

Friday, May 2, 2025

ANNOUNCEMENT

Approval of the Draft Merger Agreement between Eurobank Ergasias Services and Holdings S.A. and Eurobank S.A.

Eurobank Ergasias Services and Holdings S.A. (hereinafter referred to as the "Absorbed Company") announces that the Boards of Directors of its 100% subsidiary, Eurobank S.A. (hereinafter referred to as the "Absorbing Company", and together with the Absorbed Company, the "Merging Companies"), and of the Absorbed Company, during their respective meetings held on 30.04.2025, approved the draft merger agreement (hereinafter the "Draft Merger Agreement") for the proposed merger by absorption of the Absorbed Company by the Absorbing Company (hereinafter the "Merger"), which will be carried out through the combined application of the provisions of articles 6 to 21, 30 to 34 and 140 of Law 4601/2019, of article 16 of Law 2515/1997 and of the applicable provisions of Law 4548/2018.

The assets and liabilities of the Absorbed Company, as shown in the Absorbed Company's transformation balance sheet dated 31.12.2024 and as they shall have evolved until the completion of the Merger, will be transferred as items of the Absorbing Company's balance sheet upon completion of the Merger. All transactions carried out from the transformation date (31.12.2024) onwards shall be deemed, for tax purposes, to have been carried out on behalf of the Absorbing Company. For accounting purposes, the above transactions shall be deemed to have been carried out on behalf of the Absorbing Company immediately following completion of the Merger.

Upon completion of the Merger (on the date of registration of the relevant approval decision by the competent authority with the General Commercial Registry - G.E.M.I.), ipso iure the Absorbed Company will cease to exist and the Absorbing Company will substitute as universal successor the Absorbed Company in all its rights, obligations and, in general, legal relationships.

The Absorbing Company will retain its license as a credit institution following the completion of the Merger.

As a result of the Merger, the shareholders of the Absorbed Company will exchange their shares for shares of the Absorbing Company, at a proposed exchange ratio of one (1) new share of the Absorbing Company for one (1) share of the Absorbed Company they hold. The shares of the Absorbing Company will be listed for trading on the Athens Stock Exchange.

The completion of the Merger is subject to the required approvals by the General Meetings of the Merging Companies and the receipt of all necessary regulatory licenses and approvals.

The Absorbed Company will keep the investment community informed of the progress of the Merger process in accordance with applicable legislation.