

NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS WHICH WILL BE HELD ON 18 MAY 2011

Notice is hereby given that the 87th Annual General Meeting of the shareholders of MARFIN POPULAR BANK PUBLIC CO LTD (the "Bank") will be held at **Marfin Laiki Sporting Club** (135, Demetris Stavrou Street, P.C. 2224, Yeri) at Nicosia **on Wednesday 18 May 2011 at 4:00 p.m.**

AGENDA

1. To consider the Directors' and Auditors' Reports and to consider and approve the Financial Statements of the Bank for the year ended 31 December 2010.
2. To approve the distribution of dividend for the year 2010 in the form of shares, in accordance with the decision of the Board of Directors dated 29th March 2011.
3. To elect members of the Board of Directors.
4. To fix the remuneration of the Members of the Board of Directors and the employees' Compensation Policy.
5. To re-appoint the Auditors and fix their remuneration.
6. To carry out any other business that may properly be carried out at an Annual General Meeting.

By order of the Board of Directors

Stelios Hadjiosif
Secretary

Nicosia, 29 March 2011

Notes:

With reference to the second subject it is noted that the Board of Directors of the Bank at its Meeting dated 29th March 2011, decided to recommend to the Annual General Meeting of the Shareholders the distribution of dividend €0,10 per share in the form of shares issued by the Bank at an issue price of 1 euro per share.

1. RECORD DATE

The record date for the participation at the Annual General Meeting of 18 May 2011 is set to be Monday 16th May 2011.

Only Members registered at the record date in the Central Depository / Registry of the Cyprus Stock Exchange and the Dematerialised Securities System of "Hellenic Exchanges S.A." may exercise the right to participate and vote at the General Meeting and any change in the recording in the register after the record date will not be counted in determining the right of any person to attend and vote at the Meeting. The Member's right to participate in the General Meeting and vote for the shares held is not subject to the condition that the shares are deposited with, or transferred to, another person or registered in the name of another person before the General Meeting. The Member is free to sell or otherwise transfer shares of the Company at any time between the record date and the date of the General Meeting to which it applies.

At the General Meeting, evidence of the shareholder's status may be established with the presentation of the Identity Card or other certificate of recognition, based on which the Company can make possible the identification with the Shareholders Registry.

2. MEMBER'S RIGHTS

(a) Right of placement of proposed resolution

Member or Members who own at least 5% of the issued share which represents at least 5% of the total voting rights of all the members which have the right to vote at the Meeting, have the right to include a subject or to place a proposed resolution within the time frame as provided by article 127B of the Companies Law Cap. 113 (the "Law").

The Bank, in order to facilitate its Members to exercise their above-mentioned rights has posted on its website, www.marfinbank.com, in the Section Investor Relations / Press Releases and Announcements on 31/12/2010 relevant announcement for the date of the Annual General Meeting. The said Announcement was posted on the website of the Cyprus Stock Exchange, www.cse.com.cy, as well as on the website of the Athens Exchange, www.ase.gr, on the same date.

The address of the Bank for the exercise of the above-mentioned rights is 154 Limassol Avenue, P.C. 2025, Nicosia and the e-mail address kliakou@marfinbank.com.

(b) Right of submission of questions

Subject to any measures the Bank may take in order to safeguard the identity of the Member and in accordance with the provisions of subsection (2) of article 128C of the Law, any Member has the right to submit questions relating to the subjects of the agenda of the general meeting during the discussion at the general meeting of the subject, which the questions relate and obtain answers to these questions. The Bank may provide a general answer to questions with the same content.

(c) Right of voting

A member which attends either in person or through a proxy and has the right of more than vote does not need, if he does vote, to use all the votes or cast all the votes he will use in the same way.

3. RIGHT TO APPOINT PROXY

Any Member entitled to attend, speak, ask questions and vote at a general meeting is entitled to appoint another person, either a Member, or not, as his proxy, or where permitted by the Law, one or more proxies to attend, speak, ask questions and vote in his place.

The appointed proxy may be an individual or legal person and will act according to the instructions given by the Member appointing him.

For the purpose of the Annual General Meeting of May 18, 2011, the Bank has made available on its website www.marfinbank.com / Latest New / General Meetings 18 May 2011, instrument of proxy. The proxy is appointed by written notice to the Bank (to its registered address 154 Limassol Avenue, P.C. 2025, Nicosia), or through electronic means by transmission to fax: +357 22811491 or by electronic transmission (e-mail) to the e-mail address kliakou@marfinbank.com, at least 48 hours before the date of the General Meeting. The Member is requested to ensure the confirmation of a successful transmission of the instrument of proxy and its receipt by the Bank by calling the phone number +357 22811044.

4. AVAILABLE DOCUMENTS AND INFORMATION

The full and complete text of the proposed resolutions and any documents referred to in paragraphs (c) and (d) of subsection (4) of article 127A of the Law may be received from the registered office of the Bank (154 Limassol Ave. P.C. 2025 Nicosia) without any charge. Moreover, the documents and information referred to in subsection (4) of article 127A of the Law will be available on the Bank's website, www.marfinbank.com.

Furthermore, the Reports and Financial Statements of the Bank which will be considered at the Annual General Meeting (Annual Report), in addition to the registered office of the Bank and the website of the Bank, www.marfinbank.com as stated above, will be available at the Shares and Debentures Department of the Bank, 124 Strovolos Avenue (4th Floor), Strovolos 2042, and the Branches of the Bank in Cyprus and Greece (MARFIN EGNATIA BANK) and in electronic form on the Cyprus Stock Exchange website, www.cse.com.cy, as well as on the Athens Exchange website, www.ase.gr.

INSTRUMENT OF PROXY

To the Marfin Popular Bank Public Co Ltd, Head Office,
154 Limassol Avenue, P.S. 2025, P.O. Box 22032, P.S. 1598, Nicosia

I/We

I.D. No/Registration No. from

Being Shareholder/s of Marfin Popular Bank Public Co Ltd (the "Bank") hereby appoint Mr/Mrs

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I.D. No. from

or, failing him/her, Mr/Mrs

I.D. No. from

as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of the Bank to be held at the Marfin Sporting Club in Nicosia (135 Demetris Stavrou Street, P.S. 2224, Yeri) on Wednesday, 18 May 2011 and at any adjournment thereof.

METHOD OF VOTING

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Date Signature

The Proxy will vote as he/she thinks fit, unless the method of voting is indicated hereinabove.

Notes:

The record date for participation at the above Meeting is set to be 16 May 2011. Only Members registered at the record date in the Central Depository / Registry of the Cyprus Stock Exchange and the Dematerialised Securities System of "Hellenic Exchanges S.A." may exercise the right to participate and vote at the General Meeting.

The instruments appointing a proxy must be deposited at the Bank's Head Office, 154 Limassol Avenue, P.S. 2025 (P.O. Box 22032, P.S. 1598), Nicosia, or through electronic means by sending to fax: +357 22811491, or by electronic transmission (e-mail) to the e-mail address kliakou@marfinbank.com, at least 48 hours before the time fixed for the Meeting, or in the case of adjournment, not later than 48 hours before the time fixed for the postponed Meeting. The Member is requested to ensure the confirmation of a successful transmission of the instrument of proxy and its receipt by the Bank by calling the phone number: +357 22811044.

In the case of a legal entity, the proxy form must be signed by the duly authorized signatories and bear the official stamp of the legal entity.

Evidence of the shareholder's status may be established with the presentation of the Identity Card or other certificate of recognition, based on which the Bank can make possible the identification with the Shareholders Registry.