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Prospectuses

HELLENIC BANK PUBLIC COMPANY LTD

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Share Capital Increase - Approval and Publication of Prospectus

Attached announcement dated 29 January 2019.

(en)

Attachment:

1. **Share Capital Increase - Approval and Publication of Prospectus**

Non Regulated

Publication Date: 29/01/2019



HELLENIC BANK

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29 January 2019

ANNOUNCEMENT

Subject: Share Capital Increase – Approval and Publication of Prospectus

HELLENIC BANK PUBLIC COMPANY LIMITED

Public Company, Registration Number: 6771, Registered Office: Corner Limassol Ave. & 200 Athalassas Ave., 2025 Strovolos, Nicosia, Cyprus

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Website: www.hellenicbank.com



Hellenic Bank Public Company Ltd (the “**Company**” or the “**Bank**”) announces that the Cyprus Securities and Exchange Commission (the “**CySEC**”) has, on 28 January 2019, approved and has allowed the publication of a prospectus (the “**Prospectus**”) in relation to a share capital increase through (i) a rights issue of up to €100.031.254,40 (the “**Rights Issue**”) and (ii) a private placement of €50.000.000,40 (the “**Private Placement**”) and the listing on the Cyprus Stock Exchange (the “**CSE**”) of the rights issued pursuant to the Rights Issue (the “**Rights**”) and the new ordinary shares to be issued by the Company with nominal value of €0,50 each (the “**New Ordinary Shares**”) pursuant to the exercise of the Rights and the Private Placement (the “**Share Capital Increase**”)¹.

The Prospectus, as approved by the CySEC, is available free of charge during the period that it is applicable:

(a) In electronic form as of 29 January 2019 at:

- the website of the Company, www.hellenicbank.com
- the website of the Underwriter responsible for drawing up the Prospectus, The Cyprus Investment and Securities Corporation Ltd (CISCO), www.cisco-online.com.cy
- the website of the CSE, www.cse.com.cy
- the website of the CYSEC, www.cysec.gov.cy

and (b) in printed form as of 31 January 2019 at:

- the registered office of the Company, from its Shares & Bonds Department (Corner Limassol Avenue & 200 Athalassa Avenue, 2025 Strovolos, Nicosia, Cyprus)
- the office of the Underwriter responsible for drawing up the Prospectus, The Cyprus Investment and Securities Corporation Ltd (CISCO), (154 Limassol Avenue, 2025 Strovolos, Nicosia, Cyprus).

The Prospectus has been prepared pursuant to Regulation 809/2004 of the European Commission (as amended) and the Public Offer and Prospectus Law of 2005 (N.114(I)/2005) (as amended).

The Underwriter responsible for drawing up the Prospectus is The Cyprus Investment and Securities Corporation Ltd (CISCO). The Bank is the Underwriter responsible for the collection of the amounts due for the public offer.

Investors interested in additional information can contact, during Business Days and hours:

- The Shares and Bonds Department of the Bank at +357 22500650/ 22500772,
- the Investor Relations Department of the Bank at +357 22500794/ 22500820, and
- the Underwriter responsible for drawing up the Prospectus, The Cyprus Investment and Securities Corporation Ltd (CISCO), at +357 22121700.

Unless otherwise defined, capitalised terms used in this announcement have the meanings given to them in the Prospectus.

¹ Approved by the Company's shareholders at an extraordinary general meeting on 22 August 2018.

