



BOARD OF DIRECTORS

ABSTRACT OF MINUTES OF MEETING 1485/16.04.2021

In Athens today, **Friday 16.04.2021** at **16:00**, the Board of Directors of "Piraeus Financial Holdings S.A" convened **via teleconference**.

Participants Mr. Ms.:

George Handjinicolaou	Chairman of the BoD, Non-Executive Member
Karel De Boeck	Vice-Chairman of the BoD, Independent Non-Executive BoD Member
Christos Megalou	Managing Director & CEO, Executive BoD Member
Vasileios Koutentakis	Executive BoD Member
Venetia Kontogouris	Independent Non - Executive BoD Member
Arne Berggren	Independent Non - Executive BoD Member
Enrico Cucchiani	Independent Non – Executive BoD Member
David Hexter	Independent Non – Executive BoD Member
Solomon Berahas	Independent Non – Executive BoD Member
Andrew Panzures	Independent Non – Executive BoD Member
Anne Weatherston	Independent Non – Executive BoD Member
Alexander Blades	Non-Executive BoD Member
Periklis Dontas	Non-Executive BoD Member, HFSF Representative under Law 3864/2010

Also the meeting is attended Mr. George Liakopoulos, Group General Counsel, Th. Gnardellis, Executive General Manager and Group CFO and Ms. Margarita Leontopoulou as the HFSF Observer via teleconference.

Corporate Secretary Ms. M. Zapanti.

The Board of Directors realizes quorum, according to the Law and the Articles of Association and holds a meeting for the discussion of the following items of the Agenda:

ITEMS FOR APPROVAL

Item 2 Increase of the Company's share capital through payment in cash and disapplication of the preemption rights of the Company's existing shareholders, pursuant to the provisions of articles 24 para. 1 and 27 para. 4 of Law 4548/2018, by virtue of the authorization granted to the Board of Directors by the Extraordinary General Meeting of the Company's shareholders held on 07.04.2021. Determination of the specific terms of the share capital increase, approval of the share capital increase related documentation and granting of authorisations



The Chairman of the Board initially refers to the Extraordinary General Meeting of the Company's shareholders held on 07.04.2021 (the "EGM"), which authorised, *inter alia*, the Company's Board of Directors, in the context of the Capital Enhancement Plan announced on 16.03.2021:

1. to resolve on the increase of the Company's share capital by up to €14,959,064,952, with the issuance of new ordinary registered shares, in accordance with Article 24 paragraph 1 of Law 4548/2018; and
2. to determine the specific terms and timetable of the share capital increase in accordance with the applicable provisions of Law 4548/2018, including, indicatively, the structure of such share capital increase, the manner and process for the offering of new shares issuable pursuant to such increase and the offering price thereof, the power to disapply or restrict the pre-emption rights of the Company's existing shareholders, in accordance with Article 27 paragraph 4 of Law 4548/2018, the power to determine the categories of investors eligible to participate in the offering of such new shares and to decide the criteria based on which such new shares will be allocated to various categories of investors in Greece and/or abroad, the entering into the necessary agreements with foreign and/or domestic banks and other investment firms, and, in general, to proceed with any necessary, required or expedient act, action or legal act for the implementation of such share capital increase, including the requisite amendment of the Company's Articles of Association. The authority to approve the increase of the share capital so given to the Company's Board of Directors may be exercised either once for the full maximum amount or fractionally pursuant to several transactions, and is valid for three years.

In addition, the EGM, taking into consideration the restrictions which ensue from corporate law and the interconnection between the offering price and the price of the share on the Athens Exchange (the "ATHEX"), passed the following resolutions, as prior corporate actions technically necessary to give effect to the contemplated share capital increase:

1. It approved a reverse split, namely the increase of the par value of the Company's existing ordinary shares from €6.00 to €99.00 per share combined with the concurrent (i) reduction of the total number of such shares from 831,059,164 to 50,367,223 corresponding to a ratio of 16.5 existing ordinary shares for 1 new ordinary share; and (ii) the increase of the Company's share capital by €93.00, through the capitalisation of an equal amount from the "share premium" reserve for the purposes of issuing whole number of shares (the "Reverse Split").
2. It approved (i) the reduction of the Company's share capital by €4,935,987,854.00 by decreasing the par value of the Company's ordinary shares by €99.00 to €1.00 per share, without changing the total number of the ordinary shares following the Reverse Split (the "Share Capital Reduction"); and (ii) that the Company applies such €4,935,987,854.00 for the purpose of creating a special reserve pursuant to the provisions of Article 31 paragraph 2 of Law 4548/2018.

The corresponding amendments to the Company's Articles of Association made as a result of the Reverse Split and the Share Capital Reduction were approved by Decision no. 42494/09.04.2021 of the Ministry of Development and Investments and were registered with the General Commercial Registry on 09.04.2021. As a result of the above corporate actions, prior to the contemplated share capital increase, the Company's share capital amounts to €50,367,223.00 divided into 50,367,223 ordinary shares, each having a par value of €1.00. Trading of the shares on the ATHEX is scheduled to commence on 19 April 2021.

