

/// Piraeus Financial Holdings

Publication of the Draft Merger Agreement between “Piraeus Financial Holdings S.A.” and “Piraeus Bank S.A.”

Piraeus Financial Holdings S.A. (hereinafter referred to as the “Absorbed Entity” or the “Company”) announces that the Boards of Directors of the Company and of its wholly owned subsidiary under the corporate name “Piraeus Bank Société Anonyme” (hereinafter referred to as the “Absorbing Entity” or the “Bank”, and jointly with the Absorbed Entity, the “Merging Companies”) approved, at their respective meetings held on 22 May 2025, the draft merger agreement (hereinafter the “Draft Merger Agreement”) regarding the absorption of the Absorbed Entity by the Absorbing Entity (hereinafter the “Merger”), which shall be effected in accordance with Article 16 of Law 2515/1997, as well as Articles 6 para.2 and 3, 7–21 and 140 para.3 of Law 4601/2019 and Law 4548/2018, as currently in force.

The Merger will be effected through the consolidation of the carrying values of the assets and liabilities of the Merging Companies, and specifically, through the transfer of the assets and liabilities of the Absorbed Entity to the Absorbing Entity, as such are reflected in the transformation balance sheet of the Absorbed Entity dated 31 March 2025 (the “Transformation Balance Sheet Date”) and as such will be formed up to the completion of the Merger.

As of the date of registration in the General Commercial Registry (G.E.MI.) of the final merger agreement, which shall be executed in the form of a notarial deed, the Merger shall be deemed completed (hereinafter the “Merger Completion Date”), and the Absorbing Entity shall, by operation of law and as universal successor, succeed the Absorbed Entity to its assets and liabilities.

Upon completion of the Merger, the Absorbing Entity will become the parent company of the Piraeus group of companies. The Absorbing Entity will retain its license as a credit institution.

The Absorbing Entity will apply for the listing of its existing shares on the Main Market of the Athens Stock Exchange prior to the completion of the Merger.

On the Merger Completion Date or as soon as reasonably practicable thereafter, the new shares of the Absorbing Entity to be issued as a result of the Merger, will be allotted to the shareholders of the Absorbed Entity in exchange for the shares they hold in the Absorbed Entity.

The proposed share exchange ratio is one (1) new registered common voting share of the Absorbing Entity, with a nominal value of €0.93, for one (1) registered common voting share of the Absorbed Entity, with a nominal value of €0.93.

As of today, 04.06.2025, the publicity formalities regarding the Draft Merger Agreement have been completed with the G.E.M.I., and the documents provided for in Article 11 para.1 of Law 4601/2019 are available to shareholders on the Company's [website](#).

The completion of the Merger is subject to the receipt of all necessary regulatory licenses and approvals, including those of the competent supervisory authority and the Ministry of Development, as well as all requisite corporate approvals, including the resolutions of the General Meetings of shareholders of both the Absorbing and the Absorbed Companies.

The Company will keep the investing public informed of developments in the Merger process, in accordance with applicable legislation.

Athens, 04 June 2025

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The new shares of the Absorbing Entity have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or under any of the applicable securities laws of any state or other jurisdiction of the United States. The new

shares in the Absorbing Entity may not be offered or sold, directly or indirectly, in or into the United States (as defined in Regulation S under the Securities Act), unless registered under the Securities Act or pursuant to an exemption from the registration requirements of the Securities Act and in compliance with any applicable state securities laws of the United States.