Indicative Expected Timeframe

The table below presents the indicative expected timeframe of the key events for the issuance and listing of the Rights on the CSE as well as for their exercise:

Event	Date
Date of approval for the publication of the Prospectus	28 January 2019
Ex-Rights date	1 February 2019
Record Date for the Rights Issue	4 February 2019
Dispatch of the Allotment Letters to the registered Shareholders (not applicable for shareholders of Excluded Territories)	8 February 2019
Trading period for the Rights on the CSE	15 February 2019 – 28 February 2019
Exercise period for the Rights by the Rights Holders registered on the Central Depository/Registry of the CSE	15 February 2019 – 7 March 2019
Last Date of Exercise of Rights (not applicable for shareholders of Excluded Territories)	7 March 2019
Board Meeting for Allocation of New Ordinary Shares corresponding to unexercised Rights and for Private Placement	14 March 2019
Date of dispatch of the Allotment Letter of the New Ordinary Shares	18 March 2019

Explanatory Notes

- The Rights will be issued and allocated to all existing shareholders who hold shares on the Record Date, 4 February 2019, gratis at the ratio of one Right to everyone Existing Ordinary Share. Investors who purchase shares up to and including 31 January 2019 shall be allocated Rights.
- As from 1 February 2019, the shares of the Company will be traded without the right to participate in the Rights Issue (ex-Rights date).
- Letters of allotment for the Rights will be dispatched to the registered shareholders on 8 February 2019.
- The trading period for the Rights on the CSE will start on 15 February 2019 and will end on 28 February 2019. The last day of trading of the Rights will be 28 February 2019.
- The exercise period of the Rights will start on 15 February 2019 and will end on 7 March 2019. The last day of exercise of the Rights will be 7 March 2019.
- The exercise of Rights by shareholders in Excluded Territories is prohibited, except as may be permitted by applicable law. Holders will have the right to trade the Rights during the Rights Exercise period.
- Rights Holders who wish to exercise the Rights they hold, or part of them, have the following options:
 - (a) Submit a completed and executed Rights Allotment Letter or an application for the exercise of the rights (the “**Exercise Application**”) at any designated branch of the Bank. Payment of the required amount for the exercise of the Rights can be made in any of the following ways:
 - In cash (if the required amount is up to €10.000); or

- by bank transfer into the account specified in the Rights Allotment Letter or in the Exercise Application or in any other bank account as the Bank may designate; or
- by a personal cheque of the Bank addressed to “Hellenic Bank Public Company Ltd” which can be cashed by the Bank upon receipt. A completed and signed Allotment Letter or Exercise Application for subscription in New Ordinary Shares accompanied by the relevant cheque, shall constitute sufficient evidence that the cheque is good for payment when presented and a representation and warranty that the cheque will be paid when presented. In the event of bounced cheques, it shall be deemed that Holders have not subscribed for the New Ordinary Shares; or
- by a banker’s draft issued by any bank or institution licensed and supervised by the Central Bank of Cyprus.

In each of the above cases, payment shall be made before the closing of the cashier window services on the Last Date of Exercise of the Rights, i.e. 1:30 p.m. on 7 March 2019.

(b) Send a completed and executed Rights Allotment Letter or Exercise Application via fax (fax: +357 22500065) to the Bank’s Shares and Bonds Registry department or by email at the following email address: shares@hellenicbank.com. Payment of the required amount for the exercise of the Rights can be made in any of the following ways:

- Via electronic transfer (SEPA, SWIFT), to a specific account referred to in the Allotment Letter or an Exercise Application or to any other bank account referred to by the Bank, stating in the payment reference the investor’s account; or
- through Hellenic Web Banking stating in the payment reference the investor’s account.

In each of the above cases, payment must be received by the Bank by 7:00 p.m. (Cyprus time) on the Last Date of Exercise of Rights so the value date of the electronic transfer should not be later than the Last Date of Exercise of Rights, i.e. 7 March 2019.

