

# FAIS GROUP

FAIS HOLDINGS SOCIETE ANONYME

## ANNOUNCEMENT - INVITATION TO INVESTORS

REGARDING THE PUBLIC OFFERING IN GREECE OF UP TO 11.375.625 ORDINARY REGISTERED VOTING SHARES OF THE COMPANY, WITH A NOMINAL VALUE OF €1,00 (THE "OFFER SHARES"), CONSISTING OF (A) UP TO 9.100.500 NEW COMMON REGISTERED VOTING SHARES WITH A VALUE OF €1.00, TO BE ISSUED IN THE CONTEXT OF THE SHARE CAPITAL INCREASE WITH THE OPTION OF PARTIAL SUBSCRIPTION, BY CASH PAYMENT AND EXCLUSION (ABOLITION) OF THE PRE-EMPTION RIGHT OF THE EXISTING SHAREHOLDERS (THE "NEW SHARES"), AND (B) UP TO 2.275.125 EXISTING SHARES (THE "OFFER EXISTING SHARES") OWNED BY THE EXISTING SHAREHOLDERS HANDYWAY HOLDING LTD (1.281.520 OFFER EXISTING SHARES) AND KRIMMLER INVESTMENTS LTD (993.605 OFFER EXISTING SHARES) (THE "SELLING SHAREHOLDERS"), BY VIRTUE OF THE AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS OF THE COMPANY DATED 04.03.2025 BY THE DECISION OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY DATED 28.11.2024, AND THE LISTING OF ALL SHARES OF "FAIS HOLDINGS SOCIETE ANONYME" ON THE REGULATED MARKET OF THE ATHENS EXCHANGE.

## PUBLIC OFFERING

FROM WEDNESDAY 19 MARCH 2025 TO FRIDAY 21 MARCH 2025

TRADING UNIT: TITLE OF ONE (1) SHARE

## JOINT COORDINATORS AND BOOKRUNNERS OF THE PUBLIC OFFERING



ALPHA BANK



## LEAD UNDERWRITERS OF THE PUBLIC OFFERING



## UNDERWRITERS OF THE PUBLIC OFFERING



## ISSUE ADVISOR



ALPHA BANK

On 28.11.2024, the Extraordinary General Meeting of the shareholders of "FAIS HOLDINGS SOCIETE ANONYME " (hereinafter the "**Company**" or "**Issuer**" or "**FAIS GROUP**") decided, inter alia, (a) to grant the Board of Directors of the Company (the "**BoD**") the authorization to increase the share capital of the Company and the exclusion (abolition) of the pre-emption right of existing shareholders pursuant to Article 27 para. 4 of Greek Law 4548/2018, and (b) the listing of all of the Company's common, registered, voting shares (the "**Shares**") on the Regulated Market of the Athens Exchange (the "**ATHEX**") through a public offering (the "**Public Offering**"), in accordance with the provisions of Greek Law 3371/2005 and the applicable legislation (the "**Listing**").

Subsequently, the BoD of the Company, at its meetings of 04.03.2025 and 10.03.2025, in exercise of the authorization granted to it by the resolution of the Extraordinary General Meeting of 28.11.2024, decided, inter alia:

- The increase of the Company's share capital, by an amount of €9,100,500 (the "**Increase**") through the issue of up to 9,100,500 new, common, nominal, registered shares with voting rights, with a nominal value of €1,00 each (the "**New Shares**"), by payment in cash. Any difference between the nominal value of the New Shares and the issue price of the New Shares shall be credited to the "share premium reserve" account.
- The offering of the New Shares and the 2.275.125 shares of the Company, owned by KRIMMLER INVESTMENTS LTD and HANDYWAY HOLDING LTD (the "**Offer Existing Shares**" together with the New Shares, the "**Offer Shares**") through a Public Offering to investors in Greece (the "**Public Offering**", in accordance with the provisions of Regulation (EU) 2017/1129, the applicable provisions of Greek Law 4706/2020 and the implementing decisions of the Hellenic Capital Market Commission, the details of which are analyzed in section 4.5.4 "Process for the Offering of the Offer Shares by Public Offering" of the Prospectus (in Greek) dated 17.03.2025.
- The Increase with the option of partial subscription, in accordance with article 28 of Greek Law 4548/2018 and the Public Offering, subject to the Minimum Free Float Requirement, and the exclusion (abolition) of the pre-emption right of existing shareholders, in accordance with article 27 par. 4 of Greek Law 4548/2018.
- The Shares (including the New Shares) will be entitled to a dividend from the profits of the financial year 2024, provided that the legal requirements are met.

