

ANNUAL GENERAL MEETING
Wednesday, 24 July 2019, 10:00 a.m.
Hotel Grande Bretagne,
1 Vassileos Georgiou A' Str.,
Syntagma Square,
Athens

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Bank will take place in Repeat Meeting on Tuesday, July 30, 2019, at 10:00 a.m. in Athens at Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, without the publication of a further invitation.

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1. AGENDA ITEMS

The Board of Directors invites Eurobank Ergasias S.A. shareholders to decide upon the following issues on the agenda:

1. Annual and Consolidated Financial Statements for the financial year 2018. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2018 and discharge of the Auditors for the financial year 2018.
3. Appointment of Auditors for the financial year 2019.
4. Approval of the Remuneration Policy for Directors and General Managers.
5. Approval of the remuneration for the financial year 2018 and of the remuneration to be paid for the financial year 2019 for the Directors.

2. SUMMARY OF ISSUES ON THE AGENDA

1. Annual and Consolidated Financial Statements for the financial year 2018. Directors' and Auditors' Reports.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

The Board of Directors (or Board or BoD) proposes to the Annual General meeting (AGM) the approval of the Annual and Consolidated Financial Statements for the financial year 2018.

The aforementioned financial statements consist of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Cash Flow Statement, the Changes in Equity Statement and the Notes to the financial statements. The aforementioned financial statements and the Directors' Report were approved by the BoD on 29.03.2019.

The said financial statements, the Directors' Report and the Auditors' Report for the financial year 2018 are available to the shareholders on the Bank's website www.eurobank.gr.

In addition, the relevant presentation and press release are also available on the Bank's website.

Finally it is noted that based on the 2018 results in combination with the article 159 of I. 4548/2018, the distribution of dividends to shareholders is not permitted.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the Annual and Consolidated Financial Statements for the financial year 2018, as well as the Directors' and Auditors' Reports.

2. Approval of the overall management for the financial year 2018 and discharge of the Auditors for the financial year 2018.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

The BoD recommends to the AGM the approval of the overall management for the financial year 2018, in accordance with the provisions of article 108 of I. 4548/2018, as well as the discharge of the Auditors according to the provisions of article 117 of I. 4548/2018

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved the overall management for the financial year 2018 as well as the discharge of the Auditors.

3. Appointment of Auditors for the financial year 2019.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

On Audit Committee's proposal, the BoD recommends to the AGM the reappointment of KPMG Certified Auditors S.A. (KPMG) as the statutory auditor for the Annual and Consolidated Financial Statements of the Bank for the financial year 2019.

KPMG intends to assign the statutory audit to its member, Mr. Charalampos Sirounis (SOEL Reg. No 19071), as statutory auditor and its member Mr. Nikolaos Vouniseas (SOEL Reg. No18701) as his substitute, in case of impediment of the statutory auditor.

Finally, it is recommended to the AGM the KPMG's relevant fees for the audit of the Annual and Consolidated Financial Statements of the Bank for the financial year 2019 to amount to €1.1m.

The total fees paid to KPMG for audit and other services rendered during the financial year 2018, are analyzed in note 45 of the 2018 Annual Financial Statements of the Bank, according to the provisions of art. 29 of I. 4308/2014.

Draft proposed resolution:

The AGM, with a majority exceeding the minimum required by the law, approved:

- a) the appointment of the firm KPMG Certified Auditors S.A. (KPMG) as statutory auditor for the Annual and Consolidated Financial Statements of the Bank for the financial year 2019 and*
- b) KPMG's relevant fees for the audit of the Annual and Consolidated Financial Statements of the Bank for the financial year 2019 to amount to €1.1m.*

4. Approval of the Remuneration Policy for Directors and General Managers.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

On the proposal of the Remuneration Committee, the BoD recommends to the AGM to approve the Remuneration Policy for Directors and General Managers, pursuant to the provisions in articles 110 and 111 of I. 4548/2018).

Draft of this Policy is available in the Bank's website www.eurobank.gr.

Draft proposed resolution:

The AGM approved, with a majority exceeding the minimum required by the law, the Remuneration Policy for Directors and General Managers of the Bank, according to the provisions of articles 110 and 111 of I. 4548/2018.

5. Approval of the remuneration for the financial year 2018 and of the remuneration to be paid for the financial year 2019 for the Directors.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Note: The voting rights held by the Hellenic Financial Stability Fund (HFSF) shall not be taken into consideration for the purposes of calculating quorum and majority.

