

Eurobank Ergasias Services and Holdings S.A.

Annual General Meeting of the Shareholders

28 July 2020

11:00 a.m.

INVITATION

In accordance with law 4548/2018 "Reform of the legislation of Sociétés Anonymes", as currently in force, and the Articles of Association of the Company, the Board of Directors invites the shareholders of Eurobank Ergasias Services and Holdings S.A. to the Annual General Meeting, on Tuesday, 28 July 2020, at 11:00 a.m., which, in view of the extraordinary circumstances and in the context of the measures employed by the State for the confrontation of the implications of the spread of the coronavirus COVID-19, will take place remotely via teleconference in real time, pursuant to Article 33 par. 2 of the Legislative Act dated 20.3.2020 which was ratified by Article 1 of L. 4683/2020 (Government Gazette A' 83/10.4.2020) and was further amended by article 4 of L. 4702/2020 (Government Gazette A' 130/03.07.2020) as well as in accordance with the provisions of article 125 of L. 4548/2018.

The items on the agenda are as follows:

1. Annual and Consolidated Financial Statements for the financial year 2019. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2019 and discharge of the Auditors for the financial year 2019.
3. Appointment of Auditors for the financial year 2020.
4. Approval of the Remuneration Policy for Directors.
5. Approval of the remuneration for the financial year 2019 and of the advance payment of the remuneration for the Directors for the financial year 2020.
6. Remuneration Report for the financial year 2019.
7. Establishment of a shares award plan for members of the management and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014, in the form of stock options rights by issuing new shares in accordance with the provisions of article 113 of law 4548/2018 and granting of authorization to the Board of Directors to adjust procedural issues and details.

8. Decrease in kind of the Company's share capital via decrease of the nominal value of each ordinary share issued by the Company by €0.0155, in order the shareholders to receive shares issued by the Cypriot subsidiary of the Company under the corporate name MAIRANUS LIMITED, registered in the Cyprus registry of companies under registration No. HE 406095 and registered office in Nicosia Cyprus, 17-19 Themistokli Dervi street, THE CITY HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc" (hereinafter the "Issuer"), of an equal amount to the amount of the share capital decrease, i.e. 1 share of the Issuer for every 12 shares of the Company held, as this ratio resulted following the application of the provisions of Article 17 of L. 4548/2018 concerning the valuation of the shares issued by the Issuer and capitalization of reserves of the Company of an amount equal to €20,400,390.19 with the increase of the nominal value of each ordinary share issued by the Company by €0.0055 for the purpose of rounding the nominal value of the shares issued by the Company at €0.22 each. Granting of authorizations and approval of the corresponding amendment to article 5 of the Company's Articles of Association. Approval and authorization to the Board of Directors to sell any fractional balances of shares issued by the Issuer so that the proceeds from the sale to be distributed to shareholders of the Company who are entitled to fractional balances of shares.

9. Amendment of article 11 of the Company's Articles of Association aiming to the provision of the option of remote participation in the General Meeting without physical presence at the venue of its convention and/or remote participation in the voting prior to the Meeting.

10. Announcement of the election of new independent non-executive members of the Board of Directors.

11. Election of members of the Audit Committee.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Company will take place in Repeat Meeting on Monday, 3 August 2020, at 11:00 a.m., also remotely via teleconference in real time, pursuant to Article 33 par. 2 of the Legislative Act dated 20.3.2020 which was ratified by Article 1 of L. 4683/2020 (Government Gazette A' 83/10.4.2020) and was further amended by article 4 of L. 4702/2020 (Government Gazette A' 130/03.07.2020) as well as in accordance with the provisions of article 125 of L. 4548/2018, without the publication of a further invitation.

In accordance with articles 121 par. 4, 124 par. 6 and 128 of law 4548/2018, the Company informs its shareholders of the following:

RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING

The right to participate in the General Meeting of 28 July 2020 has any person appearing as a shareholder of the Company 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»). The Record Date is applicable for the Repeat Meeting as well.

Proof of shareholder's capacity is verified electronically by HCSD through the Company's online connection to the DSS. Thus, 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 Annual General Meeting. Each share is entitled to one vote.

In view of the extraordinary circumstances and in the context of the measures employed by the State for the confrontation of the implications of the spread of the coronavirus COVID-19, the shareholders will participate in the aforementioned Annual General Meeting of shareholders of the Company remotely via teleconference in real time, pursuant to Article 33 par. 2 of the Legislative Act dated 20.3.2020 which was ratified by Article 1 of L. 4683/2020 (Government Gazette A' 83/10.4.2020) and was further amended by article 4 of L. 4702/2020 (Government Gazette A' 130/03.07.2020) as well as in accordance with the provisions of article 125 of law 4548/2018.

To this end, all shareholders willing to participate in the Annual General Meeting of shareholders of the Company that will take place via teleconference are kindly requested to communicate their willingness to participate the latest, where possible, by the Record Date, and, in any case, at least forty eight (48) hours before the date of the Annual General Meeting, with one of the following ways:

1. For shareholders having e-Banking credentials or credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) for their electronic authentication - identification:

By completing the electronic declaration of honor in the Single Digital Gateway of Public Administration, through the electronic application "e-Dilosi" (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-upeuthunes-deloses>), for shareholders participating in person (the shareholder being himself present in the teleconference) and the submission of the electronic declaration of honor either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

A predetermined text of declaration of honor for the participation of the shareholders of the Company in the Annual General Meeting in order to be used in the free text area of the above electronic application "e-Dilosi" is available on the Company's website (www.eurobankholdings.gr).

