

**ANNOUNCEMENT****Resolutions of the Extraordinary General Meeting of the Shareholders and of the Board of Directors of 05.04.2019**

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

- A.** The Extraordinary General Meeting of the Bank's Shareholders held on 05.04.2019 was attended by shareholders representing 1,474,786,007 shares of the Bank and in particular:
- (i) for the first item on the agenda, as referred to in the invitation dated 12.03.2019, the attended shareholders represent 67.47% 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 item on the agenda, the 52,080,673 shares of the Bank held by the Hellenic Financial Stability Fund (HFSF) are included; and
  - (ii) for the third item on the agenda, as referred to in the invitation dated 12.03.2019, the attended shareholders represent 66.67% 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 item on the agenda, the 52,080,673 shares of the Bank held by the HFSF are not included.

In respect of the items on the agenda the General Meeting, resolved the following:

1. (a) The approval of the merger of the Bank with GRIVALIA PROPERTIES Real Estate Investment Company (Grivalia) by absorption of the latter by the former.
  - (b) The approval of the Draft Merger Agreement, as it was approved by the Board of Directors of the merging companies.
  - (c) The granting of authorization to senior executives of the Bank to proceed to any action necessary for the completion of the merger.
  - (d) The increase of the share capital of the Bank:
    - by €164,848,663.17, which corresponds to the share capital of Grivalia; and
    - by €32,458,933.29, derived from taxed profits for rounding reasons of the nominal value of the new common share of the Bank, which is amended from €0.30 to €0.23.
- Following the above increases, Eurobank's total share capital will amount to €853,107,225.96 divided into 3,709,161,852 common voting shares of nominal value of €0.23 each.
- (e) The relevant amendment of article 5 of the Bank's Articles of Association.
- (f) The granting of authorization to the Board of Directors (BoD) to arrange for the procedural issues and technical details for the issuance and listing of the new shares and to immediately liquidate the shares that are formed from the sum of fractional balances that may result from the above increase and distribute the proceeds from the sale to the beneficiary shareholders.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 1,461,289,721 (66.85% of the share capital with voting rights on this particular item of the agenda), out of which:
  - For: 1,461,289,721
  - Against: 0
- Abstain: 13,496,286

2. Approved:

- a) the appointment of Mr. Nikolaos Bertzos as new independent non-executive member of the Bank's Board of Directors, whose term of office expires concurrently with the term of office of the other Board members and more specifically on 10.07.2021, prolonged until the end of the period the Annual General Meeting for the year 2021 will take place.
- b) the appointment of Mr. Nikolaos Bertzos as member of the Audit Committee, whose term of office expires concurrently with the term of office of the other members of the Audit Committee and more specifically on 10.07.2021, prolonged until the end of the period the Annual General Meeting for the year 2021 will take place.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 1,409,209,048 (66.04% of the share capital with voting rights on this particular item of the agenda), out of which:
  - For: 1,409,209,048
  - Against: 0
- Abstain: 13,496,286

**B.** The Board of Directors of the Bank, at its meeting of 05 April 2019, decided on its constitution, on the appointment of the Chief Executive Officer (CEO) and the Deputy Chief Executive Officers (Deputy CEOs) and on the determination of its executive and non-executive Directors, as follows:

1. George P. Zantias, Chairman, non-executive Director
2. George K. Chryssikos, Vice-Chairman, non-executive Director
3. Fokion C. Karavias, CEO, executive Director
4. Stavros E. Ioannou, Deputy CEO, executive Director
5. Theodoros A. Kalantonis, Deputy CEO, executive Director
6. Konstantinos V. Vassiliou, Deputy CEO, executive Director
7. Bradley Paul L. Martin, non-executive Director
8. Nikolaos A. Bertzos, independent non-executive Director
9. Richard P. Boucher, independent non-executive Director
10. Rajeev Kakar, independent non-executive Director
11. Jawaid A. Mirza, independent non-executive Director
12. George E. Myhal, independent non-executive Director
13. Aikaterini K. Beritsi, Representative of the HFSF, non-executive Director