TERMS OF ISSUE

ISSUER	Hellenic Bank Public Company Limited
PROCEEDS (BEFORE SUBTRACTING ISSUE COSTS)	<p>The total gross proceeds of the Capital Raise are expected to be an amount up to €150.031.254,80.</p> <p>Gross proceeds expected to be raised from the Rights Issue amount up to €100.031.254,40 (assuming all Rights are exercised).</p> <p>Gross proceeds expected to be raised from the Private Placement amount to €50.000.000,40.</p>
PRIVATE PLACEMENT	<p>By way of a shareholder resolution passed on 22 August 2018 at the Extraordinary General Meeting, the Shareholders of the Bank have disapplied their pre-emption rights in respect of the Private Placement and they have authorised the Board of Directors to issue and allot up to 71.428.572 fully paid ordinary shares of the Bank to Poppy Sarl at an allotment price of €0,70 per share.</p> <p>The Bank has entered into a subscription agreement with Poppy Sarl dated 25 June 2018 (the "Private Placement Subscription Agreement") in respect of the Private Placement.</p> <p>Pursuant to the terms of the Private Placement Agreement, Poppy Sarl will subscribe for 71.428.572 New Ordinary Shares (representing 17,3% of the share capital following completion of the Capital Raise) at a price of €0,70 each New Ordinary Share, for a total consideration of €50.000.000,40.</p> <p>If the New Ordinary Shares issued in the Private Placement were to exceed 18,99% of the issued share capital of the Bank immediately following the completion of the Capital Raise, the number of New Ordinary Shares issued in the Private Placement would be reduced to such number of New Ordinary Shares as equals 18,99% of the issued share capital of the Bank.²</p> <p>The Private Placement Subscription Agreement includes certain conditions precedent in respect of the subscription by Poppy Sarl. The subscription is conditional upon the gross proceeds of the Capital Raise not being less than €150 million. Certain other conditions precedent in respect of the subscription have been satisfied between the date of the Private Placement Agreement and the date of the Prospectus (including: (i) the passing of the Resolutions approving the issue of New Ordinary Shares comprising the Capital Raise and dis-applying their pre-emption rights in respect of the New Ordinary Shares to be placed with Poppy Sarl; (ii) entry into the BTA, the APS Agreement and the Deed of Guarantee); and (iii) Completion of the Acquisition). The Private Placement Subscription Agreement was subject to a long stop date of 31 December 2018 which was extended on the basis of the current expectation that the Capital Raise will be completed by 31 March 2019.</p> <p>The Private Placement Subscription Agreement contains customary warranties given by the Bank regarding, amongst other things: (i) that neither the Bank nor any member of the Group nor, so far as the Bank is aware, any part of the Business is in violation of any Sanctions or, to the Bank's</p>

² The effective resulting percentage holding of Poppy Sarl following Completion of the Capital Raise will not exceed 17,3%, as a result of the agreements entered into by the Bank with each of Demetra Investment Public Ltd and Emma Alpha Holdings Limited in respect of the allotment of New Ordinary Shares that correspond to unexercised Rights.

	<p>knowledge, is subject to any investigation relating to any Sanctions; and (ii) that the Bank, the Group and, so far as the Bank is aware, the Business have taken reasonable measures to ensure compliance with applicable Sanctions.</p> <p>The Private Placement Subscription Agreement may be terminated by Poppy Sarl if, at any time prior to completion of Poppy Sarl's subscription, there is any material adverse change in financial position or affecting the funding position or the earnings, funding, net asset value, solvency position or credit rating of the Group as a whole, whether or not arising in the ordinary course of business and/or if the Bank (and/or any member of the Group) ceases to be authorised to conduct banking or insurance business and/or if such authorisation to conduct business is threatened to be revoked. Poppy Sarl, in certain circumstances, would have also been able to terminate the Private Placement Subscription Agreement prior to the Extraordinary General Meeting (which has now been held).</p> <p>The Private Placement Subscription Agreement will be completed on the date of issue of the New Ordinary Shares resulting from the exercise of the Rights and the date of issue and allotment by the Board of Directors of the Bank of the New Ordinary Shares which correspond to the unexercised Rights.</p> <p>The Private Placement Subscription Agreement is subject to the following supervisory approvals:</p> <ul style="list-style-type: none"> (a) Approval by the CBC and the ECB for the acquisition by the investor of the New Ordinary Shares, if such acquisition constitutes a qualifying holding pursuant to the Business of Credit Institutions Law (66(I)/1997). (b) Approval from the Superintendent of Insurance for the acquisition by the investor of the New Ordinary Shares, if such an acquisition constitutes a qualifying holding, according to Insurance and Reinsurance Services and Other Related Business (Amended) Law of 2017
<p>ISSUE OF RIGHTS</p>	<p>The Rights will be issued and allocated to gratis at the ratio of one Right to every one Existing Ordinary Share to all Existing Shareholders who hold Ordinary Shares on the Record Date. Every 25 Rights that are exercised, will be converted into 18 New Ordinary Shares with a nominal value of €0,50 and at an Exercise Price of €0,70 per New Ordinary Share.</p> <p>The current issue is not being offered to any shareholder in the Excluded Territories, except as may be permitted by applicable law.</p> <p>For this reason it is forbidden to mail, distribute, send or otherwise promote copies of the Prospectus and any other relevant documents or material relating to this Offer into or from any Excluded Territory, except in compliance with applicable law. In jurisdictions other than Cyprus, Greece and the United Kingdom, the offer of the Securities may be restricted by legal or regulatory requirements of such jurisdictions.</p> <p>The Securities have not been, and will not be, registered under the Securities Act of 1933 of the United States of America (the "Securities Act") or the securities laws of any state of the United States of America (the "United States") and the securities may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the</p>

