

**Explanatory Directors' Report of EFG Eurobank Ergasias S.A.
for the financial year 2006 in accordance with article 11a I. 3371/2005**

1. Bank's share capital structure

As stated in the Directors' Report for the annual entity and consolidated financial statements of the year 2006, the Bank's share capital amounts to € 1,264,520,756.40 divided into 383,188,108 shares, of a nominal value of € 3.30 each. All shares are common, registered, with voting right, listed for trading on the Athens Exchange and have all rights and obligations set by law.

2. The significant direct and indirect participations according to p.d. 51/1992 with a percentage holding more than 5% of the total number of Bank's shares

As stated in the note 43 of the consolidated financial statements of the year 2006, the Bank is controlled by EFG Group, the ultimate parent company of which is EFG Bank European Financial Group (banking institution based in Switzerland), holding 41% of the share capital. The remaining 59% of the Bank's share capital is held widely by the public. All the voting power at general meetings of EFG Bank European Financial Group is held by the Latsis family, which is the final party controlling the Group.

3. Board of Director's competency for the issue of new shares or the acquisition of treasury shares

In accordance with the provisions of article 13 par. 9 of c.l. 2190/1920 and as stated in note 32 of the consolidated financial statements of the year 2006, the Board of Directors is competent, in the framework of the existing stock option programs in favour of the Group's directors, executive management and staff, to decide for the issue of new shares to the beneficiaries, who have exercised their rights, and to increase accordingly the Bank's share capital.

The Board of Directors is not competent to issue new shares in other cases (whether due to share capital increase or due to issue of loans with bonds convertible into shares). For the acquisition of treasury shares the Board of Directors' competency does not differ from the provisions of article 16 of c.l. 2190/1920. The members of the Board of Directors are not competent to issue new shares or to acquire treasury shares.

4. Other information regarding article 11a I. 3371/2005

The transfer of the Bank's shares takes place according to law and there are no restrictions thereto according to the Articles of the Association.

There are no Bank's shares providing their holders with special controlling rights.

There are no restrictions to the voting rights according to the Articles of the Association. The Bank is not aware of any shareholders' agreements resulting in restrictions in the transfer of its shares or in the exercise of the voting rights deriving from its shares.

The rules of the Bank's Articles of Association for the appointment and the replacement of the Members of its Board of Directors and the amendments of its articles do not differ from the provisions of the c.l. 2190/1920.

In case of change in the control of the Bank following a public offer there are no significant agreements that enter into force, amend or expire.

There are no special agreements between the Bank and the Members of the Board of Directors or the staff providing for the payment of compensation in particular in the event of resignation or groundless dismissal or termination of their term of office or employment as a result of a public offer.

The Board of Directors