



HELLENIC  
FINANCIAL STABILITY  
FUND

NATIONAL BANK  
OF GREECE

**DISCLAIMER - IMPORTANT**

THIS ANNOUNCEMENT IS NOT DIRECTED AT OR INTENDED TO BE ACCESSIBLE BY PERSONS IN THE UNITED STATES OR PERSONS RESIDENT OR LOCATED IN AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE THE EXTENSION OF AVAILABILITY OF THE ANNOUNCEMENT WOULD BREACH ANY APPLICABLE LAW OR REGULATION OF OR WOULD REQUIRE ANY REGISTRATION OR LICENCING WITHIN SUCH JURISDICTION.

**ANNOUNCEMENT OF THE PUBLICATION OF THE PROSPECTUS RELATING TO THE OFFERING OF SHARES OF NATIONAL BANK OF GREECE S.A. BY THE HELLENIC FINANCIAL STABILITY FUND TO THE PUBLIC IN GREECE (THE “GREEK PUBLIC OFFERING”)**

The Hellenic Financial Stability Fund (the “HFSF” or the “Selling Shareholder”) and National Bank of Greece S.A. (“NBG” or the “Bank”) announce that, as of 30.09.2024, they make available to investors in Greece the prospectus, as approved by the board of directors of the Hellenic Capital Market Commission (“HCMC”) at its meeting held on 30.09.2024, which was drafted in English and includes a Greek translation of the summary (ΠΕΡΙΛΗΠΤΙΚΟ ΣΗΜΕΙΩΜΑ) thereof, in accordance with Regulation (EU) 2017/1129 (the “Prospectus Regulation”), the delegated Regulations (EU) 2019/979 and 2019/980, articles 57-68 of Greek Law 4706/2020, as in force, and Resolution 1/892/13.10.2020 of the HCMC (the “Prospectus”), in relation to the Greek Public Offering of up to 13,720,727 existing common, registered, dematerialised shares with voting rights, listed on the Regulated Market of the Athens Stock Exchange (the “ATHEX”), with a nominal value of €1.00 each in the share capital of NBG (the “Offer Shares”), by virtue of a resolution of the board of directors of the Selling Shareholder made on 28.09.2024, which, among others, approved the disposal of the Offer Shares. There is no subscription guarantee for the Offer Shares. The Greek Public Offering is not subject to an underwriting agreement and/or placing agreements on a firm commitment basis.

Additional information regarding NBG, the Offer Shares, the Selling Shareholder and the Greek Public Offering (including, for example, but not limited to, the process that investors need to follow in order to participate in the Greek Public Offering) and the terms and conditions of the Greek Public Offering and allocation of the Offer Shares is set out in the Prospectus, and more specifically under section 19 “TERMS AND CONDITIONS OF THE OFFERING”.

Set out below is the expected timetable for the Greek Public Offering:

Date	Event
30 September 2024	HCMC approval of the Prospectus.
30 September 2024	Publication of the Prospectus on the Bank’s, Selling Shareholder’s, Greek Public Offering Advisor’s, Greek Public Offering Coordinators and Lead Underwriters’, HCMC’s and ATHEX’s website.

30 September 2024	Publication of announcement regarding the availability of the Prospectus in the Daily Statistical Bulletin of the ATHEX and on the Bank's and Selling Shareholder's websites.
30 September 2024	Publication of the announcement for the invitation of the investors and the commencement of the Greek Public Offering.
30 September 2024	Commencement of the bookbuilding process for the International Offering (10:00 Greek time).
30 September 2024	Commencement of the Greek Public Offering (10:00 Greek time).
30 September – 2 October 2024	The Selling Shareholder may at its sole and absolute discretion upon resolutions of its Board of Directors decide to (in no particular order of priority): (i) determine and publicly announce a narrower range within the Price Range; and/or (ii) determine a price point guidance. In accordance with Article 17 of the Prospectus Regulation, investors shall be informed through the publication of respective announcements addressed to investors in the Daily Statistical Bulletin of the ATHEX and on the Bank's and the Selling Shareholder's websites.
2 October 2024	End of the bookbuilding process for the International Offering (16:00 Greek time).
2 October 2024	End of the Greek Public Offering (16:00 Greek time).
3 October 2024	Publication of the Pricing Statement in the Daily Statistical Bulletin of the ATHEX and on the Bank's and Selling Shareholder's websites.
3 October 2024	Publication of a detailed announcement concerning the outcome of the Greek Public Offering in the Daily Statistical Bulletin of the ATHEX and on the Bank's and Selling Shareholder's websites.
7 October 2024	Crediting the Offer Shares to the Investor Shares and Securities Accounts (Expected Settlement Date).

