

ERB Hellas PLC

Annual Report

For the year ended 31 December 2013

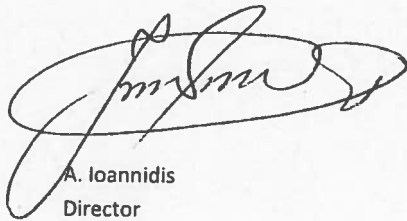
Company's registration number: 3798157

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Declaration of the managers responsible for financial reporting

Pursuant to Article 3 of Luxembourg's Transparency Law, the undersigned Anastasios Ioannidis, director of ERB Hellas PLC (the "Company" or the "Issuer"), to the best of his knowledge, hereby declares that the annual financial statements prepared in accordance with International Financial Reporting Standards (IFRSs) issued by the IASB, as endorsed by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Issuer and that the Report of the directors includes a fair review of the development and performance of the business and the position of the issuer, together with a description of the principal risks and uncertainties that the Company is exposed to.



A. Ioannidis
Director

30 April 2014

Strategic Report

The directors present their strategic report of the Company for the year ended 31 December 2013.

i) Business review and principal activities

The Company was incorporated as part of the funding strategy of its Parent Company Eurobank Ergasias S.A. (the "Parent Company" or the "Bank") in order to establish a program for the issuance of medium term debt instruments (EMTN). The EMTN program is listed on the Luxembourg Stock Exchange. This program was last updated in April 2012. The Company has also established a program for the issuance of commercial paper (ECP) that was last updated in May 2009. The Prospectus of EMTN and ECP programs are available at the Parent Company's website (www.eurobank.gr). The outstanding issues of debt instruments and commercial paper are guaranteed by the Parent Company. The net proceeds of each issuance are applied by the Company to meet part of the general financing requirements of the Company's Parent Company and its subsidiaries.

The profit for the year amounted to € 422 ths (2012: € 1,969 ths). The Board of Directors on 9 July 2013 declared the distribution of an interim dividend of € 1,965 ths (€ 39.30 per share) which was paid on 10 July 2013 (2012: € 3,021 ths, € 60.42 per share).

ii) Business environment, strategy and future outlook

The Company's business strategy and activities are linked to those of its Parent Company. The Greek sovereign debt crisis, which has severely impacted the Greek economy, and the negative consequences from the European debt crisis have adversely affected the Parent Company's operations, which aimed to adjust to the prevailing conditions.

In May 2010 the Greek Government entered into an agreement named the First Economic Adjustment Programme (FEAP), with the European Commission (EC), the European Central Bank (ECB) and the International Monetary Fund (IMF) for a three-year € 110 bn refinancing and restructuring programme designed to cover Greece's funding needs until mid-2012.

Due to unfavourable developments and implementation issues, the FEAP was abandoned and Greece entered into a new funding and restructuring programme named the Second Economic Adjustment Programme (SEAP), with the EC, the ECB and the eurozone member-states, as agreed in the Eurogroup meeting of 21 February 2012. The programme included the restructuring of the public debt owned by the private sector (PSI, March 2012) and a new funding of € 164.5 bn aimed at bringing the country's public debt-to-GDP ratio below 120% by 2020.

The implementation of the SEAP stalled by April 2012 while developments on the public debt front were not encouraging either. On the back of the above, and after the implementation/ legislation of a long list of structural reforms and fiscal austerity measures by the Greek Government, the Eurogroup on 26/27 November 2012 permitted the disbursement of € 49.1 bn conditional on the implementation of an additional series of structural reforms and at the same time reached an agreement on a set of new actions for the reduction of Greek public debt to 124% of GDP by 2020 and below 110% of GDP in 2022. This debt path was consistent with debt sustainability levels required by the IMF.

According to the Eurostat announcement on April 23, 2014 the primary balance excluding the support for the financial institutions is expected to record a surplus for 2013 at ca 1.9% for the first time since 2002 and one year earlier than initially expected by the SEAP from a deficit of -5.0%, -2.4%, -4.9% and -10.5% in 2012, 2011, 2010 and 2009 respectively. This leads to a primary surplus of ca 0.8% of GDP in terms of the SEAP (i.e. excluding support for financial institutions and revenues from the ECB's Securities Markets Programme and Eurosystem's Agreement on Net Financial Assets holdings), thus exceeding the target of ca 0.4% in the 2014 Budget. The achievement of the primary surplus opens the door for additional debt-relief

Strategic Report (continued)

measures from official lenders, in line with the explicit commitments provided at the 26/27 November 2012 Eurogroup.

The external imbalance continues to adjust rapidly, assisted by strong tourism revenue, the ongoing contraction of imports and the beneficial impact of earlier debt-relief measures on the income account. The current account according with the BoG data, recorded a surplus of 0.7% of GDP in 2013 for the first time since official records are available (1948) against a deficit of 3.4%, 9.9%, 10.1% and 11.2% of GDP for 2012, 2011, 2010 and 2009 respectively.

Considerable risks continue to surround the near-term domestic economic outlook. Yet, the apparent stabilization of seasonally unadjusted output dynamics in the 4th quarter of 2013 (GDP contraction at 2.3% in Q4 2013 compared with a contraction of 3.2%, 4.0% and 6.0% in Q3 2013, Q2 2013 and Q1 2013 respectively) and the on-going improvement in a range of real activity and sentiment indicators signal a more broad-based bottoming out of the domestic recession in the period ahead. As a result of the above fiscal, structural and real economy improvements the Greek Government managed to tap the international markets with the issuance of a 5 year GGB at a rate of 4.95%. The issuance constitutes one of the fastest returns to the market of a sovereign that had previously implemented a restructuring on its public debt (PSI, March 2012).

After the conclusion of the current SEAP review, the Troika on 19 March 2014 stated that the Greek authorities are committed to taking all necessary action to ensure that Greek banks remain healthy and adequately capitalised and are in a position to support the economic recovery in Greece. The Troika further stated that the Greek authorities are also committed to significantly strengthening the private sector debt resolution framework and facilitating the orderly and swift workout of impaired bank assets, and called upon the BoG to maintain its vigilant oversight of the banking system by requiring Greek banks to quickly work out their large stock of problem assets. Noting the results of the BoG's updated stress test results and capital needs estimates, the Troika emphasised the need for the Greek authorities and banking sector to urgently and efficiently address the high level of non-performing loans. It also stated that a swift recapitalisation of Greek banks will strengthen their balance sheets, and the envisaged injection of private capital into the Greek banks will help to strengthen the private management of Greek banks. Finally, the Troika announced that the buffers in the Hellenic Financial Stability Fund (HFSF) should be retained to meet future adverse contingencies.

Regarding the outlook for the next 12 months, main risks in Greece stem from the macroeconomic environment, the developments on the eurozone sovereign debt crisis, the impact of the significant fiscal adjustment efforts on the real economy and the implementation of the structural reforms agenda including the privatization programme. To date, satisfactory results have been registered, but progress could be compromised by significant delays in official financing, external shocks from the global economy as well as implementation risks, political instability, reform fatigue and delays in the implementation of the privatization programme. The restoration of confidence, the attraction of new investments and the revival of economic growth remain key challenges.

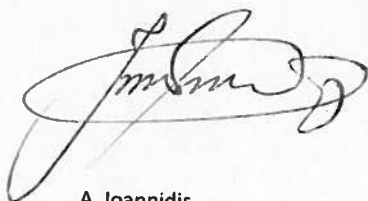
Continuation of the recession could adversely affect the region and could lead to lower profitability, deterioration of asset quality and a further reduction of deposits. In addition, increased funding cost remains a significant risk, as it depends on both the level of sovereign spreads as well as on foreign exchange rate risk, due to the unstable nature of some currencies. Finally, the Parent Company holds positions in the bond, stock and foreign exchange markets and consequently is exposed to the risk of losses if market valuations decrease. These conditions may further challenge the Parent Company's capital adequacy position over the foreseeable future (available at website: www.eurobank.gr).

Strategic Report (continued)

The directors monitor the progress of the Company by reference to financial and non-financial data available to them on a regular basis. Particular attention is paid to net interest income and the balances of debt instruments outstanding at the reporting date. As at 31 December 2013, the outstanding balance of debt instruments decreased to € 576 million, due to maturity or redemption of loan notes amounting to € 732 million (note 13 and 14). Now that the current market conditions and the perspective of Greek sovereign debt have improved, the directors expect the business to continue to develop through the issue of debt notes.

