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ERB NEW EUROPE HOLDING B.V.

Amsterdam, the Netherlands

FINANCIAL STATEMENTS 2014



ERB NEW EUROPE HOLDING B.V.

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ERB NEW EUROPE HOLDING B.V.

Report of Managing Directors

In accordance with the Articles of Association of ERB New Europe Holding B.V., the management herewith submits the Annual Report of ERB New Europe Holding B.V. (the Company) for the year ended 31 December 2014.

Key Activities

ERB New Europe Holding B.V. was incorporated on July 2, 2003 and has its registered and office address at Horengracht 500, Amsterdam, the Netherlands. The Company is incorporated in The Netherlands and is wholly owned by Eurobank Ergasias S.A. ("the Bank") in Greece. On November 1, 2012 the Company changed its name to ERB New Europe Holding B.V. (former name: EFG New Europe Holding B.V.).

ERB New Europe Holding B.V. is part of and acts as a holding Company for investments within Eurobank Ergasias SA Group. The Company's objectives are:

- a. to incorporate, to participate in, and to conduct the management of other companies and enterprises;
- b. to render administrative, technical, financial, economic or managerial services to other companies, persons and enterprises;
- c. to acquire, to dispose of, to manage and to commercialise moveable and immoveable property and other goods, including patents, trademark rights, licenses, permits and other industrial property rights;
- d. to borrow and to lend money, to act as surety or guarantor in any other manner, and to bind itself solely and jointly or otherwise in addition to or on behalf of others.

Position of Eurobank Group

Liquidity, of the whole Greek banking sector, was negatively affected in the first two months of 2015 due to the combined effect of deposit withdrawals, reduction of wholesale secured funding and the decision of European Central Bank (ECB) to lift the waiver of minimum credit rating requirements for marketable instruments issued or guaranteed by Hellenic Republic (i.e. Greek government bonds and Pillar 2 & 3 of the Law 3723/2008). As a result, Greek banks reverted to the fallback funding source, the Emergency Liquidity Assistance (ELA) mechanism to cover their short term liquidity needs.

The prolonged negotiations of the Greek government with the European Union (EU), the ECB and the International Monetary Fund (IMF) ('the Institutions') until the expiration of the extension of the Master Financial Assistance Facility Agreement (MFFA) on 30 June 2015, led to increased uncertainty and significant deposit outflows. With banks' liquidity buffers falling to significantly low levels, the Greek government on 28 June 2015 introduced restrictions on banking transactions and a temporary bank holiday, in order to contain further liquidity outflows. Following the termination of the bank holiday in Greece on 20 July 2015, there has been some gradual relaxation of capital controls with the easing process expected to continue in the following months, being accelerated after the completion of banks' recapitalization.

In accordance with the agreement with the European partners, the authorities are committed to preserving sufficient liquidity in the banking system. The decisive implementation of the measures agreed in the context of the new European Stability Mechanism (ESM) program and the completion of banks' recapitalization will permit ECB to reinstate the waiver for the instruments issued or guaranteed by the Hellenic Republic and will signal the gradual repatriation of deposits in the banking system and the re-access to the markets for liquidity.

Despite the fact that the Greek economy showed early signs of recovery during 2014 for the first time since 2007, there are significant downside risks associated with fiscal gap funding uncertainties and the low levels of investment and consumption levels, which may undermine in the short-term the pace of recovery. The current adverse economic conditions in Greece, including the imposition of capital restrictions, had a negative impact on the liquidity of the Greek banks and raised concerns regarding their solvency position. The new ESM Program agreed between Greece and its European partners in August 2015 includes a buffer of up to € 25 bn for the banking sector in order to address potential banks' recapitalization needs of viable banks and resolution costs of non viable banks, in full compliance with EU competition and State Aid rules. According to the recently released Stress Test results, a significantly lower amount will be required for the recapitalization of the Greek systemic banks.

