

Friday, January 31, 2020

ANNOUNCEMENT

Resolutions of the Extraordinary General Meeting of the Shareholders of 31.01.2020

Eurobank Ergasias S.A. (Eurobank) announces the following:

The Extraordinary General Meeting of Eurobank's Shareholders held on 31.01.2020 was attended by shareholders representing 2,743,438,291 shares of Eurobank and in particular:

- (i) for the first and the second items on the agenda, as these are referred to in the invitation dated 10.01.2020, the attending shareholders represent 73.96% of the paid up share capital with voting rights on the respective agenda items. It is noted that, according to Law 3864/2010, as in force, for the calculation of the percentages of quorum and majority of the specific items on the agenda, the 52,080,673 shares of Eurobank held by the Hellenic Financial Stability Fund (HFSF) are included; and
- (ii) for the fourth item on the agenda, as this is referred to in the invitation dated 10.01.2020, the attending shareholders represent 73.59% of the paid up share capital with voting rights on the respective agenda item. It is noted that, according to Law 3864/2010, as in force, for the calculation of the percentages of quorum and majority of the specific item on the agenda, the 52,080,673 shares of Eurobank held by the HFSF are not included.

In respect to the items on the agenda, the General Meeting resolved the following:

1. (a) The approval of the demerger of Eurobank through sector's hive down and establishment of a new company-credit institution under the corporate name "Eurobank S.A." ("the Beneficiary"), pursuant to a combined application of Article 16 of L. 2515/1997 and Articles 57 (3) and 59-74 of L.4601/2019, as applicable.

(b) The approval of the Draft Demerger Deed, as it was approved by the Board of Directors (BoD) of Eurobank.

(c) The approval of the Articles of Association of the Beneficiary, as it was approved by the BoD of Eurobank.

(d) The granting of authorization to senior executives of Eurobank to proceed to any action necessary for the completion of the demerger.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,727,312,211 (73.53% of the share capital with voting rights on this particular item of the agenda), out of which:
 - For: 2,727,312,111
 - Against: 100
 - Abstain: 16,126,080
2. (a) The approval of the amendment of the Articles of Association of Eurobank, with amendment, addition and renumbering of its articles, aiming to a) its harmonization with Law 4548/2018 and b) its adjustment as a result of the hive down of the banking sector by amending the object and the corporate name of Eurobank (which will cease to be a credit institution), as approved by its BoD.

(b) The granting of authorization to senior executives of Eurobank to proceed to any action necessary for the completion of the amendment of its Articles of Association.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,727,312,211 (73.53% of the share capital with voting rights on this particular item of the agenda), out of which:
 - For: 2,727,199,210
 - Against: 113,001
- Abstain: 16,126,080

3. (a) Approved the appointment of Mr. Dimitrios Miskou, non-executive BoD member, representative of the HFSF to Eurobank's BoD, as member of the Audit Committee.

(b) Ratified the election of Mr. Konstantinos Angelopoulos in the Audit Committee for the period during which he has been its temporary member, i.e. from 31.07.2019 to 16.12.2019.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,675,231,538 (73.15% of the share capital with voting rights on this particular item of the agenda), out of which:
 - For: 2,533,683,765
 - Against: 141,547,773
- Abstain: 16,126,080