The assessment by the directors of the Company's ongoing business model is closely associated with the business decisions and operations of the Parent Company. On the basis of the analysis of the Bank's and the Company's capital solvency and liquidity, the uncertainties mentioned above, and having considered the mitigating factors set out in note 2 of the Financial Statements, the directors have a reasonable expectation that the Parent Company will complete all actions and initiatives scheduled, including the share capital increase up to € 2,864 million to cover the capital shortfall arising from the recent assessment of the Parent Company's capital needs by BoG. On 29 April 2014, the Parent Company announced that the Public Offering and the International Offering were oversubscribed (note 19). Hence, they are satisfied that the Company has adequate resources to continue in business for the foreseeable future and that it is appropriate to prepare the financial statements of the Company on a going concern basis.

The Strategic Report was approved by the Board of Directors on 30 April 2014 and was signed on its behalf by:



A. Ioannidis
Director

30 April 2014

Directors' Report

The directors submit their report and the audited financial statements of the Company for the year ended 31 December 2013.

i) General Information

The Company is a public limited company with registered number 3798157 and registered office 1st floor, 25 Berkeley Square, London, United Kingdom, W1J 6 HN and is a subsidiary of Eurobank Ergasias S.A., a Bank incorporated in Greece.

ii) Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks. All of the key business risks affecting the Company, including credit risk, are managed in coordination with the Parent Company, and are set out in Note 2 and in Note 3.

The Company is a finance vehicle whose principal purpose is to raise debt to be deposited with the Parent Company and its financial position will be influenced by the Parent Company's financial condition.

The principal risks and uncertainties of the Parent Company for 2013, which include those of the Company, are discussed in the Report of directors and the notes to the Consolidated Financial Statements included in the 2013 Annual Financial Report of Eurobank Ergasias S.A, which was signed on 31 March 2014 (available at website: www.eurobank.gr).

iii) Creditor payment policy

The Company's policy concerning the payment of its creditors and service providers is to pay in accordance with its contractual and other legal obligations.

iv) Directors

The directors of the Company who were in office during the year and up to the date of signing the Financial Statements were as follows:

Anastasios Ioannidis

Fokion Karavias

Nicholaos Karamouzis (resigned on August 01, 2013)

Konstantinos Tsiveriotis (appointed on February 28, 2014 and resigned on April 29, 2014)

None of the directors has or had any notifiable interest in the shares of the Company.

v) Parent Company

The Parent Company is Eurobank Ergasias S.A., incorporated in Greece. The Parent Company's ownership is analysed further in note 17.

vi) Directors' responsibilities in relation to the financial statements

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

Directors' Report (continued)

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

vii) Statement of disclosure of information to auditors

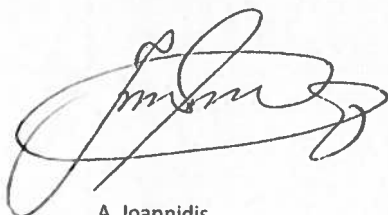
Each director acted during the year and up to the date of the directors' report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

viii) Independent Auditors

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the Company will be proposed at the forthcoming shareholders' Annual General meeting.

The Directors' Report was approved by the Board of Directors on 30 April 2014 and was signed on its behalf by:



A. Ioannidis
Director

30 April 2014

Independent auditors' report to the members of ERB Hellas plc

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by ERB Hellas plc, comprise:

- the balance sheet as at 31 December 2013;
- the statement of comprehensive income for the year then ended;
- the cash flow statement for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union.

In applying the financial reporting framework, the directors have made a number of subjective judgments, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception**Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

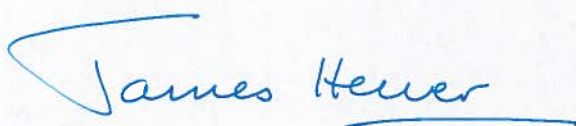
Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit**Our responsibilities and those of the directors**

As explained more fully in the Directors' responsibilities in relation to the financial statements set out on pages 7 and 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



James Hewer (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

30 April 2014

Statement of Comprehensive Income

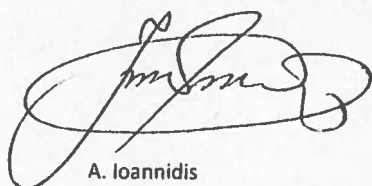
	Note	Year ended 31 December	
		2013 €'000	2012 €'000
Interest and similar income	5	12,411	85,829
Interest expense and similar charges	6	(11,642)	(83,170)
Net interest income		769	2,659
Net gains/(losses) from financial instruments	7	0	0
Foreign exchange losses		(19)	(8)
Operating expenses	8	(127)	(168)
Profit before income tax		623	2,483
Income tax expense	9	(201)	(514)
Net profit for the year attributable to the owners of the Parent Company		422	1,969
Other comprehensive income		-	-
Total comprehensive income for the year attributable to the owners of the Parent Company		422	1,969

The notes on pages 15 to 38 form an integral part of these financial statements

Balance Sheet

	Note	At 31 December	
		2013 €'000	2012 €'000
Assets			
Deposits with banks	10	576,305	1,307,622
Derivative financial instruments	11	17,840	18,055
Total assets		594,145	1,325,677
Liabilities			
Due to banks	12	16,540	13,780
Liabilities evidenced by paper at a mortised cost	13	381,081	1,077,909
Liabilities evidenced by paper designated at fair value	14	195,131	230,386
Derivative financial instruments	11	720	1,278
Income tax payable and other liabilities	15	213	321
Total liabilities		593,685	1,323,674
Equity			
Share capital	16	19	19
Retained earnings		441	1,984
Total equity		460	2,003
Total equity and liabilities		594,145	1,325,677

The financial statements on pages 11 to 38 were approved by the Board of Directors on 30 April 2014 and were signed on its behalf by:



A. Ioannidis
Director

The notes on pages 15 to 38 form an integral part of these financial statements

Statement of Changes in Equity

	Share capital €'000	Retained earnings €'000	Total €'000
Balance at 1 January 2012	19	3,036	3,055
Profit for the year	-	1,969	1,969
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year ended 31 December 2012	-	1,969	1,969
Dividends paid	-	(3,021)	(3,021)
Balance at 31 December 2012	19	1,984	2,003
Balance at 1 January 2013	19	1,984	2,003
Profit for the year	-	422	422
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year ended 31 December 2013	-	422	422
Dividends paid	-	(1,965)	(1,965)
Balance at 31 December 2013	19	441	460

The notes on pages 15 to 38 form an integral part of these financial statements

Cash Flow Statement

	Year ended 31 December	
	2013	2012
Note	€'000	€'000
Cash flows from operating activities		
Interest and similar income received	43,775	159,846
Interest and similar income paid	(33,568)	(88,908)
Cash payments to suppliers	(129)	(144)
Income taxes paid	(305)	(930)
Cash flows from operating activities before changes in operating assets and liabilities	9,773	69,864
Changes in operating assets and liabilities		
Net (increase)/decrease in deposits with banks	158,872	2,935,192
Net (increase)/decrease in other assets	-	0
Net increase/(decrease) in due to banks	2,760	12,355
Net increase/(decrease) in other liabilities	(1)	97
Net cash from/(used in) operating activities	171,404	3,017,508
Cash flows from financing activities		
Repayments of loan notes	(717,991)	(3,378,497)
Net proceeds/(repayments) from commercial paper	-	(6,685)
Dividends paid	(1,965)	(3,021)
Net cash from/(used in) financing activities	(719,956)	(3,388,203)
Net increase/(decrease) in cash and cash equivalents	(548,552)	(370,695)
Cash and cash equivalents at beginning of year	575,117	945,812
Cash and cash equivalents at end of year	10 26,565	575,117

The notes on pages 15 to 38 form an integral part of these financial statements

Notes to the Financial Statements

1. General information

ERB Hellas PLC (the "Company"), is a public limited company. The Company is a subsidiary of Eurobank Ergasias S.A. (the "Parent Company" or the "Bank"). ERB Hellas PLC is a finance company, whose sole business is raising debt for the Parent Company via medium term notes listed on the Luxemburg Stock Exchange, purchased by institutional and private investors, and commercial paper. The listed medium term notes and commercial paper outstanding are guaranteed by the Parent Company. The Company has no employees, or audit committee.

2. Accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the IASB, as endorsed by the European Union (EU) and in particular with those IFRSs and IFRIC interpretations issued and effective as at the time of preparing these statements, and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

Going concern considerations

The financial statements have been prepared on a going concern basis. In making their assessment of the Company's ability to continue as a going concern, the directors have taken into consideration the impact of the following factors directly related with the Parent Company's operations:

Solvency risk

The Parent Company has incurred substantial impairment losses as a result of the Hellenic Republic's debt restructuring (PSI+). Such losses had an impact on the accounting and regulatory capital of the Parent Company as of 31 December 2011, which fell below the minimum capital requirements as determined by the Bank of Greece (BoG).

