



ORDINARY GENERAL MEETING

Thursday September 27, 2012

**“Bodossaki Foundation Building” (“John S. Latsis” conference room),
20, Amalias Ave., Athens.**

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1. Agenda items

The Board of Directors of "Eurobank Properties Real Estate Investment Company" calls its shareholders to decide upon the following agenda items:

1. The appointment of a new member of the B.o.D.
2. Other issues.

2. Brief description of agenda items

1. *The appointment of a new member of the B.o.D*

Required quorum	20% of the share capital
Required majority	50% +1 vote of the present votes (in person or by proxy)

The B.o.D. proposes, in accordance with the Articles of Association of the Company to enlarge the composition of the B.o.D. from 7 to 8 members by electing as a new non executive member Mr Wade Burton. Mr Burton's term will expire when the Ordinary General Shareholder Meeting for the year 2014 convenes to elect new members.

The draft decision on the aforementioned agenda item is given in section "**3. Draft decisions**".

3. Draft decisions

1. *The appointment of a new member of the B.o.D*

Following a relevant proposal by the Chairman, the General Meeting decided, by majority exceeding the limit set by the law the appointment of Mr Wade Burton as a non executive member of the B.o.D. therefore increasing the number of the B.o.D.

members to eight. Mr Burton's term of office will end when the Ordinary General Assembly of 2014 convenes to elect new members of the B.o.D.

4. Documents submitted to the General Meeting

5. Invitation

**Eurobank Properties
Real Estate Investment Company
S.A. Register No 365/06/B/86/2
Extraordinary General Shareholders' Meeting
September 27, 2012
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 Meeting, on September 27, 2012, day of the week Thursday, at 12:00 p.m., in "Bodossaki Foundation Building" ("John S. Latsis" conference room), 20, Amalias Ave., Athens.

The items on the agenda are the following:

1. The appointment of a new member of the B.o.D.
2. Other issues.

Pursuant to Article 26(2b) and 28a of Codified Law 2190/1920, the Company notifies the shareholders of the following:

RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING

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.” on Saturday, September 22th, 2012 (“Record Date”), namely at the commencement of the fifth (5th) day prior to the General Meeting date, shall be entitled to participate and vote thereat.

The shareholder’s quality 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 Meeting, 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 Meeting. 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 Meeting 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 Meeting 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 Meeting by electronic means, without them being physically present at the place where the General Meeting 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 Meeting date.

The representative must notify the Company, before the commencement of the General Meeting, 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 the Company's control or other legal person or entity controlled by such shareholder;
- (a) a member of the Board of Directors or the management, in general, of the Company or of a shareholder exercising the Company's control or other legal person or entity controlled by a shareholder exercising the Company's control;
- (c) an employee or certified auditor of the Company or a shareholder exercising the Company's control or of other legal person or entity controlled by a shareholder exercising the Company's control;
- (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 Meeting, by a request to be submitted to the BoD by Wednesday, September 12th, 2012, which

must be accompanied by justification or a draft decision to be approved by the General Meeting;

(b) that draft decisions on the items included in the initial or revised, as the case may be, agenda be set at the shareholders' disposal by Friday, September 21st 2012, by a request to be submitted to the Board of Directors by Thursday, September 20th, 2012.

2. Any shareholder may request, by a petition submitted to the Company by Friday, September 21st, 2012 that the General Meeting 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 by Friday, September 21st, 2012, that the General Meeting 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 are available at the Company's website (www.eurobankproperties.gr).

AVAILABLE DOCUMENTS AND INFORMATION

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

Maroussi, September 5th, 2012

THE CHAIRMAN

OF THE BOARD OF DIRECTORS

Nikolaos A. Bertzos

6. Ballot

FOR THE ORDINARY GENERAL MEETING DATED SEPTEMBER 27, 2012

		ONLY NO	FOR ABSTENTION
ITEM1	The appointment of a new member of the B.o.D.		
NOTE : IF YOU APPROVE THE AFOREMENTIONED ITEMS, PLEASE DELIVER THE BALLOT WITHOUT ANY NOTES			

7. Proxy

**FOR PARTICIPATION IN THE ORDINARY GENERAL MEETING
OF EUROBANK PROPERTIES R.E.I.C. DATED SEPTEMBER 27, 2012**

I, the undersigned Shareholder of Eurobank Properties R.E.I.C.

