

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, TO ANY U.S. PERSON (AS DEFINED IN REGULATIONS UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (a “U.S. Person”), OR TO ANY PERSON LOCATED OR RESIDENT IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.**

**OTHER RESTRICTIONS ARE APPLICABLE (See “*Offer and Distribution Restrictions*” below)**

4 November 2015

### **Commencement of Offer Period**

Eurobank Ergasias S.A. (the “**Bank**”) hereby announces to the holders of the securities listed in the Annex to this announcement that the IOM (as such term is defined in the tender offer memorandum made available by the Bank and ERB Hellas Funding Limited on 29 October 2015 (the “**Offer Memorandum**”)) is now available from the Offer Agent.

Accordingly, the Offer Period has commenced and Securityholders who are eligible to participate in the Offers may now tender their Existing Securities (or any of them) for purchase by the relevant Offeror pursuant to an Offer. The Offer Period will continue up to the Expiration Deadline.

Under the terms of the Offer Memorandum, the IOM and the documents incorporated by reference therein are automatically incorporated by reference into the Offer Memorandum and form part of the Offer Memorandum. Securityholders should contact the Offer Agent using the contact details set out below and in the Offer Memorandum in order to obtain a copy of the IOM.

The Bank also confirms that the results of the Comprehensive Assessment and the Bank’s Half Year Results were published on 31 October 2015, and the Bank’s Interim Financial Update was published on 3 November 2015, each as anticipated by the Offer Memorandum.

Copies of (i) the Bank’s press release regarding the results of the Comprehensive Assessment, (ii) the Half Year Results and (iii) the Interim Financial Update are also available to eligible Securityholders from the Offer Agent.

Capitalised terms used but not defined in this announcement have the meanings ascribed to them in the Offer Memorandum.

### **Terms and conditions and other parties**

The terms and conditions of the Offers, governed by English law, are contained in the Offer Memorandum. The Offer Memorandum is (subject to the offer and distribution restrictions) available to eligible Securityholders, who are advised to read carefully the Offer Memorandum, and all other documentation relating to the Offers which are or will be available through the Offer Agent.

The Offerors have retained BNP Paribas, HSBC Bank plc, Mediobanca – Banca di Credito Finanziario S.p.A. and Merrill Lynch International to act as Dealer Managers (see contact details below) for the Offers and Deutsche Bank AG, London Branch to act as Offer Agent. The Bank, in its capacity as Share Delivery Agent (see contact details below), will be solely responsible for the delivery of the New Shares Amounts on the Equity Settlement Date.

### **Operational Procedure Description**

The Offerors will only accept tenders of Existing Securities in the Offers by way of the submission by holders of valid electronic tender, blocking and subscription instructions (“**Tender Instructions**” and each a “**Tender Instruction**”), in the form required by Euroclear and/or Clearstream, Luxembourg and/or Clearstream, Frankfurt (each a “**Clearing System**”, together the “**Clearing Systems**”), in accordance with the procedures set out in the Offer Memorandum. Only a person shown in the records

of a Clearing System (a “**Direct Participant**”) can properly instruct that Clearing System with regard to tenders of Existing Securities.

To tender Existing Securities in the Offers, holders should deliver, or arrange to have delivered on their behalf, via the relevant Clearing System and in accordance with the requirements of such Clearing System, a valid Tender Instruction that is received in each case by the Offer Agent by the Expiration Deadline.

**Further information:**

Further details about the transaction can be obtained from:

**The Dealer Managers:**

**BNP Paribas**

Tel: +44 (0)20 7595 8668

Attn: Liability Management Group

Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)

**HSBC Bank plc**

Tel: +44 (0)20 7992 6237

Attn: Liability Management

Email: [liability.management@hsbcib.com](mailto:liability.management@hsbcib.com)

**Mediobanca – Banca di Credito Finanziario S.p.A.**

Telephone: +39 02 8829984

**Attention:** Liability Management – FIG

Email: [MB Liability Management FIG@mediobanca.com](mailto:MB_Liability_Management_FIG@mediobanca.com)

