

ANNOUNCEMENT OF THE PUBLICATION OF THE PROSPECTUS

The credit institution under the corporate name “Eurobank S.A.” and the distinctive title “Eurobank” (hereinafter “Bank” or “Eurobank” or “Absorbing Entity”) announces that, as of 26.11.2025, it makes available to investors the prospectus, as approved by the Board of Directors of the Hellenic Capital Market Commission at its meeting held on 26.11.2025 (“Prospectus”) which has been drafted in accordance with Regulation (EU) 2017/1129, Delegated Regulations (EU) 2019/979 and 2019/980 as well as the applicable provisions of Law 4706/2020, as amended and in force, in connection to: (i) the initial listing of all the existing three billion, six hundred and eighty-three million, two hundred and forty-four thousand, eight hundred and thirty (3,683,244,830) common, registered, voting shares of the Bank with a nominal value of one euro and seven cents (€1.07) per share (the “Initial Shares”) in accordance with paragraph 3.1.15.6 of the Rulebook of the Athens Exchange (“ATHEX”) without commencement of trading and (ii) the listing and admission to trading on ATHEX of all three billion, six hundred and thirty-one million, five hundred and ten thousand, eight hundred one (3,631,510,801) common, registered, voting dematerialised shares of the Bank with a nominal value of twenty-two (22) euro cents (€0.22) per share (“New Shares”) to be issued in the context of the merger by absorption of “Eurobank Ergasias Services and Holdings S.A.” (“Absorbed Entity” or “Eurobank Holdings”, and together with the Absorbing Entity, “Merging Entities”) by the Bank, in accordance with Article 16 of Greek Law 2515/1997, Articles 6 to 21, 30 to 34 and 140 of Law 4601/2019 and the applicable provisions of Law 4548/2018 (“Reverse Merger”) following the resolution of the Extraordinary General Meeting of the Bank dated 25.09.2025 regarding the approval of the admission to trading of the total number of shares of the Bank on the Main Market of the Regulated Market of the ATHEX (“Listing”).

Reverse Merger

Eurobank (the Absorbing Entity) is currently engaged in reverse merger proceedings with Eurobank Holdings (the Absorbed Entity). In particular, the Absorbed Entity shall be merged with the Absorbing Entity, through a merger by absorption of the Absorbed Entity by the Absorbing Entity, by way of consolidation of the assets and liabilities of the Merging Entities as depicted in the transformation balance sheets of the Merging Entities dated 31 December 2024 pursuant to the provisions of Article 16 of the Greek Law 2515/1997, the provisions of Articles 6 to 21, 30 to 34 and 140 of Greek Law 4601/2019 and the applicable provisions of Greek Law 4548/2018. The Board of Directors of Eurobank and Eurobank Holdings at their respective meeting that took place on 30.04.2025, approved the draft merger agreement. Upon completion of the Reverse Merger, the assets and liabilities of the Absorbed Entity will be transferred to Eurobank by virtue of universal succession and the shareholders of the Absorbed Entity will become shareholders of Eurobank.

The exchange ratio was determined by the Boards of Directors of the Merging Entities at one (1) share in the Absorbed Entity for one (1) new share in Eurobank.

The completion of the Reverse Merger, which has already been approved by the European Central Bank, is expected on or around 12.12.2025, and remains subject to the approval of the Extraordinary General Meeting of the shareholders of Eurobank Holdings to be held on 03.12.2025 and subject to obtaining all necessary regulatory authorisations and approvals, including the approval of the Ministry of Development.

The Reverse Merger has been approved by the Extraordinary General Meeting of the Absorbing Entity on 22 October 2025.

With respect to the share capital, the following are noted:

Upon completion of the Merger, the share capital of Eurobank, as the absorbing company, (a) will be reduced by the amount of three billion, nine hundred and forty-one million, seventy-one thousand, nine hundred and sixty-eight euros and ten cents (€3,941,071,968.10) due to the cancellation of the Existing Shares, i.e. all three billion, six hundred and eighty-three million, two hundred and forty-four thousand, eight hundred and thirty (3,683,244,830) Eurobank shares, each with a nominal value of one euro and seven cents (€1.07), which will be transferred, by virtue of the Merger and by operation of universal succession, to Eurobank itself and, therefore, will constitute own shares of Eurobank within the meaning of Article 49(4)(b) of Law 4548/2018, and will be cancelled upon completion of the Merger, and (b) will be increased by the amount of seven hundred and ninety-eight million, nine hundred and thirty-two thousand, three hundred and seventy-six euros and twenty-two cents (€798,932,376.22) through the issuance of three billion, six hundred and thirty-one million, five hundred and ten thousand, eight hundred one (3,631,510,801) ordinary, dematerialized, registered voting shares, each having a nominal value of twenty-two (22) euro cents (€0.22). Upon the completion of the Reverse Merger, the share capital of Eurobank will amount to €798,932,376.22, divided into 3,631,510,801 common, registered, dematerialised, voting shares with a nominal value of €0.22 each.

