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14 February 2019

Eurobank Ergasias S.A.
8, Othonos Str.
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For the attention of the Board of Directors

Subject: Validation Letter to Eurobank Ergasias S.A. with respect to certain aspects related to a Service Level Agreement (SLA) within the context of the merger by absorption of Grivalia Properties R.E.I.C. by Eurobank Ergasias S.A.

Dear Members of the Board,

1. Introduction

1.1. On the 26th of November 2018, the Boards of Directors of Eurobank Ergasias S.A. ("Eurobank" or "Bank" or "EB") and the Real Estate Investment Company ("REIC") Grivalia Properties ("Grivalia" or "GR") (collectively the "Companies") announced their unanimous decision to commence the merger of the two companies by absorption of Grivalia by Eurobank according to the relevant provisions of the corporate Law 2515/1997 and Law 2166/1993 as in force (the "Merger"). The new group after the Merger ("New Group") shall own the combination of the real estate ("RE") properties included in Grivalia's portfolio, as well as Eurobank's own-use, investment and repossessed ("REOs") properties.

1.2. The combined RE portfolio ("Merged Portfolio"), will be of a value of €2.1b, based on draft/pro-forma figures that have been provided to us with a reference date of 31.12.2018 for EB's Portfolio (including REOs) and for GR's Portfolio (including investments in RE and Hospitality projects).

1.3. The New Group will also enter into a 10-year Service Level Agreement ("SLA") for the management of its RE properties with a new company ("Grivalia Management Company" or "GRMC" or "ManCo"), which will be established prior to the completion of the Merger by key members of Grivalia's management team. Grivalia Management Company will employ the existing personnel of Grivalia, while a certain number of full time employees ("FTEs") from EB that are currently responsible for the maintenance of EB's REOs portfolio, will be transferred to GRMC.

This document constitutes a free translation of the Validation Letter issued by Deloitte on 14 February 2019, within the Context of the Merger by Absorption of Grivalia Properties R.E.I.C. by Eurobank Ergasias S.A., which is issued in Greek. In case of any different interpretation, the Greek text prevails

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1. Introduction *(continued)*

1.4. EB's Portfolio (comprising of own-use, investment, leasing and international properties) as of 31.12.2018 had an estimated Market Value of €572m, while GR's RE Portfolio as of 31.12.2018 amounted to a Market Value of €1,076m. Additionally, EB had a REOs Portfolio that in 31.12.2018 amounted to a Market Value of €451m. The Combined Portfolio of the New Group (excluding REOs) on which Services Fees are calculated was €1.65b as of 31.12.2018. Total Combined Portfolio including REOs as of same date amounts to €2.1b. GRMC will charge under the terms of the SLA market level fees based on cost and performance criteria, be subject to an annual cap of €12m (before VAT).

1.5. As such, the Bank has engaged on 2.2.2019 Deloitte Business Solutions S.A. ("**Deloitte**" or "**Advisor**") to provide an assessment / validation report from a financial and real estate advisory point of view and in this context the present letter has been prepared ("**Validation Letter**"). Based on our engagement we have performed the following:

a) We have reviewed the final terms of the SLA and the main characteristics of the Merged Portfolio, which has been provided to us.

b) We have prepared an analysis in order to examine:

- whether the fees proposed for the services GRMC is set to offer are at a fair/market level;

- whether there is any disproportionate benefit occurring to one set of shareholders and/or management and/or any other party, as a result of the proposed agreement for engaging GRMC to manage the Merged Portfolio, based on the SLA; and

- potential other risks linked with the proposed set up of GRMC and the SLA.

c) We express, through this Validation Letter, our opinion regarding the main terms of the SLA, on the basis of the data we have requested and have been made available to us and the corresponding analysis we have carried out.

1.6. It is noted that this Validation Letter has been prepared according to the requirements of Article 101, para. 1 of L. 4548/2018 and in this context, it presents the main approach, methodology and assumptions that have been utilised for this engagement and assesses whether the SLA terms are fair and reasonable for any non-affiliated parties and/or minority shareholders.

1.7. It is also noted as per Para. 4.1.3.13.3 of ATHEX Rulebook, that:

a) the professionals that prepared this Validation Letter have not been connected with the companies to be merged (GR and EB) in any way whatsoever for the last 5 years prior to the Merger.

b) The approach and methodology applied were deemed as appropriate for this engagement, while no difficulties were presented during their implementation.

c) The Bank has our consent to reference or include our analysis in the Bank's BoD report addressed to the Shareholders' General Meeting which will approve the Merger and/or the terms of the SLA.