**Merrill Lynch International**

**Telephone:** +44 (0)207 996 5698

**Attention:** Chris Dodman

**Email:** [christopher.dodman@baml.com](mailto:christopher.dodman@baml.com)

**The Offer Agent:**

**Deutsche Bank AG, London Branch**

Tel: + 44 (0)20 7547 5000

Attn: Issuer Services – Debt and Agency Services

Email: [xchange.offer@db.com](mailto:xchange.offer@db.com)

**The Share Delivery Agent**

**Eurobank Ergasias S.A.**

Tel: +30 210 370 4040

Attn: Investors Information Services Division

Email: [investorsinfo@eurobank.gr](mailto:investorsinfo@eurobank.gr)

## ANNEX

EXISTING TIER ONE SECURITIES							
Offeror	Issuer	Series	ISIN	Minimum Denomination (and integral amount, if applicable)	Aggregate Outstanding Principal Amount*	Purchase Price in respect of each Existing Security	Minimum Tender Requirement (non- Qualified Investors)**
Eurobank Ergasias S.A.	ERB Hellas Funding Limited	€200,000,000 Series A CMS-Linked Non-cumulative Guaranteed Non-voting Preferred Securities	DE000A0DZVJ6	€1,000 (€1,000)	€2,131,000	50% of the liquidation preference	€100,000
Eurobank Ergasias S.A.	ERB Hellas Funding Limited	€400,000,000 Series B Fixed to Floating Rate Non-cumulative Guaranteed Non-voting Preferred Securities	XS0232848399	€50,000 (€50,000)	€4,629,000	50% of the liquidation preference	€100,000
ERB Hellas Funding Limited	ERB Hellas Funding Limited	€200,000,000 Series C 6.00 per cent. Non-cumulative Guaranteed Non-voting Preferred Securities	XS0234821345	€1,000 (€1,000)	€50,359,000	50% of the liquidation preference	€100,000
Eurobank Ergasias S.A.	ERB Hellas Funding Limited	€300,000,000 Series D 8.25 per cent. Non-cumulative Guaranteed Non-voting Exchangeable Preferred Securities	XS0440371903	€50,000 (€50,000)	€21,000,000	50% of the liquidation preference	€100,000

EXISTING TIER TWO SECURITIES							
Offeror	Issuer	Series	ISIN	Minimum Denomination (and integral amount)	Aggregate Outstanding Principal Amount*	Purchase Price in respect of each Existing Security	Minimum Tender Requirement (non- Qualified Investors)**
Eurobank Ergasias S.A.	Eurobank Ergasias S.A.	€750,000,000 Callable Step-Up Subordinated Floating Rate Instruments due 2017	XS0302804744	€50,000 (€1,000)	€266,845,000	80% of the outstanding principal amount plus Accrued Interest	€100,000

EXISTING SENIOR SECURITIES							
Offeror	Issuer	Series	ISIN	Minimum Denomination (and integral amount)	Aggregate Outstanding Principal Amount*	Purchase Price in respect of such Existing Security	Minimum Tender Requirement (non- Qualified Investors)**
Eurobank Ergasias S.A.	ERB Hellas PLC	€500,000,000 4.250 per cent. Instruments due 2018	XS1081588086	€100,000 (€1,000)	€294,790,000	100% of the outstanding principal amount plus Accrued Interest	€100,000
Eurobank Ergasias S.A.	ERB Hellas PLC	€5,000,000 One Coupon Invest I Instruments due 2017	XS0721882099	€50,000 (€1,000)	€5,000,000	The Early Repurchase Price***, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas PLC	€35,000,000 Range Accrual Instruments due 2016	XS0311550882	€50,000 (€50,000)	€35,000,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas PLC	€100,000,000 Inflation Capped Floating Rate Instruments due 2016	XS0250255121	€10,000 (€10,000)	€6,170,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas PLC	€50,000,000 One Coupon Invest IV Instruments due 2017	XS0295043854	€50,000 (€50,000)	€12,600,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas PLC	€70,000,000 One Coupon Profit Lock II Instruments due 2017	XS0256198119	€50,000 (€50,000)	€22,100,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas PLC	€70,000,000 Profit Lock Gold Instruments due 2016	XS0277353800	€50,000 (€50,000)	€18,000,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas PLC	€90,000,000 One Coupon Invest III Instruments due 2017	XS0248405812	€50,000 (€50,000)	€40,900,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas (Cayman Islands) Limited	€15,000,000 Autocallable Pegasus (EUR) Instruments linked to the performance of the Dow Jones Euro Stoxx 50SM, S&P 500 and Nikkei 225 Indices due 2018	XS0275882719	€50,000 (€50,000)	€4,200,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas (Cayman Islands) Limited	€13,950,000 Fixed Rate Puttable Instruments due 2019	XS0761837326	€1,000 (€1,000)	€4,881,000	100% of the outstanding principal amount plus Accrued Interest	€100,000
Eurobank Ergasias S.A.	ERB Hellas (Cayman Islands) Limited	€12,400,000 Fixed Rate Puttable Instruments due 2019	XS0759711921	€1,000 (€1,000)	€5,982,000	100% of the outstanding principal amount plus Accrued Interest	€100,000
Eurobank Ergasias S.A.	ERB Hellas (Cayman Islands) Limited	€31,293,000 Fixed Rate Puttable Instruments due 2019	XS0756085436	€50,000 (€1,000)	€18,472,000	100% of the outstanding principal amount plus Accrued Interest	€100,000
Eurobank Ergasias S.A.	ERB Hellas (Cayman Islands) Limited	€107,000,000 Coupon TEMPLE Instruments due 2016	XS0215337857	€1,000 (€1,000)	€31,000,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000
Eurobank Ergasias S.A.	ERB Hellas (Cayman Islands) Limited	€85,000,000 One Coupon Invest II Instruments due 2017	XS0230457292	€50,000 (€50,000)	€33,000,000	The Early Repurchase Price, as set out in the Offer Memorandum	€100,000

