

**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](http://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](http://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](http://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](http://www.eurobank.gr)).

Athens, 28 June 2019

THE BOARD OF DIRECTORS