Investors should note that the above timetable is indicative and subject to change, in which case the Bank and the Selling Shareholder will duly and timely inform the investors pursuant to a public announcement that will be published on ATHEX Daily Statistical Bulletin, the website of the Selling Shareholder and the website of the Bank.

This Prospectus will be made available to investors in electronic form as of 30.09.2024 on the following websites:

- ATHEX: <http://www.helex.gr/el/web/guest/company-prospectus>
- The Bank: <https://www.nbg.gr/en/group/placement-2024> (in English),  
<https://www.nbg.gr/el/group/placement-2024> (in Greek)
- The Selling Shareholder: <https://hfsf.gr/nbg-fmo-ii/>

- Greek Public Offering Advisor: [https://www.euroxx.gr/en/content/article/nbg\\_hfsf](https://www.euroxx.gr/en/content/article/nbg_hfsf) (in English), [https://www.euroxx.gr/gr/content/article/nbg\\_hfsf](https://www.euroxx.gr/gr/content/article/nbg_hfsf) (in Greek)
- Greek Public Offering Coordinators and Lead Underwriters: <http://www.nbgsecurities.com/eng/#!/homenews/tab-news-3> (in English), <http://www.nbgsecurities.com/#!/homenews/tab-news-3> (in Greek); and [https://www.euroxx.gr/en/content/article/nbg\\_hfsf](https://www.euroxx.gr/en/content/article/nbg_hfsf) (in English), [https://www.euroxx.gr/gr/content/article/nbg\\_hfsf](https://www.euroxx.gr/gr/content/article/nbg_hfsf) (in Greek).

According to Article 21, par. 5 of the Prospectus Regulation, the HCMC publishes on its website ([http://www.hcmc.gr/el\\_GR/web/portal/elib/deltia](http://www.hcmc.gr/el_GR/web/portal/elib/deltia)) the prospectuses approved.

In addition, printed copies of this Prospectus will be made available to investors at no extra cost, if requested, at the premises of (i) the Bank, Investor Relations Division, from the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements on the ground floor of Megaro Mela, 93 Aioulou Street, 105 51, Athens, Greece, as well as at the Bank's branches in Greece; (ii) the Selling Shareholder, 3rd floor, 10 E. Venizelos Ave., 106 71, Athens, Greece; (iii) Euroxx Securities S.A., which is acting as Greek Public Offering Advisor, Greek Public Offering Coordinator and Lead Underwriter for the Greek Public Offering (7 Palaiologou Street, 152 32 Chalandri, Athens, Greece); and (iv) National Securities Single Member S.A., which is acting as Greek Public Offering Coordinator and Lead Underwriter for the Greek Public Offering (128-132 Athinon Avenue & Ifigeneias Street, 104 42, Athens, Greece).

**Athens, 30 September, 2024**

**IMPORTANT DISCLAIMER**

*Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any Offer Shares except on the basis of the information contained in the Prospectus. NBG is not offering any shares in the offering and will not receive any proceeds from the sale of the Offer Shares, the net proceeds of which will be received by the Selling Shareholder.*

*This announcement has been prepared for information purposes only and does not constitute or form a part of any offer of securities for sale or solicitation of an offer to purchase or subscribe for securities in any jurisdiction in which such offers or sale are unlawful, including the United States, Australia, Canada, Japan, South Africa, or in any jurisdiction in which such offers or sales are unlawful or constitute a breach of any applicable regulations.*

*The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under any securities laws of any state or other jurisdiction in the United States, and may not be offered, sold, pledged, taken up, exercised, resold, transferred or delivered, directly or indirectly, in or into the United States absent registration or an exemption from, or in a transaction not subject to, registration under the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. There will be no public offer of securities in the United States.*

*Any offer of Offer Shares in any member state of the European Economic Area (the "EEA") other than Greece (each a "Member State") 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 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 assimilated 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 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 Market 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.

This announcement may include “forward-looking” statements within the meaning of applicable securities laws. Any such statements reflect the current views of the Selling Shareholder and the Bank about future events. The use of any of the words “expect,” “will,” “should,” and similar expressions are intended to identify forward-looking information or statements. Although the Selling Shareholder and the Bank believe that the expectations and assumptions on which such forward-looking statements and information are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Selling Shareholder and the Bank can give no assurance that such statements and information will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. The forward-looking statements and information contained in this announcement are made as of the date hereof and the Selling Shareholder and the Bank undertake no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.