

UPDATED INFORMATION FOR ITEMS 4 AND 5 ON THE AGENDA

**ANNUAL GENERAL MEETING**  
**Wednesday, 15 June 2016, 10 a.m.**  
**Hotel Grande Bretagne, 1 Vasileos Georgiou A' str.,**  
**Syntagma Square, Athens**

*Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Bank will take place in A' Repeat Meeting on Monday 27 June 2016, at 10 a.m. at "Bodossakis Foundation Building (John S. Latsis Hall)", Amalias Av. 20, Athens, without the publication of a further invitation.*

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## 1. AGENDA

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

1. Financial Statements for the year ended 31 December 2015. Directors' and Auditors' Reports.
2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2015.
3. Appointment of auditors for the financial year 2016.
4. Increase of the number of the Board members. Appointment of new Board members and their designation as independent non-executive members of the Board.
5. Appointment of members of the Audit Committee.
6. Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.

## 2. SUMMARY OF ISSUES ON THE AGENDA

### 1. Financial Statements for the year ended 31 December 2015. Directors' and Auditors' Reports.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

The Board of Directors (Board) proposes the approval of the annual (solo and consolidated) financial statements for the year ended 31 December 2015.

The Financial Statements consist of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Cash Flow Statement, the Changes in Equity Statement and the Notes to the Accounts. The Financial Statements and the Directors' Report were approved by the Board of Directors on 17 March 2016.

The Financial Statements, the Directors' Report and the Auditors' Report for the year ended 31 December 2015 are available to the shareholders on the Bank's website [www.eurobank.gr](http://www.eurobank.gr).

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

Based on the 2015 results and in accordance with the provisions of article 44a of company law 2190/1920, the distribution of dividends to the holders of the Bank's ordinary shares and the payment to the Greek State of the fixed return under L.3723/2008 (as holder of the Bank's preference shares), is not permitted.

#### Draft proposed resolution:

*The AGM, with a majority exceeding the minimum required by the law, approved the annual (solo and consolidated) financial statements for the year ended 31 December 2015, as well as the Directors' and Auditors' Reports.*

### 2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2015.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

In accordance with the provisions of art. 35 of company law 2190/1920, the Board of Directors recommends the discharge of its members and the Auditors from any liability for indemnity for the financial year 2015.

Note: Directors and employees of the Bank, voting as proxies of shareholders may vote on the discharge of the Board only if specifically authorized by the shareholders.

#### Draft proposed resolution:

*The AGM, with a majority exceeding the minimum required by the law, discharged the members of the Board of Directors and the Certified Auditors from all responsibility for indemnification in relation to the financial year 2015.*

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### 3. Appointment of auditors for the financial year 2016.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

Eurobank Ergasias S.A. (Bank), under the provisions of the Relationship Framework Agreement (RFA) between the Bank and the HFSF dated 26.8.2014 as well as the HFSF's relevant instructions, carried out a statutory auditors' tendering process at the 4th Quarter of 2014 and concluded in January 2015 with "PricewaterhouseCoopers S.A." (PwC) being the selected statutory audit firm for the statutory audits of 2016 to 2019.

On 4.12.2015 the Bank entered into a new RFA with HFSF, pursuant to the provisions of the 3rd Memorandum of Understanding<sup>1</sup>, which requires, as of the financial year of 2016, to rotate its statutory audit firm, namely PwC, as it is the Group's Statutory Auditors for more than five (5) consecutive years which is the relevant threshold set out in the new RFA.

Therefore, the Bank was required to run a new tendering process in order to conclude on a new successful tenderer, other than PwC, to audit the 2016 financial statements.

However, following a relevant exercise carried out by the Bank, it was recognized that no tender process could be run for the statutory audit of the financial year 2016, given that the other eligible audit firms

were in conflicting situations according to the relevant legal requirements.

In this context, the Bank requested and HFSF granted its consent on 20 May 2016 to retain PwC as the statutory auditor for the financial year 2016.

Following the above, the Audit Committee proposed to the Board and the Board recommends to the AGM the reappointment of "PricewaterhouseCoopers S.A." (PwC) as the statutory auditor for the 2016 financial statements (solo and consolidated). PwC in turn intends to assign the statutory audit to its member, Mr. Marios Th. Psaltis, (SOEL Reg. No 38081), as statutory auditor and its member Mrs. Despina P. Marinou, (SOEL Reg. No 17681) as his substitute, in case of impediment of the statutory auditor.