Subsequently, the Chairman of the Board passes the floor to the CEO Mr. Christos Megalou who updates the Board members on the preparatory steps undertaken by management with the assistance and support of "UBS Europe SE" and "Goldman Sachs Bank Europe SE" (the "Joint Global Coordinators"), the rationale for the disapplication of the preemption rights of existing shareholders and for the minimum price determination, as set out in the presentation prepared by the Joint Global Coordinators dated 16.04.2021, which is attached hereto.



The CEO points out that the proposed share capital increase represents a key component of the Capital Enhancement Plan, which, in turn, is intended to facilitate the timely execution of the NPE Reduction Plan by allowing Piraeus Group to better sustain anticipated losses to be incurred from NPE sales pursuant to the NPE Reduction Plan, and ensuring an adequate capital position by strengthening the Company's core capital adequacy ratios.

In this context, management proposes to the Board of Directors to approve the increase of the Company's share capital by up to €1,200,000,000, through payment in cash, the disapplication of the preemption rights of the Company's existing shareholders and the issuance of up to 1,200,000,000 new ordinary registered shares, each having a par value of €1.00 (the "Proposed New Shares"). It is also proposed that the Proposed New Shares will be offered:

- (i) in Greece, to retail investors and qualified investors pursuant to a public offering in accordance with the Regulation (EU) 2017/1129 (the "Prospectus Regulation"), the applicable provisions of Law 4706/2020 and the enabling decisions of the HCMC (the "Proposed Public Offering"); and
- (ii) outside Greece, pursuant to a private placement book building process, which is not a public offer in the meaning of the Prospectus Regulation and other applicable laws, to qualified, institutional and other eligible investors, in accordance with the applicable legislation (the "Proposed Institutional Offering" and together with the Proposed Public Offering, the "Proposed Combined Offering").

The Proposed Public Offering period is proposed to be three business days and to run in parallel with the Proposed Institutional Offering.

It is further proposed that the offering price for the Proposed New Shares will not be lower than €1.00 or higher than €1.15 per Proposed New Share (the "Proposed Price Range"). The final offering price for the Proposed New Shares is proposed to be determined by the Board of Directors within the Proposed Price Range after the closing of the book building period for the Institutional Offering in agreement with the Joint Global Coordinators and will be identical in the Proposed Combined Offering.

The CEO informs the Board members that in a letter addressed to the Company, the Hellenic Financial Stability Fund (the "HFSF") expressed full support for the proposed share capital increase and communicated its decision to subscribe for the acquisition of such number of new shares in the Institutional Offering that will result, following the completion of the proposed share capital increase, in the HFSF holding between a minimum of 27% and a maximum of 33.0% of the total number of ordinary voting shares of the Company, including those with restricted voting rights. It is further mentioned that in establishing the allocation of New Shares to the HFSF as set out above, the Company will take into account, in consultation with the Joint Global Coordinators, among other criteria, the size of the total demand from private investors, the issue price, and other qualitative criteria, it being understood that the percentage of the total number of ordinary voting shares of the Company owned by the HFSF (including those with restricted voting rights) will be at least 27.0%.

Subsequently, the Chairman brings forward for consideration and approval a draft Report of the Company's Board of Directors in connection with the disapplication of the preemption rights of the Company's existing shareholders, as prescribed by articles 27 paragraph 4 of L. 4548/2018 and 9 paragraph 1 of L. 3016/2002, as well as paragraph 4.1.3.13.2 (3) of the ATHEX Regulation, as follows:

"REPORT of the Board of Directors of Piraeus Financial Holdings S.A. (the "Company") pursuant to articles 27 paragraph 4 of L. 4548/2018, 9 paragraph 1 of L. 3016/2002 and 4.1.3.13.2 (3) of the Athens Exchange Regulation



The Sunrise Plan

On 16 March 2021, Piraeus Group (the "Group") announced the Sunrise Plan to the investment community, which is intended to facilitate the Group's return to a path of sustainable and increasing profitability. Pursuant to the Sunrise Plan, the Group has adopted the following three strategic initiatives:

- The NPE Reduction Plan, which involves a series of NPE securitisations (under the Hellenic Asset Protection Scheme) and NPE portfolio sales designed to reduce Piraeus Bank's NPE exposure by €19 billion and enable it to achieve an aspired single-digit NPE ratio in the next 12 months, while targeting an NPE ratio of less than 3% in the medium term. Upon the successful completion of the NPE Reduction Plan, together with the Capital Enhancement Plan (as described below), the Group expects to significantly reduce its exposure to NPEs, while maintaining a satisfactory capital position above applicable capital requirements.
- The Capital Enhancement Plan, which includes the completion of a series of concerted and comprehensive capital enhancing actions in 2021, including the contemplated Share Capital Increase through the Combined Offering (each as defined below), that are intended to strengthen the Group's capital position and improve its capital adequacy buffers. The primary objective of the Capital Enhancement Plan is to facilitate the execution of the NPE Reduction Plan and to improve the Group's capital position with capital enhancing actions totaling c. €3 billion in 2021, of which circa €1.2-1.4 billion is intended to be provided through the contemplated Share Capital Increase. The successful completion of the contemplated Share Capital Increase, together with the prompt execution of the other components of the Capital Enhancement Plan, will allow the Group to timely execute its NPE Reduction Plan by enabling it to better sustain losses anticipated to be incurred from the NPE sales contemplated by said plan; and
- The Transformation Plan, which represents Piraeus Bank's long-term strategy to achieve operational excellence by focusing on its core commercial banking activities, executing its business and retail banking growth strategy, increasing efficiency and reducing operating costs throughout the organisation, improving and expanding its digital platform and implementing comprehensive sustainable banking and ESG policies. Through the implementation of the Transformation Plan, the Group aims to reduce operating costs, increase its focus on revenue generating activities, enhance productivity by growing volumes and core revenues per full-time equivalent employee, and thus increase Piraeus Bank's recurring pre-provision income.

