EUROBANK ERGASIAS S.A. (the "Bank")

INCREASE OF THE SHARE CAPITAL OF THE BANK THROUGH PAYMENT IN CASH AND/OR CONTRIBUTION IN KIND AND ABROGATION OF PREEMPTION RIGHTS

Report of the Board of Directors to the extraordinary General Meeting of the Bank's shareholders to be held on 16 November 2015 (as well as to each repetitive or postponed session) in accordance with article 13, par. 10 of C.L. 2190/1920, article 9, par. 1 of Law 3016/2002 and par. 4.1.4.1.1 and 4.1.4.1.2, case (3) of the Regulation of the Athens Exchange

1. At its session held on 3 November 2015, the Board of Directors of the Bank (the "Board") resolved to convene an extraordinary general meeting of the Bank's shareholders (the "EGM") to discuss and take a decision on the following items of the agenda:

Item 1: Decrease of the ordinary share capital of the Bank with concurrent (i) increase of the nominal value of each existing ordinary registered share of the Bank and decrease of the total number thereof with reverse split of the said shares and (ii) decrease of the nominal value of each ordinary registered share (as it will have resulted after the reverse split), for the purpose of creating a special reserve to offset losses carried forward, in accordance with article 4, par. 4(a) of C.L. 2190/1920 and in the context of the Bank's proposed share capital increase pursuant to Law 3864/2010, as amended by Law 4340/2015. Granting of authorizations to the Bank's Board of Directors. Approval of the corresponding amendment to articles 5 and 6 of the Bank's Articles of Association.

Item 2: (a) Increase of the share capital of the Bank pursuant to Law 3864/2010, as amended by Law 4340/2015, to raise up to €2,121,920,000 through payment in cash and/or contribution in kind, the issuance of new ordinary registered shares and the abrogation of the preemption rights of the Bank's existing ordinary shareholders and preference shareholder. Granting of authorisation to the Board of Directors of the Bank to determine the offer price of the new shares of the Bank, the total amount of capital to be raised, the exact number of new shares to be issued, the allocation thereof and the other terms of the capital increase, in each case in accordance with the applicable provisions of article 7 of Law 3864/2010, as amended by Law 4340/2015, and article 13 of C.L. 2190/1920. Approval of the corresponding amendment to articles 5 and 6 of the Bank's Articles of Association.

(b) Granting of authorisation to the Board of Directors of the Bank to approve the issuance of up to €1,338 million principal amount of contingent convertible securities ("CoCos") to the Hellenic Financial Stability Fund pursuant to Law 3864/2010, as amended by Law 4340/2015, through payment in cash and/or contribution in kind and the abrogation of the preemption rights of the Bank's other ordinary shareholders and preference shareholder. Granting of authorisation to the Board of Directors of the Bank to determine the total amount of capital to be finally raised through the issuance of CoCos and the specific terms thereof, in each case in accordance with the applicable provisions of article 7 of Law 3864/2010, as amended by Law 4340/2015, article 3a of C.L. 2190/1920, the Cabinet Act 36/02.11.2015 and, additionally, Law 3156/2003.

2. The Board submits this single report (the "Report") to the EGM, in accordance with article 13, par. 10 of C.L. 2190/1920, article 9, par. 1 of Law 3016/2002 and par. 4.1.4.1.1 and 4.1.4.1.2, case (3) of the Regulation of the Athens Exchange, and informs its shareholders of the following matters:

A. Use of proceeds from the previous share capital increase made through payment in cash

The last increase of the Bank's share capital through payment in cash was effected pursuant to a relevant resolution passed by the extraordinary general meeting of its shareholders held on 12 April 2014. The total proceeds raised from such increase amounted to €2,864 million and were fully used within the period ended on 30.6.2014, in accordance with the purpose thereof set out in the prospectus dated 17.4.2014, as follows: a) €116.7 million were used for expenses of the share capital increase and b) € 2,747.3 million were used to increase the Common Equity Tier 1 capital of the Bank in the context of the baseline scenario of the stress testing conducted by the Bank of Greece for the period 2013-2016, in order for the Bank to address possible future developments regarding the risks to which it was or could be exposed, as referred into the decision 109/08.04.2014 of the Credit and Insurance Committee of the Bank of Greece.

B. Investment Plan

The share capital increase of the Bank is being proposed for the purpose of raising up to €2,121,920,000 to strengthen the capital adequacy of the Bank, after the determination of its total capital requirement (the "Capital Requirement") under the baseline and adverse scenario of the comprehensive assessment (the "Comprehensive Assessment") comprising an asset quality review and stress tests performed by the European Central Bank ("ECB") through the Single Supervisory Mechanism ("SSM") on the Greek systemic banks, pursuant to the provisions of the "Memorandum of Understanding for a three-year ESM programme" dated 19 August 2015 and entered into between the Hellenic Republic, the European Commission and the Bank of Greece (the "Memorandum"), which was ratified pursuant to Law 4336/2015. The Capital Requirement was announced by the ECB on 31.10.2015

The proposed increase of the Bank's share capital is the main action that the Bank proposed in its capital plan to be submitted to the ECB to address the Capital Requirement and is expected to complete by the end of November 2015, subject to duly and timely obtaining the required corporate, regulatory and other approvals.