	registration requirements of the Securities Act and applicable state or local securities laws.
SECURITIES OFFERED	Nil paid Rights
RATIO OF ISSUE OF THE RIGHTS	One Right to every one Existing Ordinary Share (being the Ordinary Shares in issue as at the Record Date) held by Shareholders on the Record Date.
RATIO OF EXERCISE OF RIGHTS TO NEW ORDINARY SHARES	<p>Every 25 Rights exercised will be converted into 18 fully paid New Ordinary Shares with a nominal value of €0,50 each at the Exercise Price of €0,70 per New Ordinary Share.</p> <p>Fractions of New Ordinary Shares resulting from the conversion of the Rights of each Existing Shareholder will not be issued and the Board of Directors will deal with any fractional balances that are related to the Exercise of Rights at its discretion.</p>
EXERCISE PRICE OF RIGHTS/SUBSCRIPTION PRICE/ISSUE PRICE OF NEW ORDINARY SHARES	€0,70 per one New Ordinary Share
NOMINAL VALUE OF NEW ORDINARY SHARES	€0,50
ISSUED SHARE CAPITAL PRIOR TO THE ISSUE AND PRIVATE PLACEMENT	€99.237.356 divided into 198.474.712 Ordinary Shares of nominal value €0,50 each.
NUMBER OF RIGHTS TO BE ISSUED	198.474.712
TOTAL ORDINARY SHARE CAPITAL TO BE LISTED WITH THE EXERCISE OF RIGHTS (IN CASE ALL RIGHTS ARE EXERCISED) AND THE PRIVATE PLACEMENT	<p>Up to €71.450.896 divided into 142.901.792 New Ordinary Shares of nominal value €0,50 each that will result from the exercise of all Rights (representing approximately 72,0% of the existing issued share capital of the Bank and 34,6% of the enlarged issued share capital of the Bank immediately following completion of the Capital Raise).</p> <p>€35.714.286 divided into 71.428.572 New Ordinary Shares of nominal value €0,50 arising from the Private Placement (representing approximately 36,0% of the existing issued share capital of the Bank and 17,3% of the enlarged issued share capital of the Bank immediately following completion of the Share Capital Raise).</p> <p>If the increase in the issued capital proposed by the Capital Raise is not fully subscribed for, the issued share capital will increase by the subscribed-for amount.</p>
RANKING OF THE NEW ORDINARY SHARES	The New Ordinary Shares issued pursuant to the Rights Issue and the Private Placement will rank equally with other Ordinary Shares in all respects, including the right to receive dividends and distributions (if any) made, paid or declared after the Share Capital Raise.
PARTICIPATION OF MAIN SHAREHOLDERS	The Bank has entered into a subscription agreement with Demetra. Pursuant to this agreement, Demetra has committed to subscribe for up to 71.428.571 New Ordinary Shares at the Issue Price for a total consideration of up to €50 million. Such agreement contains customary warranties from the Bank and Demetra.