Full name/Trade name:	
Address/Registered Offices:	
ID Card No/ SA Register Number	
Telephone Number	
Number of Shares	
DSS Share Number	
Securities Account Number	
Administrator	
Full Name of Legal Representative signing this form (to be filled in only by legal persons)	

hereby authorize¹²

 1 You are kindly requested to fill in up to three (3) representatives and note a ✓ in the respective box.

- Mr. Bertso A. Nikolaos
- Mr. Chrysikos Georgios
- Mr. Prombonas Stylianos

Note: The aforementioned persons are members of the Board of Directors and/or Managers of the Company, whom you may grant authorization to so that they vote according to your directions. In case that you don't provide specific directions, it shall be regarded that they are authorized to vote "For" all agenda items.

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Note: Should you designate any of the aforementioned persons to be your representative and not provide any specific directions, such person shall vote in his judgment.

to represent me/ the legal person³ and to vote in my name and on my behalf/ in the name and on behalf of the legal person³, acting jointly or each them separately ⁴ for.....shares of the Company for which I have/ the legal person has³ a voting right, on the agenda items, at the Extraordinary General Shareholders' Meeting of the aforementioned company, which shall convene on Thursday, September 27, 2012, at 12:00 p.m., in "Bodossaki Foundation Building" ("John S. Latsis" conference room), 20, Amalias Ave., Athens, as follows⁵:

	FOR	AGAINST	ABSTENTION
ON ALL AGENDA ITEMS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
or:			
Agenda Items	FOR	AGAINST	ABSTENTION
1. The appointment of a new member of the B.o.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any revocation hereof shall be valid if communicated in writing to the Company at least three (3) days before the respective General Meeting date.

Maroussi,

(Full name) / (Trade name)

(Signature)

² Any natural or legal person may be designated as representative.
³ Please, delete accordingly.
⁴ If you wish only one way, please delete accordingly. Should more than one representative be designated, which may act (also) separately, and more than one representative arrive at the General Meeting, the first person to arrive shall preclude the others.
⁵ Please note your vote by ticking (✓) the respective box.

(Full name) / (Trade name)

(Signature)

8. Total number of shares and voting rights

The total number of shares of Eurobank Properties R.E.I.C. as of September 5, 2012 amounts to *sixty one million (61,000,000) registered and ordinary shares with voting rights, each of nominal value of EUR two and thirteen cents (€2.13).*

9. Minority interests

1. Upon request by shareholders representing one twentieth (1/20) of the Company's paid-up share capital, the Board of Directors must add to the agenda of the Extraordinary General Meeting additional items, if the relevant request is submitted to the Board of Directors at least fifteen (15) days prior to the Extraordinary General Meeting. The request for inclusion of additional items in the agenda shall be accompanied by justification or a draft decision to be approved by the Extraordinary General Meeting. The revised agenda shall be published in the same way as the initial one, thirteen (13) days prior to the Extraordinary General Meeting date, and shall be also available to the shareholders at the Company's website (www.eurobankproperties.gr), along with the justification or the draft decision submitted by the shareholders according to those provided for by Article 27(3) of Codified Law 2190/1920.
2. By request of shareholders representing one twentieth (1/20) of the Company's paid-up share capital, the Board of Directors shall make available to the shareholders, as per Article 27(3) of Codified Law 2190/1920, six (6) clear days prior to the Extraordinary General Meeting, draft decisions on the items added to the initial or the revised agenda, should the relevant request be submitted to the BoD seven (7) clear days prior to the Extraordinary General Meeting.

3. By request of any shareholder submitted to the Company five (5) clear days prior to the Extraordinary General Meeting, the Board of Directors shall provide the Extraordinary General Meeting with the requested specific information on the Company's affairs, to the extent that such information is useful in actually assessing the items on the agenda. The Board of Directors may refuse to provide such information on serious grounds, which shall be recorded in the minutes. The Board of Directors may provide a single reply to shareholders' requests having the same content. An obligation to provide information does not exist, when the relevant information is already available at the Company's website, especially in the form of queries and replies.
4. By request of shareholders representing one fifth (1/5) of the Company's paid-up share capital to be submitted to the Company five (5) clear days prior to the Extraordinary General Meeting date, the Board of Directors is obliged to provide the Extraordinary General Meeting with information on the course of the corporate affairs and the Company's financial standing. The Board of Directors may refuse to provide such information on serious grounds, which shall be recorded in the minutes.