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NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN, OR AT ANY ADDRESS IN, THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OF AMERICA OR THE DISTRICT OF COLUMBIA (THE "**UNITED STATES**") OR TO ANY U.S. PERSON (AS DEFINED IN REGULATIONS OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**")) OR IN OR INTO ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT.

### **ALPHA BANK S.A. LAUNCHES CASH TENDER OFFER**

3 February 2026

Alpha Bank S.A. (the "**Offeror**") announces today that it is inviting holders of its outstanding €450,000,000 Fixed Rate Reset Senior Preferred Notes due 2027 (ISIN: XS2562213145) (the "**Notes**") to tender any and all of their Notes for purchase by the Offeror for cash subject to, among other things, the satisfaction (or waiver) of the New Issue Condition (such invitation, the "**Offer**").

The Offer is being made by the Offeror upon the terms and subject to the conditions contained in the tender offer memorandum dated 3 February 2026 (the "**Tender Offer Memorandum**") prepared by the Offeror in connection with the Offer, and is subject to the offer and distribution restrictions set out below and as more fully described in the Tender Offer Memorandum. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Tender Offer Memorandum.

This announcement is to be read together with the Tender Offer Memorandum. Holders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for participating in, the Offer.

#### **Summary**

A summary of certain key terms relevant to the Offer appears below:

#### **Description of the Offer**

<b>Description of the Notes</b>	<b>Coupon of the Notes until the Optional Redemption Date</b>	<b>ISIN / Common Code</b>	<b>Outstanding Principal Amount</b>	<b>Optional Redemption Date</b>	<b>Purchase Price</b>	<b>Amount subject to the Offer</b>
€450,000,000 Fixed Rate Reset Senior Preferred Notes due 2027	7.500 per cent. per annum	XS2562213145 / 256221314	€450,000,000	16 June 2026	101.80 per cent. <sup>1</sup>	Any and all

**THE OFFER BEGINS ON THE DATE OF THIS ANNOUNCEMENT AND WILL EXPIRE AT 5.00 P.M. (CET) ON 10 FEBRUARY 2026, UNLESS EXTENDED, RE-OPENED, AMENDED AND/OR TERMINATED AS PROVIDED IN THE TENDER OFFER MEMORANDUM.**

<sup>1</sup> Does not include an amount equal to the Accrued Interest Payment (as defined in the Tender Offer Memorandum) that will also be paid in respect of Notes which are validly tendered and accepted for purchase pursuant to the Offer.

**THE DEADLINES SET BY ANY INTERMEDIARY OR CLEARING SYSTEM WILL BE EARLIER THAN THIS DEADLINE.**

**Rationale**

The purpose of the Offer is to proactively manage the refinancing of the Notes in conjunction with the issue of the New Notes (as defined below) for the purposes of the Offeror managing its MREL position. The Offer also provides Holders with the opportunity to sell their Notes ahead of the Optional Redemption Date and to receive, at the sole and absolute discretion of the Offeror, priority in the allocation of the New Notes, subject to the issue of the New Notes and the selling restrictions contained in the Offering Circular (as defined below) relating to the New Notes. See "*Allocation of the New Notes*" below. Notes repurchased by the Offeror pursuant to the Offer will be cancelled following the Settlement Date and the obligations of the Offeror in respect of any such Notes shall be discharged.

**Purchase Price**

The Offeror will, on the Settlement Date, pay for Notes validly tendered and accepted by it for purchase pursuant to the Offer (subject to the satisfaction (or waiver) of the New Issue Condition on or prior to the Settlement Date) a cash amount equal to 101.80 per cent. of the principal amount of Notes accepted for purchase by it pursuant to the Offer (the "**Purchase Price**").

**Accrued Interest Payment**

The Offeror will also pay the Accrued Interest Payment in respect of Notes accepted for purchase by it pursuant to the Offer. The Accrued Interest Payment shall be payable by the Offeror as part of the consideration under the Offer and is not, for the avoidance of doubt, a payment pursuant to the terms of the Notes.

In the event of any dispute or controversy regarding the Accrued Interest Payment, the determination of the Offeror shall be conclusive and binding, absent any manifest error.

**Amount subject to the Offer**

If the Offeror decides to accept any valid tenders of Notes for purchase pursuant to the Offer, the Offeror will (subject to satisfaction (or waiver) of the New Issue Condition on or prior to the Settlement Date) accept for purchase all Notes that are so validly tendered in full, with no *pro rata* scaling.

**New Issue Condition**

The Offeror announced today its intention to issue a new series of euro denominated fixed rate reset senior preferred notes (the "**New Notes**"), subject to market conditions. The Offeror's purchase of any Notes validly tendered in the Offer is subject, without limitation, to the successful completion (in the sole determination of the Offeror) of the issue of the New Notes (the "**New Issue Condition**").

