution of 1,400,000 free shares (0.27% of total shares) to the Group's employees, including directors and executive management. The persons eligible for free shares are those who had, and are expected to continue to have, a positive contribution to the Group's results, taking also into account the position and the functional level of responsibility of each person. The Board of Directors' Remuneration Committee will allocate the above mentioned shares, within the framework decided by the Board of Directors, which will have been specifically authorised by the AGM. For the financial year 2006, the Annual General Meeting approved on 3 April 2007 the distribution of 1,008,000<sup>5</sup> free shares. On 9 November 2007 the Extraordinary General Meeting had approved the distribution of 170,000 free shares.

The shares have a total par value of €3.85m and will be issued by capitalizing profits, in accordance with current company and tax law.

Due to the issue of new shares and the corresponding share capital increase, article 5 of the Articles of Association will be amended accordingly.

---

<sup>5</sup> Adjusted for the distribution of 2 for 10 shares in 2007 plus rights issue.

**5. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2007.**

|  |   |
|--|---|
| Required quorum:                                 | 1/5 of share capital (20%)                          |
| Required quorum of 1 <sup>st</sup><br>Repeat GM: | no minimum  |
| Required majority:                               | 50% + 1 of votes<br>(present in person or by proxy) |

The Board of Directors recommends the discharge of its members and the Auditors from any liability for indemnity for the financial year 2007.

Note: Directors and employees voting as proxies of shareholders may vote in favour of the discharge of the Board only if specifically authorised by the shareholders.

**6. Appointment of auditors for the financial year 2008 and determination of their fees.**

|  |   |
|--|---|
| Required quorum:                                 | 1/5 of share capital (20%)                          |
| Required quorum of 1 <sup>st</sup><br>Repeat GM: | no minimum  |
| Required majority:                               | 50% + 1 of votes<br>(present in person or by proxy) |

The Directors recommend the reappointment of "PricewaterhouseCoopers S.A." as auditors. The auditors' fees will be determined according to the decisions of the Supervisory Council of Certified Auditors.

**7. Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.**

|  |   |
|--|---|
| Required quorum:                                 | 1/5 of share capital (20%)                          |
| Required quorum of 1 <sup>st</sup><br>Repeat GM: | no minimum  |
| Required majority:                               | 50% + 1 of votes<br>(present in person or by proxy) |

During 2007, fees authorised by the previous General Meetings were paid to the full-time Directors set out below, for services rendered as directors as well as for additional services (other than for duties as Directors).

1. Xenophon C. Nickitas, executive director (Chairman)
2. Antonios G. Bibas, non-executive director

During 2007, fees authorised by the previous General Meetings were also paid to the members of the Board of Directors set out below for services rendered as directors.

1. Lazaros D. Efraimoglou, non-executive director (Second Vice Chairman)
2. Panayiotis K. Lambropoulos, independent non-executive director (until 21 May 2007)
3. Spiros L. Lorentziadis, independent non-executive director (from 25 June 2007), member of the Audit and Risk Committees
4. Panayiotis V. Tridimas, independent non-executive director, member of the Audit and Nomination Committees.

In accordance with company law 2190/1920, article 24, the Board of Directors recommends that fees paid as above during 2007 are ratified.

During 2007, salaries authorised by the General Meeting in accordance with company law 2190/1920, article 23a, were also paid to full-time directors as set out below.

1. Nicholas C. Nanopoulos, executive director (Chief Executive Officer)
2. Byron N. Ballis, executive director (Deputy Chief Executive Officer - Retail Banking)
3. Michael H. Colakides, executive director (Deputy Chief Executive Officer - Risk)
4. Nikolaos B. Karamouzis, executive director (Deputy Chief Executive Officer - Wholesale Banking)
5. Nicholas K. Pavlides, executive director (General Manager - Head of Operations, Technology & Organization)

Following the Remuneration Committee's recommendation, the Board proposes the following fees and salaries for 2008:

- annual fee of €30,000 for each non executive director
- annual fee of €50,000 for the Chairman and Deputy Chairman of the Audit Committee
- annual fee of €30,000 for each Director participating in the Audit Committee
- annual fee of €20,000 for each Director participating in the Risk Committee
- annual fee of €10,000 for each Director participating in the Nomination Committee

Note: The above fees are waived by all EFG Group-related and all full time directors, and apply to Messrs Efraimoglou, Lorentziadis, and Tridimas, of whom Mr Tridimas is also a member of the Audit and Nomination Committee, and Mr Lorentziadis is also a member of the Risk Committee and Deputy Chairman of the Audit Committee.