Capital needs of the Parent Company were assessed in November 2012 by BoG at the level of € 5,839 million, in order to be able to achieve the level of Core Tier I capital of 9% throughout the period to end of 2014. This assessment takes into account, inter alia, the PSI impairment losses, the results of Blackrock's 2011 diagnostic review and the Parent Company's business plan which also includes certain capital strengthening actions.

The Hellenic Financial Stability Fund (HFSF) has contributed to the Parent Company EFSF notes of total € 5,839 million for its participation in the share capital increase of the Parent Company, which qualifies as Tier I capital. In May 2013, the Parent Company completed the share capital increase of € 5,839 million, in accordance with the provisions of Law 3864/2010 and the Act of Cabinet 38/9.11.2012, fully subscribed by the HFSF with the contribution of bonds, issued by the European Financial Stability Fund (EFSF) and owned by the HFSF.

On 28 March 2013, the BoG issued an Executive Committee Act (13/28.03.2013) bringing the limit for the Core Tier I capital to 9% of Risk Weighted Assets and for Equity Core Tier I to 6%, effective from 31 March 2013. According to the new definition of Core Tier I capital, AFS reserve was fully recognised, while the deferred tax asset's recognition was limited to 20% of Core Tier I capital. On 23 December 2013, the BoG issued an Executive Committee Act (36/23.12.2013) lifting the aforementioned limitation related to the deferred tax asset's recognition, effective from 31 December 2013. According to the Parent Company's consolidated capital adequacy figures as at 31 December 2013, the Core Tier I ratio stood at 10.4% and at 11.3%, pro-forma with the completion of certain strategic initiatives such as the transaction with Fairfax

Notes to the Financial Statements (continued)

Financial Holdings Limited on Eurobank's Properties R.E.I.C. share capital increase, which was completed on 6 February 2014 and the implementation of Basel II IRB credit risk methodology to New Hellenic Post Bank's (NHPB) mortgage portfolio (note 19), which is subject to BoG approval.

The capital needs of the Parent Company were reassessed by the BoG based on the credit loss projections from BlackRock's 2013 diagnostic review and the estimated future ability of internal capital generation for the period June 2013-December 2016, based on a conservative adjustment of the Bank's restructuring plan submitted in November 2013. For this exercise, BlackRock assessed highly granular data for the banks' domestic loan portfolios, and also provided an evaluation of the loan books of the major foreign subsidiaries of Greek banks. The methodology used for the capital needs assessment was conservative and, to the extent possible, aligned to the envisaged approach of the recently commenced European Central Bank (ECB) Comprehensive Assessment (see further below). The capital needs were estimated using a minimum Core Tier I threshold of 8% for the baseline scenario and 5.5% for the adverse scenario, while the regulatory value of the deferred tax asset was limited to 20% of Core Tier I. On 6 March 2014, the BoG published the results of the above exercise and assessed that the Parent Company's capital needs amount to € 2,945 million under the baseline scenario. Based on that scenario, the Parent Company was required to submit its capital enhancement plan.

The Parent Company with its letter to BoG on 24 March 2014, submitted its capital enhancement plan whereby: a) revised its capital actions providing for an additional positive impact on regulatory capital of € 81 million and proposed to adjust the restructuring plan accordingly and b) the Parent Company stated that it intends to cover the remaining capital needs of € 2,864 million through a share capital increase. On 12 April 2014, the Parent Company's Extraordinary Shareholders' General Meeting approved a share capital increase up to € 2,864 million (note 19).

In addition, the Parent Company is examining or already implementing a number of additional initiatives for further improving its capital position, such as transactions associated with the restructuring, transformation or optimisation of operations, in Greece and abroad that will generate or release capital and/or reduce Risk Weighted Assets. Finally, the implementation of a solid integration program for NHPB and New Proton Bank S.A. (New Proton), the acquisition of which was completed on 30 August 2013, is already providing substantial synergies further enhancing the capital base of the Parent Company.

ECB comprehensive assessment 2013-2014

In line with the provisions of the Regulation on the single supervisory mechanism (SSM Regulation), which entered into force in early November 2013, the ECB and the respective national competent authorities (NCAs) will carry out a comprehensive assessment of eurozone's most significant banks, including Eurobank. The ECB will conclude this comprehensive assessment of the banking system in October 2014, prior to assuming its new supervisory tasks in November 2014. This comprehensive assessment is an essential element of the preparations for the SSM, providing the necessary clarity on the banks that will be subject to the ECB's direct supervision. The exercise comprises a supervisory risk assessment, an asset quality review and a stress test to be conducted jointly with EBA. The integrated outcome of the comprehensive assessment may lead to a range of follow-up actions, including requirements for changes in a bank's provisions and capital.

The results of the comprehensive assessment, where necessary, will be followed by corrective measures (for example, recapitalisation, also through profit retention, equity issuance, re-orientation of funding sources, asset separation and sales). The timelines for implementing such measures will be part of the outcome of the assessment. The ECB will acknowledge and welcome corrective actions taken, also before

Notes to the Financial Statements (continued)

the conclusion of the exercise, by banks and supervisory authorities, in the form of enhanced disclosure and provisioning, as well as recapitalisation, asset separation and sales, and other measures.

Capital shortfalls identified for viable banks should, first and foremost, be made up with private sources of capital. If private sources of capital are insufficient or not readily available, public backstops might need to be drawn upon, in compliance with national practices and European rules, with the overriding goal of ensuring financial stability.

Despite the fact that the methodology and benchmark capital thresholds used by the BoG in the recently concluded capital needs exercise were aligned, to the extent possible, to ECB's envisaged approach (based on publically available information as of February 2014), there is a risk that ECB may conclude on different capital needs for Eurobank.

Liquidity risk

The difficulty of the Greek banks to gain access to the international capital and money markets and the reduction of deposits due to heightened sovereign risk and deterioration of the Greek economy led to an increased reliance of the Parent Company to Eurosystem financing facilities. Although the dependence on Eurosystem funding has decreased by 50% compared to its peak levels, as a result of access to the repo markets, acquisition of NHPB and New Proton, deleveraging and deposit inflows, these conditions pose a significant ongoing liquidity challenge for the Parent Company and the Greek Banking system in general. The Parent Company expects, as also confirmed in the latest Troika's progress report on the second adjustment program for Greece published in July 2013, that the European Central Bank (ECB) and BoG will preserve sufficient banking system liquidity in line with Eurosystem rules, which stipulate, inter alia, that access to direct ECB, as opposed to other Eurosystem funding, is subject to the Bank maintaining a minimum level of regulatory capital.

Other economic uncertainties

The continued deterioration of the Greek economy has adversely affected the Parent Company's operations and presents significant risks and challenges for the years ahead. Currently, there are a number of material economic and market risks and uncertainties that impact the Greek Banking system. The main risks stem from the macroeconomic environment, the developments on the eurozone sovereign debt crisis, the impact of the significant fiscal adjustment efforts on the Greek economy and the implementation of the structural reforms agenda. The significant progress made to date could be compromised by significant delays in official financing, external shocks from the global economy as well as implementation risks, political instability and reform fatigue in Greece. The restoration of confidence, the attraction of new investments and the revival of economic growth remain key challenges for the Greek economy. On the other hand, as Greece has taken effective action towards fiscal consolidation, has made progress in the budgetary area and with reforms in other key sectors of the economy, upside potential also exists. Particularly if, privatisation efforts, associated with the rapid improvement of the investment climate and the restoration of confidence, show resilience and are accompanied by sustained strong policy implementation.

Continuation of the recession could adversely affect the region and could lead to lower pre-provision profitability, deterioration of asset quality and reduction of deposits. In addition, increased funding cost remains a significant risk, as it is dependent on both the level of sovereign spreads as well as on foreign exchange rate risk, due to the unstable nature of some currencies. These conditions may challenge the Parent Company's capital adequacy position over the foreseeable future.