The Board of Directors also recommends to the AGM the PwC's relevant audit fees for 2016 for Eurobank Ergasias S.A. and its subsidiaries being 9% lower than PwC's relevant fees of 2015.

Draft proposed resolution:

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

- a) *the appointment of the firm "PricewaterhouseCoopers S.A." (PwC) as statutory auditor for the financial statements (solo and consolidated) for the year ending 31 December 2016,*
- b) *PwC's relevant audit fees for 2016 for Eurobank Ergasias S.A. and its subsidiaries, amounting to 9% lower than the PwC's relevant fees of 2015.*

<sup>1</sup> 3rd Memorandum of Understanding (MoU) was signed in August 2015 between the EC, the Hellenic Republic and the Bank of Greece. Subsequently Greek law 4336/2015 incorporated the provisions of the 3rd MoU.

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### 4. Increase of the number of the Board members. Appointment of new Board members and their designation as independent non-executive members of the Board.

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

In order to ensure that the Bank's Board of Directors continues to have strong leadership and the right mix of skills to deliver its business strategy, the Bank thinks appropriate the enhancement of the Board of Directors with new members with sufficient knowledge and international experience, according to article 10 of Law 3864/2010.

Furthermore, the Board's aim, according to the Bank's Board of Directors Diversity policy, is to increase the number of women in the Board by the end of 2017.

Taking into consideration the above and following recommendation by the Nomination Committee (NomCo), the Board proposes to the AGM the appointment of the following members and their designation as independent non-executive members of the Board:

- Mrs. Lucrezia Reichlin, whose candidacy has been considered by NomCo after a proposal of European Bank for Reconstruction and Development (EBRD), which participated in the Bank's recent share capital increase.
- Mr. Jawaid A. Mirza.

The term of office of the new members will expire concurrently with the term of office of the other members (Board with a membership of fourteen from now onwards).

Short resumes of the nominees are outlined below:

Mrs. Lucrezia Reichlin is Professor of Economics at the London Business School, non-executive director of UniCredit Banking Group and AGEAS Insurance Group. She is Chair of the Scientific Council at the Brussels based think-tank Bruegel as well as a member of the Commission Economique de la Nation (advisory board to the French finance and economics ministers). Between March 2005 and September 2008 she served as Director General of Research at the European Central Bank. She is Chairman and co-founder of Now-Casting Economics Ltd. She is a columnist for the Italian national daily Il Corriere della Sera.

Mrs. Reichlin has been an active contributor to the life of the Centre for Economic Policy Research (CEPR) over the years. She has been research director in 2011-2013, first Chairman of the CEPR Euro Area Business Cycle Dating Committee, co-founder and scientist in charge of the Euro Area Business Cycle Network.

Mrs. Reichlin received a Ph.D. in economics from New York University. She has held a number of academic positions, including Professor of Economics at the Université Libre de Bruxelles. She has also been a consultant for several Central Banks around the world, including the Board of Governors of the Federal Reserve. She is a Fellow (elected) of the British Academy, a Fellow of the European Economic Association and member of the council of the Royal Economic Society. She is on the advisory board of several research and policy institutions around the world.

Mrs. Reichlin has published numerous papers on econometrics and macroeconomics. She is an expert on forecasting, business cycle analysis and monetary policy. She pioneered now-casting in economics by developing econometrics methods capable of reading the real time data flow through the lenses of a formal econometric model. These methods are now widely used by central banks and

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private investors around the world. Her papers have appeared in top scientific journals, including the American Economic Review, Review of Economic Studies, Review of Economics and Statistics, Journal of Econometrics, Journal of Monetary Economics and Journal of the American Statistical Association.

Mr. Jawaid A. Mirza, is a seasoned banking and finance executive whose career in banking spans more than 26 years of diversified experience with reputable financial institutions e.g. Citibank and ABN AMRO and has held various senior executive roles for multiple geographies across the globe in the areas of Strategic Business Planning, Corporate Governance, Business re-engineering, Change Management, IT Management & Governance, Process Improvement, Multi-country resource management and shared services.