The timely execution of the aforementioned strategic pillars will enable the Group to pursue its medium-term financial aspirations, including:

- an NPE ratio of below 10% in the next 12 months (including the anticipated effect of the COVID-19 pandemic on NPE formation) following the implementation of the NPE Reduction Plan, and lower than 3% in the medium term through further organic and inorganic NPE management actions;
- a net interest margin of at least approximately 1.8% in the medium term, absorbing the impact of the drastic NPE reduction and the impact of the COVID-19 pandemic;
- a net fee margin of approximately 0.6% over assets in the medium term;
- a cost-to-income ratio of below 45% in the medium term, through cost base transformation initiatives and further investments in digitalisation;
- a cost of risk of approximately 60 basis points over net loans in the medium term, gradually converging to a normalised level that is on par with the EU average, following the implementation of the NPE Reduction Plan;
- a return on average tangible equity of approximately 5% in the short-term and above 10% in the medium term, through business growth, further rationalisation of operating expenses and cost of risk normalisation following the de-risking; and
- a total capital adequacy ratio exceeding 16% throughout the short- to medium-term period, while converging to the required level of MREL requirements in the context of the Group's debt issuance plan.

Upon the successful completion of the NPE Reduction Plan and the Capital Enhancement Plan, the Group expects to significantly decrease NPEs on Piraeus Bank's balance sheet, while maintaining a satisfactory capital position above applicable capital requirements. These actions will further facilitate the restoration of investor confidence



in the Greek banking system overall, while also enhancing Piraeus Bank's credibility as a top tier bank among customers and improving the Group's access to the international capital markets. Finally, the successful completion of the NPE Reduction and Capital Enhancement Plans will also enable the Group to implement its long-term strategy on the basis of a stronger financial and balance sheet position, which will allow the Group to capitalise on growth opportunities, supply growth funding to the Greek economy and provide more effective banking services to households and businesses.

Resolutions of the General Meeting held on 7 April 2021

In this context, as prior corporate actions technically necessary to give effect to the contemplated Share Capital Increase, the extraordinary general meeting of the Company's shareholders held on 7 April 2021 (the "EGM") passed, inter alia, the following resolutions:

(a) It authorised the Company's Board of Directors to:

(i) resolve on the increase of the Company's share capital by up to €14,959,064,952, with the issuance of new ordinary registered shares, in accordance with Article 24 paragraph 1 of Law 4548/2018; and

(ii) determine the specific terms and timetable of the increase of the share capital in accordance with the applicable provisions of Law 4548/2018, including, indicatively, the structure of such share capital increase, the manner and process for the offering of new shares issuable pursuant to such increase and the offering price thereof, the power to disapply or restrict the pre-emptive right of the Company's existing shareholders, in accordance with Article 27 paragraph 4 of Law 4548/2018, the power to determine the categories of investors eligible to participate in the offering of such new shares and to decide the criteria based on which such new shares will be allocated to various categories of investors in Greece and/or abroad, the entering into the necessary agreements with foreign and/or domestic banks and other investment firms, and, in general, to proceed with any necessary, required or expedient act, action or legal act for the implementation of such share capital increase, including the requisite amendment of the Company's Articles of Association. The authority to approve the increase of the share capital so given to the Company's Board of Directors may be exercised either once for the full maximum amount or fractionally pursuant to several transactions, and is valid for three years.

(b) It approved a reverse split, namely the increase of the par value of the Company's existing ordinary shares from €6.00 to €99.00 per share combined with the concurrent (i) reduction of the total number of such shares from 831,059,164 to 50,367,223 corresponding to a ratio of 16.5 existing ordinary shares for 1 new ordinary share; and (ii) the increase of the Company's share capital by €93.00, through the capitalisation of an equal amount from the "share premium" reserve for the purposes of issuing a whole number of shares (the "Reverse Split").

(c) It approved:

(i) the reduction of the Company's share capital by €4,935,987,854.00 by decreasing the par value of the Company's ordinary shares by €99.00 to €1.00 per share, without changing the total number of the ordinary shares following the reverse split referred to in (b) above (the "Share Capital Reduction"); and

(ii) that the Company applies such €4,935,987,854.00 for the purpose of creating a special reserve pursuant to the provisions of Article 31 paragraph 2 of Law 4548/2018.

