



OPTIMA BANK S.A.

ANNOUNCEMENT - INVITATION TO INVESTORS

REGARDING THE PUBLIC OFFERING IN GREECE AND THE LISTING TO THE
REGULATED MARKET OF THE ATHENS EXCHANGE OF THE AGGREGATE SHARES OF "OPTIMA BANK S.A."

PUBLIC OFFERING

FROM 27 SEPTEMBER UNTIL 29 SEPTEMBER 2023

TRADING UNIT: ONE (1) SHARE

JOINT COORDINATORS AND BOOKRUNNERS OF THE PUBLIC OFFERING



ALPHA BANK



ΕΘΝΙΚΗ ΤΡΑΠΕΖΑ

LEAD UNDERWRITER OF THE PUBLIC OFFERING



UNDERWRITERS OF THE PUBLIC OFFERING



ADVISOR OF THE PUBLIC OFFERING



ALPHA BANK

On 22.03.2023, the General Assembly of the company "Optima bank S.A." (hereinafter referred to as the "Bank" or the "Issuer") decided, *inter alia*, the listing on the Regulated Market of the Athens Exchange of the totality of the Bank's common shares (the "Shares"), according to the provisions of L. 3371/2005, as in force (hereinafter the "Listing").

In addition, the Board of Directors, by virtue of the authorization granted to it by the decision of the Extraordinary General Meeting of the Bank, dated 22.03.2023, at its meetings held on 30.08.2023 and 15.09.2023, decided, *inter alia*:

(a) Bank's share capital increase of an amount of €72,450,000, with the option of partial subscription, in accordance with article 28 of L. 4548/2018, with cash payment and exclusion (abolition) of the pre-emption right of existing shareholders, by issuing up to 21,000,000 new, common, registered, Shares of the Bank, with voting rights, with a nominal value of €3.45 each (hereinafter the "New Shares" or the "Issue") which will be disposed of through a Public Offering (19,950,000 New Shares) and through a Parallel Offering to a limited circle of persons (1,050,000 New Shares), and

(b) that the Offering Price will be determined within the Offering Price range, while any difference from the issue of the New Shares above par value will be credited to the special account "reserve from the issuance of shares above par value". For this Increase there is no guarantee of subscription and the option of partial subscription of the Increase is provided in accordance with article 28 par. 1 of L. 4548/2018. At the same time, the Board of Directors will have the option – at its discretion – to allocate New Shares in the context of the Public Offering to existing shareholders of the Bank that the Board of Directors will determine, even in priority, although the pre-emption right of the shareholders will have been excluded.

Therefore, in more detail, the following shares are offered through the Public Offering:

(a) 19,950,000 New Shares, and in addition

(b) any undisposed New Shares that may remain through the Parallel Offering to a limited circle of persons of the 1,050,000 New Shares (in aggregate together with the New Shares under (a), the "Shares of the Public Offering").

OFFERING PRICE

The offering price of the New Shares (hereinafter the "Offering Price") will be determined by the Joint Coordinators and Bookrunners, in cooperation with the Bank, in accordance with article 17 of Regulation (EU) 2017/1129, and will be approved by the Board of Directors of the Bank or by a person authorized by the Board of Directors of the Bank, pursuant to the Extraordinary General Meeting dated 22.03.2023.

The Offering Price shall be determined within the range of the Offering Price by way of the book building process (hereinafter the "EBB"). Specifically, the Offering Price will be determined on the basis of the offers that will be submitted by the Qualified Investors within the range of the Offer Price in the EBB. This bidding process will be followed for the part of the Offering Price that concerns the Qualified Investors and will take place simultaneously with the subscriptions of the Retail Investors during the Public Offering. Simultaneously with the determination of the Offering Price, the allocation of the Shares of the Public Offering will be decided.

