

**Eurobank Ergasias S.A.**  
**General Meeting of the Shareholders**  
**5 April 2019**  
**1:00 p.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 Bank, the Board of Directors invites the shareholders of Eurobank Ergasias S.A. to a General Meeting, on Friday, 5 April 2019, at 1:00 p.m., at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, Athens.

The items on the Agenda are as follows:

1. Merger of "Eurobank Ergasias S.A." with "GRIVALIA PROPERTIES Real Estate Investment Company" by absorption of latter by the former and approval of the Draft Merger Agreement. Increase of the share capital as a result of the merger, including increase due to capitalization of amount derived from taxed profits for rounding reasons of the nominal value of the share. Respective amendment of article 5 of the Articles of Association. Authorization to the Board of Directors to immediately sell any fractional balances that might result from the aforementioned increase and return to the beneficiaries the proceeds of the sale.
2. Announcement a) of the election of new member of the Board of Directors in replacement of a resigned member and b) of the change of the status of an existing independent member of the Board of Directors.
3. Increase of the number of the members of the Board of Directors. Appointment of new member of the Board of Directors and his designation as independent non-executive member and member of the Audit Committee.

Should the quorum required by law not be achieved, the General Meeting of the shareholders of the Bank will take place in Repeat Meeting on Thursday, April 11, 2019, at 1:00 p.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 121 par. 4, 124 par. 6 and 128 of law 4548/2018, the Bank informs its shareholders of the following:

**RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING**

The right to participate in the General Meeting of 5 April 2019 has any person appearing as a shareholder 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 General Meeting («Record Date»). The aforementioned record date is applicable for the Repeat Meeting as well.

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 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 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 General Meeting. Each share is entitled to one vote.

### **PROCEDURE FOR PARTICIPATING AND VOTING BY PROXY**

Shareholders may participate in the General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) 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 shareholders in the 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 forty eight (48) hours before the date of the General Meeting, with one of the two following ways:

a) By electronic means, 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 forty eight (48) hours before the date of the General Meeting.

Before the commencement of the 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 General Meeting, provided that the request is communicated to the Board at least fifteen (15) days prior to the General Meeting, accompanied by a justification or a draft resolution to be approved by the General Meeting.
  - (b) to make available to shareholders six (6) days prior to the 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 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 General Meeting, to provide the General Meeting with the information regarding the affairs of the Bank, insofar as such information is relevant to the items on the agenda.
3. Shareholders representing 1/10 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 General Meeting, to provide the 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 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 General Meeting, the number of existing shares and voting rights 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, 12 March 2019

THE BOARD OF DIRECTORS