



May 9th, 2014

Piraeus Bank S.A Annual General Meeting - May 16th, 2014

Dear Shareholder,

On April 30th 2014, ISS issued voting recommendations regarding our upcoming Annual General Meeting, scheduled for May 16th, 2014. ISS recommends a “For” vote regarding all agenda items other than item 4 (“Election of new Board of Directors and appointment of independent non-executive members pursuant to Law 3016/2002”) where it recommended an “against” vote.

According to ISS, a vote AGAINST the election of directors is warranted because, even though the names of the nominees were available ahead of the meeting and no corporate governance concerns have been identified with each of the proposed candidates, the proposed board is not at least one-third independent under ISS classification criteria. ISS implements a policy (put into effect as of February 2014) whereby directors serving on the board for more than 12 years are not classified as independent. This leads them to oppose the non-independent classification of two senior independent candidates (Alexandrides and Golemis) on the sole account of tenure, driving the independence percentage of the Board to a lower number.

In view of the above, we would like to draw your attention to specific points that the Board of Directors wishes to address as regards item 4 of the AGM agenda:

1. According to Greek law 3016/2002 on corporate governance, at least two (2) members of the Board must be independent non-executive. Piraeus Bank, by proposing 5 out of 15 members to be independent non-executive, is substantially exceeding the minimum legal requirement.
2. The qualification of board members as independent is based on the criteria set by law 3016/2002 and the Greek Banking Regulatory framework, both of which are fully upheld in the case of all independent candidates proposed by the Board. In fact, the Banking Regulator requires a very demanding set of skills and competencies for bank BoD members (fit and proper rules), both on an individual and on a collective basis, some of which may only be acquired through extensive experience in banking matters. For non-bankers, this experience and aptitude may only be achieved through Board tenures.

3. The Bank firmly believes that the inclusion of Messrs Golemis and Alexandrides in the independent members list substantially enhances the knowledge and experience pool of the Board, in terms of economic and company-specific issues.
4. Given the fact that Item 4 is a bundled resolution, a negative vote (based solely on the tenure of 2 of the candidates) may cause failure to elect a new Board of Directors altogether and may thus disrupt the normal business of the Bank.

Finally, let us bring to your attention the fact that the other leading proxy advisor, Glass Lewis, has already expressed a "For" recommendation on agenda item 4, stating that "Having reviewed the background of the nominees, we conclude that they bring an appropriate level of experience and diversity of expertise to the board. In addition, we note that the board is composed of a majority of non-executive directors and also meets the independence threshold recommended by the Code."

We sincerely hope that this letter provides you with a clear view of the Board of Directors intentions and motivations with respect to the proposed resolution. The Board of Directors strongly recommends that you carefully consider the points summarized above before making your final voting decision, placing substance over form, and trusts that you will vote "in favor" of item 4 on the meeting agenda.

Yours faithfully,

George Marinopoulos

Director,

Business Planning and Investor Relations