

Tuesday, July 28, 2020

ANNOUNCEMENT

Resolutions of the Annual General Meeting of 28.07.2020

Eurobank Ergasias Services and Holdings S.A. (Eurobank Holdings or Company) announces the following:

In the Annual General Meeting of the shareholders of Eurobank Holdings held on 28.07.2020 at 11:00 a.m., remotely via teleconference in real time, participated shareholders representing 2,577,789,874 shares of Eurobank Holdings and in particular:

(i) for items 1-6 and 11 on the agenda, as these are referred to in the invitation dated 07.07.2020, the attending shareholders represent 69.06% of the paid up share capital with voting rights on the respective agenda items. It is noted that, according to Law 3864/2010, as in force, for the calculation of the percentages of quorum and majority of the specific items on the agenda, the 52,080,673 shares of Eurobank Holdings held by the Hellenic Financial Stability Fund (HFSF) are not included; and

(ii) for items 7-9 on the agenda, as these are referred to in the invitation dated 07.07.2020, the attending shareholders represent 69.50% of the paid up share capital with voting rights on the respective agenda item. It is noted that, according to Law 3864/2010, as in force, for the calculation of the percentages of quorum and majority of the specific items on the agenda, the 52,080,673 shares of Eurobank held by the HFSF are included.

In respect to the items on the agenda, the General Meeting:

1. Approved the Annual and Consolidated Financial Statements for the financial year 2019, as well as the relevant Directors' and Auditors' Reports.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,506,696,337 (99.25% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,506,646,337
 - Against: 50,000
- Abstain: 19,012,864

2. Approved the overall management for the financial year 2019 as well as the discharge of the Auditors for the financial year 2019.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,505,026,772 (99.18% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,474,568,743
 - Against: 30,458,029
- Abstain: 20,682,429

3. Approved the appointment of the firm "KPMG Certified Auditors S.A." (KPMG) as statutory auditor for the Annual and Consolidated Financial Statements of Eurobank Holdings for the financial year 2020 as well as KPMG's relevant fees, which will amount to €0.2 mil.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,511,799,127 (99.45% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,506,612,209
 - Against: 5,186,918
- Abstain: 13,910,074

4. Approved the Remuneration Policy for Directors of Eurobank Holdings, according to the provisions of articles 110 and 111 of I. 4548/2018.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,511,849,168 (99.45% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,509,240,226
 - Against: 2,608,942
- Abstain: 13,860,033

5. Approved the remuneration paid for the financial year 2019, as decided by the previous Annual General Meeting, and the advance payment of remuneration for the first quarter of 2020 to the non-executive Board members.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,511,849,127 (99.45% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,511,799,127
 - Against: 50,000
- Abstain: 13,860,074

6. Casted a positive vote on the Remuneration Report for the financial year 2019, in accordance with the provisions of article 112 of I. 4548/2018.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,511,849,168 (99.45% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,504,434,260
 - Against: 7,414,908
- Abstain: 13,860,033

7. (a) Approved the establishment of a five year shares award plan, starting from 2021, in the form of stock options rights by issuing new shares with a corresponding share capital increase, in accordance with the provisions of article 113 of law 4548/2018, awarded to executives (of the Management) and personnel of the Company and its affiliated companies according to article 32 of law 4308/2014. The maximum number of rights that can be approved will be 55,637,000 rights, each of which will correspond to one new share, i.e. in case all option rights are exercised up to 55,637,000 new common registered shares of the Company in total will be allocated, corresponding to 1.5% of the current paid share capital. The exercise price of each new share is equal to the nominal value of the share, i.e. €0.23.

(b) Authorized the Board of Directors of Eurobank Holdings to determine the remaining terms and conditions of the plan.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,556,274,144 (99.17% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,541,421,936
 - Against: 14,852,208
- Abstain: 21,515,730

8. (a) Approved:

(i) The decrease of the share capital in kind with the decrease in the nominal value of each ordinary share issued by the Company by €0.0155 and distribution to the shareholders of the Company of shares issued by 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, 33 Vasilissis Freiderikis street, PALAIS D'IVOIRE HOUSE, Floor 2, 1066, which shall be renamed to "Cairo Mezz Plc" (Issuer), with a value corresponding to the value of the share capital decrease, i.e. 309,096,821 common shares issued by the Issuer, each common registered share worth €0.10, at a ratio of 1 share of the Issuer for every 12 shares of the Company already held. Under the condition of prior receipt of the relevant approvals, the shares of the Issuer are expected to be listed on the Alternative Market (ENA) of the Athens Stock Exchange.

(ii) The capitalization of taxed reserves amounting to €20,400,390.19 for the purpose of rounding the new nominal value of each ordinary share issued by the Company.

(iii) The liquidation of any fractional rights of the shares issued by the Issuer, through ENA, so that the proceeds from the sale are distributed to the shareholders of the Company entitled to fractional rights due to the aforementioned ratio.

(iv) The amendment of article 5 of the articles of association of the Company in order to reflect the share capital decrease along with the capitalization of reserves.

(b) Authorized the Board of Directors of Eurobank Holdings to proceed to all necessary actions for the completion of the abovementioned.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,563,929,474 (99.46% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,563,879,474
 - Against: 50,000

- Abstain: 13,860,400

9. Approved the 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.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,563,929,841 (99.46% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,563,929,441
 - Against: 400
- Abstain: 13,860,033

10. Approved the appointment of the independent non-executive members of the Board of Directors Mr. Rajeev Kakar and Ms. Irene Rouvitha Panou as members of the Audit Committee.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,511,691,168 (99.44% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,465,969,909
 - Against: 45,721,259
- Abstain: 14,018,033