The corresponding amendments to the Company's Articles of Association made as a result of the Reverse Split and the Share Capital Reduction were approved by Decision no. 42494/09.04.2021 of the Ministry of Development and Investment and were registered with the General Commercial Registry on 09.04.2021. As a result of the above corporate actions, prior to the contemplated Share Capital Increase, the Company's share capital amounts to



€50,367,223.00 divided into 50,367,223 ordinary shares, each having a par value of €1.00. Trading of the shares on the Athens Exchange ("ATHEX") is scheduled to commence on 19 April 2021.

Contemplated share capital increase

In the context of the implementation of the Capital Enhancement Plan as set out above and by virtue of the authority given to it pursuant to the aforementioned resolution of the EGM, at its session to be held on 16 April 2021, the Company's Board of Directors contemplates to pass, among others, the following resolutions:

1. to approve the increase of the Company's share capital by up to €1,200,000,000, through payment in cash, the disapplication of the preemption rights of the Company's existing shareholders and the issuance of up to 1,200,000,000 new ordinary registered shares, each having a par value of €1.00 (the "New Shares"), on the terms to be detailed in the relevant resolution of the Board of Directors (the "Share Capital Increase"). The final number of the New Shares will be equal to the quotient of the final nominal amount of the Share Capital Increase divided by their par value of €1.00 per share. The difference between the par value and the final offering price for the New Shares (if any), will be credited to the own funds account of the Company under the caption "issuance of shares above par". The present Report will be an integral part of said resolution of the Board.

2. That the New Shares will be offered:

- (a) in Greece, to retail investors and qualified investors pursuant to a public offering in accordance with the Regulation (EU) 2017/1129 (the "Prospectus Regulation"), the applicable provisions of Law 4706/2020 and the enabling decisions of the HCMC (the "Public Offering"); and
- (b) outside Greece, to qualified, institutional and other eligible investors, pursuant to a private placement book building process, in reliance upon the exemptions from the requirement to publish a prospectus under the Prospectus Regulation and other applicable laws (the "Institutional Offering" and together with the Public Offering, the "Combined Offering").

3. The Public Offering period shall be three business days and shall run in parallel with the Institutional Offering.

The contemplated Share Capital Increase will enable the Group to:

- accelerate the execution of the NPE Reduction Plan by allowing it to sustain anticipated losses to be incurred from NPE sales pursuant to such plan and ensuring an adequate capital position and then to subsequently focus on the execution of the Transformation Plan towards a clean, de-risked and highly profitable Group;
- bolster its capital base and expand the Company's shareholder composition, by increasing private participation and diversity in its shareholder base;
- strengthen its image and reputation thus improving its access to the international capital and debt markets;
- successfully face the challenges of the economic environment and continue to contribute in the effort to restore the Greek economy through initiatives for the promotion of entrepreneurship and the enhancement of the competitiveness of the Greek economy.

Justification of the disapplication of the pre-emption rights of existing shareholders by virtue of a resolution of the Board of Directors

The contemplated disapplication of the pre-emption rights of the existing shareholders of the Company by virtue of the resolution of its Board of Directors is considered, under the prevailing market circumstances, to be justified and in the interest of the Company in the context of the implementation of the Capital Enhancement Plan and



the NPE Reduction Plan. The key benefits for the Company that justify the disapplication of the pre-emption rights of its existing shareholders are as follows:

- it will enable the Company to act quickly for the implementation of the Capital Enhancement Plan by expediting the respective procedures for the accelerated completion of the Share Capital Increase whilst providing it with the maximum possible flexibility;
- it will allow the Company to capture a significant volume of financial resources in a short period of time, thereby substantially reducing execution risks through a lower exposure of the transaction to changes in market conditions, including due to the COVID-19 pandemic;
- it will facilitate the determination of the offer price of the New Shares on the basis of procedures and practices that are acknowledged and applied internationally and domestically, such as the book building process, and in all cases in a transparent, expeditious and competitive manner, thus reducing the time between the initiation of the offer and the completion of the Share Capital Increase, noting, however, that the offer price cannot be lower than the nominal value of the Company's existing shares of €1.00 per share;
- it will mitigate the effect of distortion in the trading of the Company's existing shares during the period of the Combined Offering, which is significantly shorter than in the case of a rights issue; and
- It will facilitate the enlargement of the Company's private shareholder base and the resulting improvement of its free float.

However, retail investors and qualified investors who are registered shareholders of the Company in accordance with its shareholders' register electronically kept through the ATHEXCSD on the commencement date of trading of its Ordinary Shares after the Reverse Split, on 19 April, 2021, and subscribe for in the Public Offering (the "Priority Investors"), will be entitled to a priority allocation of the New Shares allocated in the Public Offering, which will be proportionate to the shareholding participation of a Priority Investor in the Company. The priority allocation shall not apply in the Institutional Offering. Relevant details will be included in the prospectus.