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Report of Managing Directors

Position of Eurobank Group (continued)

In this context, a comprehensive assessment of the Greek banks ('CA') was conducted by the competent supervisory authorities in order to determine their potential capital needs. The results of the CA were announced on 31 October 2015, based on which a shortfall of € 0.3 bn in baseline scenario against 9.5% CET1 threshold and € 2.1 bn in adverse scenario against 8% CET1 threshold, which is the lowest shortfall across Greek banks, was identified for the Bank. Following these results, the Bank has already submitted a capital plan to the ECB for approval, describing in detail the measures it intends to implement in order to cover the shortfall identified in the CA, for under both the baseline and the adverse scenario.

On 16 November 2015, the Parent Company announced that the SSM recognized €83 million of capital generation that can be taken into account to reduce its total capital shortfall as part of the CA, due to the positive difference between the realized pre provision income for the third quarter of 2015 and the respective figure projected in the stress test (baseline scenario).

On the same date, the Bank's Extraordinary General Meeting of the shareholders approved the increase of the Bank's share capital of up to € 2,039 million. The said capital increase has been effected by means of a private placement to institutional and other eligible investors in Greece and internationally through a book-building process (Institutional Offering), with waiving of the pre-emption rights of the Bank's existing ordinary shareholders and preference shareholder.

In combination with the aforementioned share capital increase, a Liability Management Exercise (LME), was launched by the Bank on 29 October 2015 referring to the tender offer on € 877 million (face value) of outstanding eligible senior unsecured, Tier I and Tier II securities. The purchase proceeds from LME were used for the sole purpose of covering part of the Bank's share capital increase.

On 18 November 2015, the Bank announced that it has completed the aforementioned book-building process. In particular, indicative demand from investors in the Institutional Offering together with the preliminary results of the Bank's LME are in excess of € 2,039 million and therefore are sufficient for the Bank to raise such amount without seeking any capital support from the HFSF. On 30 November 2015 the Bank announced that it has successfully completed the share capital increase. New shares started being traded on the Athens Exchange on December 2, 2015.

Notwithstanding the conditions and uncertainties mentioned above, the directors having considered the successful completion of the Bank's share capital increase and the mitigating factors set out below, are satisfied that the financial statements of the Company can be prepared on a going concern basis.

- The existence of the new 3-year ESM program with a ca € 86 bn financing envelope (including the up to € 25 bn recapitalization facility), aiming to restore fiscal sustainability, safeguard financial stability, enhance growth, competitiveness and investment and develop a modern state and public administration,
- The authorities' commitment to take decisive measures to safeguard the stability in the financial sector, such as Law 4340/2015 regarding the recapitalization framework of credit institutions that was enacted on 1 November 2015,
- The Institutions' and the Greek government's commitment to take decisive actions on non performing loans,
- The Group's continued implementation of its medium term internal capital generating plan, which includes initiatives generating or releasing Common Equity Tier I capital and/or reducing risk weighted assets and
- The Group's continued access to Eurosystem funding (ECB and ELA liquidity facilities) over the foreseeable future.

Risk Management

The Managing Board utilizes a risk management policy and receives regular reports to enable prompt identification of financial risk so that appropriate actions may be taken. The Company employs written policy and procedures that sets out specific guidelines to manage credit risk, interest rate risk, foreign currency risk and liquidity risk. For a further analysis we refer to note 5 in the Notes to the balance sheet and Statement of Comprehensive income of this report.



ERB NEW EUROPE HOLDING B.V.

Report of Managing Directors

Outlook

There were no changes in the nature of the activities of the Company in 2014 and no changes are expected in 2015.

Current year results

During the year under review the Company recorded a loss of EUR 59,360,094. This loss was mainly driven by the impairments of subsidiaries and associates and results from discontinued operations (see Notes 7 and 8). In the previous financial year (2013) the loss recorded amounted EUR 175,406,227.

Related party transactions - Eurobank Ergasias S.A. shareholding structure

In May 2013, following its full subscription in the Bank's recapitalization of € 5,839 million, the HFSF became the controlling shareholder and a related party of the Bank. In May 2014, following the completion of the Bank's share capital increase for raising € 2,864 million, fully covered by private, institutional and other investors, the percentage of the ordinary shares with voting rights held by the HFSF decreased from 95.23% to 35.41%.

