

**EXTRAORDINARY GENERAL MEETING**

**3 November 2017, 10:00 a.m.**

**Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens**

*Should the quorum required by law not be achieved, the Extraordinary General Meeting (EGM) of the shareholders of the Bank will take place in A' Repeat Meeting on Wednesday, November 8, 2017, at 10:00 a.m. in Athens at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, without the publication of a further invitation.*

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## **1. AGENDA**

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

1. Full redemption by the Bank of the preference shares it issued and owned by the Greek State, having an aggregate nominal value of €950,125,000 and issuance by the Bank of €950,000,000 principal amount of subordinated notes, to effect the redemption in consideration for (i) €125,000 in cash and (ii) the delivery to the Greek State of €950,000,000 principal amount of subordinated notes, according to par. 1a of article 1 of Law 3723/2008. Granting authorizations to the Board of Directors.
2. Following the acquisition by the Bank of the preference shares it has issued as a result of their redemption, reduction of the share capital of the Bank by €950,125,000 through the cancellation of the redeemed preference shares it has issued and corresponding amendment to articles 5 and 6 of the articles of association of the Bank. Granting authorizations to the Board of Directors.
3. Announcement of the election of two new members of the Board of Directors.

## 2. SUMMARY OF ISSUES ON THE AGENDA

**1. Full redemption by the Bank of the preference shares it issued and owned by the Greek State, having an aggregate nominal value of €950,125,000 and issuance by the Bank of €950,000,000 principal amount of subordinated notes, to effect the redemption in consideration for (i) €125,000 in cash and (ii) the delivery to the Greek State of €950,000,000 principal amount of subordinated notes, according to par. 1a of article 1 of Law 3723/2008. Granting authorizations to the Board of Directors.**

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	2/3 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall be taken into consideration for the purposes of calculating quorum and majority.</i>	

The Bank has issued 345,500,000 preference redeemable registered shares, each having a nominal value of €2.75 and in aggregate €950,125,00, in accordance with article 1 of Law 3723/2008 (the "Preference Shares"), which have been subscribed and paid for by the Greek State according to the provisions of such law.

According to article 483 of the Regulation (EU) 575/2013 ("Regulation 575"), the Preference Shares shall cease to be computed as part of the Bank's common equity tier 1 capital (CET 1) (as defined in Regulation 575) as of 1.1.2018.

Pursuant to article 80 of Law 4484/2017, a new paragraph 1a was added to article 1 of Law 3723/2008, which provides that credit institutions may redeem the preference shares that they have issued to the Greek State in accordance with article 1 of Law 3723/2008 in consideration for cash, tier 2 capital instruments (as defined in Regulation 575) or a combination thereof, while, if the issuance of such capital instruments is opted for, they should satisfy the minimum conditions laid down in the above new paragraph. Moreover, the relevant process involves the submission of a written request to the Minister of Finance by the Bank (submitted on 27.09.2017) along with the positive opinion of the competent regulatory authority, i.e. the European Central Bank/Single Supervision Mechanism (ECB/SSM) in the present case (received on 12.10.2017), and thereafter the approval of such request pursuant to a decision of the Minister of Finance.

Having considered the above and in order to address the impact of the aforementioned cease to the regulatory own funds of the Bank, the BoD proposes that the EGM approves the following, in accordance with the new provisions of Law 3723/2008:

- (a) The full redemption of the Preference Shares from the Greek State by the Bank, in consideration for (i) €125,000 in cash, and (ii) the delivery to the Greek State of €950,000,000 principal amount of subordinated notes issuable by the Bank, as provided for in (b) below, which constitute tier 2 capital instruments, in accordance with the provisions of par. 1a of article 1 of Law 3723/2008 (the "Redemption").
- (b) The issuance of a subordinated bond loan by the Bank in accordance with Codified Law 2190/1920 and Law 3156/2003, having an aggregate principal amount of €950,000,000, divided into 9,500 notes each having a nominal value of €100,000 (the

“Notes”), which satisfy the conditions set out in par. 1a of article 1 of Law 3723/2008, and the offering of the Notes through a private placement to the Greek State for subscription by it, as provided for in the Redemption and Subscription Agreement referred to in (c) below. The Notes will be issued under the Bank’s existing medium term notes programme (the “EMTN Programme”).

- (c) The entering into the agreement provided for in par. 1a of article 1 of Law 3723/2008 between the Bank and the Greek State represented by the Minister of Finance, containing the specific terms and any necessary detail relating to the Redemption, including the issuance and delivery of the Notes to the Greek State by the Bank (the “Redemption and Subscription Agreement”).
- (d) That authority is given to the BoD with power of sub-delegation:
- to determine the specific terms of the bond loan referred to in (b) above within the framework of par. 1 of article 1 of Law, Law 3156/2003 and the EMTN Programme.
  - to proceed with any legal acts, procedural or other actions which are required, necessary or appropriate to implement and complete the Redemption, including the entering into the Redemption and Subscription Agreement.