Notes to the Financial Statements (continued)

Notwithstanding the conditions and uncertainties mentioned above, the directors, having considered the mitigating factors set out below, have a reasonable expectation that the Parent Company will complete within a specific timeframe all actions and initiatives scheduled to cover the capital shortfall arising from the recent assessment of the Parent Company's capital needs by BoG. Hence they are satisfied that the financial statements of the Company can be prepared on a going concern basis:

- (a) as at 31 December 2013, the consolidated Core Tier I ratio stands at 10.4% and 11.3% proforma with the completion of the transaction with FairFax Financial Holdings Limited and the implementation of Basel II IRB credit risk methodology to NHPB's mortgage portfolio, above the limit of 9 %,
- (b) the Parent Company's share capital increase up to € 2,864 million approved by the Extraordinary Shareholders' Meeting on 12 April 2014. On 29 April 2014, the Parent Company announced that the Public Offering and the International Offering were oversubscribed (note 19),
- (c) that the Parent Company continues the implementation of its medium term internal capital generating plan, which includes initiatives generating or releasing Core Tier I capital and/or reducing Risk Weighted Assets,
- (d) should they become necessary, the availability of additional recapitalisation funds from HFSF that can support any capital needs on top of the amounts already provided,
- (e) the existence of the comprehensive financial support program of the EC/ECB/IMF (including the € 50 bn recapitalisation facility), aiming to correct Greece competitiveness gap and restore growth, employment and public debt sustainability and secure the banking system's stability,
- (f) the Greek authorities' commitment to support the banking system and create a viable and well capitalised banking sector, and
- (g) the Parent Company's continued access to Eurosystem funding (ECB and ELA liquidity facilities) over the foreseeable future.

The policies set out below have been consistently applied to the years 2013 and 2012. Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

(a) New and amended standards adopted by the Company

The following new standards and amendments to existing standards, as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union (EU), which are relevant to the Company, apply from 1 January 2013:

IAS 1, Amendment - Presentation of Items of Other Comprehensive Income

The amendment requires entities to separate items presented in other comprehensive income into two groups, based on whether or not they may be reclassified to profit or loss in the future. The adoption of the amendment did not have any impact on the presentation of other comprehensive income in the Company's financial statements.

IFRS 7, Amendment - Disclosures, Offsetting Financial Assets and Financial Liabilities

The amendment requires disclosure of the effect or potential effects of netting arrangements on an entity's balance sheet. In particular, it requires information about all recognized financial instruments that are set off, according to IAS 32 "Financial Instruments: Presentation", as well as about those recognized financial instruments that, although they are not set off under IAS 32, are subject to an enforceable master netting arrangement or similar agreement.

The amendments have been applied by the Company retrospectively. As a result, the Company has introduced the disclosures about offsetting financial assets and financial liabilities in note 3.

Notes to the Financial Statements (continued)

IFRS 13, Fair value measurement

IFRS 13 establishes a single framework for measuring fair value provides a revised definition of fair value and introduces more comprehensive disclosure requirements on fair value measurement. The disclosure requirements of IFRS 13 do not require comparative information to be provided for periods prior to initial application (1 January 2013). The prospective adoption of the measurement requirements of IFRS 13 resulted in new disclosures and enhancements to existing disclosures that are provided in note 3.

Annual Improvements to IFRSs 2009–2011 Cycle

Improvements to IFRSs comprise amendments to a number of standards aiming to clarify:

- the requirements for comparative information in IAS 1 "Presentation of Financial Statements";
- when certain types of equipment are classified as property, plant and equipment in IAS 16 "Property Plant and Equipment";
- the accounting for the tax effect of distributions to holders of equity instruments in IAS 32 "Financial Instruments: Presentation"; and
- interim financial reporting requirements regarding total segment assets and liabilities in IAS 34 "Interim Financial Reporting".

The above improvements to IFRSs did not have a material impact on the Company's financial statements.

(b) New standards and interpretations not yet adopted by the Company

A number of new standards, amendments and interpretations to existing standards are effective after 2013, as they have not yet been endorsed for use in the European Union or have not been early applied by the Company. Those that may be relevant to the Company are set out below:

IAS 32, Amendment - Offsetting Financial Assets and Financial Liabilities (effective 1 January 2014)

The amendment clarifies the requirements for offsetting financial assets and financial liabilities.

The adoption of the amendment is not expected to have any impact on the Company's financial statements.

IFRS 9, Financial Instruments (effective 1 January 2018)

IFRS 9, Financial Instruments, is a new standard for financial instruments that is ultimately intended to replace current IAS 39 Financial Instruments: Recognition and Measurement in its entirety.

IFRS 9, issued in November 2009, introduced new requirements for the classification and measurement of financial assets. It requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. Under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment which is not held for trading, in other comprehensive income, with only dividend income generally recognized in profit or loss.

IFRS 9 was amended in October 2010 to include requirements for the classification and measurement of financial liabilities, as well as derecognition requirements. IFRS 9 requires that, in cases where a financial liability is designated as at fair value through profit or loss, the part of a fair value change due to the reporting entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Fair value changes attributable to a financial liability's credit risk are not subsequently reclassified in profit or loss. According to IAS 39 which currently applies, the amount of the change in the fair value of the financial liability designated as fair value through profit or loss is recognized in profit or loss.

Notes to the Financial Statements (continued)

Based on IFRS 9 and IFRS 7 Amendments, Mandatory Effective Date and Transition Disclosures, issued in December 2011, entities were required to apply IFRS 9 for annual periods beginning on or after January 1, 2015, with earlier application permitted. Additionally, IFRS 9 should be applied to all financial instruments outstanding as of the effective date, as if the classification and measurement under IFRS 9 had always been applied, but comparative periods do not need to be restated.

IFRS 9 was amended in November 2013 with IFRS 9 Financial Instruments: Hedge Accounting and amendments to IFRS 9, IFRS 7 and IAS 39 to include a new general hedge accounting model that will better reflect reporting entities' risk management activities in the financial statements and some related amendments to IAS 39 and IFRS 7. The amendments also allow entities to early adopt the provision in IFRS 9 as issued in 2010, related to the presentation of changes in an entity's own credit risk within other comprehensive income without applying the other requirements of IFRS 9 at the same time. In addition, the 1 January 2015 mandatory effective date is removed and a new mandatory effective date will be set upon completion of the impairment phase of the accounting for financial instruments. However, in February 2014, the IASB tentatively decided that the effective date for IFRS 9 shall be 1 January 2018.

Entities that adopt IFRS 9 as amended in November 2013 can choose an accounting policy of either adopting the new IFRS 9 hedge accounting model now or continuing to apply the hedge accounting model in IAS 39 for the time being.

As IFRS 9 is an ongoing IASB project, which has not yet been finalized, it remains impractical to quantify its effect, as at the date of the publication of these consolidated financial statements.

Annual Improvements to IFRSs 2010-2012 Cycle (effective 1 January 2015, not yet endorsed by EU)

The amendments introduce key changes to seven IFRSs following the publication of the results of the IASB's 2010-12 cycle of the annual improvements project. The topics addressed by these amendments are set out below:

- Definition of vesting condition in IFRS 2 "Share – based Payment";
- Accounting for contingent consideration in a business combination in IFRS 3 "Business Combinations";
- Aggregation of operating segments and reconciliation of the total of the reportable segments' assets to the entity's assets in IFRS 8 "Operating Segment";
- Short-term receivables and payables in IFRS 13 "Fair Value Measurement";
- Revaluation method—proportionate restatement of accumulated depreciation in IAS 16 "Property, Plant and Equipment";
- Key management personnel in IAS 24 "Related Party Disclosures"; and
- Revaluation method—proportionate restatement of accumulated amortization in IAS 38 "Intangible Assets";

Annual Improvements to IFRSs 2011-2013 Cycle (effective 1 January 2015, not yet endorsed by EU)

The amendments introduce key changes to four IFRSs following the publication of the results of the IASB's 2011-13 cycle of the annual improvements project. The topics addressed by these amendments are set out below:

- Scope exceptions for joint ventures in IFRS 3 "Business Combinations";
- Scope of portfolio exception in IFRS 13 "Fair Value Measurement";
- Clarifying the interrelationship between IFRS 3 "Business Combinations" and IAS 40 "Investment Property" when classifying property as investment property or owner-occupied property in IAS 40; and
- Meaning of "effective IFRSs" in IFRS 1 First-time Adoption of International Financial Reporting Standards

Notes to the Financial Statements (continued)

IFRIC 21, Levies (effective 1 January 2014, not yet endorsed by EU)

IFRIC 21 Levies clarifies that an entity recognizes a liability for a levy that is not income tax when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, for example a specified level of revenue, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached.

The adoption of the interpretation is not expected to have a material impact on the Company's financial statements.

The financial statements have been prepared under the historical cost convention as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The Company's presentation currency is the Euro (€) being the functional currency of the Company. Except as indicated, financial information presented in Euros has been rounded to the nearest thousand.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates.

