

Wednesday, 26 June 2024

ANNOUNCEMENT
APPROVAL OF THE TAKEOVER BID DOCUMENT IN RELATION TO THE TAKEOVER
BID BY EUROBANK S.A. TO THE SHAREHOLDERS OF HELLENIC BANK PUBLIC
COMPANY LIMITED

Eurobank S.A. (the “**Offeror**”), a subsidiary of Eurobank Ergasias Services and Holdings S.A., following its announcement dated 4 June 2024 in relation to the submission of a mandatory takeover bid (“**Takeover Bid**”) for the acquisition of up to 100% of the issued share capital of Hellenic Bank Public Company Limited (“**Hellenic Bank**”, “**Target Company**”) and pursuant to Article 22(1)(a)(i) of the Takeover Bids Law of 2007 to 2022 (the “**Law**”), announces that on 25 June 2024, the Cyprus Securities and Exchange Commission (the “**CySEC**”) approved the publication of the Takeover Bid Document for the acquisition of up to 100% of the issued share capital of Hellenic Bank, whose shares are listed on the Main Market of the Cyprus Stock Exchange (“**CSE**”).

As at the date of this announcement, the Offeror directly holds 229,029,857 shares, representing 55.48% of the issued share capital of Hellenic Bank. Therefore, pursuant to the relevant provisions of the Law, the Takeover Bid is considered successful and unconditional. As a result, the Offeror is obliged to acquire the total number of shares that will be offered based on the terms of the Takeover Bid, provided that no cancellation or withdrawal of the Takeover Bid will emerge pursuant to Article 27 of the Law.

In addition, the Offeror will be acquiring shares of the Target Company during the Acceptance Period of the Takeover Bid at a price equal to the offered consideration of €2.56 during the trading sessions.

Pursuant to the Takeover Bid Document, the consideration offered to the shareholders of Hellenic Bank who will accept the Takeover Bid is €2.56 per share paid in cash. The consideration of €2.56 per share is at a discount of 3.03% over the closing share price on the day prior to the announcement of the submission of the Takeover Bid and at a premium of 14.84% over the average closing price for the 12 months preceding the announcement of the Takeover Bid. Moreover, the consideration offered is at a discount of 33.91% compared to the net asset value per share of Hellenic Bank based on the unaudited condensed interim consolidated financial statements for the three-month period ended 31 March 2024.

The Acceptance Period of the Takeover Bid for the shareholders of Hellenic Bank commences on 1st July 2024 and ends on 30th July 2024, at 14:30.

The Takeover Bid Document contains complete information about the Takeover Bid, the consideration offered and a detailed description of the Takeover Bid acceptance procedure. The Takeover Bid Document, the Acceptance and Transfer Form, the Withdrawal Form and the Investor Order Form will be posted to the shareholders of Hellenic Bank who hold more than 0.01% stake in the issued share capital of Hellenic Bank. In addition, the Acceptance and the Transfer Form, the Withdrawal Form and the Investor Order Form will be available at:

- the branches of Bank of Cyprus Public Company Limited in Cyprus,
- the branches of Eurobank Cyprus Ltd in Cyprus,
- the offices of the Advisor to the Takeover Bid, The Cyprus Investment and Securities Corporation Limited (CISCO), in Nicosia, as stated below,
- the website of the CISCO (www.cisco-online.com.cy), as well as
- the website of the CSE (www.cse.com.cy).

The Takeover Bid Document, as approved by CySEC, will be available free of charge in electronic form from 1st July 2024 at:

- the website of the Offeror (www.eurobank.gr)

- the website of the CSE (www.cse.com.cy)
- the website of the Advisor to the Takeover Bid, CISCO (www.cisco-online.com.cy)

From 1st July 2024, interested parties may also receive free of charge a copy of the Takeover Bid Document from the offices of the Advisor to the Takeover Bid, CISCO, at the address 1 Agiou Prokopiou and Posidonos Street, 1st Floor, Engomi, 2406, Nicosia, Cyprus, tel. 22121700, Monday to Friday from 8:00 to 17:00.