It is noted that the above resolutions are subject to approval by the Special Meeting of the Greek State as preference shareholder of the Bank, in accordance with the applicable provisions of Codified Law 2190/1920 and Law 3723/2008.

Finally, it is noted that based on the financial statements of the first half of 2017 pro-forma for the sale of Grivalia Properties (which took place on 4.7.2017) and the completion of the Redemption and the issuance of the Notes, Eurobank’s Common Equity Tier I ratio (CET1) on a fully-loaded basis for the Basel III framework remains

unchanged at 14.4% while the total capital adequacy ratio stands at 17.1%.

Draft proposed resolution:

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

1. *Approved:*
  - (a) *the Redemption in consideration for (i) €125,000 in cash, and (ii) the delivery of the Notes to the Greek State;*
  - (b) *the issuance of the Notes; and*
  - (c) *the entering into the Redemption and Subscription Agreement.*
2. *Authorized the BoD with power of sub-delegation to proceed with any legal acts, procedural or other actions which are required, necessary or appropriate, including the execution and submission of any document, irrespective of its legal form and type, to implement and complete the resolutions and corporate actions included in this item of the agenda, indicatively, the execution of the Redemption and Subscription Agreement, the determination within the framework of Law 3723/2008 and Law 3156/2003 of the specific terms of the Notes and their issuance, as well as the adjustment of the general terms thereof in accordance with the EMTN Programme, by freely supplementing and formulating such general and specific terms at its discretion and determining any other relevant specific matter and detail.*

**2. Following the acquisition by the Bank of the preference shares it has issued as a result of their redemption, reduction of the share capital of the Bank by €950,125,000 through the cancellation of the redeemed preference shares it has issued and corresponding amendment to articles 5 and 6 of the articles of association of the Bank. Granting of authorizations to the Board of Directors.**

Required quorum:	20% of share capital
Required quorum of A' Repeat Meeting:	no minimum
Required majority:	2/3 of votes (present in person or by proxy)
<i>Note: The voting rights held by the Hellenic Financial Stability Fund shall be taken into consideration for the purposes of calculating quorum and majority.</i>	

As a result of the acquisition of the Preference Shares by the Bank, as provided for in Item 1 of the agenda, the share capital of the Bank will be reduced by an amount equal to the nominal value of the Preference Shares, that is €950,125,000, while the Preference Shares certificates will be cancelled and the articles of the Bank's Articles of Association relating to its share capital and shares will have to be amended, and the EGM is invited to approve these corporate actions.

Finally, it is noted that the reduction of the Bank's share capital as a result of the Redemption is subject to approval by the Special Meeting of the Greek State being the preference shareholder of the Bank, in accordance with the applicable provisions of Codified Law 2190/1920 and Law 3723/2008.

*Draft proposed resolution:*

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

1. *Approved the reduction of the share capital of the Bank by an amount equal to the nominal value of the Preference Shares, that is €950,125,000, the cancellation of the 345,500,000 Preference Shares in total and the amendments to articles 5 and 6 of the Articles of Association of the Bank resulting from the above reduction 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 Bank amounts to six hundred and fifty five million seven hundred ninety nine thousand six hundred and twenty nine euro and fifty cents (655,799,629.50 euro) and is divided into two billion one hundred and eighty five million nine hundred and ninety eight thousand seven hundred and sixty five (2.185.998.765) ordinary registered voting shares, each having a nominal value of thirty cents (0.30 euro)."*

*(ii) A new subparagraph 2.69 is added to paragraph 2 of article 5 as follows:*

*«2.69. Pursuant to the resolution of the Extraordinary General Meeting of the Shareholders (ordinary and preference) on 3 November 2017, the share capital was reduced by nine hundred and fifty million one hundred and twenty five thousand euro (950,125,000) through the cancellation, as a result of the redemption, of three hundred and forty five million five hundred thousand (345.500.000) preference registered shares issued by the Bank, each having a nominal value of two euro and seventy*

*five cents (2.75 euro), in accordance with paragraph 1a of article 1 of law 3723/2008.*

*Following the above reduction, the share capital of the Bank amounts to six hundred and fifty five million seven hundred ninety nine thousand six hundred and twenty nine euro and fifty cents (655,799,629.50 euro) and is divided into two billion one hundred and eighty five million nine hundred and ninety eight thousand seven hundred and sixty five (2.185.998.765) ordinary registered voting shares, each having a nominal value of thirty cents (0.30 euro)."*

*(iii) Paragraph 1 of article 6 (defining the type of the shares) is replaced as follows:*