After successfully serving as a Group COO, CEO of Consumer Banking & Operations at CIB Egypt (CIB is a leading financial institution in Egypt with a market capitalization of US\$ 3.3 billion, the largest in the Egyptian financial sector) where he was responsible for overseeing business transformation, Technology, Human resources, Global Business services, Operations and Corporate Marketing & Communication. Mr. Mirza since 2013 serves as Non-Executive Board Member of CIB Bank as well as member of the Board Risk, Governance & Compensation and Sustainability Committees and is also the Chairman of Board Operations & Technology Committee.

Previous to his roles at CIB Bank, Mr. Mirza spent 15 years with ABN AMRO Amsterdam and held senior executive roles: CFO Asia and Middle East (operated out of Hong Kong), Chief Operating Officer Global Private Banking & Asset Management, Chief Operating Officer Central Eastern Europe, Middle East & Africa and CFO Europe (all positions out of Amsterdam).

Mr. Mirza has been a member of the Top Executive Group of ABN AMRO bank, bestowed to only 120 staff out of 160,000 staff and was also a member of ABN AMRO Group Finance Board as well as Group

COO Board, and also served in Board of Directors with ABN AMRO Pakistan Ltd. He holds various business management courses from reputable institutions e.g. Queens Business School, Wharton Business School and completed the Directors Consortium at Stanford.

Finally it is noted that:

- the Hellenic Financial Stability Fund (HFSF) provided its consent on 20.5.2016 for the Board to temporarily consist of an even number (14 members) instead of the odd number specified in the Relationship Framework Agreement (RFA) between the Bank and the HFSF, provided that the Bank will reassess and submit its strategy to comply with the RFA regarding this issue, after the conclusion of the assessment carried out by the HFSF over the Bank's corporate governance framework, its Board members and its Board Committees, and in any case no later than August 31<sup>st</sup>, 2016.
- the new members will undergo a review process by the Single Supervisory Mechanism of the European Central Bank, in line with the legislative and regulatory framework.

Draft proposed resolution:

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

*a) The appointment of the following as new Board members of the Bank:*

1. Lucrezia Reichlin
2. Jawaid A. Mirza

*The term of office of the new members will expire concurrently with the term of office of the other members (Board with a membership of fourteen from now onwards) and more specifically on 27.06.2018,*

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*prolonged until the end of the period the Annual General Meeting for the year 2018 will take place.*

*b) The designation of Mrs. Lucrezia Reichlin and Mr. Jawaid A. Mirza as independent non-executive Directors.*

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

### Members:

1. Nikolaos V. Karamouzis
2. Fokion C. Karavias
3. Spyros L. Lorentziadis, Independent non-executive member
4. Wade Sebastian R.E. Burton
5. George K. Chryssikos
6. Jon Steven B.G. Haick, Independent non-executive member
7. Stavros E. Ioannou
8. Theodoros A. Kalantonis
9. Bradley Paul L. Martin, Independent non-executive member
10. Stephen L. Johnson, Independent non-executive member
11. Lucrezia Reichlin, Independent non-executive member
12. Jawaid A. Mirza, Independent non-executive member
13. Christina G. Andreou, Representative of the Greek State
14. Kenneth Howard Prince – Wright, Representative of the HFSF

### **5. Appointment of members of the Audit Committee.**

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

The Board of Directors reminds to the shareholders that, according to the relevant decision of the AGM of 2013, the term of office of the current Audit Committee expires with the election of a new Audit

Committee by the Annual General Meeting that will convene in the year 2016.

Following the recommendation by the Nomination Committee, the Board of Directors proposes to the AGM the appointment of the following as members of the Audit Committee, whose term of office expires with the election of the new Audit Committee by the AGM which will take place in the year 2018:

1. Spyros L. Lorentziadis, Independent Non-Executive Board Member
2. Jawaid A. Mirza, Independent non-executive Board member
3. Bradley Paul L. Martin, Independent non-executive Board member
4. Stephen L. Johnson, Independent non-executive Board member
5. Kenneth Howard Prince – Wright, Representative of the HFSF.