- monthly fee of €6,000 for all directors who are members of the Executive Committee
- a 3.57% average overall increase of other fees and salaries payable to full-time Directors.

## 8. Treasury Shares Special Scheme, in accordance with article 16 of company law 2190/1920.

|  |  |
|--|--|
| Required quorum:                                 | 1/5 of share capital (20%)                           |
| Required quorum of 1 <sup>st</sup><br>Repeat GM: | no minimum   |
| Required majority:                               | 50% + 1 of votes<br>(present in person or via proxy) |

### Information regarding the acquisition of Treasury Shares

The Annual General Meeting held on 3 April 2007 approved the current share buy-back program (Special Scheme) for the acquisition of up to 5% of the share capital, at a minimum price of €4.88 per share and a maximum price of €30.89 per share<sup>6</sup>. At the time the Bank held 685,522 Treasury Shares under the previous Special Scheme. The program commenced on 16 April 2007 and expires on 2 April 2008. During the period 16 April 2007 to 14 March 2008, 12,800,263 treasury shares (2.44% of the Bank's share capital) were acquired, at a total cost of €281m, at highest, lowest and average acquisition prices of €27.20, €17.00 and €21.97 respectively. During the same period 3,295,153 treasury shares were sold by the Bank. On 14 March 2008, the Bank held 10,327,736 treasury shares (1.97% of the Bank's share capital). At the General Meeting shareholders will be informed of any changes.

The Directors recommend the establishment of a share acquisition program in order to optimise on a medium and long term basis the Group's equity, profits per share, dividends per share and capital adequacy ratios, as well as for use in a possible acquisition. More specifically, the Directors recommend the acquisition of own shares, so that the Bank holds up to 5% of the total shares in issue (currently approx. 26,000,000 shares), with a minimum price equal to the nominal value (currently €2.75) per share and a maximum price of €34 per share. The maximum price is based on current target prices by equity analysts.

Purchases, according to the law, may take place within 24 months from the date of the General Meeting.

---

<sup>6</sup> Following distribution of 2 for 10 shares in 2007 (AGM 3.4.2007) and the subsequent rights issue (EGM 2.8.2007).

**9. Amendment of the Articles of Association of the Bank in order to (a) adjust for company law 2190/1920 (following its amendment by law 3604/2007), (b) align the Bank’s object clause with law 3601/2007 and (c) enable the transmission of information with electronic means in accordance with article 18 of I. 3556/2007.**

|  |  |
|--|--|
| Required quorum:                                 | 2/3 of share capital (approximately 67%)     |
| Required quorum of 1 <sup>st</sup><br>Repeat GM: | 1/2 of share capital                         |
| Required quorum of 2 <sup>nd</sup><br>Repeat GM: | 1/5 of share capital                         |
| Required majority:                               | 2/3 of votes (present in person or by proxy) |

Following the enactment of the new company law in August 2007, the Directors recommend the amendment of the Articles in order to  
a) delete articles which merely repeat provisions of the law, and  
b) modernize the articles as follows:

- enable the appointment of a legal entity as a director
- enable the appointment of alternate (substitute) directors
- allow the Board to function without replacing departing members
- enable the Board to meet in various locations in Greece and abroad
- enable the Board to meet by teleconference
- empower the Vice-Chairmen, Chief Executive Officer, Deputy Chief Executive Officers, and Secretary of the Board of Directors to sign and issue true copies of the minutes of the Board of Directors and General Meetings
- allow the issue of redeemable shares.

Following the enactment of a new banking law in August 2007, the Directors recommend the alignment of the Bank’s object (clause 3) with all those activities currently permitted by law (I.3601/2007). There are no significant changes to the scope of the objects clause.

Following the enactment of a new transparency law on 30.4.2007 (article 18 of I. 3556/2007), the Bank may be empowered to use electronic means to transmit regulated information to shareholders and holders of equity/loan instruments which are issued by the Bank. The Directors recommend that the Articles of Association are amended to enable the Bank to use such means for this purpose.