*«1. The shares of the Bank are all registered, ordinary with voting rights, dematerialized, listed on the Athens Exchange, they are electronically registered with and monitored in the Dematerialised Securities System administered by the société anonyme "Hellenic Central Securities Depository S.A.".*

2. *Authorized the Board of Directors, with power of sub-delegation, to proceed with each act and action to implement and complete the corporate actions included in this item of the agenda.*

### **3. Announcement of the election of two new members of the Board of Directors.**

On 13.7.2017, as the Bank has already announced, Ms. Androniki Boumi was appointed as the new representative of the Greek State to Eurobank's BoD according to the provisions of L.3723/2008 (Government Gazette, Bulletin Y.O.Δ.Δ. 343 - 13.07.2017), in replacement of Ms. Christina Andreou. Subsequently, Eurobank's BoD by its decision dated 20.07.2017, integrated the new representative of the Greek State into the Bank's BoD as an additional non-executive member, according to the provisions of Law 3723/2008.

Moreover, as the Bank has also announced, further to the request dated 29.09.2017 by the Hellenic Financial Stability Funds (HFSF), the Bank's BoD by its decision dated 12.10.2017, integrated the new HFSF Representative Mr. Christoforos Koufalias into the Bank's BoD, in replacement of Mr. Kenneth Howard Prince-Wright, and decided to nominate him as non-executive member of the BoD.

More details about Ms. Boumi and Mr. Koufalias résumés are available on the Bank's website ([www.eurobank.gr](http://www.eurobank.gr)).

Finally, it is noted that the new members are subject to the assessment procedure of the Single Supervisory Mechanism of the European Central Bank, in line with the legislative and regulatory framework.

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

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

## **4. INVITATION**

**Eurobank Ergasias S.A.  
Extraordinary General Meeting of the Shareholders  
3 November 2017  
10:00 a.m.**

In accordance with company law 2190/1920 "re: Sociétés Anonymes", as currently in force, and the Articles of Association of the Bank, the Board of Directors invites the shareholders of Eurobank Ergasias S.A. to the Extraordinary General Meeting, on Friday, 3 November 2017, at 10:00 a.m., at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens.

The items on the Agenda are as follows:

1. Full redemption by the Bank of the preference shares it issued and owned by the Greek State, having an aggregate nominal value of €950,125,000 and issuance by the Bank of €950,000,000 principal amount of subordinated notes, to effect the redemption in consideration for (i) €125,000 in cash and (ii) the delivery to the Greek State of €950,000,000 principal amount of subordinated notes, according to par. 1a of article 1 of Law 3723/2008. Granting authorizations to the Board of Directors.
2. Following the acquisition by the Bank of the preference shares it has issued as a result of their redemption, reduction of the share capital of the Bank by €950,125,000 through the cancellation of the redeemed preference shares it has issued and corresponding amendment to articles 5 and 6 of the articles of association of the Bank. Granting authorizations to the Board of Directors.
3. Announcement of the election of two new members of the Board of Directors.

Should the quorum required by law not be achieved, the Extraordinary General Meeting of the shareholders of the Bank will take place in A' Repeat Meeting on Wednesday, November 8, 2017, at 10:00 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 articles 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 EXTRAORDINARY GENERAL MEETING**

The right to participate in the Extraordinary General Meeting of 3 November 2017 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 Extraordinary General Meeting («Record Date») and at the start of the fourth (4th) day before the date of the A' Repeat Extraordinary General Meeting respectively («Record Date of the Repeat Extraordinary 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 Extraordinary 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 Extraordinary 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 PARTICIPATING AND VOTING BY PROXY**

Shareholders may participate in the Extraordinary 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 Bank's Articles of Association do not provide for the possibility of participation of shareholder in the Extraordinary General Meeting by electronic means, without the shareholder being physically present at the Meeting, nor for voting by distance through electronic means or correspondence.

The appointment or revocation of the proxy should be made at least three (3) days before the date of the Extraordinary or any Repeat Extraordinary General Meeting after this 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 Investor Information Services Division at 8, Iolkou Str., 14234 N. Ionia, 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 Extraordinary or any Repeat Extraordinary General Meeting after this.

## EXTRAORDINARY GENERAL MEETING 03 NOVEMBER 2017 – INFORMATION FOR THE SHAREHOLDERS



Before the commencement of the Extraordinary 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 Extraordinary General Meeting, provided that the request is communicated to the Board at least fifteen (15) days prior to the Extraordinary General Meeting, accompanied by a justification or a draft resolution to be approved by the Extraordinary General Meeting.
  - (b) to make available to shareholders six (6) days prior to the Extraordinary 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 Extraordinary General Meeting.
2. Any shareholder may request, provided that the said request is filed with the Bank at least five (5) full days prior to the Extraordinary General Meeting, to provide the Extraordinary 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 Extraordinary General Meeting, to provide the Extraordinary 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 Extraordinary General Meeting and the draft resolutions on the items on the Agenda shall be made available in hardcopy form at the Bank's Investor Information Services Division at 8, Iolkou Str., 14234 N. Ionia (tel. +30 210-3522400), where shareholders can obtain copies.