	<p>As part of that commitment, Demetra has agreed that it will subscribe for its pro rata entitlement under the Rights Issue, which amounts to 14.366.920 New Ordinary Shares for a total consideration of €10.056.844. Additionally, to the extent that New Ordinary Shares are not acquired through the conversion of the Rights by other Existing Shareholders in the Rights Issue, the Bank has agreed to allocate to Demetra such number of additional New Ordinary Shares as are necessary for Demetra to have a 20,09% shareholding at completion of the Capital Raise. In all other cases Demetra's shareholding will be lower than 20,09%.</p> <p>The subscription by Demetra is conditional upon obtaining the following regulatory approvals, for which Demetra has informed the Bank that these approvals have been received:</p> <ul style="list-style-type: none"> (a) Approval by the CBC and the ECB for the acquisition by the investor of the New Ordinary Shares, if such acquisition constitutes a qualifying holding pursuant to the Business of Credit Institutions Law (66(I)/1997). (b) Approval from the Superintendent of Insurance for the acquisition by the investor of the New Ordinary Shares, if such an acquisition constitutes a qualifying holding, according to Insurance and Reinsurance Services and Other Related Business (Amended) Law of 2017 <p>The subscription agreement between the Bank and Demetra is conditional upon obtaining other regulatory approvals, which have already being obtained (including: (i) the Completion of the Acquisition; and (ii) the passing of the Resolution approving the issue of New Ordinary Shares comprising the Rights Issue).</p> <p>The Bank has not entered into any agreements with its shareholders in respect of the Issue, apart from the agreement with Demetra as outlined above. The Bank has also entered into a subscription agreement with Emma Alpha Holdings Limited ("Emma Alpha") as detailed below.</p>
<p>ALLOTMENT OF NEW ORDINARY SHARES WHICH REMAIN UNSUBSCRIBED</p>	<p>The Board has the discretion to issue all or part of the New Ordinary Shares that correspond to the Rights that are not exercised during the Exercise Period. The Bank has entered into a subscription agreement with Demetra and Emma Alpha in this regard.</p> <p>Agreements for the allotment of New Ordinary Shares that correspond to unexercised Rights</p> <p>The Bank has entered into an agreement with Demetra pursuant to which Demetra has agreed that, in addition to committing to subscribe for its pro rata entitlement of New Ordinary Shares in the Rights Issue, Demetra will subscribe for such number of additional New Ordinary Shares that correspond to such number of unexercised Rights in the Rights Issue as are necessary for Demetra to have a 20,09% shareholding at the completion of the Capital Raise. In all other cases Demetra's shareholding will be lower than 20,09%.</p> <p>Further, the Board of Directors of the Bank may, at its full discretion, allocate to Demetra any further New Ordinary Shares that correspond to the unexercised Rights that have not been subscribed for during the Exercise Period, together with the other New Ordinary Shares subscribed for by</p>

Demetra (including the New Ordinary Shares that will result from the exercise of its Rights), of up to €50.000.000. In this case Demetra's shareholding will range between 20,09% and 22,1% following completion of the Capital Raise.

In addition, the Board has, in accordance with its discretion provided for by the shareholder approval obtained at the EGM, agreed to allocate to Emma Alpha such number of New Ordinary Shares that correspond to the unexercised Rights that are not subscribed for by Rights Holders ("Holders") within the Exercise Period, to a total amount of €50.000.000. The Bank has an obligation to pay Emma Alpha a commission of 4,5% on the amount of €50.000.000 and which is payable within five Business Days after the expiry of the Exercise Period. Such commission is payable by the Bank whether or not there are New Ordinary Shares that correspond to the unexercised Rights that are not subscribed for by Holders in exercise of their pre-emption rights in the Rights Issue for which Emma Alpha can subscribe.