### Draft proposed resolution:

*The AGM approved with a majority exceeding the minimum required by the law, the appointment of Messrs. Spyros L. Lorentziadis, Jawaid A. Mirza, Bradley Paul L. Martin, Stephen L. Johnson and Kenneth Howard Prince – Wright as members of the Bank's Audit Committee, whose term of office expires with the election of the new Audit Committee by the AGM which will take place in the year 2018.*

*Following the above, the Audit Committee members are as follows:*

1. Spyros L. Lorentziadis, Independent Non-Executive Board Member
2. Jawaid A. Mirza, Independent non-executive member Board member
3. Bradley Paul L. Martin, Independent non-executive Board member
4. Stephen L. Johnson, Independent non-executive Board member
5. Kenneth Howard Prince – Wright, Representative of the HFSF

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

Required quorum:	20% of share capital
Required quorum of 1 <sup>st</sup> Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall not be taken into consideration for the purposes of calculating quorum and majority.</i>	

Following the recommendation by the Remuneration Committee, the Board of Directors proposes to the AGM to approve:

- 1) the fees paid during 2015 to the Board members, under article 24 par. 2 of c.l. 2190/1920, of total gross amount of €654,785.90, in accordance with the approval of the previous AGM (2015). It is noted that the total gross fees paid in 2015 were 14.67% more as compared to the corresponding fees of 2014.
- 2) The payment of fees to the Board members during 2016, under article 24 par. 2 of c.l. 2190/1920, as follows:
  - i) annual gross fee of €293,000 to the Chairman of the Board Mr. Nikolaos Karamouzis for executing of his relevant duties. It is noted that Mr. Nikolaos Karamouzis has waived the fees related to the execution of his duties as non-executive member and as member of the Committees of the Bank.
  - ii) annual gross fee to the non-executive Board members of:
    - €30,000 to each non-executive Board member residing in Greece, the Greek State Representative and the Hellenic Financial Stability Fund Representative.
    - €35,000 to each non-executive Board member residing abroad.

- iii) annual gross fees to the non-executive Board members for executing of their duties as members of the Bank's Committees, as follows:
  - Chairman of the Bank's Audit Committee:
    - o €40,000 if the Chairman resides in Greece.
    - o €65,000 if the Chairman resides abroad.
  - Members of the Bank's Audit Committee:
    - o €15,000 to each member residing in Greece, the Greek State Representative and the Hellenic Financial Stability Fund Representative.
    - o €20,000 to each member residing abroad.
  - Chairman of the Bank's Risk Committee:
    - o €40,000 if the Chairman resides in Greece.
    - o €65,000 if the Chairman resides abroad.
  - Members of the Bank's Risk Committee:
    - o €17,500 to each member residing in Greece, the Greek State Representative and the Hellenic Financial Stability Fund Representative.
    - o €20,000 to each member residing abroad.
  - Chairman of the Bank's Nomination Committee:
    - o €20,000 if the Chairman resides in Greece.
    - o €32,500 if the Chairman resides abroad.
  - Members of the Bank's Nomination Committee:
    - o €10,000 to each member residing in Greece, the Greek State Representative and the Hellenic Financial Stability Fund Representative.
    - o €15,000 to each member residing abroad.
  - Chairman of the Bank's Remuneration Committee:
    - o €20,000 if the Chairman resides in Greece.
    - o €32,500 if the Chairman resides abroad.
  - Members of the Bank's Remuneration Committee:
    - o €10,000 to each member residing in Greece, the Greek State Representative and the Hellenic Financial Stability Fund Representative.
    - o €15,000 to each member residing abroad.

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It is noted that Mr. Jon Steven Haick and Mr. Wade Sebastian Burton have waived the fees related to the execution of their duties as non-executive members and as members of the Committees of the Bank.

It is also noted that fees are paid to the non-executive Board members who do not hold a contractual employment relation with any entity of the Bank's Group only.

Finally, the fees of the HFSF's Representative are capped at €80,000.

Following the above, and taking into consideration a Board composition at 14 members, the total estimated annual gross fees that will be paid during 2016 to the remaining of the non-executive Board members (except the Chairman) for executing of their duties as non-executive Board members as well as members of the Board Committees, amount to €495,150.