Under the above conditions and assuming full subscription of the Increase, the Company's share capital will amount to €45.502.500, divided into 45.502.500 common nominal dematerialized voting shares, with a nominal value of €1.00 each. In the event of partial subscription of the Offer Shares, the New Shares will be satisfied first and then the Offer Existing Shares in the following order: KRIMMLER INVESTMENTS LTD first and then HANDYWAY HOLDING LTD.

The total number of the Company's Shares, up to 45.502.500 Shares (i.e. 36.402.000 existing Shares and up to 9.100.500 New Shares, assuming full subscription of the Increase), will be admitted for trading

on the Regulated Market of ATHEX, pursuant to the decision of the Extraordinary General Meeting of the Company's shareholders dated 28.11.2024.

#### **OFFERING PRICE RANGE OF THE OFFER SHARES OF THE PUBLIC OFFERING**

The maximum Offering Price (the "**Maximum Offering Price**") was set, in cooperation with the Joint Coordinators and Bookrunners, at €5.00 for each of the Offer Shares by virtue of the decision of the Board of Directors of the Company dated 10.03.2025.

The Offering Price will be determined by the Joint Coordinators and Bookrunners in cooperation with the Company, as applicable, through a book building process (the "Book Building process"), which will be run by the Joint Coordinators and Bookrunners and will be carried out through the Electronic Book Building process (the "**EBB**") and will be approved by the Board of Directors. and will be approved by the Board of Directors.

Specifically, the Offering Price will be determined on the basis of the offers that will be submitted by the Qualified Investors within the announced range of the Offering Price (the "**Offering Price Range**", see below) in the EBB. This bidding procedure will be followed for the part of the Public Offering relating to the Qualified Investors and will take place simultaneously with the subscriptions of the Retail Investors during the Public Offering.

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 Offer Shares within the following binding Offering Price Range:

<b>Minimum Price of the Range</b>	<b>Maximum Price of the Range</b>
<b>€4.50</b>	<b>€5.00</b>

Based on the Maximum Offering Price, the total proceeds to the Company from the Increase, under the assumption of its full subscription, will amount to €45,502,500. The Offering Price will be notified to the Hellenic Capital Market Commission and will be published, on the Daily Statistical Bulletin of the ATHEX , no later than the next business day after the completion of the Public Offering. Simultaneously with the determination of the Offering Price, the final allocation of the Offer Shares will be decided.

The Offering Price will be common to all investors, Qualified and Retail, who will participate in the offering of the Offer Shares through the Public Offering.

In any case, the Offering Price shall be determined within the announced Offering Price Range and will be announced on Friday 21.03.2025.

For more information on the Offering Price, see Section 4.5.3 "Offering Price of Offer Shares" of the Prospectus dated 17.03.2025.

## **PARTICIPATION PROCEDURE FOR THE PUBLIC OFFERING OF THE OFFER SHARES**

The allocation of the 11.375.625 Offer Shares, i.e. 9.100.500 New Shares and 2.275.125 Offer Existing Shares, shall be conducted by way of a Public Offering to investors in Greece through the EBB service.

The Public Offering and maintenance of the EBB will be carried out in accordance with Greek Law 4706/2020, Regulation (EU) 2017/1129, the Commission's Delegated Regulations (EU) 2019/979 and (EU) 2019/980, the decision 34/08.03.2017 of the ATHEX Stock Exchange Management Committee, as amended and in force (the "**EBB Decision**"), and the decision of the Board of Directors of the Company dated 04.03.2025.

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 EBB process will have a duration of three (3) business days. Specifically, the Public Offering will commence on Wednesday, 19.03.2025 at 10:00 a.m. Greek time and shall be conclude on Friday, 21.03.2025 at 16:00 p.m. Greek time. The EBB shall remain open, throughout the term of the Public Offering, from 10:00 a.m. to 17:00 p.m. Greek time, except on Friday 21.03.2025, on which it will close at 16:00 p.m. Greek time.

For more information on the allocation procedure, see. See Section 4.5.4 Offering Process for the Shares by means of a Public Offering" of the Prospectus dated 17.03.2025.