In addition, in the context of the Law 3864/2010 (the 'HFSF Law') as amended by Law 4254/2014, the HFSF's voting rights in the Bank's General Assemblies have been switched to restricted ones. Accordingly, as of early May 2014, the HFSF is no more the controlling shareholder of the Bank but is considered to have significant influence over it.

Following the successful completion of the Bank's share capital increase in November 2015, the percentage of ordinary shares with voting rights of the Bank held by HFSF was reduced from 35.41% to 2.38%.

Operations in Ukraine classified as held for sale

In March 2014, the Bank's management committed to a plan to sell the Group's operations in Ukraine (including Company's subsidiaries Public J.S.C Universal Bank and ERB Property Services Ukraine LLC). The sale was considered highly probable, therefore, the Group's operations in Ukraine were classified as a disposal group held for sale. On 14 August 2014, Eurobank entered into an agreement with entities of the Ukrainian Delta Bank Group for the disposal of its Ukrainian subsidiary "Public J.S.C. Universal Bank". The transaction was subject to the necessary approvals by the competent authorities as well as conditions relating to the political and economic situation in Ukraine. On 23 September 2014, Eurobank Ergasias S.A. announced that the appropriate approvals have not been provided in order for the aforementioned transaction to be completed. Consequently, the Bank decided to terminate the agreement with the Delta Bank Group.

Following the classification of the disposal group as held for sale, in accordance with IFRS 5, the Group has measured it at the lower of its carrying amount and fair value less costs to sell. The continuing adverse economic, geopolitical and political conditions in Ukraine escalating during 2014 led to an extension of the period to complete the sale beyond one year. The Group's operation in Ukraine continue to be classified as a disposal group held for sale, as the Bank remains committed to its plan to sell that disposal group. The Company's exposure in Ukraine has been fully impaired.

Other events

On 23 January 2015, the Company received a dividend of €265,9 million by its wholly owned subsidiary Eurobank Cyprus Ltd, following the latter's Extraordinary General Meeting which took place on the same date. On 29 June 2015, the Company's General Meeting decided i) the decrease of share capital and share premium accounts by €47,2 million and €401,0 million respectively through set-off of negative retained earnings amounting to €448,2 million, ii) the distribution of interim dividend amounting to €262,1 million to its sole shareholder, Eurobank Ergasias S.A.

No other material subsequent events, affecting the financial statements, have occurred to date.

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Report of Managing Directors



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Future developments

The Company's business strategy and activities are linked to those of Eurobank Ergasias S.A., which is the direct shareholder of the Company.

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 and its subsidiaries. On the basis of the analysis of the Company's profitability, capitalization and funding structure, the Directors are satisfied that the Company has adequate resources to continue in business for the foreseeable future.

Composition of the board

The size and composition of the Board of Managing Directors and the combined experience and expertise should reflect the best fit for profile and strategy of the Company. The Company is aware that the gender diversity is below the goals as set out in article 2:276 section 2 of the Dutch Civil Code and the Company will pay close attention to gender diversity in the process of recruiting and appointing new Managing Directors.

As per August 17, 2015, Mr. S. van der Meer and Mr. M.A.H. Martis have resigned as managing directors of the Company, and as per same date Mr. E.R. Janssens and Mr. R. Wemmi have been appointed as managing directors of the Company.

Amsterdam, December 3, 2015

Managing Directors

C. Koukoutsaki

S. Psychogios

E.R. Janssens

R. Wemmi

Statement of Comprehensive income
for the period ended December 31, 2014
(in EUR)

	<u>Notes</u>	<u>31/12/2014</u>	<u>31/12/2013</u>
Income and Expenses			
Interest income		746,275	792,321
Interest expense		(707,299)	(293,900)
Impairment losses on investments in subsidiaries and associates	7,8	(51,002,594)	(69,664,308)
Gain on disposal and liquidation of investments	9	--	1,448,771
Currency exchange result		(4,851,333)	22,251
Other Income/(expenses)		4	6,042
General and administrative expenses		(232,238)	(141,211)
		<u>(56,047,185)</u>	<u>(67,830,034)</u>
Profit/ (Loss) Before Tax		<u>(56,047,185)</u>	<u>(67,830,034)</u>
Corporate income tax	17	63,587	146,048
Profit/ (Loss) for the year from continuing operations		<u>(55,983,598)</u>	<u>(67,683,986)</u>
Profit/ (Loss) for the year from discontinued operations	10,11	(3,376,497)	(107,722,240)
Other Comprehensive income		--	--
Total Comprehensive income for the year		<u>(59,360,094)</u>	<u>(175,406,226)</u>