2.2 Interest income and expense

Interest income and expense are recognized in the statement of comprehensive income for all interest bearing instruments on an accruals basis, using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but does not consider future credit losses. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

2.3 Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions are recognized in the statement of comprehensive income. Monetary assets and liabilities denominated in foreign currencies have been translated into the functional currency at the market rates of exchange ruling at the balance sheet date and exchange differences are accounted for in the statement of comprehensive income. Translation differences on financial assets and liabilities held at fair value through profit or loss are reported as part of the fair value gain or loss. The called up share capital denominated in sterling has been translated into euro on the exchange rate at 31 December 2002, being the date the Company changed in functional and reporting currency from sterling to euro.

2.4 Financial assets

The Company classifies its financial assets in the following IAS 39 categories: financial assets at fair value through profit or loss and loans and receivables. Management determines the classification of its financial instruments at initial recognition.

Notes to the Financial Statements (continued)

(i) Financial assets at fair value through profit or loss

This category includes financial assets held for trading i.e. derivatives unless they are designated and effective as hedging instruments.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than those that the Company upon initial recognition designates as at fair value through profit or loss and those that the Company upon initial recognition designates as available for sale.

Accounting treatment and calculation

Purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset. Loans originated by the Company are recognized when cash is advanced to the borrowers. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or where the Company has transferred substantially all risks and rewards of ownership.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognized) and the sum of (i) the consideration received, including any new asset obtained less any new liability assumed and (ii) any cumulative gain or loss that had been recognized in equity is recognized in profit or loss. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Company is recognized as a separate asset or liability.

2.5 Fair value measurement of financial instruments

The policy applied by the Company on the fair value measurement of financial instruments both before and after the adoption of IFRS 13 "Fair Value Measurement", is set out below:

Policy applicable from 1 January 2013

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Company has elected to use mid-market pricing as a practical expedient for fair value measurements within a bid-ask spread.

The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price i.e. the fair value of the consideration given or received unless the Company determines that the fair value at initial recognition is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets.

Notes to the Financial Statements (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole (note 3).

Policy applicable before 1 January 2013

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in arm's length transaction on the measurement date.

When available, the Company measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on arm's length basis.

If the market for a financial instrument is not active, the Company establishes fair value by using a valuation technique. These include the use of recent arm's length market transactions, if available, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Company measures assets and long positions at a bid price and liabilities and short positions at an ask price.

2.6 Impairment of financial assets

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Objective evidence that a financial asset or group of assets is impaired includes observable data that comes to the attention of the Company about the following loss events:

- (a) significant financial difficulty of the issuer or obligor;
- (b) a default or breach of contract;
- (c) significant changes in the financial performance of the borrower that affect the borrower's ability to meet its debt obligations, such as:
 - operating losses;
 - working capital deficiencies;
 - the borrower having a negative equity;
- (d) other facts indicating a deterioration of the financial performance of the borrower, such as a breach of terms, or a partial write-off in the borrower's obligations due to economic or legal reasons relating to his financial status;
- (e) the Company granting to the borrower, for economic or legal reasons relating to the borrower's financial difficulty, a concession that the lender would not otherwise consider;
- (f) becoming probable that the borrower will enter into bankruptcy or other financial reorganization;
- (g) significant adverse changes in the borrower's industry or geographical area that could affect the borrower's ability to meet its debt obligations;
- (h) market related information including the status of the borrower's other debt obligations;
- (i) a significant downgrade in the internal or external credit rating of the borrower's financial instruments when considered with other information;

Notes to the Financial Statements (continued)

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement.

If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Company may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in the income statement.

2.7 Financial liabilities

The Company classifies its financial liabilities in the following categories: financial liabilities measured at amortized cost and financial liabilities at fair value through profit or loss. Financial liabilities at fair value through profit or loss have two sub categories: financial liabilities held for trading and financial liabilities designated at fair value through profit or loss upon initial recognition.

The Company designates financial liabilities at fair value through profit or loss when any of the following apply:

- (a) it eliminates or significantly reduces measurement or recognition inconsistencies; or
- (b) financial liabilities share the same risks with financial assets and those risks are managed and evaluated on a fair value basis; or
- (c) structured products containing embedded derivatives that could significantly modify the cash flows of the host contract.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability of the Company is replaced by another from the same counterparty on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as an extinguishment of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the income statement.

The Company considers the terms to be substantially different, if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability.

If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Similarly, when the Company repurchases any debt instruments issued by the Company, it accounts for such transactions as an extinguishment of debt.

Notes to the Financial Statements (continued)

2.8 Cash and cash equivalents

Cash and cash equivalents include sight accounts and deposits held with banks with original maturities of three months or less.

2.9 Derivative financial instruments

Derivative financial instruments are initially recognized in the balance sheet at fair value on the date on which a derivative contract is entered and are subsequently re-measured at their fair value. Fair values are obtained from discounted cash flow models and options pricing models, as appropriate. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. Changes in the fair value of any derivative financial instrument are recognized immediately in the statement of comprehensive income. The principles for the fair value measurement of financial instruments, including derivative financial instruments, are described in note 3.

2.10 Offsetting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.11 Related party transactions

Related parties of the Company include:

- (a) the Parent Company and entities controlled, jointly controlled or significantly influenced by this entity;
- (b) an entity that has control over the parent company and entities controlled, jointly controlled or significantly influenced by this entity;
- (c) members of key management personnel of the Company or its parents, their close family members and entities controlled or jointly controlled by the above mentioned persons.

Transactions of similar nature are disclosed on an aggregate basis. All transactions entered into with related parties are in the normal course of business and on an arm's length basis.

2.12 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and reliable estimates of the amount of the obligation can be made.

The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the reporting date, taking into account risks and uncertainties surrounding the amount to be recognised as a provision. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If, subsequently, it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

2.13 Income tax

(i) Current income tax

Income tax payable on profits, based on the applicable tax law is recognised as an expense in the period in which profits arise.

(ii) Deferred income tax

Notes to the Financial Statements (continued)

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

2.14 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax.

Dividend distribution on shares is recognized as a deduction in the Company's equity when approved by the Company's shareholders. Interim dividends are recognized as a deduction in the Company's equity when approved by the directors.

3. Principal risks and uncertainties

The directors are responsible for the overall financial risk approach of the Company. In this regard, the directors coordinate all financial risk management activities closely with the Parent Company's risk managers to ensure that all significant financial risks are minimised. The directors have a financial risk management programme in place, the main objective of which is minimising such risks, as follows:

(a) **Credit Risk:** The Company takes on exposure to credit risk, which is the risk that the counterparty will be unable to pay amounts in full when due. The majority of cash proceeds generated from the EMTN and ECP programs are placed on deposits with the Parent Company. The aggregate carrying amount of these deposits and derivative financial instruments with positive fair values approximates the maximum credit risk exposure of the Company. The derivative transactions are entered into with western European financial institutions, the credit quality of which is continuously monitored and assessed by the directors. Financial assets are neither past due nor impaired.

(b) **Market risk:** The Company takes on exposure to interest rate and currency risk. The management has a policy of minimising such risks as follows:

- **Interest rate risk:** The Company takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Interest margins may increase as a result of such changes but may reduce or create losses in the event that unexpected movements arise.

The interest rate risk is eliminated either by placing funds on deposits with the Parent Company at rates which change on the same basis as the interest rates applied on loan notes, or by the use of interest rate swaps.

- **Currency risk:** The Company takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. Currency risk is eliminated by placing funds on deposits at the same currency as the loan notes issued.

(c) **Liquidity Risk:** The Company is not exposed to liquidity or cash flow risk because the maturity of its assets and liabilities, and the underlying cash flows, are substantially the same. The majority of cash proceeds generated from the EMTN and ECP programs are placed on deposits with the Parent Company, on

Notes to the Financial Statements (continued)

the same terms and in the same currency. Any difference for interest rate risk is covered by swaps entered into with western European financial institutions.