Offering Price of the New Shares

The offering price for the New Shares (the "Offering Price"), which may not be lower than €1.00 or higher than €1.15 per New Share (the "Price Range"), is expected to be determined by the Board of Directors within the Price Range after the close of the book building period for the Institutional Offering in agreement between the Company and the joint global coordinators of the Institutional Offering and will be identical in the Combined Offering.

In order to determine the Price Range, the Company has undertaken an intensive 4-week international roadshow. During such process a number of top quality long-only investors have expressed strong interest to participate in the share capital increase of the Company and highly positive reactions to the three strategic initiatives of the Group (NPE Reduction Plan, Capital Enhancement Plan, Transformation Plan). It is noted that the feedback accumulated from the investor roadshow pointed to an expected entry multiple for the forthcoming share capital increase of below 0.3x P/TBV. Moreover, it was indicated in several interactions with interested investors that a potential upsizing of the issuance would improve the attractiveness of the Group's proposition for the investment community. As a result, a higher vs. the €1bn initial target transaction is being proposed, with the following terms: issuance of up to 1,200,000,000 new ordinary registered shares, each having a par value of €1.00, with a subscription price ranging from €1.00 to €1.15, corresponding to a deal size range of €1.20bn to €1.38bn.

Participants in the Public Offering are expected to subscribe at the higher price of the Price Range, while their final subscription amount will be equal to the product of the number of New Shares eventually allocated to them multiplied by the final Offering Price that will be determined as set out above.



HFSF participation in the Share Capital Increase

In a letter addressed to the Company, the Hellenic Financial Stability Fund (the "HFSF") expressed full support to the Share Capital Increase and communicated its decision to subscribe for the acquisition of such number of New Shares in the Institutional Offering that will result, following the completion of the Share Capital Increase, in the HFSF holding between a minimum of 27% and a maximum of 33.0% of the total number of ordinary voting shares of the Company, including those with restricted voting rights. The allocation criteria for the final HFSF participation within the above range will be set out in the Offering Circular to be used for the purpose of the Institutional Offering (the "IOC") as they will be agreed.

Reasons for the Share Capital Increase and use of proceeds

The Share Capital Increase represents a key component of the Capital Enhancement Plan, announced on 16 March 2021, which, in turn, is intended to facilitate the execution of the NPE Reduction Plan by allowing the Group to better sustain anticipated losses to be incurred from NPE sales pursuant to the NPE Reduction Plan, and ensuring an adequate capital position. As at 31 December 2020, and after giving pro forma effect to the successful completion of the contemplated Share Capital Increase, the Company in the case of €1.00 offering price would have had a phased-in Common Equity Tier 1 ratio of 16.5% and a phased-in total capital ratio of 18.5%, as compared to reported ratios of 13.75% and 15.82%, respectively, as of the same date, whereas in the case of €1.15 offering price, it would have had a phased-in Common Equity Tier 1 ratio of 16.9% and a phased-in total capital ratio of 19.0 %.

The Company will use the aggregate net proceeds from the Share Capital Increase through the Combined Offering to strengthen its capital adequacy buffers.

Share Capital Increase Timeline

The Public Offering period shall be three business days and shall run in parallel with the Institutional Offering. The Public Offering will be performed on the basis of a relevant prospectus in Greece to be submitted for approval by the Board of Directors of the Hellenic Capital Market Commission in accordance with Regulation (EU) 2017/1129, and be subsequently published in accordance with the applicable provisions. Subject to market conditions, the contemplated Share Capital Increase is expected to be completed within the first half of May 2021, provided further that all requisite corporate, regulatory, supervisory and other third party approvals have been timely obtained and that all prerequisite decisions from the competent authorities have been timely issued.

Use of proceeds from the previous share capital increase of the Company

The Extraordinary General Shareholders' Meeting of the Company (former Piraeus Bank S.A.) dated 15.11.2015, resolutions of which were further specified by the resolutions of the Board of Directors dated 20.11.2015 and 02.12.2015, approved the increase of the share capital of the Company by €2,601,649,044.60, through (i) the capitalization of liabilities, equivalent to cash, amounting to €581,649,044.40, and the issuance of 1,938,830,148 new common registered voting shares, each having a par value of €0.30; (ii) payments in cash amounting to €1,340,000,000.10 and the issuance of 4,466,666,667 new common registered voting shares, each having a par value of €0.30; and (iii) the contribution in kind of ESM bonds for an amount of €680,000,000.10 and the issuance of 2,266,666,667 new common registered voting shares, each having a par value of €0.30.

Said funds were used to cover the Company's (former Piraeus Bank S.A.) capital requirements resulting from the Comprehensive Assessment of the Greek systemic banks performed by the European Central Bank in 2015.



Athens, 16 April 2021

The Board of Directors of Piraeus Financial Holdings S.A."

At this point, due to time constraints and in view of other important pressing commitments, the Independent Non-Executive Board Members Mr. Arne Berggren and Mr. Andrew Panzures state that they need to leave the meeting and that they have authorized in writing by email Mr. Solomon A. Berahas and Mr. George P. Handjinicolaou, respectively, to represent them during the rest of the meeting and vote affirmatively on their behalf on all items of today's agenda. Printouts of the email messages are kept on file by the Board Secretariat.