The notes to the accounts on pages 9 to 30 form an integral part of these financial statements

Balance Sheet as at December 31, 2014
(In EUR, before appropriation of results)

ASSETS

	<u>Notes</u>	<u>31/12/2014</u>	<u>31/12/2013</u>
Non-current Assets			
Investments in subsidiaries	7	552,508,002	591,422,477
Investments in associates	8	<u>187,226,228</u>	<u>199,314,168</u>
		<u>739,734,230</u>	<u>790,736,645</u>
Current assets			
Trade and other receivables	12	1,126,161	1,988,145
Cash and cash equivalents	13	<u>50,905,523</u>	<u>53,063,855</u>
		<u>52,031,684</u>	<u>55,052,000</u>
TOTAL ASSETS		<u><u>791,765,914</u></u>	<u><u>845,788,645</u></u>

EQUITY

Capital and reserves attributable to equity holders of the company

Ordinary shares	14	850,000,000	850,000,000
Share premium		401,027,926	401,027,926
Retained earnings, excluding the result for the current year		(439,676,220)	(264,269,994)
Result current year		<u>(59,360,094)</u>	<u>(175,406,226)</u>
TOTAL EQUITY		<u>751,991,612</u>	<u>811,351,706</u>

LIABILITIES

Current liabilities

Loan payable	15 [*]	39,651,116	34,386,598
Trade and other payables	16	<u>123,186</u>	<u>50,341</u>
		<u>39,774,302</u>	<u>34,436,939</u>
TOTAL EQUITY, PROVISIONS AND LIABILITIES		<u><u>791,765,914</u></u>	<u><u>845,788,645</u></u>

The notes to the accounts on pages 9 to 30 form an integral part of these financial statements

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Cash Flow Statement for the period ended December 31, 2014 (in EUR)



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	Notes	2014	2013
Cash flow from continuing operating activities			
Profit/(Loss) before tax for the year		(56,047,185)	(67,830,034)
Adjustments for:			
Impairment loss on investments in subsidiaries and associates	7+8	51,002,594	69,664,308
Unrealised foreign exchange gain		4,519,791	18,227
Interest income		(746,275)	(792,321)
Interest expense		707,299	293,900
		(563,776)	1,354,080
Net (increase)/decrease in Trade and Other receivables	12	763,002	--
Net increase/(decrease) in Trade and Other payables	16	72,843	(1,235,388)
		272,069	118,692
Cash generated from continuing operations			
Interest paid		(116,027)	(370,857)
Tax received/(paid)	17	204,904	(76,968)
		360,946	(329,133)
Cash flows from continuing investing activities			
Interest received		781,713	1,420,110
		781,713	1,420,110
Net cash used in continuing investing activities			
Effect of exchange rate fluctuations on cash held		98,029	(12,212)
		1,240,688	1,078,765
Net (decrease) /increase in cash equivalents from continuing operating activities			
Net cash flows from discontinued investing activities	10,11	(3,399,018)	--
		(2,158,332)	1,078,765
Net (decrease) /increase in cash equivalents			
Cash and cash equivalents at the beginning of the year		53,063,855	51,985,089
Cash and cash equivalents at the end of the year	13	50,905,523	53,063,855
		2,158,332	(1,078,766)
Movement in cash			

The notes to the accounts on pages 9 to 30 form an integral part of these financial statements

ERB NEW EUROPE HOLDING B.V.PricewaterhouseCoopers
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purposes only**Statement of Changes in equity**
for the period ended December 31, 2014
(in EUR)

