

**EMPORIKI BANK OF GREECE S.A.**  
**ANNUAL ORDINARY SESSION**  
**OF THE GENERAL MEETING OF THE SHAREHOLDERS**

Athens, 06.05.2011, Friday, 14.00 p.m.

**INVITATION**

The Board of Directors of Emporiki Bank of Greece calls the shareholders in the Annual Ordinary Session of the General Meeting on 06 May 2011, on Friday at 14.00 p.m., at the Central Office of the Bank (room of General Meetings), 11 Sofokleous Str. (3<sup>rd</sup> floor), in Athens, to discuss and decide on the following items of the Agenda:

1. Reading of the Reports of the BoD and the Auditors on the Annual and Consolidated Balance Sheets for the year 2010.
2. Approval of the Annual Balance Sheets for the year 2010.
3. Decision for the relief of the Directors and Auditors of any compensation liability for the year 2010
4. Approval of the remunerations of the Directors for the year 2010 and preapproval for the year 2011
5. Approval of the remunerations of the Directors – Members of the Audit Committee for the year 2010 and preapproval for the year 2011
6. Election of Regular and Alternate Auditors for the Bank's Balance Sheets and for the Consolidated Annual Balance Sheets of the Companies of the Group for the fiscal year 2011.
7. Granting permission, according to the article 23 par. 1 L. Nr 2190/1920, to the Members of the Board of Directors and to Managers to participate in the BoD's or in the Management of other Companies of the Group with identical or similar object.
8. Validation of the election of new Members of the Board of Directors, replacing those who resigned.
9. Validation of the election of the members of the Audit Committee, as per the provisions of Law 3693/2008.
10. Approval of Contracts according to the article 23a L. Nr 2190/1920 between the CASA Group and the Group of the Bank.
11. Other issues- Announcements.

Pursuant to codified Law 2190/1920 and especially according to articles 26 par. 2b (as amended by Article 3 of Law 3884/2010 and is in force) and 27 par. 3 and 28a (as respectively amended by Articles 4 and 5 of Law

3884/2010 and are in force), the Bank informs its shareholders of the following:

Any person appearing as a shareholder (holder of common shares of the Bank) in the registry of the Dematerialized Securities System, which is under administration by Hellenic Exchanges S.A (ex Central Securities Depository), in which the shares of the Bank are recorded, is entitled to participate in the General Meeting. Every ordinary share has the right of one vote. The shareholders' capacity is proved by providing a pertinent written certification by Hellenic Exchanges S.A. adduced to the Bank (in any branch of the Bank or in the Investment Back-Office Division – Shareholders Department, 11 Sofokleous Str., 5<sup>th</sup> floor) on the 3<sup>rd</sup> day before the date of the General Meeting the latest. Those of the shareholders who are legal entities must at the same time submit, in accordance to law, their legalization documents, unless they have already submitted them to our Bank and in this case it is sufficient to mention in the document of representation where they have been consigned. Alternatively, the capacity of a shareholder can be proved through direct electronic connection of the Bank with the records of the above Dematerialized Securities System.

Specifically, the qualification as a shareholder must exist the 1<sup>st</sup> of May 2011 (Record Date), i.e. in the beginning of the 5<sup>th</sup> day before the date of the General Meeting of the 6<sup>th</sup> of May 2011, and the relevant written certification or the electronic verification regarding the above qualification must be received by the Bank (in any branch of the Bank or in the Investment Back-Office Division - Shareholders Department, 11 Sofokleous Str., 5<sup>th</sup> Floor) on the 3<sup>rd</sup> of May 2011 at the latest, i.e. on the 3<sup>rd</sup> day before the date of the General Meeting.

Only those who may be qualified as shareholders on the respective Record Date are considered as entitled to participate and vote in the General Meeting. Shareholders who do not comply with the provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

The exercise of the above rights does not presume blocking of shares or following any other similar process, which may limit the possibility of sale and transfer of shares during a certain period between the Record Date and the General Meeting.

A shareholder may attend to the General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. Legal entities may participate at the General Meeting by appointing up to three (3) individuals as proxies.