It is understood that in case the above mentioned positions are not held throughout the entire 2016, an amount corresponding to the respective period will be paid.

All fees of the Board members are consistent with the remuneration policy for the Bank's Board members and the provisions of Laws 3016/2002, 3723/2008 and 3864/2010.

### **3. DOCUMENTS SUBMITTED TO THE GENERAL MEETING**

The below document is available on the Bank's website ([www.eurobank.gr](http://www.eurobank.gr)).

- Annual Financial Report 2015.

All items on the agenda of the Annual General Meeting are analyzed in section 2. «SUMMARY OF ISSUES ON THE AGENDA».

## 4. INVITATION

### EUROBANK ERGASIAS S.A. Annual General Meeting of the Shareholders 15 June 2016, 10:00 a.m.

In accordance with c.l. 2190/1920 "re: Sociétés Anonymes" and the Articles of Association of the Bank, the Board of Directors invites the shareholders of Eurobank Ergasias S.A. to the Annual General Meeting, on Wednesday 15 June 2016, at 10 a.m., at the Hotel Grande Bretagne, 1 Vasileos Georgiou A' str., Syntagma Square, Athens.

The items on the Agenda are as follows:

1. Financial Statements for the year ended 31 December 2015. Directors' and Auditors' Reports.
2. Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2015.
3. Appointment of auditors for the financial year 2016.
4. Increase of the number of the Board members. Appointment of new Board members and their designation as independent non-executive members of the Board.
5. Appointment of members of the Audit Committee.
6. Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Bank will take place in A' Repeat Meeting on Monday, 27 June 2016, at 10 a.m., in Athens at "Bodossakis Foundation Building (John S. Latsis Hall)", Amalias Av. 20, without the publication of a further invitation.

In accordance with article 26, par. 2b and 28a of company law 2190/1920, the Bank informs its shareholders of the following:

#### RIGHT TO PARTICIPATE AND VOTE IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting of 15 June 2016 has any person appearing as a shareholder of ordinary shares of the Bank in the registry of the Dematerialized Securities System ("DSS") managed by Hellenic Central Securities Depository S.A. ("HCSD"), at the start of the fifth (5th) day before the date of the Annual General Meeting («Record Date») and respectively at the start of the fourth (4th) day before the date of the A' Repeat Annual General Meeting, respectively («Record Date of the Annual General Meeting»).

Proof of shareholder's capacity is verified electronically by HCSD through the Bank's online connection to the DSS. In order to participate and vote at the Annual General Meeting, the shareholder is not required to submit any written confirmation from HCSD. Only those who have shareholder's capacity on the Record Date shall have the right to participate and vote at the Annual General Meeting. The exercise of this right does not require the blocking of shares or any other process which restricts the shareholders' ability to sell and/or transfer shares during the period between the Record Date and the Extraordinary General Meeting. Each share is entitled to one vote.

#### PROCEDURE FOR VOTING BY PROXY

Shareholders may participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) natural persons as proxies. In cases where a shareholder owns shares of the Bank that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

The appointment or revocation of the proxy should be made at least three (3) days before the date of the Annual General Meeting with one of the two following ways:

- a) Through a special electronic system (e-General Meeting) providing detailed instructions to the shareholders, which will be available to the shareholders at the Bank's website ([www.eurobank.gr](http://www.eurobank.gr)).
- b) In printed form, using a proxy form which will be available to the shareholders (i) in printed form at the Bank's branches and the Bank's Investors Information Services Division at 2-6, Pesmazoglou Str.,

10175 Athens (tel. +30 210-3704040), and (ii) on the website of the Bank ([www.eurobank.gr](http://www.eurobank.gr)), in electronic form. The said form, filled in and signed by the shareholder, must be filed with the Bank at the abovementioned -under (i)- locations, at least three (3) days prior to the day of Annual or any Repeat Annual General Meeting after this.

Before the commencement of the Annual General Meeting, the proxy must disclose to the Bank any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder. A conflict of interest may arise in particular when the proxy:

- a) is a controlling shareholder of the Bank or is another controlled entity by such shareholder;
- b) is a member of the Board of Directors or of the Management of the Bank or of a controlling shareholder or an controlled entity by such shareholder;
- c) is an employee or an auditor of the Bank, or of a controlling shareholder or an controlled entity by such shareholder;
- d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.