EXISTING SENIOR SECURITIES							
Offeror	Issuer	Series	ISIN	Minimum Denomination (and integral amount)	Aggregate Outstanding Principal Amount*	Purchase Price in respect of such Existing Security	Minimum Tender Requirement (non- Qualified Investors)**
Eurobank Ergasias S.A.	ERB Hellas (Cayman Islands) Limited	U.S.\$4,350,000 10 Year Callable Range Accrual Instruments due 2017	XS0322496125	U.S.\$50,000 (U.S.\$50,000)	U.S.\$450,000	The Early Repurchase Price, as set out in the Offer Memorandum	U.S.\$150,000

\* Principal amount of Existing Securities outstanding, excluding Existing Securities previously purchased by the Bank or its subsidiaries and held by the Bank or its subsidiaries as at the date of the Offer Memorandum.

\*\*Securityholders should note that if a Scaling Factor is applied to acceptances and the application of such Scaling Factor reduces the Purchase Proceeds in respect of a Series in relation to any Securityholder that is not a Qualified Investor to an amount that is less than the Minimum Tender Requirement, then the acceptance of the tender of such Series by the relevant Securityholder will be cancelled.

\*\*\* The Early Repurchase Price, in respect of those Series of Existing Senior Securities to which such price is expressed to be applicable, is the amount that the Bank determines would be the Early Termination Amount under the Conditions of the relevant Series of Existing Senior Securities if such Existing Senior Securities were to be redeemed on the Debt Settlement Date under Condition 8 (in the case of ISINs XS0311550882, XS0250255121, XS0295043854, XS0256198119, XS0277353800, XS0248405812, XS0275882719, XS0215337857, XS0230457292 and XS0322496125) or Condition 11 (in the case of ISIN XS0721882099).

## OFFER AND DISTRIBUTION RESTRICTIONS

*Neither this announcement nor the Offer Memorandum constitutes an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement or of the Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Offer Memorandum comes are required by the Offerors, the Dealer Managers and the Offer Agent to inform themselves about, and to observe, any such restrictions.*

The distribution of this announcement and the Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Offer Memorandum comes are required by the Offerors, the Dealer Managers and the Offer Agent to inform themselves about, and to observe, any such restrictions.

### United States

The Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mails 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. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Existing Securities may not be tendered in the Offers by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by U.S. persons (each a “U.S. Person”) as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”). Accordingly, copies of the Offer Memorandum and any other documents or materials relating to the Offers 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 or to any U.S. Person or any persons located or resident in the United States, and the Existing Securities cannot be offered for exchange in the Offers by any such use, means, instrumentality or facilities or from within the United States or by U.S. Persons. Any purported tender of Existing Securities in an Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Existing Securities made by 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 will be invalid and will not be accepted.

