

Proxy

FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS S.A. 16 November 2015

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 sign the form (completed by legal entities only)	

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

<input type="checkbox"/> 1. Mr. Nikolaos Karamouzis	<input type="checkbox"/> 3. Mr. Harris Kokologiannis
<input type="checkbox"/> 2. Mr. Fokion Karavias	<input type="checkbox"/> 4. Mrs. Katerina 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.

5.
6.
7.
8.

Note: In case your proxy is any of the above (5-8) 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)⁽⁶⁾, at the Extraordinary General Meeting of the Shareholders of Eurobank Ergasias S.A. (the "Bank") to be held on Monday, 16 November, 2015, at 10:00 a.m, Bodossakis Foundation Building ("John S. Latsis Hall"), Amalias Av. 20, 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	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<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 three (3) days before the relevant date of the General Meeting.

Place and date:

name(s)

signature(s)

¹ Please select up to 3 proxies by marking the appropriate box 1-4 with a √ or/and add your proxies under 5-8. 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 Extraordinary 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 General Meeting, priority is given to the proxy appearing in the General Meeting first.

⁶ Please mark the appropriate box with a √.