On the basis of the above and following deliberations among the Board members, the Board of Directors unanimously approves, by virtue of the authority given to it pursuant to the aforementioned resolution of the EGM:

1. the Report of the Company's Board of Directors in connection with the disapplication of the preemption rights of the Company's existing shareholders, pursuant to articles 27 paragraph 4 of L. 4548/2018 and 9 paragraph 1 of L. 3016/2002, as well as paragraph 4.1.3.13.2 (3) of the Athens Exchange Regulation, as set out above.
2. The increase of the Company's share capital by up to €1,200,000,000, through payment in cash, the disapplication of the pre-emption rights of the Company's existing shareholders and the issuance of up to 1,200,000,000 new ordinary registered shares, each having a par value of €1.00 (the "New Shares"), (the "Share Capital Increase"). The final number of the New Shares will be equal to the quotient of the final nominal amount of the Share Capital Increase divided by their par value of €1.00 per share. No fractions of New Shares will be issued.
3. That the New Shares will be offered:
 - (i) in Greece, to retail investors and qualified investors pursuant to a public offering in accordance with the Prospectus Regulation, the applicable provisions of Law 4706/2020 and the enabling decisions of the HCMC (the "Public Offering"); and
 - (ii) outside Greece, pursuant to a private placement book building process, which is not a public offer in the meaning of the Prospectus Regulation and other applicable laws, to qualified, institutional and other eligible investors (including the HFSF as set out above), in accordance with the applicable legislation (the "Institutional Offering" and together with the Public Offering, the "Combined Offering").

The Public Offering period shall be three business days and shall run in parallel with the Institutional Offering.

4. That the price range for the offering of the New Shares will be a minimum of €1.00 and a maximum of €1.15 per New Share (the "Price Range").
5. That the offering price for the New Shares will be determined by the Board of Directors within the Price Range after the closing of the book building period for the Institutional Offering in agreement with the Joint Global Coordinators and it will be identical in the Combined Offering.
6. That the difference between the par value and the final offering price for the New Shares (if any), will be credited to the own funds account of the Company under the caption "issuance of shares above par".
7. That the deadline for paying the funds in respect of the Share Capital Increase shall not exceed four months from the date of the resolution of the Board of Directors, in accordance with Article 20 paragraph 2 and Article 25 paragraph 2 of Law 4548/2018.
8. That if the Share Capital Increase is not fully subscribed for, the share capital of the Company will increase up to the amount actually raised, in accordance with Article 28 of Law 4548/2018.



9. That the New Shares will be delivered to the investors entitled thereto in dematerialised form by registration thereof with their investor share and securities account held in the Greek Dematerialised Securities System (the "DSS") and will be admitted to trading on the Main Market of the Regulated Securities Market of the ATHEX.
10. That holders of New Shares at the relevant record date would be entitled to the right to receive dividend from the Company's profits for the financial year 2021 onwards, to the extent that such distribution is permitted and approved.
11. That the Company enters into one or separate underwriting agreements with Piraeus Bank S.A. and Euroxx Securities S.A., who will act as lead underwriters in connection with the Public Offering (the "Lead Underwriters"). Under said agreements, the Lead Underwriters will undertake to distribute and place the New Shares in the Public Offering without a firm commitment.
12. The corresponding amendment of articles 5 "Share Capital" and 25 "Historical evolution of the share capital" of the Company's Articles of Association in order to capture the respective change in the share capital of the Company as follows:

Article 5

SHARE CAPITAL

"Today, following successive corporate actions which are set out in detail in article 25 "Historical evolution of the share capital" of the present Articles of Association, the total share capital of the Company amounts to [one billion two hundred fifty million three hundred sixty seven thousand two hundred twenty three euros (€1,250,367,223)] divided into [one billion two hundred fifty million three hundred sixty seven thousand two hundred twenty three euros [1,250,367,223]] ordinary registered voting shares with a nominal value of one euro (€1.00) each".

Article 25

HISTORICAL EVOLUTION OF SHARE CAPITAL

".....

47. By virtue of the authority given to it pursuant to the resolution of the Extraordinary General Meeting of the Company's shareholders held on 7 April 2021, the Board of Directors approved on 16.04.2021 the increase of the share capital of the Company by [€1,200,000,000], through payment in cash, the disapplication of the preemption rights of its existing shareholders and the issuance of [1,200,000,000] new ordinary registered shares, each having a par value of €1.00".

The Board of Directors shall pass any necessary resolution and shall take all actions required to adapt and / or supplement Articles 5 and 25 of the Company's Articles of Association with the final corresponding amounts and sizes, immediately following the certification by the Board of Directors that the funds in respect of the Share Capital Increase have been paid in full.

