



HELLENIC  
FINANCIAL STABILITY  
FUND

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#### ANNOUNCEMENT

##### **DETERMINATION OF THE OFFER PRICE AND FINAL NUMBER OF THE SHARES OF «NATIONAL BANK OF GREECE S.A.» OFFERED BY THE HELLENIC FINANCIAL STABILITY FUND**

In accordance with the provisions of Articles 17, par. 2 and 21, par. 2 of Regulation (EU) 2017/1129 and further to its announcements dated 13.11.2023 in relation to the disposal by the Hellenic Financial Stability Fund (“HFSF”) of a 20% shareholding in the share capital of “National Bank of Greece SA” (“NBG”), which corresponds to 182,943,031 existing ordinary, registered, dematerialized, voting shares listed on the Regulated Market of the Athens Exchange, with a nominal value of €1.00 each in the share capital of NBG, with a right to increase the number of offered shares by up to 18,294,303 shares, at HFSF’s sole discretion (the “Upsize Option”), pursuant to the decision of HFSF’s Board of Directors, dated 16 November 2023:

- (a) the HFSF fully exercised the Upsize Option, *i.e.* increased the number of shares offered in the Offering by 18,294,303 shares, and, as a result, the final number of the shares offered through the Offering is 201,237,334 shares (the “Offer Shares”); and
- (b) the Offer Price for the Offer Shares, based on the results of the book-building process conducted from 14.11.2023 until 16.11.2023 in the International Offering, was set within the price range (€5.00 – €5.44), at €5.30 per Offer Share. The Offer Price applies to both the International Offering and the Greek Public Offering.

**Athens, 17.11.2023**

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*Any offer of Offer Shares in any member state of the European Economic Area (the “EEA”) (each a “Member State”) (with the exception of Greece) will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when shares are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the “Prospectus Regulation”) from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in any Member State pursuant to an exemption under the Prospectus Regulation. In any member state of the EEA, other than Greece, that has implemented the Prospectus Regulation (each a “Relevant Member State”), the announcement is only addressed to and directed at persons who are “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation*

*(“Qualified Investors”).*

*Any offer of the Offer Shares in the United Kingdom will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “UK Prospectus Regulation”) from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in the United Kingdom pursuant to an exemption under the UK Prospectus Regulation. In the United Kingdom, the announcement is being distributed only to, and are directed only at, “qualified investors” within the meaning of Regulation 2(e) of the UK Prospectus Regulation as amended and supplemented (including by the UK Prospectus Amendment Regulations 2019 and Financial Services and Markets Act 2000 (Prospectus) Regulation 2019), who are also persons: (i) who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the “Order”); (ii) who are high net worth bodies corporate, unincorporated associations and partnerships or the trustee of high value trusts falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “Relevant Persons”).*

*Any investment or divestment activity to which this announcement relates is available only to investors resident in Greece, Qualified Investors in Relevant Member States and Relevant Persons in the United Kingdom, and will only be engaged with such persons. Persons who are not Qualified Investors (in Relevant Member States) or Relevant Persons (in the United Kingdom) should not act or rely on this announcement or any of its contents.*

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