2. Data Utilised and Sources of Information

2.1. Our assessment included, inter alia, consideration of the following data and information:

a) Terms and conditions of the proposed SLA, as described in the final agreement provided to us.

b) The competitive environment and the prevailing and expected conditions of the economic and RE environment, based on publicly available data, the consensus of our specialised RE team, as well as information provided to us by the management of the Companies.

c) Economist Intelligence Unit ("EIU"), Greece Country Forecast Report as of Jan. 2019.

d) Expected total liquidations by the Greek systemic banks, as per the Bank of Greece's NPE reduction targets and Deloitte analysis.

e) The main characteristics of the Merged Portfolio, based on data as of 31.12.2018 for EB's Portfolio (including REOs) and as of 31.12.2018 for GR's Portfolio.

f) Net Asset Value ("NAV") analysis for the Merged Portfolio, as provided by the Bank.

g) Latest available published and audited financial statements of the Companies and of relatively comparable participants in the Greek RE market.

h) Preliminary (unaudited) financial statements for Grivalia as of 31.12.2018.

i) NAV report for Grivalia as of 30.6.2018.

j) Real estate valuation reports for GR Portfolio as of 30.06.2018.

k) 10-year stand-alone business plan for Grivalia, as provided by the Bank.

l) Comparable property management (SLA) agreements, as provided by the Bank.

m) Main factors and relevant trends, which had or may have an impact on the Companies' historical financial data and figures and may also affect the expected cost base of GRMC.

n) Other information, market reports and analyses, as well as financial and stock market data considered relevant and suitable for the purposes of our work.

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3. Approach and Methodology Applied

3.1. Our work was carried out in accordance with generally accepted principles and methods that are used internationally and which were considered as appropriate and reasonable for the purpose of our work.

3.2. For the determination of a fair ranges for GRMC's fees we proceeded with the steps mentioned below, utilising 2018 as a base year for our calculations.

3.3. The main steps of our approach were the following:

a) We reviewed the final terms of the SLA in order to understand the fees structure and how it applies to the Merged Portfolio, initially at its current levels.

b) We have also reviewed from a financial point of view the SLA in order to identify any immediate material risks, which could be out of the normal course of business as foreseeable in the near future.

c) We analysed the main characteristics of the Merged Portfolio (e.g. main asset types, current usage, estimated Market Value, geography, amongst other) which has been provided to us, in order to better understand its potential evolution during the forecasted 10-year period that would apply for the SLA (specifically for 2019-2028).

d) We have prepared a financial model with projections for the evolution of each of the main RE asset types in Greece, as well as for the expected supply of REOs. We utilised this analysis to ultimately forecast the evolution of the Merged Portfolio.

e) Based on the forecasted evolution of the Merged Portfolio we calculated the projected fees attributable to GRMC.

f) A sensitivity analysis was also performed in order to understand which factors materially affect the projected fees and how volatile is in general the proposed fees scheme.

g) We prepared a benchmarking analysis based on published financial data of relatively comparable players in the Greek RE market, such as other REICs, Asset or Property Managers and specialised RE arms of the Greek systemic Banks.

h) We have also requested and ultimately utilised certain property management agreements in order to arrive at comparable rates for the proposed GRMC maintenance and incentive fees.

i) We utilised benchmarks to understand the projected cost base of GRMC, based on comparable expenses and FTEs in the sample of peer companies.

j) Finally, we combined the findings of all our analysis in order to understand whether the fees proposed for the services GRMC are within a typical range in the market.

4. Economic and Real Estate Market Environment

4.1. The Greek economy has been in almost permanent recession since 2008. Compared to 2007, real GDP shrunk by more than 25%, government consumption by c.25%, household consumption by c.20% and gross fixed investment by c.65%.

4.2. There was a recent upgrade of Greece's foreign and local currency long term sovereign credit ratings; in February 2018 by Moody's (B3 from Caa2 with positive prospects) and July 2018 by S&P (B+ from B).

4.3. Upside potential includes a continued strong tourism performance, while downside risks include the frailty of the banking sector and expected elections in 2019.

4.4. Improved economic climate and the return of the economy to positive albeit low growth rates in 2017 and 2018, together with the completion of the third assessment created expectations for gradual stabilisation of the Greek RE market.

4.5. Residential market prices continue to decrease, however at a slower pace, while commercial RE ("CRE") prices present marginal increases. Rising house prices encourage consumer spending and housing equity withdrawal and lead to higher economic growth, while drop in house prices adversely affects consumer confidence and construction and leads to lower economic growth.

4.6. Investment market in Greece remains active during the past 3 years with a number of transactions having taken place. In the first 9 months of 2018 c.€550m of CRE investments have been recorded. The hospitality sector accounts for the bulk of the transaction volume (34%), followed by office (19%) and retail (5%).

4.7. Headline commercial CRE gross prime yields range between 6.75%-10.75%, depending on the asset type, while on a blended basis, income producing properties are transacting at 7.50%-8.50% gross yields.

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5. Limiting Factors and Clarifications

5.1. Deloitte has not audited or examined in any way the historical financial statements of the Companies, during the course of this engagement, nor any other information provided to us by the Companies' management. Consequently, we express no opinion, or provide any other form of assurance regarding the accuracy and completeness of the financial and other information that we relied upon during the course of this engagement.

5.2. Deloitte has not performed any in-depth analysis of the current standing and prospects of the real estate sector, but relied upon publicly available information from reputable sources and its own RE Database.

5.3. Certain parts of our analysis was based on the preparation of projections in relation to the RE and REOs market in Greece. As mentioned above, no in-depth market or operational research was carried out, so these projections have been judged only on a reasonableness basis. Therefore, we express no opinion or provide any other form of assurance thereof.