Board's proposal/comment on the above agenda item:

Following the recommendation by the Remuneration Committee, the Board of Directors proposes to the AGM to approve:

3. DOCUMENTS SUBMITTED TO THE GENERAL MEETING

The following documents have been made available to the website of the Bank www.eurobank.gr:

- The Annual Financial Report for the year 2018
- The Remuneration Policy for Directors and General Managers

All items on the agenda of the Annual General Meeting are analyzed in section 2. «SUMMARY OF ISSUES ON THE AGENDA».

4. INVITATION

Eurobank Ergasias S.A.
Annual General Meeting of the Shareholders
24 July 2019
10:00 a.m.

INVITATION

In accordance with L. 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 the Annual General Meeting, on Wednesday, 24 July 2019, at 10:00 a.m., at the Hotel Grande Bretagne, 1 Vassileos Georgiou A' Str., Syntagma Square, Athens.

The items on the Agenda are as follows:

1. Annual and Consolidated Financial Statements for the financial year 2018. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2018 and discharge of the Auditors for the financial year 2018.
3. Appointment of Auditors for the financial year 2019.
4. Approval of the Remuneration Policy for Directors and General Managers.
5. Approval of the remuneration for the financial year 2018 and of the remuneration to be paid for the financial year 2019 for the Directors.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Bank will take place in Repeat Meeting on Tuesday, July 30, 2019, at 10:00 a.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 L. 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 Annual General Meeting of 24 July 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 Annual 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 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.

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 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 Annual 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 Annual 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).
- 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), 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 Annual General Meeting.

Before the commencement of the Annual 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 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) to disclose at the Annual General Meeting the amounts paid to each member of the Board or to the management as well as any benefit 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 Bank 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 Bank 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 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 Annual General Meeting, to provide the Annual 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).

AVAILABLE DOCUMENTS AND INFORMATION

The full text of the documents to be submitted to the Annual General Meeting and the draft resolutions/comments of the Board of Directors 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).

Athens, 28 June 2019

THE BOARD OF DIRECTORS

5. BALLOT-PAPER

OF THE ANNUAL GENERAL MEETING OF 24 JULY 2019 OF EUROBANK ERGASIAS S.A.
(and in the case of postponement or interruption of the Meeting)

ITEMS ON AGENDA		AGAINST	ABSTAIN
1	Annual and Consolidated Financial Statements for the financial year 2018. Directors' and Auditors' Reports.		
2	Approval of the overall management for the financial year 2018 and discharge of the Auditors for the financial year 2018.		
3	Appointment of Auditors for the financial year 2019.		
4	Approval of the Remuneration Policy for Directors and General Managers.		
5	Approval of the remuneration for the financial year 2018 and of the remuneration to be paid for the financial year 2019 for the Directors.		
NOTE: IF YOU APPROVE THE ABOVE ITEMS, PLEASE HAND OVER THE BALLOT-PAPER AS IS (UNMARKED)			

6. PROXY

FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS S.A. ON 24 JULY 2019

The undersigned Shareholder of Eurobank Ergasias S.A.

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
Telephone number	
Number of shares/voting rights	
DSS Investor Share	
DSS Securities Account	
Operator	
Name of the legal entity's representative who signs the form (completed by legal entities only)	

hereby authorize, empower and direct ⁽¹⁾, ⁽²⁾, ⁽³⁾

<input type="checkbox"/> 1. Mr. G. Zanias	<input type="checkbox"/> 2. Mr. F. Karavias
<input type="checkbox"/> 3. Mr. S. Ioannou	<input type="checkbox"/> 4. Mr. Th. Kalantonis
<input type="checkbox"/> 5. Mr. K. Vassiliou	<input type="checkbox"/> 6. Ms. K. Kallimani

Note: The above are directors and officers of the Bank. In case your proxy is any of the above and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

7.

8.

9.

Note: In case your proxy is any of the above (7-9) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Bank and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

to represent me / the Legal Entity ⁽⁴⁾, acting each one separately or jointly-(for paper proxies only)⁽⁵⁾, at the Annual General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Wednesday, 24 July, 2019, at 10:00 a.m, at the Hotel Grande Bretagne, 1 Vassileos Georgiou A' Str., Syntagma Square, Athens, or any adjournment thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity ⁽⁴⁾, for all / [Note number] voting rights owned by me / the Legal Entity ⁽⁴⁾ on the Record Date, taking any and all necessary actions as follows ⁽⁶⁾:

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or:

	ITEMS ON THE AGENDA	FOR	AGAINST	ABSTAIN
1	Annual and Consolidated Financial Statements for the financial year 2018. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the overall management for the financial year 2018 and discharge of the Auditors for the financial year 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of Auditors for the financial year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the Remuneration Policy for Directors and General Managers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of the remuneration for the financial year 2018 and of the remuneration to be paid for the financial year 2019 for the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any revocation of this proxy will be valid if it has been notified to your Bank, either in writing or electronically (via e-General Meeting) at least forty eight (48) hours before the relevant date of the Annual General Meeting.

