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**Alpha Services and Holdings S.A. launched a tender offer, subject to conditions, for the purchase of its Euro 500 million dated subordinated fixed rate reset Tier 2 notes due 2030. [03.06.2024]**

Alpha Services and Holdings S.A. (the “Offeror”) announces that it invited on 3 June 2024 holders of its Euro 500 million dated subordinated fixed rate reset Tier 2 notes due 2030 (ISIN: XS2111230285) (the “Notes”) to tender their Notes for purchase by the Offeror for cash (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 June 2024. The Offer is addressed exclusively to professional clients and eligible counterparties within the meaning of articles 4 and 30 of Law 4514/2018. Whether the Offeror will accept for purchase any Notes validly tendered in the Offer is subject to conditions, including among others the successful completion of an issue by the Offeror of a new series of subordinated euro denominated fixed rate reset Tier 2 notes (the “New Notes”), subject to market conditions. When considering the allocation of the New Notes, the Offeror may, in its sole and absolute discretion, give preference to those holders of Notes who, prior to such allocation, have validly tendered or have given a firm intention to the Offeror or any Dealer Manager that they intend to tender their Notes for purchase pursuant to the Offer. The purpose of the Offer is to proactively manage the refinancing of the Notes in conjunction with the issue of the New Notes for the purposes of the Offeror managing its capital position.

Barclays Bank Ireland PLC, BNP PARIBAS, Citigroup Global Markets Europe AG, Goldman Sachs Bank Europe SE, Morgan Stanley Europe SE and UniCredit Bank GmbH are acting as Dealer Managers of the Offer and as Joint Lead Managers for the issuance of the New Notes.

**Compliance information for the New Notes:** MiFID II and UK MiFIR – professionals / ECPs only / No EEA or UK PRIIPs KID – MiFID II and UK MiFIR manufacturer target market is eligible counterparties and professional clients only (all distribution channels). No EEA or UK PRIIPs key information document (KID) has been or will be prepared as no sales to EEA or UK retail investors. No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.

## **OFFER AND DISTRIBUTION RESTRICTIONS**

This announcement does not constitute 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 in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes 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 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 the Dealer Managers' 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 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.

**The New Notes are not being, and will not be, offered or sold in the United States.** Nothing in this announcement constitutes 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, within 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**

The Offer and this announcement 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 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 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 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. This announcement has not been and will not 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 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.