5.4. Until the date of issuance of the present document, we have not received any preliminary (unaudited) financial statements for Eurobank as of 31.12.2018. Hence, EB's Portfolio analysis has been based on the separate analysis provided by the Bank and with a reference date as of 31.12.2018.

5.5. Regarding Grivalia, our analysis was based on the preliminary, unaudited financial statements prepared under IFRS as of 31.12.2018. It is noted that, during the course of this engagement, Deloitte has not audited or examined in any way these financial statements.

5.6. With regards to Grivalia's real estate portfolio, it has been assumed that the values presented in the preliminary, unaudited financial statements as of 31.12.2018, fairly reflect the current Market Values. In the context of the present work, we have not performed any further verification and/or valuation exercise regarding the Market Value of the Companies' real estate properties.

5.7. We have relied on the final terms of the SLA that have been provided to us by the Bank, prior to the date of issuance of the present document.

5.8. It should also be noted that our opinion assumes no uncertainty about future events that calls into question the fundamental assumptions that the New Group and GRMC can operate as "going-concern" business enterprises and that they will remain as independent firms, active in the banking and real estate business segments respectively ("as is" and "stand-alone" basis).

5.9. We note that there will usually be differences between projected and actual results, because events and circumstances frequently do not occur as expected, and the differences that arise from such events and circumstances may have a material impact on the resulting analysis. Moreover, using the same data and adopting common assumptions, the judgment of independent professional experts can vary, due to a series of independent decisions.

5. Limiting Factors and Clarifications *(continued)*

5.10. Our opinion is necessarily based upon market, economic, political and other conditions as they exist and on the information made available to us as of the date hereof. We express no opinion as to whether any such conditions will continue to prevail, or what effect, if any, a change in such conditions would have on the opinion expressed herein.

5.11. Our engagement scope does not involve reviewing the SLA terms, or in general the Merger or any other transaction in connection therewith, from a commercial, legal, tax, regulatory or operational point of view or addressing the merits of the Merger and alternative business combinations. It should be noted that in case that the Merger between Eurobank and Grivalia does not take place and/or GRMC is not eventually established, the present document will have no effect and will have to be redrafted.

5.12. The present document is intended for the use of Eurobank's management and shareholders as described under Section 1 herein and cannot be used by any third party for any other purpose. This document is not intended to be used or relied upon or confer any rights or remedies upon any employee, creditor, shareholder or other equity holder of the Companies. Deloitte is not liable for any damage or loss that may occur due to decisions or acts that were based on the present document.

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6. Outcome of our Analysis

6.1. In order to calculate the projected GRMC's Total Services Fees, we developed a financial model that projects the evolution of the different services (management), maintenance and incentive fees for the 10-year period which is the contractual term.

6.2. The resulting total GR and EB Services Fees (i.e. excluding maintenance and incentive fees linked to REOs) during the contractual term, range from €9.4m to €10.2m per year (or 0.57% to 0.56% of the total GR and EB Portfolio respectively).

6.3. We have also applied a sensitivity analysis to take into consideration the effect of differing market conditions that projected services, maintenance and incentive fees ("Total Services Fees") do not fall under c.€11m (between 0.50% and 0.62% of the Merged Portfolios' Market Value) and do not exceed the capped value of €12m (between 0.43% and 0.50% of the Merged Portfolios' Market Value), hence presenting a rather stable profile.

6.4. For the purposes of our analysis, comparable data from asset and property management companies was collected (from comparable participants in the Greek RE market, such as other REICs, Asset or Property Managers and specialised RE arms of the Greek systemic Banks), mainly from publicly available sources.

6.5. The comparable analysis demonstrated that services fees in the market (for asset and property management services) range from a minimum 0.2% of portfolio's Market Value to a maximum 1.7% of portfolio's Market Value, with an average of 0.6% for Greek REICs.

6.6. We have also tested separately the proposed maintenance and incentive fees and consider them to be reasonable on the basis of comparable SLA contracts. Regarding the incentive fee for the sale of REOs assets, this has been benchmarked against similar contracts and was considered to be reasonable and in line with common market practice in Greece in relation to RE agency fees.

7. Conclusion

7.1. Our opinion has been based on the data made available to us, the approach and methodology utilised, the projected evolution of the Merged Portfolio of real estate properties as per our and the Companies' management assumptions, the publicly available comparable data and the aforementioned limiting factors and clarifications. In this context, we have reviewed the main terms of the SLA in order to determine whether the proposed fees for GRMC are fair and reasonable and within prevailing market rates.

7.2. Based upon and subject to the foregoing and the key SLA terms, we are of the opinion on the date hereof that, from a financial point of view:

a) the proposed terms, fees structure and rates are fair and reasonable, as well as within the prevailing market rates;

b) no disproportionate benefit is considered to occur to one set of shareholders and/or management and/or any other party, as a result of the proposed agreement for engaging Grivalia Management Company for the management of the Merged Portfolio;

c) there are no immediate, identified material risks, out of the normal course of business as foreseeable in the near future, which are linked to the proposed set up of Grivalia Management Company and the implementation of the proposed SLA.

Yours faithfully,

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