#### MINORITY SHAREHOLDERS' RIGHTS

1. Shareholders representing 1/20 of the paid-up share capital of the Bank may request:
  - (a) to include additional items in the Agenda of the Annual General Meeting, provided that the request is communicated to the Board at least fifteen (15) days prior to the Annual General Meeting, accompanied by a justification or a draft resolution to be approved by the Annual General Meeting.
  - (b) to make available to shareholders six (6) days prior to the Annual General Meeting at the latest, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days prior to the Annual General Meeting.
  - (c) to disclose at the Annual General Meeting the amounts paid to each member of the Board or to the management as well as any benefit acquired by such persons from any cause or through any contract, during the last two years
2. Any shareholder may request, provided that the said request is filed with the Bank at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with the information regarding the affairs of the Bank, insofar as such information is relevant to a proper assessment of the items on the agenda.
3. Shareholders representing 1/5 of the paid-up capital of the Bank may request, provided that the said request is filed with the Bank at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with information on the course of the business affairs and financial status of the Bank.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the website of the Bank ([www.eurobank.gr](http://www.eurobank.gr)).

#### AVAILABLE DOCUMENTS AND INFORMATION

The full text of the documents to be submitted to the Annual General Meeting and the draft resolutions on the items on the agenda shall be made available in hardcopy form at the Bank's Investors Information Services Division at 2-6, Pesmazoglou Str., 10175 Athens (tel. +30 210-3704040), where shareholders can obtain copies.

All the above documents as well as the invitation to the Annual General Meeting, the number of existing shares and voting rights (in total and per class of shares) and the proxy and voting forms shall be made available in electronic form on the website of the Bank ([www.eurobank.gr](http://www.eurobank.gr)).

Athens, 24 May 2016

THE BOARD OF DIRECTORS

## 5. BALLOT-PAPER

**OF THE ANNUAL GENERAL MEETING OF 15 JUNE 2016  
OF EUROBANK ERGASIAS S.A.**  
*(and in the case of postponement or interruption of the Meeting)*

ITEMS ON AGENDA		AGAINST	ABSTAIN
1	Financial Statements for the year ended 31 December 2015. Directors' and Auditors' Reports.		
2	Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2015.		
3	Appointment of auditors for the financial year 2016.		
4	Increase of the number of the Board members. Appointment of new Board members and their designation as independent non-executive members of the Board.		
5	Appointment of members of the Audit Committee.		
6	Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.		
<b>NOTE: IF YOU APPROVE THE ABOVE ITEMS, PLEASE HAND OVER THE BALLOT-PAPER AS IS (UNMARKED)</b>			

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## 6. PROXY

### FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS S.A. ON 15 JUNE 2016

The undersigned Shareholder of Eurobank Ergasias 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 <sup>(2)</sup>, <sup>(3)</sup>, <sup>(4)</sup>

- |   |   |
|---|---|
| <input type="checkbox"/> 1. Mr. Nikolaos Karamouzis | <input type="checkbox"/> 3. Mrs. Ioanna Archimandriti |
| <input type="checkbox"/> 2. Mr. Fokion Karavias     | <input type="checkbox"/> 4. Mrs. Katerina Kallimani   |

**Note: The above are directors and officers of the Bank. In case your proxy is any of the above and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/«Against»), the proxy will have to abstain.**

5. ....  
 6. ....  
 7. ....  
 8. ....

**Note: In case your proxy is any of the above (5-8) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Bank and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/«Against»), the proxy will have to abstain.**

to represent me / the Legal Entity <sup>(5)</sup>, acting each one separately or jointly-(for paper proxies only)<sup>(6)</sup>, at the Annual General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Wednesday, 15 June, 2016, at 10:00 a.m., at the Hotel Grande Bretagne, 1 Vasileos Georgiou A' str., Syntagma Square, Athens, or any adjournment thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity <sup>(4)</sup>, for all / ..... [Note number] voting rights owned by me / the Legal Entity <sup>(4)</sup> on the Record Date, taking any and all necessary actions as follows <sup>(7)</sup>:

<sup>2</sup> Please select up to 3 proxies by marking the appropriate box 1-4 with a √ or/and add your proxies under 5-8. If more are selected, the first three will be deemed to have been appointed.  
<sup>3</sup> The proxy could be either a natural person or a legal entity.  
<sup>4</sup> Relevant information on voting by proxy is included in the Notice of the Annual General Meeting.  
<sup>5</sup> Delete as appropriate.  
<sup>6</sup> If you choose just one way, please delete as appropriate. In case more than one proxies are appointed capable to act in both ways (separately or jointly), and more than one has come to attend the General Meeting, priority is given to the proxy appearing in the General Meeting first.  
<sup>7</sup> Please mark the appropriate box with a √.

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or:

	ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN
1	Financial Statements for the year ended 31 December 2015. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Discharge of the Board of Directors and the Auditors from all responsibility for indemnification in relation to the financial year 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of auditors for the financial year 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Increase of the number of the Board members. Appointment of new Board members and their designation as independent non-executive members of the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Appointment of members of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of the remuneration of Directors and agreements in accordance with articles 23a and 24 of company law 2190/1920.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any revocation of this proxy will be valid if it has been notified to your Bank, either in writing or electronically (via e-General Meeting) at least three (3) days before the relevant date of the General Meeting.

Place and date: .....

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

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

## **7. TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

As of 24 May 2016, the total number of Eurobank Ergasias S.A. shares amounts to 2,531,498,765 of which:

- a) 2,185,998,765 listed, electronic, voting, ordinary registered shares and
- b) 345,500,000 non-voting, non-transferable, non-listed registered preference shares issued under law 3723/2008 and held by the Hellenic State.

**8. MINORITY SHAREHOLDERS' RIGHTS**

- (a) Shareholders representing 1/20 of the paid-up share capital may request the Board of Directors, by way of an application, to be submitted at least 15 days prior to the AGM, to include additional items on the AGM's Agenda. The application must be accompanied by justification or a draft resolution to be approved by the General Meeting. The revised agenda should be disclosed in the same manner as the previous one 13 days prior to the General Meeting and at the same time made available to shareholders through the Bank's website ([www.eurobank.gr](http://www.eurobank.gr)), along with the justification or draft resolution tabled by the shareholders, in accordance with the provisions of article 27, par. 3 of the c.l. 2190/1920. The Board of Directors is not obliged to include additional items on the AGM's agenda if the content of such items evidently opposes with the law and public morality.
- (b) Shareholders representing 1/20 of the paid-up share capital may request and the Board of Directors shall make available to shareholders, at least 6 days prior to the AGM, according to the provisions in article 27, par. 3 of the c.l. 2190/1920, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days prior to the AGM. The Board of Directors is not obliged to make available to shareholders draft resolutions if their content evidently opposes with the law and public morality.
- (c) Shareholders may request the Board of Directors, by way of an application to be submitted to the bank at least 5 days prior to the AGM, to provide the AGM with specific information respecting Bank's business, to the extent that this is useful for the actual assessment of the items on the agenda. The Board of Directors may decline to provide such information citing very significant material grounds, and this should be recorded in the minutes. The obligation to provide information does not apply in the event that such information is already available through the Bank's website.
- (d) Shareholders representing 1/20 of the paid-up share capital may request the Board of Directors, by way of an application, to disclose at the AGM the amounts paid to each member of the Board or to the management as well as any benefit acquired by such persons from any cause or through any contract, during the last two years. The Board of Directors may decline to provide such information citing very significant material grounds, and this should be recorded in the minutes.
- (e) Shareholders representing 1/5 of the paid-up share capital may request the Board of Directors, through an application which must be submitted to the Board of Directors at least 5 days prior to the AGM, to provide the AGM with information about the course of the Bank's affairs and financial situation. The Board of Directors may decline to provide such information citing very significant material grounds, and this should be recorded in the minutes.

In the aforementioned cases the shareholders submitting requests are required to prove their shareholder's status as well as the number of shares they hold at the time of exercising their rights. A certificate to this effect from Hellenic Exchanges S.A. or verification of shareholder's status through direct electronic link between the Bank and the records held by Hellenic Exchanges S.A. may also serve as such proof.