The Offer Memorandum is not an offer of securities for sale in the United States or to U.S. Persons. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Shares 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. The purpose of the Offer Memorandum is limited to the Offers and the Offer Memorandum may not be sent or given to a person in the United States or otherwise to any U.S. Person.

Each holder of Existing Securities participating in an Offer will represent that it is not a U.S. Person, it is not located in the United States and it is not participating in such Offer from the United States or it is acting on a nondiscretionary basis for a principal that is not a U.S. Person, that is located outside the United States and that is not giving an order to participate in such Offer from the United States. For the purposes of this and the above paragraph, “United States” means United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

### EEA

The Offer Memorandum has been prepared on the basis that any offers of New Shares in any Member State of the European Economic Area (the “EEA”) in connection with the Offers will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of New Shares. Each of the Offers is a separate offer for the purposes of the Prospectus Directive. Accordingly, any person making or intending to make an offer in that Member State of New Shares in connection with the Offers may only do so in circumstances in which no obligation arises for the Bank, either of the Offerors or any of the Dealer Managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive, in each case, in relation to the Offers. None of the Bank, the Offerors or the Dealer Managers have authorised, nor do they authorise, the making of any offers of New Shares in connection with the Offers in circumstances in which an obligation arises for the Bank, either of the Offerors or any of the Dealer Managers to publish a prospectus for such offers. None of the Bank, the Offerors or the Dealer Managers have authorised, nor do they authorise, the making of any offers of New Shares in connection with the Offers through any financial intermediary.

In relation to each Member State of the EEA, no offer of New Shares which are the subject of the offering contemplated by the Offer Memorandum may be made to the public in that Member State except such an offer that is made:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) in the circumstance falling within Article 3(2)(c) of the Prospectus Directive,

provided that no such offer of New Shares shall require the Offerors or any Dealer Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

## Cyprus

Neither the Offer Memorandum nor any other document or material relating to the Offers has been, nor will be submitted for clearance to, nor approved by, the Cyprus Securities and Exchange Commission. Neither the Offer Memorandum nor any other document or material relating to the Offers has been or will be distributed to the public, or any segment of the public, in the Republic of Cyprus (“**Cyprus**”), since the Offers do not constitute, directly or indirectly, offers made to the public, or any segment of the public, in Cyprus, and each Offer according to the provisions of Article 4.(3) of the Public Offers and Prospectus Law of 2005, as amended and in force (“**Law 114(I)/2005**”) constitutes an offer of securities (i.e. New Shares) addressed solely to qualified investors (i.e. professional clients, as defined in Article 1.2 of Law 114(I)/2005 and/or an offer of securities (i.e. New Shares) addressed to investors, (i.e. Securityholders) who acquire securities (i.e. New Shares) for a consideration of at least €100,000 per investor (i.e. Securityholder), as a Securityholder in order to participate in an Offer must, in respect of each Series, validly tender sufficient Existing Securities in respect of that Series such that the aggregate Purchase Proceeds in respect of that Series attributable to that Securityholder amounts to at least €100,000.

## France

The Offers are not being made, directly or indirectly, to the public in the Republic of France (“**France**”). Neither the Offer Memorandum nor any other document or material relating to the Offers has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2, D.411-1, D.744-1, D.754-1 and D.764-1 of the French *Code monétaire et financier* and/or (iii) investors acquiring at least €100,000 worth per investor and per transaction of the New Shares are eligible to participate in the Offers. The Offer Memorandum has not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

## Italy

Neither the Offer Memorandum nor any other document related thereto has been submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”) pursuant to Italian laws and regulations. In the Republic of Italy, the Offers relating to the Existing Tier Two Securities and the Existing Senior Securities are conducted in reliance on: (i) the exemption set forth by Article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the “**Financial Services Act**”) and Article 35-bis, paragraph 3 of CONSOB Regulation No. 11971 of May 14, 1999, as amended (the “**Regulation on Issuers**”) and, therefore, is intended for, and directed only at institutional investors (*investitori qualificati*, “**Institutional Investors**”), as defined pursuant to Article 100, paragraph 1, letter a) of the Financial Services Act and Article 34-ter, paragraph 1, letter b) of the Regulation on Issuers; or (ii) the exemption set forth by Article 34-ter, paragraph 2, letter d) of the Regulation on Issuers. No Offer relating to the Existing Tier One Securities is being conducted in Italy.