## **PROCEDURE FOR THE 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 Offering Price Range. 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 all 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.

For more information on the participation procedure of Retail Investors, see Section 4.5.6 "Process for the Participation of Retail Investors in the Public Offering" of the Prospectus dated 17.03.2025.

## **PROCEDURE FOR THE PARTICIPATION OF QUALIFIED INVESTORS IN THE PUBLIC OFFERING**

For their participation in the Public Offering, interested Qualified Investors should contact the Joint Coordinators and Bookrunners, the Lead Underwriters, and the Underwriters, having completed a 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 offers of the Qualified Investors in the EBB must include at least one of the following:

- the number of the Offer Shares that the investor wishes to acquire without a specific price (market),
- the number of the Offer Shares and the maximum price it wishes to pay per share (within the range announced); and
- multiple integer numbers of the Offer Shares with corresponding multiple prices per share.

The price included in the application request, within the Offering Price Range, will be in increments of €0.01.

The EBB will close on the last day of the Public Offering Period (Friday, 21.03.2025 at 16:00 Greek time), at which time all offers as valid at that time will be considered final.

The amount corresponding to the value of the Offer Shares placed through the Public Offering as described above must be paid into the account of ATHEXCSD until 13:00 p.m. Greek time on the second business day following the closing of the Public Offering in accordance with the provisions of the EBB Decision. The Joint Coordinators and Bookrunners, in cooperation with the Company, may, at their sole discretion, extend this deadline limit until 13:55 p.m. Greek time, of the same day.

For more information on the procedure for the participation of Qualified Investors, see Section 4.5.5 "Participation of Qualified Investors in the Public Offering" of the Prospectus dated 17.03.2025.

#### **ALLOCATION PROCEDURE FOR THE PUBLIC OFFERING**

Following the completion of the Public Offering and the determination of the Offering Price, and provided that the Minimum Free Float Requirement according to paragraph 3.1.4.3 of the ATHEX Regulation is satisfied, the Offer Shares will be allocated to the investors as follows:

- at least 30% of the Offer Shares (namely at least 3.412.687 Shares - in the event of full coverage of the Increase and the Public Offering) will be allocated to satisfy the subscriptions of the Retail Investors; and
- up to 70% of the Offer Shares (namely up to 7.962.938 Shares - in case of full coverage of the Increase and the Public Offering) will be allocated among the Qualified and Retail Investors based on the total demand of each category of investors (Qualified and Retail Investors).

Provided that the subscriptions of Retail Investors for 30% of the Offer Shares have been satisfied, the final determination of the allocation percentage by category of investors will take into account (a) the demand by Qualified Investors, (b) the demand by Retail Investors exceeding 30%, (c) the number of subscription requests relating to Retail Investors, and (d) the need to achieve to achieve sufficient free float.

In the event that the total demand from Retail Investors is less than 30% of the total Offer Shares to be allocated, the subscription requests of the Retail Investors will be fully satisfied, up to the amount for which demand was actually expressed, and the Offer Shares corresponding to the shortfall against the total percentage of 30% of the total Offer Shares, will be transferred to the category of Qualified Investors.

In case of partial subscription of the Offer Shares of the Public Offering, the New Shares will be satisfied first and followed by the Offer Existing Shares in the following order: first KRIMMLER INVESTMENTS LTD and subsequently HANDYWAY HOLDING LTD.

The number of Offer Shares allocated to each investor will correspond to an integer number of trading units. A trading unit is the title of one (1) Share. The Offer Shares are denominated in Euros (€).

Investors will not be charged any costs and taxes for the transfer of the Offer Shares and their registration in the Securities Accounts.

Further, as regards the allocation procedure, the following are noted:

#### **Allocation of Offer Shares to Qualified Investors**

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

- the type of professional investor in the category of Qualified Investors;
- the estimated time horizon of holding the Shares per Qualified Investor, at the discretion of the Joint Coordinator and Bookrunners, with a higher allocation ratio assigned to Qualified Investors, who are estimated to hold the Shares for a longer period of time;
- the size of the offering; and
- the price offered and in particular the contribution of a Qualified Investor's offer to the formation of an attractive Offering Price.

Qualified Investors who subscribe through any intermediary, without disclosing their identity, will be treated equally in the allocation process.