Even if the New Issue Condition is satisfied, the Offeror is under no obligation to accept for purchase any Notes validly tendered pursuant to the Offer. The acceptance for purchase by the Offeror of Notes validly tendered pursuant to the Offer is at the sole and absolute discretion of the Offeror, and tenders may be rejected by the Offeror for any reason.

*Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or sell, or a solicitation of an offer to sell or buy, any New Notes (and tenders of Notes for purchase pursuant to the Offer will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.*

*Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the offering circular dated 1 July 2025 prepared in connection with the €15,000,000,000 Euro Medium Term Note Programme of the Offeror, as supplemented by the supplements dated 15 September 2025 and 29 January 2026 and as completed by the pricing supplement relating to the New Notes expected to be dated on or around 6 February 2026 (together, the "**Offering Circular**"), and no reliance is to be placed on any representations other than those contained in the Offering Circular. Subject to compliance with applicable securities laws and regulations, the Offering Circular is available from any of the Dealer Managers (in their capacity as a manager of the issue of the New Notes) on request. Holders who may wish to subscribe for New Notes should carefully consider all of the information in the Offering Circular, including (but not limited to) the risk factors therein.*

*For the avoidance of doubt, the ability to purchase New Notes is subject to all applicable securities laws and regulations in force in any relevant jurisdiction (including the jurisdiction of the relevant Holder and the selling restrictions that are set out in the Offering Circular). It is the sole responsibility of each Holder to satisfy itself that it is eligible to purchase the New Notes.*

*The New Notes are not being, and will not be, offered or sold in the United States. Nothing in the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. The New Notes may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons.*

*The target market for the New Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**") and all channels for distribution of the New Notes to eligible counterparties and professional clients are appropriate. The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "**PRIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIPs Regulation.*

*The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIPs Regulation.*

*No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.*

## **Allocation of the New Notes**

When considering allocation of the New Notes, the Offeror may, in its sole and absolute discretion, give preference to those Holders who, prior to such allocation, have given a firm indication to the Offeror or any Dealer Manager that they have validly tendered or intend to tender their Notes for purchase pursuant to the Offer. Therefore, a Holder who wishes to subscribe for New Notes in addition to tendering its Notes for purchase pursuant to the Offer may be eligible to receive, at the sole and absolute discretion of the Offeror, priority in the allocation of the New Notes, subject to the issue of the New Notes, the selling restrictions contained in the Offering Circular relating to the New Notes and such Holder making a separate application for the purchase of such New Notes to a Dealer Manager (in its capacity as a manager of the issue of the New Notes) in accordance with the standard new issue procedures of such Dealer Manager (which may include a requirement that such Holder be an approved counterparty of such Dealer Manager (in its capacity as a manager of the issue of the New Notes)). Any such preference will, subject to the sole and absolute discretion of the Offeror, be applicable up to the aggregate amount of Notes tendered or firmly intended to be tendered by such Holder pursuant to the Offer. However, the Offeror is not obliged to allocate any New Notes to a Holder who has validly tendered or indicated a firm intention to tender its Notes for purchase pursuant to the Offer and, if New Notes are allocated, the principal amount thereof may be less or more than the principal amount of Notes tendered by such Holder and accepted for purchase by the Offeror pursuant to the Offer. Any such allocation will also, among other factors, take into account the minimum denomination of the New Notes (being €100,000).

All allocations of the New Notes, while being considered by the Offeror as set out above, will be made in accordance with customary new issue allocation processes and procedures. In the event that a Holder validly tenders Notes pursuant to the Offer, such Notes will remain subject to such tender and the conditions of the Offer as set out in the Tender Offer Memorandum irrespective of whether that Holder receives all, part or none of any allocation of New Notes for which it has applied.

**Holders should note that the pricing and allocation of the New Notes may take place before the Expiration Deadline for the Offer and any Holder that wishes to subscribe for New Notes in addition to tendering Notes for purchase pursuant to the Offer should therefore provide, as soon as practicable (and in any event prior to the allocation of the New Notes), to any of the Dealer Managers any indications of a firm intention to tender Notes for purchase pursuant to the Offer and the principal amount of Notes that it intends to tender for purchase.**

## **Tender Instructions**

In order to participate in, and be eligible to receive the Purchase Price and Accrued Interest Payment pursuant to, the Offer, Holders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 5.00 p.m. (CET) on 10 February 2026 (the "**Expiration Deadline**"), unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum.

*Holders are advised to check with any bank, securities broker, custodian or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.*

**Tender Instructions will be irrevocable** except in the limited circumstances described in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum principal amount of Notes of no less than €100,000, being the minimum denomination of the Notes, and may be submitted in integral multiples of €1,000 thereafter.