Accordingly, the Offers cannot be extended, nor may copies of the Offer Memorandum or any document related thereto or to the New Shares be distributed, mailed or otherwise forwarded, or sent, to the public in the Republic of Italy, whether by mail or by any means or other instrument (including, without limitation, telephonically or electronically) or any facility of a national securities exchange available in the Republic of Italy, other than Offers relating to the Existing Tier Two Securities and Existing Senior Securities and solely to Institutional Investors or to persons holding securities as per Article 34-ter, paragraph 2, letter d) of the Regulation on Issuers. Persons receiving the Offer Memorandum must not forward, distribute or send it in or into or from the Republic of Italy.

Securityholders (other than Institutional Investors or persons holding securities as per Article 34-ter, paragraph 2, letter d) of the Regulation on Issuers participating in Offers relating to the Existing Tier Two Securities and the Existing Senior Securities) are hereby notified that, to the extent they are Italian residents or are located in the Republic of Italy, the Offer Memorandum is not available to them, and neither this document nor any other

offering material relating to the Offers or the New Shares may be distributed or made available to them in the Republic of Italy.

Solely in respect of the Offers in the case of Existing Tier Two Securities and Existing Senior Securities, Securityholders that are located in the Republic of Italy and qualify as Institutional Investors or persons holding securities as per Article 34-ter, paragraph 2, letter d) of the Regulation on Issuers can tender the Existing Tier Two Securities and Existing Senior Securities through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of October 29, 2007, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

## **The Netherlands**

Offers of the New Shares in the Netherlands are only made to qualified investors within the meaning of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

## **United Kingdom**

The communication of the Offer Memorandum and any other documents or materials relating to the Offers is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (“**FSMA**”). Accordingly, the Offer Memorandum and any other documents and/or materials relating to the Offer Memorandum are being distributed only to: (i) persons who are outside the United Kingdom; (ii) persons having professional experience in matters relating to investments falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”)), (iii) persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order; (iv) persons falling within Article 43 of the Financial Promotion Order, or (v) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**Relevant Persons**”). The Offer Memorandum and such documents and/or materials are directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which the Offer Memorandum relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

## **Cayman Islands**

No invitation has been made or will be made by or on behalf of either of the Offerors to the public in the Cayman Islands, to partake in the Offers.

## **Guernsey**

The Offer Memorandum is only being, and may only be, made available in or from within the Bailiwick of Guernsey and each of the Offers is only being, and may only be, made in or from within the Bailiwick of Guernsey:

- (i) by persons licensed to do so under the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended); or
- (ii) to persons licensed under the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended), the Banking Supervision (Bailiwick of Guernsey) Law, 1994 (as amended), the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000 (as amended) or the Insurance Managers and Insurance Intermediaries (Bailiwick of Guernsey) Law, 2002 (as amended).

None of the Offers, nor the Offer Memorandum, is available in or from within the Bailiwick of Guernsey other than in accordance with the above paragraphs (i) and (ii) and must not be relied upon by any person unless made or received in accordance with such paragraphs.



## **Hong Kong**

The Offer Memorandum is not authorised by the Securities and Futures Commission in Hong Kong, the contents of the Offer Memorandum have not been reviewed by any regulatory authority in Hong Kong and a copy of the Offer Memorandum has not been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance of Hong Kong. The Offer Memorandum must not, therefore, be issued, or possessed for the purpose of issue, to persons in Hong Kong other than: (i) to professional investors within the meaning of the Securities and Futures Ordinance of Hong Kong (including professional investors falling within the Securities and Futures (Professional Investors) Rules); or (ii) in circumstances which would constitute an offer falling within paragraph (b)(ii) of the definition of prospectus in Section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance of Hong Kong, or (3) in circumstances which would not constitute an offer to the public of Hong Kong or any section thereof.