All the above documents as well as the invitation to the Extraordinary 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, 26 October 2017

THE BOARD OF DIRECTORS

**5. BALLOT-PAPER**

**OF THE EXTRAORDINARY GENERAL MEETING OF 03 NOVEMBER 2017  
OF EUROBANK ERGASIAS S.A.**

*(and in the case of postponement or interruption of the Meeting)*

<b>ITEMS ON AGENDA</b>		<b>AGAINST</b>	<b>ABSTAIN</b>
<b>1</b>	Full redemption by the Bank of the preference shares it issued and owned by the Greek State, having an aggregate nominal value of €950,125,000 and issuance by the Bank of €950,000,000 principal amount of subordinated notes, to effect the redemption in consideration for (i) €125,000 in cash and (ii) the delivery to the Greek State of €950,000,000 principal amount of subordinated notes, according to par. 1a of article 1 of Law 3723/2008. Granting authorizations to the Board of Directors.		
<b>2</b>	Following the acquisition by the Bank of the preference shares it has issued as a result of their redemption, reduction of the share capital of the Bank by €950,125,000 through the cancellation of the redeemed preference shares it has issued and corresponding amendment to articles 5 and 6 of the articles of association of the Bank. Granting of authorizations to the Board of Directors.		
<b>3</b>	Announcement of the election of two new members of the Board of Directors.	For information	
<b>NOTE: IF YOU APPROVE THE ABOVE ITEMS, PLEASE HAND OVER THE BALLOT-PAPER AS IS (UNMARKED)</b>			

## 6. PROXY

### FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS S.A. ON 03 NOVEMBER 2017

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 <i>(completed by legal entities only)</i>	

hereby authorize, empower and direct <sup>(1), (2), (3)</sup>

- |  |   |
|--|---|
| <input type="checkbox"/> 1. Mr. <b>Nikolaos Karamouzis</b> | <input type="checkbox"/> 4. Mr. <b>Stavros Ioannou</b>      |
| <input type="checkbox"/> 2. Mr. <b>Fokion Karavias</b>     | <input type="checkbox"/> 5. Mr. <b>Theodoros Kalantonis</b> |
| <input type="checkbox"/> 3. Mrs. <b>Katerina Kallimani</b> |   |

**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.**

6. ....  
 7. ....  
 8. ....  
 9. ....

**Note: In case your proxy is any of the above (6-9) 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>(4)</sup>, acting each one separately or jointly-(for paper proxies only)<sup>(5)</sup>, at the Extraordinary General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Friday, 03 November, 2017, at 10:00 a.m, at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens, or any adjournment thereof and to vote in my name and on my behalf / in the

<sup>1</sup> Please select up to 3 proxies by marking the appropriate box 1-5 with a √ or/and add your proxies under 6-9. If more are selected, the first three will be deemed to have been appointed.  
<sup>2</sup> The proxy could be either a natural person or a legal entity.  
<sup>3</sup> Relevant information on voting by proxy is included in the Notice of the Extraordinary General Meeting.  
<sup>4</sup> Delete as appropriate.  
<sup>5</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.

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>(6)</sup>:

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

or:

	ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN
1	Full redemption by the Bank of the preference shares it issued and owned by the Greek State, having an aggregate nominal value of €950,125,000 and issuance by the Bank of €950,000,000 principal amount of subordinated notes, to effect the redemption in consideration for (i) €125,000 in cash and (ii) the delivery to the Greek State of €950,000,000 principal amount of subordinated notes, according to par. 1a of article 1 of Law 3723/2008. Granting authorizations to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Following the acquisition by the Bank of the preference shares it has issued as a result of their redemption, reduction of the share capital of the Bank by €950,125,000 through the cancellation of the redeemed preference shares it has issued and corresponding amendment to articles 5 and 6 of the articles of association of the Bank. Granting of authorizations to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Announcement of the election of two new members of the Board of Directors.	For information		

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)

<sup>6</sup> Please mark the appropriate box with a √.

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

As of 26 October 2017, 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 fifteen (15) days prior to the EGM, to include additional items on the EGM'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 thirteen (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 EGM'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 six (6) days prior to the EGM, 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 EGM. 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 five (5) days prior to the EGM, to provide the EGM 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 1/5 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 five (5) days prior to the EGM, to provide the EGM 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.