A draft of the amended Articles of Association is available on the Bank’s website.

## 10. Supplementary Information - Update on the Umbrella Stock Option Plan

The Group grants share options to executive directors, management and employees. All options are equity-settled and may be exercised wholly or partly and converted into shares, at their owners' discretion provided that the vesting requirements are met.

In April, 2006, the Annual General Meeting approved the establishment of an umbrella stock options programme allowing the Board of Directors to issue share options within the next 5 years totaling up to 3% of the Bank's shares in issue (currently approx. 15,700,000 stock options) within a defined framework. Currently, following the Remuneration Committee's allocation, the Board has issued 1,479,047 stock options with a strike price of €12.17, which vest in December 2008, and 1,483,851 stock options with a strike price of €13.82, which vest in December 2009.

For the financial year 2007, the Board expects to reactivate the above program by issuing stock options on 2,600,000 shares (0.5% of the Bank's shares) to the Group's directors, executive management and staff. The strike price has not yet been finalised. The options may be exercised after 32 months, from December 2010 to December 2013, only if the holders are still employed by the Group. Criterion for participation in this remuneration program will be the executive's especially high contribution to the Group's results, in combination with the position and the functional level of responsibility of each person. The Board of Directors' Remuneration Committee will allocate the above mentioned options, within the framework decided by the Board of Directors, which has been specifically authorised by the AGM.

**ITEMS 2, 3 AND 9 REQUIRE A QUORUM OF 2/3 OF THE CAPITAL. THE REPEAT ANNUAL GENERAL MEETING (IF INCREASED QUORUM IS NOT ATTAINED) WILL BE HELD ON MONDAY, 21 APRIL 2008, AT 10 A.M., AT “BODOSSAKI FOUNDATION BUILDING” (CONFERENCE ROOM “JOHN S. LATSIS”), 20 AMALIAS AV., ATHENS, WITHOUT THE PUBLICATION OF A FURTHER INVITATION.**

**END OF AGENDA**

Shareholders may exercise their rights in person or by proxy (see appendices 1 – 3).

## APPENDIX 1

### **HOW SHAREHOLDERS CAN EXERCISE THEIR VOTING RIGHTS**

All shareholders of the Bank have the right to attend this meeting either in person or by proxy. The proxy will be available to the public in printed form at the Bank's branches and the Bank's Shareholders' Department at 8, Iolkou Str. And Filikis Etaireias (Building A), 142 34 Nea Ionia (tel. +30 210-3523300), and on the website of the Bank ([www.eurobank.gr](http://www.eurobank.gr)). Each share gives the right to one vote.

To participate in the General Meeting the shareholders must block all or part of their shares – through their Operator in the Dematerialised Securities System (D.S.S.) or (if the shares are registered in the Special Account of the D.S.S.) through Hellenic Exchanges S.A. (HELEX) – and submit at the Bank's branches or the Bank's Shareholders' Department at 8, Iolkou Str. And Filikis Etaireias (Building A), 142 34 Nea Ionia (tel. +30 210 35 23 300), the relevant Certificate of Blocking of Shares and any representation documents at least 5 days before the meeting.

**It is standard practice for the General Meeting to accept the participation of shareholders who have blocked their shares at least one hour before the meeting commences.**

## APPENDIX 2

|  |
|--|
| <b>BALLOT – PAPER OF ANNUAL GENERAL MEETING OF 8 APRIL 2008<br/>(and in the case of postponement or interruption of the Meeting)</b> |
|--|

| ITEM : |  | NO | ABSTAIN |
|--------|--|----|---------|
| 1 :    | Financial Statements for the year ended 31 December 2007. Directors' Report and Auditor's Report. Distribution of profits.   |    |         |
| 2 :    | Increase of the share capital of the Bank through the reinvestment of the final dividend for the year 2007. Article 5 of the Articles of Association to be amended accordingly.  |    |         |
| 3 :    | Increase of the share capital of the Bank through the reinvestment of dividends for the year 2008. Article 5 of the Articles of Association to be amended accordingly.   |    |         |
| 4 :    | Distribution of free shares to employees of the Bank and its subsidiaries, to be issued by capitalisation of profits. Article 5 of the Articles of Association to be amended accordingly.  |    |         |
| 5 :    | Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2007.   |    |         |
| 6 :    | Appointment of auditors for the financial year 2008 and determination of their fees.   |    |         |
| 7 :    | Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.  |    |         |
| 8 :    | Treasury Shares Special Scheme, in accordance with article 16 of company law 2190/1920.  |    |         |
| 9 :    | Amendment of the Articles of Association of the Bank in order to (a) adjust for company law 2190/1920 (following its amendment by law 3604/2007), (b) align the Bank's object clause with law 3601/2007, and (c) enable the transmission of information with electronic means in accordance with article 18 of l. 3556/2007. |    |         |