The Offering Price will be common to all investors, Qualified and Private Investors, who will participate in the offering of the New Shares through the Public Offering and Parallel Offering to a limited circle of persons, with the exception of the Members of the Bank's Board of Directors and the members of the Bank's senior management (members of the Executive Committee), the Bank's personnel, the personnel of its subsidiaries and the members of their boards of directors (together the "Personnel") who will participate in the Parallel Offering to a limited circle of persons with an offering price that will be less than 10% of the Offering Price.

In order to determine the Offering Price range, a pre-marketing process was followed, i.e. taking into account both the conditions of the capital markets in Greece and internationally as well as the financial position and prospects of the Group. Qualified Investors will bid on the New Shares within the following

price range:

| Minimum Price of the Range | Maximum Price of the Range |
|----------------------------|----------------------------|
| €6.4 | €7.2 |

Based on the maximum price of the above range, the total proceeds of the Issue, under the assumption of its full subscription, will amount to €151,200,000.

In any case, the Offering Price shall be determined within the announced price range and will be announced on Friday 29.09.2023.

For more information on the Offering Price see section 4.6.4. "Offering Price of New Shares" of the Prospectus dated 20.09.2023.

PROCESS OF OFFERING OF THE SHARES OF THE PUBLIC OFFERING

The offering of 19,950,000 New Shares shall be conducted by way of a Public Offering to investors in Greece through the EBB service. It is noted that of any undisposed shares through the Parallel Offering to a limited circle of persons, such shares will be transferred for disposal through the Public Offering.

The Public Offering and the maintenance of the EBB will be carried out in accordance with Law 4514/2018, Regulation (EU) 2017/1129 and delegated regulations, Decision 34/29.06.2018 of the ATHEX Stock Exchange Steering Committee and the decisions of the Bank's Board of Directors dated 30.08.2023 and 15.09.2023. The Joint Coordinators and Bookrunners have been designated as coordinators of the EBB process, as set out in EBB Decision.

The Public Offering and the maintenance of the Electronic Book Building will have a duration of three (3) business days. In particular, the Public Offering will commence on 27.09.2023 at 10:00 a.m. Greek time and shall be concluded on 29.09.2023 at 16:00 p.m., Greek time. The EBB shall remain open, throughout the term of the Public Offering from 10:00 a.m. until 17:00 p.m., except for Friday, 29.09.2023, on which it will close at 16:00 p.m.

For more information on the process of the offering please see section 4.6.5. "Offering Process for the Shares by means of a Public Offering" of the Prospectus dated 20.09.2023.

PROCESS FOR PARTICIPATION OF RETAIL INVESTORS IN THE PUBLIC OFFERING

For their participation in the Public Offering, interested Retail Investors must provide their identity card or passport, their tax identification number and a print-out of their D.S.S. data.

Subscription applications of Retail Investors will be submitted through the Joint Coordinators and Bookrunners, the Lead Underwriter and the Underwriters, as well as the EBB Members and Participants in their securities account who cooperate with the EBB Members for the submission of subscription applications through the EBB Service from the first to the last day of the Public Offering.

Interested Retail Investors will subscribe for the maximum price of the range of the Offering Price. The value of subscription for Retail Investors is the product of the number of shares requested multiplied by the maximum of the range of the Offering Price.

Subscription applications of Retail Investors are accepted, provided that the equivalent amount of the participation has been paid in cash or by bank cheque, or the equivalent of the participation has been blocked in any kind of bank deposit accounts of their investor clients or customers' bank accounts held in the context of the provision of investment services, and in which they appear as beneficiaries or co-beneficiaries has been committed.

For more information on the participation of Retail Investors please see section 4.6.7. "Process for Participation of Retail Investors in the Public Offering" of the Prospectus dated 20.09.2023.

PROCESS FOR PARTICIPATION OF QUALIFIED INVESTORS IN THE PUBLIC OFFERING

For their participation in the Public Offering, interested Qualified Investors must be addressed to the Joint Coordinators and Bookrunners the Lead Underwriter and the Underwriters, having completed a relevant subscription application. The process for submission of bids by Qualified Investors will last from the first until the last day of the Public Offering.