The share subscription agreement by Emma Alpha is conditional upon obtaining the following regulatory approvals:

- (a) Approval by the CBC and the ECB for the acquisition by the investor of the New Ordinary Shares, if such acquisition constitutes a qualifying holding pursuant to the Business of Credit Institutions Law (66(I)/1997).
- (b) Approval from the Superintendent of Insurance for the acquisition by the investor of the New Ordinary Shares, if such an acquisition constitutes a qualifying holding, according to Insurance and Reinsurance Services and Other Related Business (Amended) Law of 2017

Depending on the percentage of the Rights exercised and the allocation of New Ordinary Shares to Demetra, Emma Alpha's shareholding in the Bank will range between 0% and 17,3% following completion of the Capital Raise.

In respect of any Rights not exercised by the Rights Holders, the Bank will issue and allot the corresponding number of New Ordinary Shares to Demetra such that Demetra's shareholding will be up to 20,09% of the post-Capital Raise total. If there are further unexercised Rights in excess of this figure, the Board of Directors has discretion as to whom they issue and allot those New Ordinary Shares. Under the subscription agreements the Bank has signed with Demetra and Emma Alpha, in such a circumstance the Bank shall have the right, but not the obligation, at its discretion, to require either Emma Alpha or Demetra to subscribe for any of those additional New Ordinary Shares, in each case up to their maximum subscriptions. As stated above, the obligation to pay the commission to Emma Alpha applies regardless of whether any New Ordinary Shares will be issued to Emma Alpha.

The issue and allotment of New Ordinary Shares to Demetra and/or Emma Alpha (as the case may be) in respect of Rights which are not exercised by Rights Holders will take place shortly after the end of the Exercise Period. The subscription agreement with Emma Alpha was subject to a long stop date of 31 December 2018 which was extended on the basis of the current expectation that the Capital Raise will be completed by 31 March 2019. The subscription agreement entered into between the Company and Demetra Investments Public Ltd is already unconditional and remains in force.

	<p>The procedure of allotment and distribution of such New Ordinary Shares will not constitute a public offer under the provisions of the applicable securities law of any state, other than Cyprus, Greece and the United Kingdom. In European Economic Area member states other than Cyprus, Greece and the United Kingdom, the Securities are only being offered in circumstances that do not require the publication of a prospectus pursuant to Article 3 of the Prospectus Directive. The offer is not addressed in any way (in writing or otherwise), directly or indirectly, to persons in the Excluded Territories.</p> <p>For this reason it is forbidden to mail, distribute, send or otherwise promote copies of the Prospectus and any other relevant documents or material relating to this Offer into or from any Excluded Territory except in compliance with applicable legislation. In jurisdictions other than Cyprus, Greece, the United Kingdom, the offer of the Securities may be restricted by legal or regulatory requirements of such jurisdictions.</p>
USE OF PROCEEDS	<p>The Group intends to use the net proceeds of the Share Capital Raise to strengthen its regulatory capital position following the increase to its balance sheet size and risk-weight assets as a result of the Acquisition, thus supporting the business plan of the Group.</p>
LISTING AND TRADING	<p>The Rights will be listed and traded for 10 trading days on the Main Market of the CSE provided all necessary approvals from the Competent Authorities are granted.</p> <p>The New Ordinary Shares arising from the exercise of the Rights and the allotment of New Ordinary Shares which correspond to the unexercised Rights and the New Ordinary Shares arising from the completion of the Private Placement will be listed and traded on the Main Market of the CSE, provided all necessary approvals from the Competent Authorities are granted.</p>
GOVERNING LAW AND JURISDICTION	<p>The governing law of the Issue is Cypriot law.</p> <p>The subscription agreements entered into with Emma Alpha and Poppy Sarl are governed by English law and subject to the jurisdiction of the English courts, while the subscription agreement entered into with Demetra is governed by Cyprus law and is subject to the jurisdiction of Cypriot Courts.</p>
TAX STATUS	<p>Please see section 17 – “<i>Tax Regime</i>” of the Prospectus.</p>