## **Japan**

No registration pursuant to Article 4, paragraph 1 of the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948) (the “FIEA”) has been made or will be made with respect to the solicitation of the application for the acquisition of the New Shares as such solicitation falls within a Solicitation Only for Qualified Institutional Investors (as defined in Article 23-13 paragraph 1 of the FIEA). Accordingly, the New Shares have not been, directly or indirectly, offered or sold and will not be, directly or indirectly, offered or sold in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except in compliance with the requirements for the application of a “Qualified Institutional Investors Private Placement Exemption” under Article 2, paragraph 3, item 2 (a) of the FIEA and the other applicable laws and regulations of Japan.

Pursuant to the Qualified Institutional Investors Private Placement Exemption, the New Shares may not be transferred except to (i) a non-resident of Japan or (ii) a Qualified Institutional Investor (as defined in Article 2, paragraph 3, item 1 of the FIEA).

## **Jersey**

Neither the Offer Memorandum nor any other documents or materials relating to the Offers may be circulated or accepted in Jersey.

## **South Africa**

None of the Offers, the Offer Memorandum or any other document or materials relating to the Offers do, nor are they intended to, constitute: (a) an “offer to the public” (as such expression is defined in the South African Companies Act 2008 (as amended) (the “South African Companies Act”)); or (b) a prospectus prepared and registered under the South African Companies Act. The Offers are made by or to, as the case may be, Securityholders on a non-renounceable basis as contemplated in section 96(1)(c) of the South African Companies Act.

## **Switzerland**

New Shares may only be offered for sale or otherwise in or into Switzerland pursuant to the Offers in compliance with all applicable laws and regulations in force in Switzerland. To ensure compliance with the Swiss Code of Obligations and all other applicable laws and regulations of Switzerland, only the Offer Memorandum (including the IOM and all information incorporated by reference therein or herein and any supplement or amendment thereto) may be used in the context of any invitation to Securityholders to offer to tender their Existing Securities pursuant to the Offers.

## **General**

To participate in an Offer, in respect of each Series, a Securityholder must be a person to whom an Offer can lawfully be made in accordance with the offer restrictions referred to in the section of the Offering Memorandum entitled “*Offer and Distribution Restrictions*” and (a) in the European Economic Area must either: (i) be a Qualified Investor; or (ii) validly tender sufficient Existing Securities in respect of that Series such that the aggregate Purchase Proceeds in respect of that Series attributable to that Securityholder amounts to at least the applicable Minimum Tender Requirement; and (b) outside the European Economic Area must validly tender sufficient Existing Securities in respect of that Series such that the aggregate Purchase Proceeds in respect of that Series attributable to that Securityholder amounts to at least the applicable Minimum Tender Requirement.

Securityholders should note that the number of Existing Securities whose tenders are finally accepted by the relevant Offeror may be limited in the event that (i) the aggregate number of New Shares that would be issued to Securityholders pursuant to the Offers if all valid tenders of Existing Securities were finally accepted by the relevant Offeror, together with (ii) the number of New Shares allocated to investors participating in the Institutional Offering, would exceed the number of New Shares that the Bank would be required to issue in accordance with the terms of the Offer and the Institutional Offering in order to satisfy the Capital Requirement. See the section of the Offer Memorandum entitled “*Further Information and Terms and Conditions – Debt Settlement Date and Scaling of tenders*” for further details.

If any such scaling reduces the applicable Purchase Proceeds in respect of a Securityholder that is not a Qualified Investor to an amount that is less than the Minimum Tender Requirement, then the acceptance of the Existing Securities tendered by such Securityholder shall be cancelled and the relevant Existing Securities shall be unblocked and released for trading in accordance with the usual procedures of the Clearing System.

The Offer Memorandum does not constitute an offer to buy or the solicitation of an offer to sell Existing Securities and/or New Shares, and tenders of Existing Securities in any Offer will not be accepted from Securityholders in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and any Dealer Manager or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the relevant Offeror in such jurisdiction.

In addition to the representations referred to above in respect of the United States, each Securityholder participating in an Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in the section of the Offer Memorandum entitled “*Procedures for Participating in the Offers*”. Any tender of Existing Securities pursuant to the Offers from a Securityholder that is unable to make these representations may be rejected. Each of the Bank, the relevant Offeror, the Dealer Managers and the Offer Agent reserves the right, in their absolute discretion, to investigate, in relation to any tender of Existing Securities pursuant to an Offer, whether any such representation given by a Securityholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender may be rejected.