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 by Qualified Investors.

#### **Allocation of the Offer Shares to Retail Investors**

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

If, by applying the pro rata allocation, the Offer Shares to be allocated to 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 decimal).

For further information on the allocation process see sections 4.5.7 "Allocation Process of the Public Offering", 4.5.8 "Allocation of the Offer Shares to Qualified Investors" and 4.5.9 "Allocation of Shares to Retail Investors" of the Prospectus dated 17.03.2025.

## PROSPECTUS AVAILABILITY

Further information about the Issuer, the Shares and the offering terms of the Offer Shares is included in the Prospectus, which was approved on 17.03.2025 by the Board of Directors of the Hellenic Capital Market Commission, as it meets the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129, as applicable. Such approval by the Hellenic Capital Market Commission should not be taken as a favourable opinion on the Issuer and the quality of the 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 is available in electronic form on the following websites:

- The Athens Stock Exchange: <https://www.athexgroup.gr/el/raise-capital/list/how-to/new-listed-issuers>
- The Company: <https://www.faisgroup.com/el/ipo-prospectus/>
- The Issue Advisor and Joint Coordinator and Bookrunner ALPHA BANK S.A.: <https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia>
- The Joint Coordinator and Bookrunner EUROXX Securities S.A.: <https://www.euroxx.gr/gr/content/article/faisgroup>
- The Lead Underwriter EUROBANK S.A.: <https://www.eurobank.gr/el/omilos/enimerosi-ependuton/enimerotika-deltia/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae>
- The Lead Underwriter NATIONAL BANK OF GREECE S.A.: <https://www.nbg.gr/el/footer/enimerwtika-deltia>
- The Lead Underwriter PIRAEUS BANK S.A.: <https://www.piraeusholdings.gr/faisgroupipo>
- The Lead Underwriter OPTIMA BANK S.A.: <https://www.optimabank.gr/business/investment-banking/enimerotika-pliroforiaka-deltia>
- The Lead Underwriter ATTICA BANK S.A.: <https://www.atticabank.gr/el/individuals/investment-products/#enimerotika-kai-pliroforiaka-deltia>
- The Underwriter PANTELAKIS SECURITIES S.A.: <https://www.pantelakis.gr/pantelakis/services/faisgroup/>
- The Underwriter CYCLOS SECURITIES S.A.: <http://www.cyclos.gr/%CE%B1%CE%BD%CE%B1%CE%BA%CE%BF%CE%B9%CE%BD%CF%8E%CF%83%CE%B5%CE%B9%CF%82-%CE%AC%CF%81%CE%B8%CF%81%CE%B1.aspx?page=2>

According to Article 21, para. 5 of Regulation (EU) 2017/1129, the Hellenic Capital Market Commission publishes all approved prospectuses on the website [http://www.hcmc.gr/el GR/web/portal/elib/deltia](http://www.hcmc.gr/el_GR/web/portal/elib/deltia).

Also, during the Public Offering and at the initiative of the Company, the Prospectus, if requested, will also be available to investors in hardcopy, free of charge, at the Company's offices at 77 Poseidonos Avenue, Alimos, P.C. 17455, at the branch network and the headquarters of the Issue Advisor and Joint Coordinator and Bookrunner "ALPHA BANK" (40 Stadiou Street, P.C. 105 64, Athens), the Joint Coordinator and Bookrunner "EUROXX" (7 Palaeologou Street, P.C. 152 32, Halandri), the Lead

Underwriters "Eurobank " (8 Othonos Street, P.C. 105 57, Athens), "National Bank of Greece" (Aeolou 86, P.C. 105 59, Athens), "Piraeus Bank" (4 Amerikis, P.C. 105 64, Athens), "Optima bank " (32 Aigialeias, P.C. 151 25, Maroussi) and "Attica Bank" (3-5 Paleon Patronos Germanou, P.C. 105 61, Athens) and the Underwriters "Pantelakis Securities S.A." (57B, Ethnikis Antistaseos, P.C. 152 31, Halandri) and "Cyclos Securities S.A." (10 Harilaou Trikoupi, P.C. 106 79, Athens).

For more information, investors may contact the Company's offices during business days and hours at 77 Poseidonos Avenue, Alimos, P.C. 17455, 211 1088421 (Mr. Nikos Anamourloglou).

**Alimos, 18 March 2025**