C. Proposed structure and terms of the Increase

1. It is proposed that the Bank increases its share capital to raise up to €2,121,920,000, which amount includes any above par amount (the "Increase"), through payment in cash and/or contribution in kind, the abrogation of the preemption rights of its ordinary shareholders, including the Hellenic Financial Stability Fund (the "HFSF"), and its sole preference shareholder, namely the Greek State, and the issuance of new ordinary registered shares, each having a nominal value of €0.30 (the "New Shares"). The final amount to be raised pursuant to the Increase will depend upon the Capital Requirement shortfall that might be required to be covered by the HFSF through its subscription for New Shares after the Institutional Offering, the Liability Management Exercise and the potential implementation of Burden Sharing Measures (each as defined below), to the extent that such measures involve the conversion of any of the capital instruments issued by the Bank or subsidiaries of the Bank and guaranteed by it and/or other eligible obligations of the Bank or such subsidiaries into New Shares, in accordance with article 6a of Law 3864/2010, as amended by Law 4340/2015 (together, the "HFSF Law").

The number of the New Shares will be equal to the quotient of the final amount of the Increase divided by the offer price for the New Shares (as such price will be determined in the manner referred to in paragraph 3 below). The amount of the nominal increase of the Bank's share capital (the "Nominal Increase") will be equal to the product of the number of the New Shares (as such number results from the above) multiplied by the nominal value of each New Share.

2. Furthermore, it is proposed that the New Shares be offered as follows:

(a) Through a private placement (namely through a process which is not a public offer in the meaning of Law 3401/2005 and the Directive 2003/71/EC, each as in force) to "qualified investors" (in the meaning of Law 3401/2005 and the Directive 2003/71/EC, each as in force) and other qualified institutional buyers meeting certain eligibility criteria, in accordance with the exemptions and the conditions of such directive and the applicable provisions of the laws of the U.S.A. (the "Institutional Offering"). It is proposed that the Institutional Offering be made pursuant to a bookbuilding process (the "Bookbulding Process") to be organized, coordinated and implemented by a scheme of international firms led by Merrill Lynch International, HSBC Bank Plc and Mediobanca-Banca di Credito Finanziario S.p.A. (the "Joint Global Coordinators") in cooperation with a scheme of international and Greek joint bookrunners and managers. The Bank plans to start and complete the Institutional Offering prior to the EGM session. Investors participating in the Institutional Offering will be entitled to withdraw their subscriptions for New Shares in the event that the funds raised pursuant to the Institutional Offering and/or the application of the proceeds from the Liability Management Exercise towards subscribing for New Shares is less than the Bank's implied capital shortfall of €339 million identified under the baseline scenario of the Comprehensive Assessment.

(b) To eligible holders of securities issued by the Bank and its subsidiaries, ERB Hellas Funding Limited, ERB Hellas (Cayman Islands) Limited and ERB Hellas PLC, whose securities will have been finally accepted for purchase by the Bank and ERB Hellas Funding Limited, in accordance with and subject to the terms and conditions of the tender offers announced by the Bank and ERB Hellas Funding Limited on 29 October 2015, and otherwise in accordance with the terms, conditions and process determined by the Bank in relation to non-eligible holders of such securities (together the "Liability Management Exercise").

3. It is further proposed that the offer price for the New Shares (the "Offer Price") be determined pursuant to the Bookbuilding Process and cannot be lower than the nominal value of the Bank's ordinary shares resulting from the decrease of its share capital in the manner contemplated in the first item of the EGM's agenda, namely €0.30 per share. The Offer Price will be subject to the acceptance of the General Council of the HFSF, in accordance with article 7, par. 5(a) of the HFSF Law. As the Institutional Offering is planned to complete prior to the EGM session, the Bank expects that the Offer Price, if accepted by the HFSF, will be announced prior to such session.

4. If the Increase is not fully taken-up pursuant to the Institutional Offering and/or the LME and as a result the total amount of the Capital Requirement is not fully covered, the following will apply:

(a) After the amount of the Capital Requirement shortfall and the number of any unsubscribed New Shares (the "Unsubscribed Shares") have been determined and burden sharing measures set forth in article 6a of the HFSF Law have been ordered in accordance with the terms and conditions set forth therein (the "Burden Sharing Measures"), the Unsubscribed Shares will be allocated as follows:

(i) If the Burden Sharing Measures consist in the conversion into new ordinary shares in the Bank of any of the capital instruments issued by the Bank or subsidiaries of the Bank and guaranteed by it and/or other eligible obligations of the Bank or such subsidiaries, as specified in article 6a, par. 2(c) of the HFSF Law, the Unsubscribed Shares will be allocated in priority to the persons who are affected by these Burden Sharing Measures, in accordance with the terms of the Cabinet Act ordering such measures and issuable pursuant to 6a, par. 4 of the HFSF Law.