2. For shareholders not having e-Banking credentials nor credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) or shareholders who do not wish their authentication - identification to take place through these:

A) By completing the declaration of honor that is uploaded on the website of the Company (www.eurobankholdings.gr), the certification of the authenticity of the shareholder's signature by a public authority (indicatively including consular or police authority) and the submission of the declaration of honor to the Company either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

B) By completing the declaration of honor that is uploaded on the website of the Company (www.eurobankholdings.gr) and its signing in the presence of an employee in a branch of the société anonyme – credit institution under the corporate name "Eurobank S.A." and the submission of the declaration of honor to the Company either in electronic form to the Company's e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

It is noted that in any of the above (under 1 and 2) cases, the shareholder will have to declare the number of the DSS account (DSS Investor Account) and the number of his mobile phone so that the unique (personal) code of participation is sent to him, in order to be able to participate in the Annual General Meeting remotely via teleconference in real time. Otherwise, his participation in the Annual General Meeting will not be possible.

PROCEDURE FOR PARTICIPATING AND VOTING BY PROXY

Shareholders may participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint one (1) proxy. In cases where a shareholder owns shares of the Company 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 forty eight (48) hours before the date of the Annual General Meeting, with one of the following ways:

1. For shareholders having e-Banking credentials or credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) for their electronic authentication – identification:

By completing the electronic authorization in the Single Digital Gateway of Public Administration, through the electronic application “e-Exousiodotisi” (<https://www.gov.gr/ipiresies/polites-kai-kathemerinoteta/upeuthune-delose-kai-exousiodotese/ekdose-exousiodoteses>), and the submission of the electronic authorization either in electronic form to the Company’s e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company’s Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

A predetermined text of the authorization for the participation of a proxy in the Annual General Meeting in order to be used in the free text area of the above electronic application “e-Exoudiotisi” is available on the Company’s website (www.eurobankholdings.gr).

2. For shareholders not having e-Banking credentials nor credentials for the General Secretariat of Information Systems of the Ministry of Digital Governance (taxisnet) or shareholders who do not wish their authentication – identification and the appointment of a proxy to take place through these:

A) By completing the authorization (Proxy) that is uploaded on the website of the Company (www.eurobankholdings.gr), the certification of the authenticity of the shareholder’s signature by a public authority (indicatively including consular or police authority) and the submission of the authorization to the Company either in electronic form to the Company’s e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form at the Company’s Investor Information Services Division at 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

B) By completing the authorization (Proxy) that is uploaded on the website of the Company (www.eurobankholdings.gr) and its signing in the presence of an employee in a branch of the société anonyme – credit institution under the corporate name “Eurobank S.A.” and the submission of the authorization to the Company either in electronic form to the Company’s e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Company’s Investor Information Services Division at 8 Iolkou & Filikis Etaireias Streets, 14234 N. Ionia.

It is noted that in any of the above (under 1 and 2) cases, the shareholder will have to declare the number of the DSS account (DSS Investor Account) and the number of the mobile phone of his proxy so that the unique (personal) code of participation is sent to him, in order to participate in the Annual General Meeting remotely via teleconference in real time. Otherwise, his participation in the Annual General Meeting will not be possible.

Before the commencement of the Annual General Meeting, the proxy must disclose to the Company 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 Company or is another legal person or entity controlled by such shareholder;
- b) is a member of the Board of Directors or of the Management of the Company or of a controlling shareholder of the Company or of another legal person or entity controlled by such shareholder;
- c) is an employee or an auditor of the Company or of a controlling shareholder of the Company or of another legal person or entity controlled by such shareholder;
- d) is the spouse or a close relative (1st degree) of any natural person referred to in (a) to (c) hereinabove.

For any questions and for instructions, shareholders may contact the Company's Investor Information Services Division by email at Investorsinfo@eurobankholdings.gr or by calling +30 210-3522400 (daily between 10.00 – 16.00).

MINORITY SHAREHOLDERS' RIGHTS

1. Shareholders representing 1/20 of the paid-up share capital of the Company 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) the disclosure by the Board at the Annual General Meeting of the amounts paid to each member of the Board or to the management as well as of any benefits acquired by such persons from any cause or through any contract, during the last two (2) years, provided that the request is filed with the Company at least five (5) full days prior to the Annual General Meeting.
2. Any shareholder may request, provided that the said request is filed with the Company 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 Company, insofar as such information is relevant to the items on the agenda.
3. Shareholders representing 1/10 of the paid-up capital of the Company may request, provided that the said request is filed with the Company 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 Company.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the website of the Company (www.eurobankholdings.gr).

AVAILABLE DOCUMENTS AND INFORMATION

The documents to be submitted to the Annual General Meeting, the present Invitation, the total number of existing shares and voting rights, the proxies and the draft resolutions/comments of the Board of Directors on each item of the Agenda shall be made available in electronic form on the website of the Company (www.eurobankholdings.gr) and in hardcopy form either at the Company's Investor Information Services Division, 8, Iolkou Str., 14234 N. Ionia (tel. +30 210-3522400) either at the Company's offices, 8, Othonos Str., 105 57 Athens, where shareholders can obtain copies.

Athens, 7 July 2020

THE BOARD OF DIRECTORS