In addition, the Board unanimously determines and approves the principle procedure for the subscription of New Shares by investors through the Public Offering as follows:

- The Public Offering will be addressed to (i) qualified investors within the meaning of the relevant provisions of the Prospectus Regulation (the "Qualified Investors"), and (ii) investors who are not Qualified Investors (the "Retail Investors").
- Investors in the Public Offering shall subscribe for New Shares at the maximum price of the Price Range.
- Each investor may subscribe for at least one New Share and for integral multiples thereof, while the highest limit for subscription per investor will be the total number of the New Shares offered in the Combined Offering, i.e. up to 1,200,000,000 New Shares, multiplied by the maximum price of the Price Range.



- The participation in the Public Offering by the same person as a Retail Investor as well as a Qualified Investor, will not be allowed. If an investor subscribes in the Public Offering as a Qualified Investor as well as a Retail Investor, such investor shall be treated as a Retail Investor, with the exception of subscriptions submitted through DSS participants ("D.S.S. Participants") for the same omnibus securities' depository accounts in both categories of investors.
- If, following the end of the Public Offering, more than one subscriptions made by or on behalf of the same person are detected, all such subscriptions shall be consolidated and treated as a single subscription.
- Particularly in connection with the procedure for the offering of the New Shares through the Public Offering to Retail Investors:
 - (i) Retail Investors may subscribe for New Shares in the Public Offering during the Public Offering period, by submitting a relevant subscription application through the branches of Piraeus Bank S.A., Euroxx Securities S.A. as well as through their D.S.S. Participants (investment firms or banks' custody).
 - (ii) The subscription applications of interested Retail Investors shall be acceptable, provided that an amount equal to their total subscription has been deposited to the dedicated Share Capital Increase account held with Piraeus Bank S.A., or an amount equal to such subscription has been blocked at any of their deposits accounts held with Piraeus Bank S.A. of which they are beneficiaries or co-beneficiaries.
 - (iii) Retail Investors, who are natural persons, may subscribe to the Public Offering either through their individual investor share or through one or more joint investor shares (the "JIS"), in which they participate as a co-beneficiary. All subscriptions shall be reviewed so that each investor-beneficiary of an individual securities account, as well as each co-beneficiary of a JIS, receives New Shares in only one DSS account (either an individual account or a JIS). In the event that a single investor subscribes for New Shares either through an individual account and a JIS or through more than one JIS, in which the investor participates as a co-beneficiary, then the total amount of all these subscriptions shall be considered as a single subscription of the investor.
 - (iv) Following the finalisation of the number of New Shares that each Retail Investor is entitled to receive through the Public Offering, and the offering price, any excess amount paid shall be returned to the beneficiary with no interest or, as the case may be, any excess amounts of deposit shall be unblocked.
- Particularly in connection with the procedure for the subscription of New Shares by Qualified Investors through the Public Offering:
 - (i) Qualified Investors may subscribe for New Shares in the Public Offering during the Public Offering period by submitting a relevant subscription application exclusively through their D.S.S. Participants (investment firms or banks' custody).
 - (ii) The subscription applications of the interested Qualified Investors shall be acceptable provided that an amount equal to their requested participation has been deposited to the dedicated Share Capital Increase account held with Piraeus Bank S.A.
 - (iii) Following the finalisation of the number of the New Shares that each Qualified Investor is entitled to acquire through the Public Offering, any excess amount paid in cash shall be returned to the relevant beneficiary with no interest.

Furthermore, the Board unanimously determines and approves the principal allocation rules for the New Shares being offered in the Combined Offering as follows:

- Allocation of the New Shares being offered in the Combined Offering will be initially split between the Public Offering and the Institutional Offering as follows: (i) a minimum of 15% corresponding to 180,000,000 of the New Shares will be allocated to investors subscribed in the Public Offering and (ii) a minimum of 85% corresponding to 1,020,000,000 of the New Shares will be allocated to investors



subscribed in the Institutional Offering. The Board of Directors will have the right to change this allocation split at its discretion, based on the demand expressed in each part of the Combined Offering, save that any such amended apportionment of New Shares between the International Offering and the Public Offering may neither affect the HFSF allocation nor cause the Public Offering to receive a portion lower than the minimum 15% set out above, if the demand expressed by investors subscribing in the Public Offering is at least equal to such minimum.