**NOTE: IF YOU APPROVE THE ABOVE ITEMS, PLEASE HAND OVER THE BALLOT – PAPER AS IS (UNMARKED).**

**APPENDIX 3**

**PROXY**

**FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF  
EFG Eurobank Ergasias S.A. on 8 April 2008**

The undersigned Shareholder of EFG Eurobank Ergasias S.A.

|                             |  |
|-----------------------------|--|
| Name / Company Name         |  |
| Address / Registered Office |  |
| Telephone number            |  |
| Number of shares            |  |
| AEAT Partition              |  |
| AEAT Account                |  |
| Operator                    |  |

hereby authorize, empower and direct <sup>(1)</sup>

- Mr **Xenophon Nickitas**, or in case of impediment,  
Mr **Nicholas Nanopoulos**, or in case of impediment,  
Mr, **Byron Ballis**, or in case of impediment,  
Mr, **Michael Colakides**, or in case of impediment,  
Mr **Nikolaos Karamouzis**, or in case of impediment,  
Mrs **Paula Hadjisotiriou**.

- Mr / Mrs ....., or in case of impediment,  
Mr / Mrs .....

to represent me / the Company at the Annual General Meeting of the Shareholders of **EFG Eurobank Ergasias S.A.** (the “**Bank**”) to be held on Tuesday, 8 April 2008, at 10 am at “Hotel Grande Bretagne”, Constitution Square, Athens, and at the Repeat Annual General Meeting of the Shareholders of the Bank that will take place on Monday, 21 April 2008, at 10 a.m., at “Bodossaki Foundation Building” (conference room “John S. Latsis”), Amalias Av. 20, Athens, should the quorum required by law not be achieved, or any adjournment thereof and to vote in the name and on behalf of all/..... [note number] shares in the Bank owned by me / the Company <sup>(2)</sup>, taking any and all necessary action as follows <sup>(2)</sup>:

| ALL ITEMS ON THE AGENDA   | FOR                      | AGAINST                  | ABSTAIN                  |
|---|--------------------------|--------------------------|--------------------------|
| <b>OR:</b>  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Items on the Agenda (brief description <sup>3)</sup> )  | FOR                      | AGAINST                  | ABSTAIN                  |
| 1. Approval of 2007 Financial Statements.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Increase of the share capital of the Bank through the reinvestment of the final dividend for the year 2007. Article 5 of the Articles of Association to be amended accordingly.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Increase of the share capital of the Bank through the reinvestment of dividends for the year 2008. Article 5 of the Articles of Association to be amended accordingly.   |                          |                          |                          |
| 4. Distribution of free shares to employees.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Discharge of Directors and Auditors from all responsibility for indemnification for 2007.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Appointment of auditors for 2007.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Director's remuneration.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Renewal of Treasury Shares Special Scheme.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Amendment of the Articles of Association of the Bank in order to (a) adjust for company law 2190/1920 (following its amendment by law 3604/2007), (b) align the Bank's object clause with law 3601/2007, and (c) enable the transmission of information with electronic means in accordance with article 18 of l. 3556/2007. |                          |                          |                          |

Place and date: .....

\_\_\_\_\_  
(name)  
\_\_\_\_\_  
(name)

\_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(signature)

<sup>1</sup> Please mark the appropriate box with a ✓.

<sup>2</sup> Please record your vote by marking the box(es) with a ✓. Specifically for the 5<sup>th</sup> issue, should your proxy be a Director or an employee of the Bank, a specific voting instruction should be given, otherwise your proxy is obliged to abstain from voting.

<sup>3</sup> Brief description of Items on the Agenda included in the Invitation published on 18/3/2008, and available on the Bank's website ([www.eurobank.gr](http://www.eurobank.gr)).