



**EFG EUROBANK ERGASIAS S.A.**  
**Extraordinary General Meeting of the Shareholders**  
**24 October 2011, 10 a.m.**

**NOTICE**

In accordance with company law 2190/1920 “re: Sociétés Anonymes” and the Articles of Association of the Bank, the Board of Directors invites the shareholders of EFG Eurobank Ergasias S.A. to the Extraordinary General Meeting, on Monday 24 October 2011, at 10 a.m., at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

The items on the Agenda are the following:

1. Merger of EFG Eurobank Ergasias S.A. with ALPHA BANK S.A. by absorption of the former by the latter and approval of the Draft Merger Agreement. Discharge of the Board of Directors and the Auditors from any responsibility for the period from 01.01.2011 up to the date of the General Meeting to decide on the approval of the merger, and the preparation and implementation of the merger.
2. Update on matters concerning the combined ALPHA-EUROBANK entity to be discussed and resolved upon by ALPHA BANK S.A.’s Extraordinary General Meeting.

Should the quorum required by law not be achieved, the 1<sup>st</sup> Repeat General Meeting will take place on Friday 4 November 2011, at 12 p.m. and, should the quorum required by law not be achieved (again), the 2<sup>nd</sup> Repeat General Meeting will take place on Tuesday 15 November 2011, at 10 a.m., both at the Divani Caravel Hotel, 2 Vassileos Alexandrou Street, Athens, without the publication of a further invitation.

Moreover, in case the quorum required by law will not have been achieved at ALPHA BANK SA’s 1<sup>st</sup> Repeat General Meeting that has been convened to decide on the above merger, but will have been achieved at the 1<sup>st</sup> Repeat General Meeting of the Bank, the 1<sup>st</sup> Repeat General Meeting of the Bank will be asked to postpone the discussion and decision making over the agenda items and the Meeting to be continued on Tuesday 15 November 2011, at 10 a.m., at the Divani Caravel Hotel, 2 Vassileos Alexandrou Street, Athens.

In accordance with article 26, par. 2b and 28a of company law 2190/1920, the Bank informs its shareholders of the following:

**RIGHT TO PARTICIPATE AND VOTE IN THE EXTRAORDINARY GENERAL MEETING**

The right to participate in the Extraordinary General Meeting of 24 October 2011 has any person appearing as a shareholder of ordinary shares of the Bank in the registry of the Dematerialized Securities System (“DSS”) managed by Hellenic Exchanges S.A. (“HELEX”), on Wednesday 19 October 2011 (“Record Date”), i.e. at the start of the fifth (5<sup>th</sup>) day before the date of the Extraordinary General Meeting and on Monday 31 October 2011 and Friday 11 November 2011 (“Record Date”), i.e. at the start of the fourth (4<sup>th</sup>) day before the date of the 1<sup>st</sup> and 2<sup>nd</sup> Repeat Extraordinary General Meeting, respectively.

Proof of shareholder’s capacity is verified electronically by HELEX through the Bank’s online connection to the DSS. In order to participate and vote at the General Meeting, the shareholder is not required to submit any written confirmation from HELEX.

Only those who have shareholder’s capacity on the said Record Date shall have the right to participate and vote at the 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 General Meeting. Each share is entitled to one vote.

### **PROCEDURE FOR VOTING BY PROXY**

Shareholders may participate in the Extraordinary General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) natural persons as 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 participation in the 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 can be made:

- a) Through a special electronic system providing detailed instructions to the shareholders, which will be available to the shareholders from Monday 3 October 2011 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 Investors Information Services Division at 8, Iolkou Str. and Filikis Etaireias (Building A), 142 34 Nea Ionia (tel. +30 210-3523300), 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 three (3) days before the date of the Extraordinary General Meeting or any Repeat Extraordinary General Meeting after this.

Before the commencement of the 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 General Meeting, provided that the request is communicated to the Board by Friday 7 October 2011, accompanied by a justification or a draft resolution to be approved by the General Meeting.
  - (b) to make available to shareholders by Tuesday 18 October 2011 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 by Monday 17 October 2011.
2. Any shareholder may request, provided that the said request is filed with the Bank by Tuesday 18 October 2011, to provide the General Meeting with the information regarding the affairs of the Bank, insofar as such information is relevant to a proper assessment of the items on the agenda.
3. Shareholders representing 1/5 of the paid-up capital of the Bank may request, provided that the said request is filed with the Bank by Tuesday 18 October 2011, to provide the 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 General Meeting and the draft resolutions on the items of the agenda is available in hardcopy form at the Investors Information Services Division at 8, Iolkou Str. and Filikis Etaireias (Building A), 142 34 Nea Ionia (tel. +30 210-3523300), 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 (in total and per class of shares) and the proxy and voting forms are available in electronic form on the website of the Bank ([www.eurobank.gr](http://www.eurobank.gr)).

Athens, 30 September 2011  
THE BOARD OF DIRECTORS