The allocation of shares to Qualified Investors will be conducted by rounding to the previous integral unit of share. The price included in the subscription application, which will be within the range of the Offering Price that will be announced, will be with a tick size of €0.10.

The amount corresponding to the value of the Public Offering Shares, according to the above, must have been paid into ATHEXCSD's account until 11:00 a.m. Greek time on the second business day from the end of the Public Offering in accordance with the provisions of the EBB Decision. The Joint Coordinators and Bookrunners, in cooperation with the Bank, may, at their absolute sole discretion, extend the said deadline until 11:55 a.m. Greek time, of the same day.

For more information on the participation of Qualified Investors please see section 4.6.5. "Process for Participation of Qualified Investors in the Public Offering" of the Prospectus dated 20.09.2023.

ALLOCATION PROCESS

Following completion of the Public Offering and the determination of the Offering Price, the Shares of the Public Offering will be allocated to investors as follows:

- at least 30% of the Shares of the Public Offering (namely at least 5,985,000 New Shares) will be allocated to satisfy the subscriptions of Retail Investors; and
- the rest up to 70% of the Shares of the Public Offering (namely up to 13,965,000 New Shares) will be allocated among Qualified Investors and Retail Investors based on the total demand that will be expressed in each category of investors (Qualified and Private Investors).

The above calculations have been made on the basis of 19,950,000 Shares of the Public Offering. In the event of undisposed shares through the Parallel disposal of shares to a limited circle of persons, such shares will be transferred for offering in the Public Offering.

As long as the subscriptions of Retail Investors for 30% of the Shares of the Public Offering will have been satisfied, the following will be taken into consideration, for the final determination of the percentage of allocation to each category of investors: (a) the demand by Qualified Investors; (b) the demand by Retail Investors, exceeding 30%; (c) the number of Subscription Applications submitted by Retail Investors, as well as (d) the need to achieve sufficient dispersion. In the event that the total demand from Private Investors is less than 30% of the Shares of the Public Offering, the subscription applications of the Private Investors will be fully satisfied, up to the level for which demand was actually expressed, and the Shares of the Public Offering, corresponding to the shortfall against the total percentage of 30% of the aggregate Shares of the Public Offering, will be transferred for allocation to the category of Qualified Investors.

The number of shares to be allocated to each investor will correspond to an integer number of trading units. The trading unit is one (1) Share. The shares of the issue are denominated in Euro.

Furthermore, regarding to the allocation process, the following are noted:

Allocation to Qualified Investors

For the allocation of the Shares of the Public Offering to Qualified Investors who will participate in the EBB process, an evaluation of the submitted offers will be carried out, during which the following criteria will be taken into account:

- Priority allocation to the major shareholder Ireon Investments Ltd and to Cornerstone Investors, based on their letters – commitments to subscribe for New Shares (For more information on the letters – commitments of the above see section 4.8 "Statements of main shareholders, members of administrative, management and supervisory bodies and

- Cornerstone Investors" of the Prospectus dated 20.09.2023);
- The type of institutional investor in the category of Qualified Investors;
- The estimated time horizon of holding the Shares per Qualified Investor, at the discretion of the Joint Coordinators and Bookrunners, with a higher allocation ratio assigned to Qualified Investors, who are estimated to hold the Shares for a longer period;
- The size of the offering;
- The price offered and in particular the contribution of a Qualified Investor's offer to the formation of an attractive Offering Price;
- The time of submission of the subscription application, in such a way as to assign a higher allocation ratio to bids submitted earlier; and
- Qualified Investors who subscribe for through any Intermediary, without disclosing their identity, will be treated equally in the allocation process.

In addition to the priority allocation to Ireon Investments Ltd and the Cornerstone Investors, as described above, it is at the discretion of the Joint Coordinators and Bookrunners to use one or any combination of the above criteria. Please note that there is no obligation to satisfy proportionately or otherwise the offers submitted of Qualified Investors, with the exception of Ireon Investments Ltd and the Cornerstone Investors.

