

Friday, November 3, 2017

## **ANNOUNCEMENT**

### **Resolutions of the Extraordinary General Meeting of the Shareholders of 3.11.2017**

Eurobank Ergasias S.A. (Bank) announces the following:

The Extraordinary General Meeting of the Bank's shareholders held on November 3, 2017, was attended by shareholders representing 1,347,192,355 shares out of 2,185,998,765 shares, corresponding to 61.63% of the paid up share capital with voting rights on the items of the agenda. It is noted that for the calculation of the percentages of quorum and majority of the General Meeting, the 52,080,673 shares of the Bank held by the Hellenic Financial Stability Fund are included. In respect to the items on the agenda, as referred to on the invitation dated 26.10.2017, the Extraordinary General Meeting:

1. Approved:
  - i. The full redemption by the Bank of the 345,500,000 preference registered shares, which have been issued by the Bank in accordance with Article 1 of I.3723/2008 and are owned by the Greek State, having an aggregate principal amount of €950,125,000 (Preference Shares), 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, which constitute tier 2 capital instruments, in accordance with the provisions of par. 1a of article 1 of I.3723/2008.
  - ii. The issuance of a subordinated bond loan by the Bank in accordance with c.l.2190/1920 and I.3156/2003, having an aggregate principal amount of €950,000,000, divided into 9,500 notes each having a nominal value of €100,000, which satisfy the conditions set out in par. 1a of article 1 of I.3723/2008, and the offering of the notes through a private placement to the Greek State for subscription by it.
  - iii. The entering into the agreement provided for in par. 1a of article 1 of I.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 above redemption as well as to the issuance and delivery of the above notes.

For the same item, the Extraordinary General Meeting authorized the BoD, with power of sub-delegation, to determine the specific terms of the notes and of their issuance and to proceed with any legal acts, procedural or other actions which are required, necessary or appropriate to implement and complete the resolutions and corporate actions included in this item of the agenda.

The voting results on the said item were as follows:

- Number of shares for valid votes given: 1,347,192,355 (61.63%) of the share capital with voting rights on the items of the agenda, out of which:
  - For: 1,338,918,314
  - Against: 33,653
- Abstain: 8,240,388

2. 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 relevant amendment of articles 5 and 6 of the Articles of Association of the Bank and authorized the BoD, with power of sub-delegation, to proceed with any act and action to implement and complete the corporate actions included in this item of the agenda.

The voting results on the said item were as follows:

- Number of shares for valid votes given: 1,347,192,355 (61.63%) of the share capital with voting rights on the items of the agenda, out of which:
  - For: 1,338,918,314
  - Against: 33,653
- Abstain: 8,240,388