The amounts disclosed in the table below are the contractual undiscounted cash flows of financial liabilities by remaining contractual maturities at the balance sheet date. The cash flows of derivative financial instruments are grouped together with those for the loan notes:

	2013				Gross nominal inflow/ (outflow) €' 000
	Less than 1 month €' 000	1 - 3 months €' 000	3 months to 1 year €' 000	Over 1 year €' 000	
Financial liabilities:					
- Loan notes	51	276,472	101,960	185,575	564,058
- Other liabilities	26	-	187	-	213
	<u>77</u>	<u>276,472</u>	<u>102,147</u>	<u>185,575</u>	<u>564,271</u>
	2012				Gross nominal inflow/ (outflow) €' 000
	Less than 1 month €' 000	1 - 3 months €' 000	3 months to 1 year €' 000	Over 1 year €' 000	
Financial liabilities:					
- Loan notes	400	577,886	202,467	525,732	1,306,485
- Other liabilities	75	-	246	-	321
	<u>475</u>	<u>577,886</u>	<u>202,713</u>	<u>525,732</u>	<u>1,306,806</u>

(d) Capital risk management: The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for the shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to the shareholder, return capital to the shareholder, issue new shares or sell assets to reduce debt. The Company is not subject to any external capital requirements except for the minimum requirement under the Companies Act 2006. The Company has not breached the minimum requirement.

Offsetting of financial assets and financial liabilities

The disclosures set out in the tables below include financial assets and financial liabilities that:

- a) are offset in the Company's balance sheet according to IAS 32 criteria; or
- b) are subject to enforceable master netting arrangements or similar agreements that cover similar financial instruments, irrespective of whether they are offset in balance sheet.

Regarding the former, financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when, there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously (the offset criteria), as also set out in Company's accounting policy 2.10.

Regarding the latter, the International Swaps and Derivatives Association (ISDA) and similar master netting arrangements do not meet the criteria for offsetting in the balance sheet, as they create a right of set off that is enforceable only following an event of default, insolvency or bankruptcy of the Company or the counterparties or following other predetermined events. In addition, the Company and its counterparties may not intend to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

Similar agreements to ISDA include derivative clearing agreements and similar financial instruments include derivatives.

Notes to the Financial Statements (continued)

The Company has not offset any financial assets and liabilities as at 31 December 2013 and 2012, as the offset criteria mentioned above are not satisfied; thus, gross amounts of recognised financial assets and liabilities equal respective net amounts in the tables below.

Amounts that are not set off in the balance sheet, as presented below, are subject to enforceable master netting arrangements and similar agreements. In respect of these transactions, the Company receives and provides collateral in the form of cash.

2013						
Related amounts not offset in the BS						
	Gross amounts of recognised financial assets €' 000	Gross amounts of recognised financial liabilities offset in the balance sheet €' 000	Net amounts of financial assets presented in the balance sheet €' 000	Financial instruments €' 000	Cash collateral received €' 000	Net amount €' 000
Financial Assets						
Derivatives financial instruments	17,805	-	17,805	(215)	(16,540)	1,050
	<u>17,805</u>	<u>-</u>	<u>17,805</u>	<u>(215)</u>	<u>(16,540)</u>	<u>1,050</u>
2013						
Related amounts not offset in the BS						
	Gross amounts of recognised financial liabilities €' 000	Gross amounts of recognised financial assets offset in the balance sheet €' 000	Net amounts of financial liabilities presented in the balance sheet €' 000	Financial instruments €' 000	Cash collateral pledged €' 000	Net amount €' 000
Financial Liabilities						
Derivative financial instruments	720	-	720	(215)	-	505
	<u>720</u>	<u>-</u>	<u>720</u>	<u>(215)</u>	<u>-</u>	<u>505</u>
2012						
Related amounts not offset in the BS						
	Gross amounts of recognised financial assets €' 000	Gross amounts of recognised financial liabilities offset in the balance sheet €' 000	Net amounts of financial assets presented in the balance sheet €' 000	Financial instruments €' 000	Cash collateral received €' 000	Net amount €' 000
Financial Assets						
Derivatives financial instruments	17,999	-	17,999	(252)	(16,120)	1,627
	<u>17,999</u>	<u>-</u>	<u>17,999</u>	<u>(252)</u>	<u>(16,120)</u>	<u>1,627</u>
2012						
Related amounts not offset in the BS						
	Gross amounts of recognised financial liabilities €' 000	Gross amounts of recognised financial assets offset in the balance sheet €' 000	Net amounts of financial liabilities presented in the balance sheet €' 000	Financial instruments €' 000	Cash collateral pledged €' 000	Net amount €' 000
Financial Liabilities						
Derivative financial instruments	1,277	-	1,277	(252)	-	1,025
	<u>1,277</u>	<u>-</u>	<u>1,277</u>	<u>(252)</u>	<u>-</u>	<u>1,025</u>

Notes to the Financial Statements (continued)

Fair value of financial assets and liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions (i.e. an exit price). When a quoted price for an identical asset or liability is not observable, fair value is measured using valuation techniques that are appropriate in the circumstances, and maximise the use of relevant observable inputs and minimise the use of unobservable inputs. Observable inputs are developed using market data, such as publicly available information about actual events or transactions, and reflect assumptions that market participants would use when pricing financial instruments, such as quoted prices in active markets for similar instruments, interest rates and yield curves, implied volatilities and credit spreads.

Financial instruments carried at fair value

Financial assets and liabilities designated at fair-value-through-profit-or-loss, derivative financial instruments, as well as available-for-sale securities are measured at fair value by reference to quoted market prices when available. If quoted prices are not available, the fair values are estimated using valuation techniques. See also notes 2.5 and 4.2.

These financial instruments carried at fair value are categorized into one of the three levels of fair value hierarchy as at 31 December 2013 and 2012; based on whether the inputs to their fair values are market observable or unobservable, as follows:

- Level 1 - Financial instruments measured based on quoted prices in active markets for identical financial instruments that an entity can access at the measurement date. A market is considered active when quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency and represent actually and regularly occurring transactions. None of the Company's financial instruments carried at fair value are categorized into Level 1 of fair value hierarchy.
- Level 2 - instruments measured based on inputs other than quoted prices that are directly or indirectly observable, mainly interest rates and yield curves observable at commonly quoted intervals, forward exchange rates, equity prices, credit spreads and implied volatilities obtained from internationally recognised market data providers, as well as other unobservable inputs which are insignificant to the entire fair value measurement i.e. derivative financial instruments and loan notes issued by the Company.
- Level 3 - Financial instruments measured using valuation techniques with significant unobservable inputs. When developing unobservable inputs, best information available is used, including own data, while at the same time market participants' assumptions are reflected (e.g. assumptions about risk). None of the Company's financial instruments carried at fair value are categorized into Level 3 of fair value hierarchy.

Company's valuation processes

The Company uses widely recognized valuation models for determining the fair value of common financial instruments, such as interest rate swaps, that use only observable market data and require little management estimation and judgment. Observable prices or model inputs are usually available in the market for listed debt and equity securities and simple over-the-counter derivatives. Availability of observable market prices and model inputs reduces the need for management judgment and estimation and also reduces the uncertainty associated with determining fair values. The valuation models used by the Company have been developed by the Parent Company's appropriate personnel, who also have established the processes and procedures governing the fair valuations.

Notes to the Financial Statements (continued)

Where valuation techniques are used to determine the fair values of financial instruments, they are validated against historical data and, where possible, against current or recent observed transactions in different instruments, and periodically reviewed by qualified personnel of the Parent Company, independent of the personnel that created them. All models are certified before they are used and models are calibrated to ensure that outputs reflect actual data and comparative market prices. Fair values estimates obtained from models are adjusted for any other factors, such as liquidity risk or model uncertainties, to the extent that market participants would take them into account in pricing the instrument. Fair values reflect the credit risk of the instrument and include adjustments to take into account the credit risk of the Parent Company, where appropriate. The credit risk of the Parent Company is determined using inputs indirectly observable, i.e. quoted prices of similar securities issued by the Parent Company's subsidiaries or other Greek issuers.

Some of the specific valuation controls include: verification of observable pricing, re-performance of model valuations, a review and approval process for new models and/or changes to models, calibration and back-testing against observable market transactions, where available, analysis of significant valuation movements, etc. Where third parties' valuations are used for fair value measurement, these are reviewed in order to ensure compliance with the requirements of IFRS 13.