Allocation to Retail Investors

Following the determination of the total number of the Shares of the Public Offering that will be allocated to Retail Investors (i.e. at least 30% and any additional resulting from the allocation process) by the Joint Coordinators and Bookrunners, in accordance with the above section, in case of excess demand, an allocation per Retail Investor will be made pro-rata based on the amount of demand.

If, by applying the proportional allocation, the Shares of the Public Offering to be allocated to a Retail Investor are determined as a decimal number, this number shall be rounded to the nearest lowest integer number (i.e. without taking into account decimals).

For more information on the allocation process see sections 4.6.8. "Allocation Process of the Public Offering", 4.6.9. "Allocation of Shares to Qualified Investors", 4.6.10. "Allocation of Shares to Retail Investors" and 4.8 "Statements of main shareholders, members of administrative, management and supervisory bodies and Cornerstone Investors" of the Prospectus dates 20.09.2023.

PROSPECTUS AVAILABILITY

Further information about the Issuer, the shares and the offering terms of the New Shares are included in the Prospectus, which was approved on 20.09.2023 by the Board of Directors of the Hellenic Capital Market Commission, because it meets the standards of completeness, comprehensibility and consistency imposed under Regulation (EU) 2017/1129, as applicable. Such approval by the Hellenic Capital Market Commission should not be considered as a favourable opinion on the Issuer and the quality of the New Shares that constitute the subject of the Prospectus. Investors should make their own assessment as to the suitability of investing in the shares of the Issuer.

The Prospectus, will be available to the investors in electronic form, in accordance with article 21(2) of Regulation (EU) 2017/1129, on the following websites:

- The Athens Stock Exchange (<https://www.athexgroup.gr/el/web/guest/companies-new-listings>),
- The Bank (https://www.optimabank.gr/media/eszb0qli/enimerotiko_deltio_optima_bank.pdf),
- The Issuing Advisor and Joint Coordinator and Bookrunner, "ALPHA BANK SOCIETE ANONYME" (<https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia>)
- The Joint Coordinator and Bookrunner, "National Bank of Greece S.A." (<https://www.nbg.gr/el/footer/enimerwtika-deltia>),
- The Lead Underwriter, "Eurobank Société Anonyme" (<https://www.eurobank.gr/el/omilos/enimerosi-ependuton/enimerotika-deltia/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae>), and
- The Underwriters:

- EUROXX SECURITIES SOCIETE ANONYME FOR THE PROVISION OF INVESTMENT SERVICES (<https://www.euroxx.gr/gr/content/article/optimabank>)
- PANTELAKIS SECURITIES SOCIETE ANONYME FOR THE PROVISION OF INVESTMENT SERVICES (<https://www.pantelakis.gr/pantelakis/services/ipo-optima>) and
- BETA SECURITIES SOCIETE ANONYME FOR THE PROVISION OF INVESTMENT SERVICES (<https://betasecurities.com/wp-content/uploads/2023/09/optima-newsletter.pdf>).

Moreover, throughout the term of the Public Offering, the Prospectus, if requested, will also be available to investors in hardcopy, free of charge, at the offices and the branches of the Bank, as well as at the branch network and at the headquarters of the Issuing Advisor, the Joint Coordinators and Bookrunners, the Lead Underwriter and the Underwriters.

In accordance with article 21 (5) of the Regulation (EU) 2017/1129, the Hellenic Capital Market Commission publishes on its website ([http://www.hcmc.gr/el GR/web/portal/elib/deltia](http://www.hcmc.gr/el_GR/web/portal/elib/deltia)) all the approved prospectuses or at least the catalogue of the prospectuses approved, as well as identification of the member state or the member states where prospectuses are notified in accordance with Article 25 of Regulation (EU) 2017/1129

Marousi, 26 September 2023

OPTIMA BANK S.A.