(ii) If, notwithstanding (i) above, the Capital Requirement shortfall is not fully covered, a portion of the remaining Unsubscribed Shares will be allocated to the HFSF at the Offer Price in exchange for cash and/or contribution in kind of securities issued by the European Stability Mechanism ("ESM") and owned by the HFSF. The proportion of the remaining Unsubscribed Shares that will be allocated to the HFSF will be determined in accordance with the Cabinet Act 36/02.11.2015 (the "Cabinet Act 36").

(b) If no Burden Sharing Measures have been ordered in accordance with article 6a, par. 5 of the HFSF Law, a portion of any Unsubscribed Shares will be allocated to the HFSF at the Offer Price in exchange for contribution in cash and/or in kind of securities issued by the ESM and owned by the HFSF. The proportion of the remaining Unsubscribed Shares that will be allocated to the HFSF will be determined in accordance with the Cabinet Act 36.

In the circumstances described in subpar. (a)(ii) or (b) above, the Bank's share capital will be increased up to the final amount at which the Increase is covered through the issuance of New Shares, in accordance with article 13a of C.L. 2190/1920.

5. Having regard to the above proposed terms of the Increase, it is proposed that the Board be authorized to (i) determine the final amount to be raised through the Increase and the amount of the Nominal Increase, the Offer Price and the number of the New Shares, (ii) further specify and finalise the other terms of the Increase, such as, indicatively, the number, the rules and the allocation criteria of the New Shares to the participants in the Institutional Offering and the LME, as well as to determine the deadline to cover the Increase within the limits set forth in article 11 of C.L. 2190/1920, to approve the conclusion of all necessary or required legal acts, the listing and admission to trading of the New Shares on the Athens Exchange, and, in general, to take any other action to implement the resolutions of the EGM, unless Burden Sharing Measures are ordered in which case the Board's authority will be restricted and will be subject to the Cabinet Act ordering such measures.

D. Reasons for abrogating the preemption right of the Bank's ordinary shareholders and of the Greek State as holder of the Bank's preference shares - Justification of the Offer Price

As mentioned above, the proposed Increase aims to satisfy the Capital Requirement before the year end, as required under par. 3 ("*Safeguarding financial stability - Restoring liquidity and capital in the banking system*") of the Memorandum and ECB's press release of 31 October 2015 announcing the results of the Comprehensive Assessment.

The Board considers that (i) these timing constraints, (ii) the fact that, if the Increase does not complete by the year end, the bail-in tool under Law 4335/2015 (as amended by Law 4340/2015 (which (bail-in tool) will become fully effective as of 1 January 2016) may adversely affect also all its unsecured depositors, (iii) one of the main aims of the new recapitalisation framework is to facilitate private strategic investments, as expressly set out in the aforementioned par. 3 of the Memorandum, and (iv) the volatility of the financial and geopolitical environment internationally and the instability of the markets, justify the abrogation of the preemption right of the Bank's ordinary shareholders and preference shareholder, while the proposed Bookbuilding Process is the most efficient process to ensure timely completion of the Bank's recapitalization.

As aforementioned, the Offer Price will result from the demand which will be expressed through the Bookbuilding Process and cannot be lower than the nominal value of the Bank's ordinary shares resulting from the proposed reverse split, namely €0.30 per share, and it will be subject to the acceptance of the General Council of the HFSF, in accordance with article 7, par. 5(a) of with the HFSF Law, while it is expected that the proposed Offer Price will be announced prior to the EGM session. The management of the Bank, in cooperation with the Joint Global Coordinators, is planning a series of actions to inform and attract investors through a series of presentations of the Bank anticipating a positive outcome, having always in mind the volatility of the markets and the general negative economic juncture internationally.

Moreover, having regard to the terms of the proposed Increase set out above, if the Capital Requirement is not fully satisfied through the issuance and offering of New Shares to investors, including following implementation of the Burden Sharing Measures, it is proposed that the Board be authorized to approve the issuance of up to €1,338 million principal amount of contingent convertible securities ("CoCos"), which is the maximum principal amount of the Capital Requirement shortfall which the HFSF would be permitted to cover through its subscription for CoCos, as set out in the Cabinet Act 36, while the offer price of CoCos will be equal to the nominal value of each CoCo of €100,000, as set forth in the Cabinet Act 36. The Board further believes that the reasons justifying the abrogation of the pre-emption rights of the Bank's existing ordinary shareholders and preference shareholder in relation to the Increase explained above are also applicable to the issuance of CoCos, noting that the issuance of CoCos instead of new ordinary shares in the Bank to the HFSF is expected to mitigate the dilution that its existing shareholders may suffer as a result.

Finally, the proposed process, structure and terms of the Increase and authorization for the issuance of CoCos comply with the HFSF Law and the Bank has obtained the consent of the HFSF thereto, as required under the terms of the Relationship Framework Agreement, while both the proposed Increase and authorization for the issuance of CoCos are subject to the approval of the Greek State, the Bank's preference shareholders, which will be sought at a separate general meeting in accordance with article 13, par. 12 of C. L. 2190/1920.

Athens, 3 November 2015

The Board of Directors