	Ordinary Shares	Share premium	Retained earnings	Total
Balance as at January 1, 2013	850,000,000	401,027,926	(264,269,994)	986,757,932
Profit/(Loss) for the period	--	--	(175,406,226)	(175,406,226)
Other comprehensive Income for the year	--	--	--	--
	850,000,000	401,027,926	(439,676,220)	811,351,706
Profit/(Loss) for the period	--	--	(59,360,094)	(59,360,094)
Other comprehensive Income for the year	--	--	--	--
Balance as at December 31, 2014	850,000,000	401,027,926	(499,036,314)	751,991,612

The notes to the accounts on pages 9 to 30 form an integral part of these financial statements

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

1 GENERAL

ERB New Europe Holding B.V. (the Company) is a Dutch private company with limited liability, incorporated in Amsterdam on July 2, 2003 under name Cayne Management Group B.V. On March 13, 2007 Eurobank Ergasias S.A. acquired all shares in the capital of the Company and on May 10, 2007 the Company changed its name to EFG New Europe Holding B.V. On November 1, 2012 the Company changed its name to ERB New Europe Holding B.V. The Company mainly acts as a holding and finance company and currently has its office address at Herengracht 500, Amsterdam, the Netherlands.

In May 2013, following its full subscription in Eurobank's recapitalisation of € 5,839 million, the Hellenic Financial Stability Fund (HFSF) became the controlling shareholder and a related party of Eurobank. On 19 June 2013, HFSF acquired 3,789,317,358 Eurobank'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 increased to 95.23%.

Following the completion of Bank's share capital increase in April 2014 fully covered by private, institutional and other investors, the percentage of the ordinary shares with voting rights held by the HFSF decreased from 95.23% to 35.41%. In addition, in the context of the Law 3864/2010 (the 'HFSF Law') as recently amended by Law 4254/2014, the HFSF's voting rights in the Bank's General Assemblies are no longer full but have been switched to restricted ones. Accordingly, as of early May 2014, the HFSF is no more the controlling shareholder of the Bank but is considered to have significant influence over it. As already stated the Bank would raise, through Institutional Offering and LME, funds in excess of € 2,039 million and therefore no capital support from the HFSF will be sought. As a consequence percentage of shares with voting rights held by the HFSF are expected to be significantly decreased.

2 PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below:

Basis of preparation

The financial statements 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 or issued and early adopted as at the time of preparing these statements. These financial statements have been prepared under the historical cost convention and ongoing concern basis.

The policies set out below have been consistently applied to the years 2014 and 2013, except as described below. Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

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.

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) 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), applied from 1 January 2014:

IAS 27, Amendment - Separate Financial Statements

The amendment is issued concurrently with IFRS 10 'Consolidated Financial Statements' and together they supersede IAS 27 'Consolidated and Separate Financial Statements'. The amendment prescribes the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

The adoption of the amendment had no impact on the Company's financial statements.

IAS 28, Amendment - Investments in Associates and Joint Ventures

The amendment replaces IAS 28 'Investments in Associates'. The objective of the amendment is to prescribe the accounting for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures following the publication of IFRS 11. An exemption from applying the equity method is provided, when the investment in associate or joint venture is held by, or is held indirectly through, an entity that is a venture capital organization, or a mutual fund, unit trust and similar entities including investment-linked insurance funds. In this case, investments in those associates and joint ventures may be measured at fair value through profit or loss.

The adoption of the amendment had no impact on the Company's financial statements.

IAS 32, Amendment - Offsetting Financial Assets and Financial Liabilities

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

The adoption of the amendment had no impact on the Company's financial statements.

IAS 36, Amendment - Recoverable Amount Disclosures for Non-Financial Assets

The amendment restricts the requirement to disclose the recoverable amount of an asset or cash generating unit only to periods in which an impairment loss has been recognized or reversed.

It also includes detailed disclosure requirements applicable when an asset or cash generating unit's recoverable amount has been determined on the basis of fair value less costs of disposal and an impairment loss has been recognized or reversed during the period.

The adoption of the amendment had no impact on the Company's financial statements.

IFRS 10, Consolidated Financial Statements

IFRS 10 replaces the part of IAS 27 'Consolidated and Separate Financial Statements' that deals with consolidated financial statements and SIC 12 'Consolidation-Special Purpose Entities'. Under IFRS 10, there is a new definition of control, providing a single basis for consolidation for all entities. This basis is built on the concept of power over the investee, variability of returns from the involvement with the investee and their linkage, replacing thus focus on legal control or exposure to risks and rewards, depending on the nature of the entity.