The Offeror may, in its sole and absolute discretion, extend, re-open, amend, waive any condition of or terminate the Offer made by it at any time (subject to applicable law), in each case as further described in the Tender Offer Memorandum.

#### **Announcement of Results**

The Offeror will announce, as soon as reasonably practicable on 11 February 2026, its decision of whether to accept (subject to satisfaction or waiver of the New Issue Condition on or prior to the Settlement Date) valid tenders of Notes pursuant to the Offer and, if so accepted, the aggregate principal amount of Notes accepted for purchase pursuant to the Offer.

All announcements in connection with the Offer will be made by (i) publication on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com) and (ii) the delivery of notices to the Clearing Systems for communication to Direct Participants, and may also be made on the Informa IGM Screen Insider service and/or by the issue of a press release to a Notifying News Service and/or by any other means. Copies of all such announcements, press releases and notices and of the Tender Offer Memorandum can also be obtained from the Tender Agent, the contact details for which are set out below. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Holders are urged to contact the Tender Agent for the relevant announcements during the course of the Offer. In addition, holders of Notes may contact the Dealer Managers for information using the contact details set out below.

#### **Indicative Timetable**

The anticipated transaction timetable is summarised below:

<b>Events</b>	<b>Times and Dates</b>
<b><i>Commencement of the Offer</i></b>	
Offer announced. Tender Offer Memorandum available from the Tender Agent (subject to offer and distribution restrictions) and notice of the Offer published on the website of the Luxembourg Stock Exchange at <a href="http://www.luxse.com">www.luxse.com</a> , delivered to the Clearing Systems for communication to Direct Participants, made on the Informa IGM Screen Insider service and/or by the issue of a press release to a Notifying News Service and/or by any other means.	3 February 2026
<b><i>Expiration Deadline</i></b>	
Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Holders to be able to participate in the Offer.	5.00 p.m. (CET) on 10 February 2026
<b><i>Announcement of Results</i></b>	
Announcement of whether (subject to satisfaction or waiver of the New Issue Condition on or prior to the Settlement Date) the Offeror will accept valid tenders of Notes for purchase pursuant to the Offer and, if so accepted, the aggregate principal amount of Notes accepted for purchase pursuant to the Offer.	As soon as reasonably practicable on 11 February 2026

### ***Settlement Date***

Subject to satisfaction, or waiver, of the New Issue Condition, 12 February 2026  
expected settlement date for the Offer.

This is an indicative timetable and may be subject to change. Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines set out above. **The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines described above. See the section titled "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum.**

For detailed terms of the Offer please refer to the Tender Offer Memorandum which (subject to the offer and distribution restrictions set out therein) can be obtained from the Tender Agent referred to below.

### **DEALER MANAGERS**

Citigroup Global Markets Europe AG (Telephone: +44 20 7986 8969; Email: liabilitymanagement.europe@citi.com; Attention: Liability Management Group), Deutsche Bank Aktiengesellschaft (Telephone: +44 207 545 8011; Attention: Liability Management Group), HSBC Continental Europe (Telephone: +44 20 7992 6237; Email: LM\_EMEA@hsbc.com; Attention: Liability Management, DCM), J.P. Morgan SE (Telephone: +44 20 7134 2468; Email: liability\_management\_EMEA@jpmorgan.com; Attention: EMEA Liability Management Group), UBS Europe SE (Telephone: +44 20 7568 1121; Email: ol-liabilitymanagement-eu@ubs.com; Attention: Liability Management) and UniCredit Bank GmbH (Telephone: +39 02 8862 0581 / +49 89 378 15582; Email: agdcfiitaly.uc@unicredit.eu / liability.management@unicredit.de; Attention: DCM Italy / Liability Management).

### **TENDER AGENT**

Kroll Issuer Services Limited (Telephone: +44 20 7704 0880; Attention: Scott Boswell; Email: alphabank@is.kroll.com; Website: <https://deals.is.kroll.com/alphabank>).

This announcement is released by the Offeror and contains information that qualified or may have qualified as inside information for the purposes of Article 7(1) of MAR, encompassing information relating to the Offer and the New Notes described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made on behalf of the Offeror by Mr Xenofon Avlonitis, Chief of Compliance of the Offeror.

**DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Holder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any financial and tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes for purchase are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offer. None of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, advisers or affiliates) makes any recommendation as to whether Holders should tender Notes pursuant to the Offer. None of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, advisers or affiliates) is providing Holders with any legal, business, regulatory, financial, investment, tax, accounting or other**

**advice in this announcement or the Tender Offer Memorandum. Holders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Notes for cash.**

## **OFFER AND DISTRIBUTION RESTRICTIONS**

Neither this announcement nor the Tender Offer Memorandum constitutes an offer or an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come(s) are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Nothing in this announcement nor the Tender Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the Notes (and tenders of Notes in the Offer will not be accepted from any Holders) in any circumstances in which such offer or solicitation is unlawful. In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

No action has been or will be taken in any jurisdiction in relation to the New Notes that would permit a public offering of securities and the minimum denomination of the New Notes will be €100,000.

### **United States**

The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. person (as defined in Regulation S of the Securities Act (each a "**U.S. Person**")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States, to any person located or resident in the United States or to any U.S. Person, and the Notes cannot be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by any person located or resident in the United States or by, or by any person acting for the account or benefit of, a U.S. Person. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or by any U.S. Person or by use of such mails or any such means, instrumentality or facility will be invalid and will not be accepted.

Neither this announcement nor the Tender Offer Memorandum is an offer to buy or sell, or a solicitation of an offer to buy or sell, any Notes or other securities in the United States or to U.S. Persons. Notes may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. Persons.

Each Holder participating in the Offer will represent that it is not a U.S. Person and is not located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the

United States and who is not a U.S. Person. For the purposes of this and the above two paragraphs, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

### **Italy**

None of the Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer or to the Notes have been or will be submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") pursuant to Italian laws and regulations. The Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Accordingly, Holders or beneficial owners of the Notes that are located in Italy can tender Notes for purchase pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB, the Bank of Italy or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes and/or the Offer.

### **United Kingdom**

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21(1) of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21(1) of the FSMA on the basis that it is only directed at and may be communicated to (1) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**FPO**"); (2) persons who are Holders or who fall within Article 43(2) of the FPO; or (3) any other persons to whom these documents and/or materials may lawfully be communicated in accordance with the FPO. Any investment or investment activity to which this announcement or the Tender Offer Memorandum relates is available only to such persons or will be engaged only with such persons and other persons should not rely on it.

### **Hellenic Republic**

This announcement, the Tender Offer Memorandum and any other document or material relating to the Offer (jointly the "**Offer Documents**") have only been and shall only be distributed in the Hellenic Republic to eligible counterparties and professional clients only, each as defined in MiFID II, as amended and in force, and the Greek implementing Law 4514/2018 as amended and in force (jointly the "**MiFID II Laws**"). Accordingly, the Offer Documents are not being distributed to, and must not be passed on to, the general public in the Hellenic Republic. Further, in relation to the Offer:

1. no offer of securities to the public in the sense of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") and the relevant provisions of Greek Law 4706/2020 shall take place; and
2. no advertisement, notice, statement or other action has been or shall be reviewed, approved or authorised by the Hellenic Capital Market Commission under the Prospectus Regulation (including,

Article 22 thereof) and/or Greek Law 3461/2006 (the "**Greek Tender Offers Law**"), transposing into Greek law Directive 2004/25/EC on tender offers (all, as amended and in force),

in, from or otherwise involving the Hellenic Republic.

Furthermore, neither the Offer nor any Offer Document constitutes a "tender offer" (*dimossia protassi*), for the purposes of the Greek Tender Offers Law, for, or otherwise a solicitation, recommendation, inducement or investment advice in connection with, the purchase, sale or exchange of, or otherwise for an investment in or divestment from, securities in the territory of the Hellenic Republic

### **France**

The Offer is not being made, directly or indirectly, in the Republic of France ("**France**") other than to qualified investors (*investisseurs qualifiés*) as referred to in Article L.411-2 1° of the French Code *monétaire et financier* and defined in Article 2(e) of the Prospectus Regulation. None of the Tender Offer Memorandum, this announcement and any other documents or materials relating to the Offer have been or shall be distributed in France other than to qualified investors (*investisseurs qualifiés*) and only qualified investors (*investisseurs qualifiés*) are eligible to participate in the Offer. Neither the Tender Offer Memorandum nor this announcement has been or will be submitted for clearance to or approved by the *Autorité des Marchés Financiers*.

### **Belgium**

The Offer is not being made, and will not be made or advertised, directly or indirectly, to any individual in Belgium qualifying as a consumer within the meaning of Article I.1, 2° of the Belgian Code of Economic Law, as amended from time to time (a "**Belgian Consumer**") and neither this announcement nor the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been nor shall they be distributed, directly or indirectly, in Belgium to Belgian Consumers.

### **General**

In addition to the representations referred to above in respect of the United States, each Holder participating in the Offer will be deemed to give certain representations and warranties in respect of the other jurisdictions referred to above and generally as set out in the Tender Offer Memorandum. Non-compliance with these could result in, among other things, the non-acceptance of, or the subsequent revocation of an acceptance of, a Tender Instruction.