

# 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)</sup>, <sup>(2)</sup>, <sup>(3)</sup>

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

6. ....	
7. ....	
8. ....	
9. ....	
<p><b>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.</b></p>	

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 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>:

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

	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)