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute a prospectus or prospectus equivalent document. Nothing in this announcement shall constitute an invitation or offer to sell or exchange, or the solicitation of an invitation or offer to buy or exchange, any security. This announcement and the information contained herein is restricted and is not for publication, release, forwarding, transmission or distribution, directly or indirectly, in whole or in part, in or into the United States, any of the Excluded Territories or any other jurisdiction in which it would be unlawful to do so. The information in this announcement may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution, reproduction or disclosure of this information in whole or in part is unauthorised. Failure to comply with any such restriction may constitute a violation of the securities laws of any such jurisdiction.

The approval of the Prospectus should not be considered as a recommendation to invest in the Bank. Before any investment decision is obtained, investors should consult their investment advisor and/or any professional consultant, as they see fit.

Any decision to purchase, subscribe for, otherwise acquire, sell or otherwise dispose of any allotment letter, Rights and/or New Ordinary Shares must be made only on the basis of the information contained in and incorporated by reference into the Prospectus. This announcement does not contain a recommendation concerning any investment option with respect to the Rights Issue. The information in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The information in this announcement is subject to change. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each shareholder should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, business, financial or tax advice.

A copy of the Prospectus will be available from the registered office of the Company and on the Company's website at www.hellenicbank.com provided that the Prospectus will not be available (whether through the website or otherwise) to shareholders in the Excluded Territories. Neither the content of the Company's website (or any other website) nor any website accessible by hyperlinks on the Company's website (or any other website) is incorporated in, or forms part of, this announcement.

No action has been, or will be, taken by the Bank to permit a public offering of the New Ordinary Shares, or to permit the possession or distribution of the Prospectus (or any other offering or publicity materials relating to the New Ordinary Shares) in any jurisdiction where any action that has not been taken by the Bank, may be required for that purpose.

The Rights and the New Ordinary Shares mentioned herein (together the "**Securities**") are only being offered to the public in Cyprus, Greece and the United Kingdom, and the offer is only addressed to persons that can legally accept it. In the European Economic Area member states other than Cyprus, Greece and the United Kingdom, the Securities are only being offered in circumstances that do not require the publication of a prospectus pursuant to Article 3 of Directive 2003/71/EC of the European Parliament and the Council of the European Union (the "**Council**"), as amended by the Directive 2010/73/EU, (the "**Prospectus Directive**"). There is no offer (in writing or otherwise), directly or indirectly, to persons in the Excluded Territories. For this reason, it is forbidden to mail, distribute, send or otherwise promote copies of this announcement, the Prospectus and any other relevant documents or material relating to the Rights Issue into or from any Excluded Territory, except in compliance with applicable law.

The Securities have not been and will not be registered under the Securities Act or the securities laws of any state of the United States or any other Excluded Territory. The Securities may not be offered, sold, taken up, resold, transferred or delivered, directly or indirectly, within, into or in the United States, or any other Excluded Territory, or to any national resident or citizen of, or any corporation, partnership or other entity created or organised under the laws of any Excluded Territory, absent registration under the Securities Act or pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in each case in compliance with the securities laws of any applicable securities law of any state or other jurisdiction of the United States and any relevant Excluded Territory. No public offer of the Securities is being made in the United States.

Applications have been made by the Bank for a certificate of approval under Article 18 of Directive 2003/71/EC of the European Parliament and the Council, as implemented in Cyprus, to be issued by the CySEC to the competent authorities in Greece and the United Kingdom, in which it will be certified that the Prospectus has been prepared in accordance with Directive 2003/71/EC.

The decision for participation in the Rights Issue of the Bank should be based on consideration of all the information contained in the Prospectus as a whole. Such decision involves potential risks, the most important of which are described in Part II of the Prospectus.