Expected Timetable

Set out below is the expected indicative timetable for the listing of the shares and the commencement of trading of the New Shares of the Bank on the Regulated Market of the ATHEX and CSE:

Date	Event
October 22 2025	Approval of the Reverse Merger by the Extraordinary General Meeting of the Absorbing Entity.
November 24 2025	Approval of preliminary fulfilment of listing requirements by ATHEX in relation to the Initial Shares.
November 26 2025	Prospectus approval by the HCMC. Public announcement relating to the availability of the Prospectus in Greece on the website of Eurobank, Eurobank Equities and the Daily Statistical Bulletin of ATHEX. Publication of the approved Prospectus on Eurobank's, Eurobank Equities's and ATHEX's websites.
on or around November 27 2025	Approval of the listing of the Initial Shares on ATHEX (without commencement of trading). Public announcement of the Listing on ATHEX (without commencement of trading).
December 3 2025	Extraordinary General Meetings of the Absorbed Entity resolving on the approval of the Reverse Merger. Public announcement regarding the last trading day of Eurobank Holdings, the expected completion of the Reverse Merger, the delisting of Eurobank Holdings and the cancellation of Eurobank's treasury shares.
December 4 2025	Execution of the Reverse Merger Notarial Deed.

December 5 2025	Application to Greek General Commercial Registry for the registration of the Reverse Merger.
December 9 2025	Last trading day of Eurobank Holdings' shares on ATHEX.
December 11 2025	Reference date for the determination of the beneficiaries of the New Shares of Eurobank.
on or around December 12 2025	Registration of the Reverse Merger Notarial Deed and publication of the Announcement of the Ministry of Development's approval of the Reverse Merger. Delisting of Eurobank Holdings. Cancellation of treasury shares. Crediting of the New Shares to the DSS Securities Accounts of the beneficiaries of the New Shares. Approval of the listing and admission to trading of the New Shares by ATHEX. Announcement concerning Trading Date and starting price.
on or around December 15 2025	Trading Date of the New Shares on ATHEX.
on or around December 16 2025	Approval of the listing and admission to trading of the New Shares by CSE. Announcement concerning CSE Trading Date and starting price.
on or around December 19 2025	Trading Date of the New Shares on CSE.

The above timetable is indicative and subject to change, in which case Eurobank shall duly and timely inform the shareholders pursuant to a public announcement.

The Prospectus has been approved by the BoD of the Hellenic Capital Market Commission on November 26, 2025 only in connection with the information furnished to investors, as required under the Regulation (EU) 2017/1129, Delegated Regulations (EU) 2019/979 and (EE) 2019/980, Law 4706/2020 and Regulation (EU) 2021/528, as in force and is available to investors, pursuant to article 21 par. 2 of Regulation (EU) 2017/1129, as of 26.11.2025, in electronic form, on the following websites:

- ATHEX: <https://www.athexgroup.gr/el/raise-capital/list/how-to/new-listed-issuers>
- Eurobank: <https://www.eurobank.gr/el/omilos/enimerosi-ependuton/enimerotika-deltia/eggrafa-sugxoneuseos-eurobank-holdings>
- Eurobank Equities: <https://www.eurobankequities.gr/el/thesmikoi-ependutes-etaireies/enimerotika-deltia> CSE: <https://www.cse.com.cy/el-GR/regulated-market/listing/prospectus-2/>
- CISCO: <https://www.cisco-online.com.cy/cisco-home-page/investment-banking-gr/prospectuses-and-other-reports-gr>

According to Article 21(5) of the Prospectus Regulation, HCMC publishes on its website (http://www.hcmc.gr/el_GR/web/portal/elib/deltia) the prospectuses approved. Accordingly, the CySEC, as the competent authority of the Republic of Cyprus, publishes on its website (<https://www.cysec.gov.cy/en-GB/entities/issuers/prospectuses->



[notifications](#)) the notifications of the prospectuses notified to it in accordance with the Prospectus Regulation.

Investors who wish to receive further information and clarifications concerning the Prospectus, may contact during business days and hours the offices of the Bank (responsible person, Mr. Dimitris Nikolos, phone number: +30 214 4058831)

Athens, 26.11.2025

EUROBANK S.A.

This announcement is not intended and does not constitute an offer to sell, or a solicitation of an offer to acquire any securities in Greece within the meaning of Art. 2(1)(d) of the Regulation (EU) 1129/2017 and Article 58 of law 4706/2020, or outside Greece. This announcement is not intended and does not constitute an advertisement in Greece within the meaning of Article 2(k) of Regulation (EU) 1129/2017 and Article 63 of law 4706/2020, or outside Greece and is not a prospectus for the purposes of Regulation (EU) 1129/2017. Therefore, investors should not purchase any securities referred to in this announcement except on the basis of information included in the Prospectus published by Eurobank in connection with the admission to trading and listing of all its shares on ATHEX in the context of the Reverse Merger.