- New Shares initially allocated to, but not subscribed for, in the Institutional Offering, may be reallocated to investors subscribed for in the Public Offering, as long as orders submitted in the Public Offering exceed the above initial allocation and support this reallocation. Respectively, New Shares allocated to, but not subscribed for in, the Public Offering may be reallocated to investors subscribed for in the Institutional Offering, as long as orders submitted in the Institutional Offering exceed the above initial allocation and support this reallocation.
- Allocation of New Shares to investors participating in the Institutional Offering will be made at the discretion of the Company's Board of Directors. The allocation of New Shares to the HFSF will be made pursuant to the Institutional Offering and in accordance with the allocation criteria as they will be agreed.
- Without prejudice to the allocation principles set out herein, the Company will reserve its right to reject subscriptions for New Shares in all cases where it believes, in its absolute discretion, that subscriptions for New Shares may have been financed (through loans, credits, guarantees or other means of financing), directly or indirectly, by or with the assistance of the Company or any of its subsidiaries.
- Particularly in connection with the allocation of New Shares in the Public Offering:
 - (i) Of the total number of New Shares initially allocated in the Public Offering, the number of New Shares that will be allocated to Retail Investors and Qualified Investors will be determined at the end of the Public Offering, having also regard to the demand expressed by such investors.
 - (ii) Retail Investors and Qualified Investors who are registered shareholders of the Company in accordance with its shareholders' register electronically kept through the Hellenic Central Securities Depository S.A. ("ATHEXCSD") upon the commencement of trading of the ordinary shares of the Company after the Reverse Split, on 19 April, 2021 and subscribe for in the Public Offering (the "Priority Investors"), will be entitled to a priority allocation of the New Shares allocated in the Public Offering, which will be proportionate to the shareholding participation of a Priority Investor in the Company ("Preferential Allocation"). However, Priority Investors that subscribed in both the Public Offering and the Institutional Offering, as the case may, will be deprived of their Preferential Allocation.

If a Priority Investor subscribes for New Shares in the Public Offering in excess of such investor's shareholding percentile participation in Piraeus Holdings, as described above (over-subscription), only the portion corresponding to such percentile participation of such Priority Investor in Piraeus Holdings will be subject to the Preferential Allocation.

Following the Preferential Allocation described above, subscriptions for New Shares made by Priority Investors that have not been satisfied, will be added to the subscriptions made by new subscribing investors and will be satisfied proportionately, to the extent unsubscribed New Shares are still available.

If subscriptions for New Shares made by Retail Investors or Qualified Investors are higher than the total number of New Shares allocated to them, such subscriptions will be satisfied *pro rata*.

After the above calculation, the number of New Shares that will be allocated to each investor will be rounded down to the nearest integer number of shares. If, as a result of such rounding per investor, New Shares remain unallocated, one additional New Share will be allocated to the investors, having, per investor, the highest unsatisfied fractional shares.



If the Public Offering is subscribed for in part, Retail Investors and Qualified Investors will be allocated all (100%) New Shares subscribed for by them.

Moreover, in connection with the Share Capital Increase and the Combined Offering, the Board of Directors unanimously passes the following resolutions:

- a) It approves the form and contents of the Prospectus to be submitted for approval by the Hellenic Capital Markets Commission (the "HCMC") and be published in accordance with the law for the purposes of the Public Offering.
- b) It designates Mr. Theodoros Gnardellis, Group Chief Financial Officer, as the person being responsible for drawing up the Prospectus on behalf of the Company.
- c) It approves the form and contents of the Preliminary Offering Circular to be used for the purpose of the Institutional Offering. At completion and pricing of the Combined Offering, the Preliminary Offering Circular will take the form of a Final Offering Circular (together with the Preliminary Offering Circular, the "IOC") mainly containing the final offering price for the New Shares, the final nominal amount of the Share Capital Increase and the final number of New Shares allocated to investors in the Combined Offering.

Lastly, in order to ensure a seamless implementation of all actions and procedural steps required for the execution and completion of the Share Capital Increase and the Combined Offering the Board unanimously authorizes:

- a) the Company's CEO, Mr. Christos Megalou, to proceed, acting individually, to any legal act or action required, necessary or expedient to implement the Share Capital Increase and the Combined Offering, and to further detail, supplement, adjust and specify, at his discretion but in all cases within the framework of the above resolutions of the Board of Directors, the terms (other than the final offering price for the New Shares), the process and the timetable of the Share Capital Increase and the Combined Offering, as well as the manner and the process for the offering and the allocation of the New Shares;
- b) Mr. Christos Megalou and Mr. Theodoros Gnardellis, each acting individually, to approve amendments to each of Prospectus and the IOC until they are finalized, to negotiate and execute on behalf of the Company any necessary documents, undertakings and / or agreements with foreign and/or domestic banks, financial advisors, global coordinators, global book-runners, cornerstone investors, underwriters and other investment firms, and any amendment or supplement thereto, including, indicatively the placement agreement to be entered into between the Company and the Joint Global Coordinators in connection with the placement of New Shares in the Institutional Offering.
- c) Messrs. Christos Megalou, Theodoros Gnardellis, Georgios Marinopoulos, Ippokratis Andeadakis and Aggelos Dimitriadis, each acting individually, to execute on behalf of the Company and to submit to any competent authority and body, in Greece and abroad (including the ATHEX and the HCMC), any relevant certificate, statement, application, declaration, announcement, notice or other document, irrespective of its legal nature and form, in connection with the Share Capital Increase, the Combined Offering, the admission of the New Shares to trading on the ATHEX and, in general, the implementation of the Share Capital Increase and the Combined Offering or in order to obtain all approvals required or necessary for the completion of the Share Capital Increase and the Combined Offering, and to undertake any other action or legal act necessary in relation thereto.



EXACT COPY

Athens, 19th of April 2021

The Chairman of the BoD

A handwritten signature in blue ink, appearing to be 'G. Handjinicolaou', with a long horizontal stroke extending to the right.

George Handjinicolaou