



Eurobank Properties
Real Estate Investment Company
Registration Number 000239101000
Extraordinary General Shareholders' Assembly
8.11.2013
12:00 p.m.

INVITATION

Pursuant to Codified Law 2190/1920 "on sociétés anonymes", as currently applicable, and the Company's articles of association, the Board of Directors invites the shareholders of "Eurobank Properties Real Estate Investment Company" to an Extraordinary General Assembly, on 8.11.2013, day of the week Friday at 12:00 p.m., in Athens, at "Bodossaki Foundation Building" ("John S. Latsis" conference room), 20, Amalias Ave., Athens.

The items on the agenda are the following:

1. Decision for the increase of the company's share capital with cash payment and pre-emption rights in favor of the existing common shareholders, up to the amount of €193.248.000, with the issue of 40.260.000 new common registered shares with voting rights, with a nominal value of €2,13 each and issue price €4,80 per share. Amendment of article 5 of the articles of association regarding the share capital.
2. Amendment to articles 7 and 11 of the articles of association.
3. Approval of agreements as per article 23a of Codified Law 2190/1920.
4. Election of new Board of Directors.
5. Election of the members of the Audit Committee.
6. Other announcements.

If the necessary quorum prescribed by law for the adoption of a resolution in any of the items on the daily agenda is not met, a First Iterative General Assembly will be convened on 20.11.2013, day of the week Wednesday and at 12.00 pm in the same place, and any Second Iterative General Assembly in the event that the required quorum is not met again, on 2.11.2013, day of the week Monday and at 12.00 pm absent the issue of a new invitation.

Pursuant to article 26 para. 2b and 28a of Codified Law 2190/1920, the Company notifies the shareholders of the following:

RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL ASSEMBLY

Any person listed as holder of ordinary shares of the Company in the files of the Dematerialized Securities System (DSS) administered by “Hellenic Exchanges S.A.” at the commencement of the fifth (5th) day prior to the General Assembly date, (“Recording Date”), shall be entitled to participate and vote thereat.

As regards the First Iterative General Assembly, the capacity of shareholder must exist at the commencement of the fourth (4th) day prior to the First Iterative General Assembly Date, (“Recording Date of First Iterative Assembly”).

As regards the Second Iterative General Assembly, the capacity of shareholder must exist at the commencement of the fourth (4th) day prior to the Second Iterative General Assembly Date. (“Recording Date of Second Iterative Assembly”).

The shareholder’s capacity shall be certified online by HELEX S.A. via direct connection of the Company to the DSS files. Therefore, for a shareholder to participate and vote at the General Assembly, such shareholder is not required to furnish a relevant certificate in writing by HELEX S.A.

The Company shall regard that only those listed as shareholders on the respective Recording Date are entitled to participate and vote at the General Assembly. The exercise of such rights does not presuppose blocking of the beneficiary’s shares or compliance with any other respective procedure restricting the capacity to sell and transfer such shares during the period from the Recording Date to the General Assembly date.

Each ordinary share shall grant the right of one vote.

PROCEDURE FOR PARTICIPATING AND VOTING VIA A REPRESENTATIVE

A shareholder shall participate in the General Assembly and vote either in person or by proxy. Any shareholder may appoint up to three (3) representatives and legal persons that are shareholders may appoint as their representatives up to three (3) natural persons. In case that a shareholder holds Company shares listed in more than one securities’ account, the said shareholder may appoint different representatives for the shares listed in each securities’ account. A representative acting on behalf of more than one shareholder may cast a different vote for each shareholder.

The Company’s Articles of Association do not provide for any shareholders’ capacity to participate in the General Assembly by electronic means, without them being physically present at the place where the General Assembly convenes, or any possibility of remote voting either by electronic means or by letter, or the possibility to appoint and revoke representatives by electronic means.

An authorization form for the appointment of a representative shall be available to the shareholders (a) in hardcopy form, by the Investors and Shares data management Division of Eurobank Ergasias S.A., 8, Iolkou & Filikis Etaireias Street, Building A,

14234 Nea Ionia, Attica (tel. 210 – 3523300) and (b) in electronic form, at the Company's website (www.eurobankproperties.gr).

The aforementioned form must be filled in and signed and submitted to the Company at the address cited above under (a), at least three (3) clear days before the General Assembly date.

The representative must notify the Company, before the commencement of the General Assembly, of any specific event which may be useful for the shareholders to assess the risk of the representative serving interests other than those of the shareholder.

Conflict of interests may occur, in particular, when the representative is:

(a) a shareholder exercising control over the Company or any other legal person or entity controlled by such shareholder;

(b) a member of the Board of Directors or the management, in general, of the Company or of a shareholder exercising control over the Company or other legal person or entity controlled by a shareholder exercising control over the Company;

(c) an employee or certified auditor of the Company or a shareholder exercising control over the Company or of any other legal person or entity controlled by a shareholder exercising control over the Company;

(d) a spouse or first-degree relative of one of the natural persons mentioned under cases (a) to (c).

SHAREHOLDERS' MINORITY RIGHTS

1. Shareholders representing one twentieth (1/20) of the Company's paid-up share capital may request:
 - (a) that additional items be included in the agenda of the General Assembly, by a request to be submitted to the Board of Directors at least fifteen (15) days prior to the Extraordinary General Assembly, which must be accompanied by justification or a draft decision to be approved by the General Assembly;
 - (b) that draft decisions on the items included in the initial or revised, as the case may be, agenda be provided to shareholders at least six (6) days prior to the Extraordinary General Assembly, by a request to be submitted to the Board of Directors at least seven (7) days prior to the Extraordinary General Assembly.
2. Any shareholder may request, by a petition submitted to the Company at least five (5) full days prior to the Extraordinary General Assembly, that the General Assembly be provided with specific information on the Company's affairs, to the extent that this is useful to make an actual assessment of the agenda items.
3. Shareholders representing one fifth (1/5) of the Company's paid-up share capital are entitled to request, by a petition submitted to the Company at least five (5) full days prior to the Extraordinary General Assembly, that the General Assembly be provided with information on the course of the corporate affairs and the Company's financial standing.

Detailed information about the aforementioned minority rights and the conditions of their exercise is available at the Company's website (www.eurobankproperties.gr).

AVAILABLE DOCUMENTS AND INFORMATION

The full text of the documents to be submitted to the General Assembly and the draft decisions on each item on the agenda is available in hardcopy form the Investors and Shares data management Division of Eurobank Ergasias S.A., 8, Iolkou & Filikis Etaireias Street, Building A, 14234 Nea Ionia, Attica (tel. 210 – 3523300), where shareholders may obtain copies from. All the aforementioned documents, the Invitation, the total number of current shares and voting rights, the forms for proxy voting, the description of the agenda items and the draft decisions are available in electronic form at the Company's website (www.eurobankproperties.gr).

Maroussi, 17.10.2013

THE CHAIRMAN
OF THE BOARD OF DIRECTORS

Nikolaos A. Bertzos