The fair value hierarchy categorization of the Company's financial assets and liabilities carried at fair value is presented in the following tables:

	2013			
	Level 1	Level 2	Level 3	Total
	€' 000	€' 000	€' 000	€' 000
Financial assets measured at fair value:				
Derivative financial instruments	-	17,840	-	17,840
	-	17,840	-	17,840
Financial liabilities measured at fair value:				
Liabilities evidenced by paper designated at fair value	-	195,131	-	195,131
Derivative financial instruments	-	720	-	720
	-	195,851	-	195,851
	2012			
	Level 1	Level 2	Level 3	Total
	€' 000	€' 000	€' 000	€' 000
Financial assets measured at fair value:				
Derivative financial instruments	-	18,055	-	18,055
	-	18,055	-	18,055
Financial liabilities measured at fair value:				
Liabilities evidenced by paper designated at fair value	-	230,386	-	230,386
Derivative financial instruments	-	1,278	-	1,278
	-	231,664	-	231,664

Notes to the Financial Statements (continued)

Financial instruments not carried at fair value

The following table presents the carrying amounts and fair values of financial assets and liabilities which are not carried at fair value on the balance sheet, analysed by the level in the fair value hierarchy into which each fair value measurement is included:

	2013				
	Level 1	Level 2	Level 3	Fair Value	Carrying amount
	€' 000	€' 000	€' 000	€' 000	€' 000
Liabilities evidenced by paper at amortised cost	-	377,151	-	377,151	381,081
	-	377,151	-	377,151	381,081

The assumptions and methodologies underlying the calculation of fair values of financial instruments not carried at fair value on the balance sheet date are as follows:

- For loan notes issued by the Company, the fair values are determined using quoted market prices, if available. If quoted prices are not available, fair values are determined based on quotes for identical or similar debt securities in markets that are not active or by discounting the expected cash flows at a risk-adjusted rate, where the Parent Company's own credit risk is determined using inputs indirectly observable, i.e. quoted prices of similar securities issued by the Parent Company's subsidiaries or other Greek issuers.
- For deposits with banks, which are re-priced at frequent intervals, the carrying amounts represent reasonable approximations of fair values.

4. Critical accounting estimates and judgement

In the process of applying the Company's accounting policies, the directors make various judgments, estimates and assumptions that affect the reported amounts of assets and liabilities recognized in the financial statements within the next financial year. Estimates and judgments are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Deposits with banks

The main asset of the Company is deposits with the Parent Company. The directors' assessment of the recoverability of this asset is closely associated with the operations of the Parent Company and includes reviews of liquidity and solvency.

4.2 Fair value of financial instruments

The fair values of financial instruments that are not quoted in an active market are determined by using valuation techniques. In addition, for financial instruments that trade infrequently and have little price transparency, fair value is less objective and requires varying degrees of judgment depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument. In these cases, the fair values are estimated from observable data in respect of similar financial instruments or using models.

Valuation techniques used include present value methods and other models based mainly on observable inputs and to a lesser extent to non-observable inputs, in order to maintain the reliability of the fair value measurement.

Notes to the Financial Statements (continued)

Valuation models are used to value over-the-counter derivatives and loan notes issued by the Company measured at fair value.

Where valuation techniques are used to determine fair values, they are validated and periodically reviewed by qualified personnel of the Parent Company independent of the personnel that created them. All models are certified before they are used and models are calibrated to ensure that outputs reflect actual data and comparative market prices. The main assumptions and estimates, considered by management when applying a valuation model include:

- (a) the likelihood and expected timing of future cash flows;
- (b) the selection of the appropriate discount rate, which is based on an assessment of what a market participant would regard as an appropriate spread of the rate over the risk-free rate;
- (c) judgment to determine what model to use in order to calculate fair value.

To the extent practicable, models use only observable data, however areas such as credit risk (both the Parent Company's and counterparty), volatilities and correlations require management to make estimates to reflect uncertainties in fair values resulting from the lack of market data inputs.

Valuation techniques used to calculate fair values are further discussed in note 3.

Given the uncertainty and subjectivity inherent in the estimation of fair value of financial instruments, changes in management assumptions and estimates could affect the reported fair values.

5. Interest and similar income

	2013	2012
	€' 000	€' 000
Interest income on deposits with the Parent Company	12,411	85,829
	<u>12,411</u>	<u>85,829</u>

6. Interest expense and similar charges

	2013	2012
	€' 000	€' 000
Interest expense on liabilities evidenced by paper	(10,763)	(81,151)
Other interest payable on derivative financial instruments	(879)	(2,019)
	<u>(11,642)</u>	<u>(83,170)</u>

7. Net gains/ (losses) from financial instruments

	2013	2012
	€' 000	€' 000
Changes in fair value of liabilities evidenced by paper	2,766	(10,730)
Changes in fair value of derivative financial instruments managed with liabilities evidenced by paper	(2,766)	9,638
Changes in fair value of deposits managed with liabilities evidenced by paper	-	1,092
Realized gains/(losses) from financial instruments	0	0
	<u>0</u>	<u>0</u>

In 2013, the realized gains/(losses) from financial instruments include early termination fees from Interest Rate Swaps which are offset in the statement of comprehensive income with gains/(losses) from loan notes.

Notes to the Financial Statements (continued)

8. Operating expenses

	2013 €' 000	2012 €' 000
Fees payable to the Company's auditor for the statutory audit of the Company's annual financial statements	(61)	(89)
Tax services	-	(1)
EMTN update costs	(66)	(78)
	<u>(127)</u>	<u>(168)</u>

9. Income tax expense

The standard rate of Corporation Tax in the UK from 1 April 2012 to 31 March 2013 was 24% and from 1 April 2013 changed to 23%. Accordingly, the Company's profits for this accounting period are taxed at an effective rate of 23.25% (2012: 24.5%).

Analysis of the Company's tax charge in the year and Reconciliation of effective tax rate

	2013 €' 000	2012 €' 000
Profit before income tax	623	2,483
Profit before income tax multiplied by the effective rate of 23.25% (2012: 24.5%)	(145)	(609)
Adjustments in respect of prior years	(56)	95
Income tax expense	<u>(201)</u>	<u>(514)</u>

10. Deposits with banks

	2013 €' 000	2012 €' 000
Deposits with the Parent Company at amortised cost	573,255	1,307,622
Pledged deposits with other banks	3,050	-
	<u>576,305</u>	<u>1,307,622</u>
Maturing over 1 year	<u>163,673</u>	<u>492,380</u>
With original maturity of less than 90 days (cash and cash equivalents)	26,565	575,117

Deposits with the Parent Company are on a rolling basis and earn interest at a margin above the relevant currency floating or fixed rates payable on loan notes.

Notes to the Financial Statements (continued)

11. Derivative financial instruments

Interest rate swaps are commitments to exchange one set of cash flows for another. Swaps result in an economic exchange of interest rates (for example, fixed rate for floating rate). No exchange of principal takes place. The Company's credit risk represents the potential cost to replace the swap contracts if counterparties fail to perform their obligations. The Company utilises interest rate swaps in order to exchange the fixed rates of structured notes for floating rates as set out in note 3. The fair values of derivative financial instruments held are set out in the following table:

	2013			2012		
	Contract/ notional amount €'000	Fair values		Contract/ notional amount €'000	Fair values	
		Assets €'000	Liabilities €'000		Assets €'000	Liabilities €'000
Derivatives held for trading						
-Interest rate swaps	156,820	17,840	720	189,220	18,055	1,278
	156,820	17,840	720	189,220	18,055	1,278

12. Due to banks

Due to banks represent amounts received as collateral for derivative financial instruments.

As at 31 December 2013, the Company has received deposits by two western european financial institutions amounting to € 16,540 ths (2012: € 13,780 ths).

13. Liabilities evidenced by paper at amortised cost

	Interest rate %	Currency	2013		2012	
			Face amount €' 000	Carrying amount €' 000	Face amount €' 000	Carrying amount €' 000
			Floating rate loan notes			
	3M Euribor plus 0.2	EUR	275,900	275,821	292,550	289,519
	12M Euribor plus 1.25	EUR	100,000	101,248	100,000	101,832
	3M Euribor plus 1.25	EUR	-	-	100,000	99,724
	3M Euribor plus 0.3	EUR	-	-	10,000	10,004
Fixed rate loan notes	6.2	RON	3,802	4,012	3,825	4,036
	4.4	EUR	-	-	551,427	572,794
			379,702	381,081	1,057,802	1,077,909

The loan notes are issued on either a subordinated or unsubordinated basis, are listed on the Luxembourg Stock Exchange and carry interest at relevant currency floating rates plus an additional margin or at fixed rates. Under the program for issuance of debt instruments, loan notes are unconditionally and irrevocably guaranteed by the Parent Company on a subordinated or an unsubordinated basis, as specified in the relevant Final Terms.

The Company has not had any defaults on principal, interest or any other breaches with respect to its liabilities during 2013 and 2012.

During the year, notes amounting to € 672,517 ths, issued by the Company under its EMTN program, matured. In April 2013, the Company extended by one year the maturity of a loan note amounting to € 100,000 ths.

During the year, the Company proceeded with the redemption/ partial redemption of loan notes amounting to € 26,481 ths.