A proxy acting on behalf of several shareholders may vote differently for each shareholder. A shareholder proxy must disclose to the company, before the General Meeting begins, any specific event, which may be useful to the shareholders in assessing the risk of the proxy serving interests other than those of the shareholder. In the sense of this paragraph, a conflict of interest may especially arise when a proxy:

- a) is a shareholder controlling the Bank or is another legal entity or an entity controlled by that shareholder;
- b) is a member of the board of directors or of the administration of the Bank or shareholder controlling the company in general, or another legal entity or an entity controlled by a shareholder who controls the Bank;
- c) is an employee or auditor of the Bank or shareholder controlling the Bank, or of another legal entity or entity controlled by a shareholder who controls the Bank;
- d) is spouse or first degree relative to one of the individuals referred to under (a) through (c) above

The appointment and revocation of a shareholder proxy is made in writing and notified to the Bank (in any branch of the Bank or in the Investment Back-Office Division - Shareholders Department, 11 Sofokleous Str., 5th Floor) under the same form, at least three (3) days prior to the date scheduled for the General Meeting.

The Bank will make available at its website ([www.emporiki.gr](http://www.emporiki.gr)) a form which may be used for the appointment of proxy. Said form must be submitted, duly completed and signed by the shareholder, to any branch of the Bank or in the Investment Back-Office Division - Shareholders Department, 11 Sofokleous Str., 5th Floor, at least three (3) days prior to the date of the General Meeting. The Bank's Articles of Association do not allow the participation in the General Meeting by electronic means without the physical presence of the shareholders in the place of its conduction and neither the possibility of a distant participation of the shareholders in the voting.

In relation to the above Annual Ordinary General Meeting the Shareholders of the Bank have the following rights:

**(a)** At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Bank's Board of Directors is obliged to insert additional items in the General Meeting's agenda, if the relevant request is received by the Board of Directors until the 21<sup>st</sup> of April 2011, notably at least fifteen (15) days prior to the General Meeting.

The request for inserting additional items in the agenda must be accompanied by reasoning or by a draft decision to be approved by the General Meeting, and the revised agenda will be notified in the same manner as the previous agenda on the 23<sup>rd</sup> of April 2011, notably thirteen (13) days prior to the General Meeting, and will also be made available to shareholders at the Bank's website ([www.emporiki.gr](http://www.emporiki.gr)), together with the reasoning or the draft decision submitted by the shareholders in accordance with the provisions of article 27 paragraph 3 of codified law 2190/1920.

**(b)** At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors must make available to the shareholders in accordance with the provisions of article 27 paragraph 3 of codified law 2190/1920, no later than the 29<sup>th</sup> of April 2011, notably at least six (6) days prior to the General Meeting, draft decisions on items included in the original or revised agenda, if the relevant request is received by the Board

of Directors until the 29<sup>th</sup> of April 2011, notably at least seven (7) days prior to the General Meeting.

**(c)** Upon request of any shareholder submitted to the Company by the 29<sup>th</sup> of April 2011, notably at least five (5) full days prior to the General Meeting, the Board of Directors must provide to the General Meeting the requested information on the Bank's affairs, to the extent they are useful for the actual consideration of the items on the agenda. Also, at the request of shareholders representing at least one twentieth (1 / 20) of the paid-up share capital, the Board of Directors must announce to the General Meeting, the sums, that in the last two years, were paid to each member of the Board or Directors or the Managers of the Bank, and any other provision made to them from any cause or company's contract with them. The Board of Directors may refuse to provide such information for a substantial reason to be recorded in the minutes. The Board of Directors may provide a uniform reply to shareholders' requests having the same content. There is no obligation to provide information when such information is already published in the Bank's website, especially in the form of questions and answers.

**(d)** At the request of shareholders representing one fifth (1/5) of the paid-up share capital, which should be submitted to the company by the 29<sup>th</sup> of April 2011, notably at least five (5) full days prior to the General Meeting, the Board of Directors shall supply to the General Meeting information regarding the progress of the Bank's corporate affairs and financial condition. The Board of Directors may refuse to furnish the requested information for a substantial reason to be recorded in the minutes.

In all aforementioned cases, the requesting shareholders will be called to prove their shareholding capacity and the number of shares they hold at the time they exercise their respective rights. Submission of certificate from Hellenic Exchanges S.A., or confirmation of the shareholding capacity through direct online connection between Hellenic Exchanges SA and the Bank constitutes such evidence.

The information referred to in article 27, paragraph 3 of codified law 2190/1920, including the Invitation to General Meeting, the form for the appointment of proxy and the draft decision on items of the agenda will be available in electronic form at the company's website ([www.emporiki.gr](http://www.emporiki.gr)). The complete text of draft decisions and documents provided under article 27, paragraph 3(c) and (d) of Codified Law 2190/1920 will also be available in hard copy, upon request of the shareholders, at the offices of the Investment Back-Office Division of the Bank (Shareholders' Department, 11 Sofokleous Str., 5th Floor, Athens).-

**Athens, 11 / 02 / 2011**

**By order of the Board of Directors  
The Chairman**

**Nikolaos Ebeoglou**