Place and date:

(name/surname)

(signature)

¹ Please select up to three (3) proxies by marking the appropriate box 1-6 with a ✓ or/and add your proxies under 7-9. If more are selected, the first three will be deemed to have been appointed.

² The proxy could be either a natural person or a legal entity.

³ Relevant information on voting by proxy is included in the Notice of the Annual General Meeting.

⁴ Delete as appropriate.

⁵ If you choose just one way, please delete as appropriate. In case more than one proxies are appointed capable to act in both ways (separately or jointly), and more than one has come to attend the Annual General Meeting, priority is given to the proxy appearing in the General Meeting first.

⁶ Please mark the appropriate box with a ✓.

7. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at 28 June 2019, the total number of Eurobank Ergasias S.A. shares amounts to 3,709,161,852 listed, electronic, voting, ordinary registered shares.

8. MINORITY SHAREHOLDERS' RIGHTS

(a) At the request of shareholders, representing 1/20 of the paid up capital, the Board of Directors is obliged to include additional items on the agenda of the General Assembly that has already been convened, if the relevant application is submitted to the Board of Directors at least 15 days before the General Assembly. Additional matters must be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 of Law 4548/2018 at least 7 days before the General Assembly. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Assembly and the revised agenda is published in the same manner as the previous agenda, 13 days before the date of the General Assembly and at the same time it is made available to the shareholders on the company's website together with the justification or the draft resolution submitted by the shareholders according to the provisions of paragraph 4 of article 123 of law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Assembly in accordance with paragraph 5 of article 141 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of this paragraph at the expense of the company. The Board of Directors is not obliged to include items on the agenda or to publish or disclose them together with the justification or the draft resolution submitted by the shareholders if their content appears to be contrary to law or morality.

(b) Shareholders representing 1/20 of the paid-up capital have the right to submit draft decisions on items included in the initial or revised general agenda of the General Assembly. The relevant application must be submitted to the Board of Directors at least 7 days before the date of the General Assembly, while the draft decisions are made available to the shareholders according to the provisions of paragraph 3 of Article 123 of Law 4548/2018 at least 6 days before the date of the General Assembly. The Board of Directors is not required to publish or notify draft decisions submitted by shareholders if their content appears to be contrary to law or morality.

(c) At the request of any shareholder, that is filed with the company at least 5 full days before the General Assembly, the Board of Directors is obliged to provide to the General Assembly the specific information requested for the company's affairs insofar as they are relevant to the items on the agenda. The obligation to provide information does not exist when the relevant information is already available on the company's website, in particular in the form of questions and answers. Idem, the Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph the Board of Directors can respond once to shareholders' requests with the same content. Any doubts as to whether or not the reasoning for refusal by the Board of Directors to provide information is valid are settled by the court by a decision given in the interim proceedings. By the same decision the court also obliges the company to provide the information that it refused. The decision is not challenged by legal remedies.

(d) At the request of a shareholder or shareholders representing 1/20 of the paid-up capital, the chairman of the meeting shall postpone the decision-making of the General Assembly on all or certain matters, defining the resumption day of the meeting, as specified in the shareholders' request, which may not be more than 20 days from the date of postponement. The meeting of the General Assembly that follows a postponed one is a continuation of the previous one and does not require the resumption of the publication formalities of the invitation of the shareholders. New shareholders may participate in this meeting, subject to the relevant participation formalities in accordance with the provisions of paragraph 6 of Article 124 of Law 4548/2018 apply.

(e) At the request of shareholders, representing 1/20 of the paid up capital, that is filed with company at least 5 full days before the General Assembly, the Board of Directors is obliged to notify to the General Assembly, if it is annual, the amounts that have been paid to each member of the Board during the last two years or the managers of the company, as well as any benefit to such persons from any cause or contract of the company with them.

(f) At the request of shareholders, representing 1/10 of the paid up capital, that is filed with the company at least 5 full days before the General Assembly, the BoD is obliged to provide to the General Assembly information on the course of corporate affairs and the assets of the company. The Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph the Board of Directors can respond once to shareholders with the same content. Any doubts as to whether or not the reasoning for refusal by the Board of Directors is valid, provision of information is settled by the court by a decision given in the interim proceedings. By the same decision the court also obliges the company to provide the information that it refused. The decision is not challenged by legal remedies.

In the above mentioned cases, the requesting shareholders must prove their shareholding status and the number of shares they hold in the exercise of the relevant right. Proof of shareholding may be provided by any legal instrument and, in all cases, on the basis of information received by the company from the central securities depository.