Notes to the Financial Statements (continued)***Post balance sheet event***

In February 2014, a note amounting to € 275,821 ths, issued by the Company under its EMTN program, matured. In April 2014, the Company extended by one year the maturity of a loan note amounting to € 100,000 ths.

14. Liabilities evidenced by paper designated at fair value

	2013	2012
	€' 000	€' 000
Loan notes	195,131	230,386
	195,131	230,386

Under the program for issuance of debt instruments, loan notes are unconditionally and irrevocably guaranteed by the Parent Company on a subordinated or an unsubordinated basis, as specified in the relevant Final Terms.

Certain loan notes issued by the Company have been designated upon their initial recognition as at fair value through profit or loss, because they share the same risks with linked deposits and derivatives and those risks are managed and evaluated on a fair value basis. As part of the Company's risk management strategy, these notes are managed either by placing funds on deposits with the Parent Company on the same terms and conditions with the loan notes or by entering into interest rate swap transactions (note 3).

Loan notes amounting to € 69,373 ths and € 125,758 ths mature in 2016 and 2017, respectively. Additionally, their performance is largely determined by reference to market interest rates or baskets of equity shares.

The Company has not had any defaults on principal, interest or any other breaches with respect to its liabilities during 2013 and 2012.

Loan notes designated at fair value had a face value of € 156,820 ths and a cumulative fair value change of € 38,297 ths as at 31 December 2013 (€ 189,220 ths and € 41,063 ths respectively, as at 31 December 2012).

During the year, the Company proceeded with the redemption/ partial redemption of loan notes amounting to € 40,075 ths.

15. Income tax payable and other liabilities

	2013	2012
	€' 000	€' 000
Corporation tax	64	167
Other liabilities	149	154
	213	321

16. Share capital

	2013	2013	2012	2012
	Number	£'000	Number	£'000
Authorised ordinary shares of £1 each	50,000	50	50,000	50
Issued, allotted and paid up at 25p per ordinary share of £1 each	50,000	13	50,000	13

The paid up share capital of £ 12,500 is reflected in the financial statements as € 19,216 based on the prevailing exchange rate at 31 December 2002 (€/£ 0.6505) being the date the Company changed its functional and reporting currency from sterling to euros.

Notes to the Financial Statements (continued)

17. Related party transactions

The Company's results are included in the consolidated financial statements of Eurobank Ergasias S.A., its immediate parent undertaking, which is incorporated in Greece. In particular, as at 31 December 2013 Eurobank Ergasias S.A. held directly 99.996% of the Company's ordinary shares and indirectly the remaining 0.004%, through its wholly owned subsidiary Eurobank Private Bank Luxemburg S.A.

EFG Group was the controlling shareholder of the Parent Company, holding 44.70% of the Parent Company's ordinary shares and voting rights until 23 July 2012. In May 2013, following its full subscription in the Parent Company's recapitalisation of € 5,839 million, the HFSF became the controlling shareholder and a related party of the Parent Company. On 19 June 2013, HFSF acquired 3,789,317,358 Parent Company's ordinary shares with voting rights, representing 98.56% of its ordinary share capital. Following the issuance of 205,804,664 new ordinary shares in July, as resolved at the Annual General Meeting of the Shareholders on 27 June 2013, the percentage of the voting rights held in Eurobank by HFSF decreased to 93.55%. Following the share capital increase approved by the Extraordinary General Meeting of 26 August 2013, the controlling percentage of HFSF increases to 95.23%.

The Company regards other Greek Banks controlled, jointly controlled or significantly influenced by HFSF, within the context of the Greek Banks' recapitalization, as well as the members of key management personnel of HFSF, as related parties. The Company's transactions with HFSF's related Greek banks are made in the ordinary course of business, are carried out on market terms, are not influenced by the HFSF as the controlling shareholder of the Bank and are not included in the table presented below.

The financial statements of Eurobank Ergasias S.A. are available from its head office: 8 Othonos Street, 105 57 Athens, Greece, and from its website at www.eurobank.gr.

The related party transactions and outstanding balances at the year end are as follows:

	31 December 2013		31 December 2012	
	Parent Company €' 000	Parent Company's subsidiaries €' 000	Parent Company €' 000	Parent Company's subsidiaries €' 000
Deposits with Banks	573,255	-	1,307,622	-
Liabilities evidenced by paper at amortised cost	101,248	15,369	101,832	16,563
Liabilities evidenced by paper designated at fair value	199	153,780	61	177,275
Interest and similar income	12,411	-	85,829	-
Interest expense and similar charges	2,111	291	8,992	19,978
Realized gains/(losses) from financial Instruments	-	-	(957)	-

Emoluments of directors

The directors provide services to a number of Group companies for which are compensated by the Parent Company. Accordingly, these financial statements include no emoluments in respect of any director as it is not practicable to apportion the salary element. The Company employed no staff during 2013 and 2012.

18. Segmental reporting

The Company operates one business segment i.e. providing funding to its immediate parent company, Eurobank Ergasias S.A., through loan notes issued to a wide range of investors.

Notes to the Financial Statements (continued)

19. Other significant and post balance sheet events

Recapitalization of the Parent Company by HFSF

On 30 April 2013, the Extraordinary General Meeting of the Parent Company approved its recapitalization of € 5,839 million, in accordance with the provisions of Law 3864/2010 and the Act of the Cabinet 38/9.11.2012. The share capital increase was covered entirely by the HFSF with the contribution of bonds, issued by the EFSF and owned by the HFSF. The share capital increase was completed in June, 2013.

Acquisition of New TT Hellenic Postbank S.A. and New Proton Bank S.A.

On 15 July 2013, the Parent Company signed a binding agreement with the Hellenic Financial Stability Fund ('HFSF) to acquire 100% of the shares and voting rights of the New TT Hellenic Postbank (NHPB).

On 15 July 2013, the Parent Company also signed a binding agreement with HFSF to acquire 100% of the shares and voting rights of the New Proton Bank S.A. (New Proton).

On 26 August 2013, the Extraordinary General Meeting of the Parent Company approved the above two transactions. On 30 August 2013, the transfer of NHPB's and New Proton's shares was completed and therefore, they are the Parent Company's 100% subsidiaries. The legal merger of the Parent Company with New Proton and NHPB was on 22 November and 27 December 2013, respectively.

The acquisition of NHPB and New Proton significantly improves the asset quality, liquidity and the capital base of Parent Company and strengthens its strategic position in the Greek banking sector, thus enhancing its capacity to support Greek businesses and households. In addition, the significant synergies creation makes Parent Company's investment proposition more attractive.

Parent Company's Additional Share Capital Increase based on the decisions of the Extraordinary Shareholder's General Meeting on 12 April 2014

On 12 April 2014, the Parent Company's Extraordinary Shareholder's General Meeting approved the increase of the share capital of the Bank up to € 2,864 million through payment in cash or/and contribution in kind, the cancellation of the preemption rights of the Bank's ordinary shareholders, including HFSF, and the only preference shareholder, namely the Greek State, and the issuance of up to 9,546,666,667 new ordinary registered shares, of a nominal value of € 0,30 each. The proceeds will be used to increase the Tier I Capital according to 8.4.2014 resolution of the Bank of Greece.

On 29 April 2014, the Parent Company announced the results of the Combined Offering (the International Offering together with the Public Offering) having placed 9,238,709,677 new ordinary shares with total proceeds of EUR 2,864,000,000.10. In particular i) both the Public Offering and the International Offering were oversubscribed and b) the Board of Directors of the Bank set the offer price at € 0.31000000024895 per offered new ordinary registered share. As a result, the share capital of the Bank is being increased by € 2,771,612,903.10 and an aggregate of 9,238,709,677 new ordinary registered shares, each having a nominal value of € 0.30, are being Issued (the "New Shares"). The total above par value of € 92,387,097.00 shall be credited to the Bank's own funds account "difference from the issuance of shares above par".

The New Shares will be listed on the main market of the Athens Exchange and their trading is expected to commence on Friday, 9 May 2014.

Liabilities evidenced by paper at amortized cost (note 13)

In February 2014, a note amounting to € 275,821 ths, issued by the Company under its EMTN program, matured. In April 2014, the Company extended by one year the maturity of a loan note amounting to € 100,000 ths.

Notes to the Financial Statements (continued)

20. Dividends

The Board of Directors on 9 July 2013 declared the distribution of an interim dividend of € 1,965 ths (€ 39.30 per share) which was paid on 10 July 2013 (2012: € 3,021 ths, € 60.42 per share).