The adoption of IFRS 10 had no impact on the Company's financial statements.

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

IFRS 12, Disclosure of Interests in Other Entities

IFRS 12 specifies the disclosures required in annual financial statements to enable users of financial statements to evaluate the nature of and risks associated with the reporting entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. Accordingly, the Company has applied the aforementioned disclosures in note 7, note 8 and 9 in the Company's financial statements for the year ending 31 December 2014.

IFRS 10, 11 and 12 Amendments - Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance

The amendments clarify the transition guidance in IFRS 10 and provide additional transition relief in IFRS 10, 11 and 12, requiring adjusted comparative information to be limited only to the preceding comparative period. In addition, for disclosures related to unconsolidated structured entities, the requirement to present comparative information for periods before IFRS 12 is first applied, is removed.

The adoption of the amendments had no impact on the Company's financial statements.

IFRS 10, 12 and IAS 27 Amendments - Investment Entities

The amendments require that 'investment entities', as defined below, account for investments in controlled entities, as well as investments in associates and joint ventures, at fair value through profit or loss. The only exception would be subsidiaries that are considered an extension of the investment entity's investing activities. Under the amendments an 'Investment entity' is an entity that:

- (a) obtains funds from one or more investors for the purpose of providing those investors with investment management services;
- (b) commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- (c) measures and evaluates the performance of substantially all of its investments on a fair value basis.

The amendments also set out disclosure requirements for investment entities.

The adoption of the amendments had no impact on the Company's financial statements.

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

A number of new standards, amendments and interpretations to existing standards are effective after 2014, as they have not yet been endorsed for use in the European Union or have not been early applied by the Group. Those that may be relevant to the Group are set out below:

IAS 1, Amendment - Disclosure initiative (effective 1 January 2016, not yet endorsed by EU)

The amendment clarifies guidance in IAS 1 on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies.

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

**Notes to the Financial Statements as at December 31, 2014
(in EUR)**

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

IAS 27, Amendment –Equity Method in Separate Financial Statements (effective 1 January 2016, not yet endorsed by EU)

This amendment allows entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements and clarifies the definition of separate financial statements. In particular, separate financial statements are those presented in addition to consolidated financial statements or in addition to the financial statements of an investor that does not have investments in subsidiaries but has investments in associates or joint ventures in which the investments in associates or joint ventures are required by IAS 28 Investments in Associates and Joint Ventures to be accounted for using the equity method.

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

IFRS 9, Financial Instruments (effective 1 January 2018, not yet endorsed by EU)

In July 2014, the IASB published the final version of IFRS 9 which replaces IAS 39 'Financial Instruments'. IFRS 9 sets out revised requirements on the classification and measurements of financial assets, addresses the reporting of fair value changes in own debt when designated at fair value, replaces the existing incurred loss model used for the impairment of financial assets with an expected credit loss model and incorporates changes to hedge accounting.

The IASB has previously published versions of IFRS 9 that introduced new classification and measurement requirements (in 2009 and 2010) and a new hedge accounting model (in 2013). The July 2014 publication represents the final version of the Standard, replaces earlier versions of IFRS 9 and completes the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement.

Classification and measurement

IFRS 9 applies one classification approach for all types of financial assets, according to which the classification and measurement of financial assets is based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. A business model refers to how an entity manages its financial assets so as to generate cash flows, by collecting contractual cash flows, or selling financial assets or both. Upon assessment, each financial asset will be classified in one of the three categories: amortized cost, fair value through profit or loss and fair value through other comprehensive income.

With regard to financial liabilities, the treatment followed in IAS 39 is carried forward to IFRS 9 essentially unchanged. However, IFRS 9 requires fair value changes of liabilities designated at fair value under the fair value option which are attributable to the change in the entity's own credit risk to be presented in other comprehensive income rather than in profit or loss, unless this would result in an accounting mismatch.

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets

Under IFRS 9 the same impairment model applies to all financial instruments which are subject to impairment accounting. The new impairment model is forward-looking and requires, the recognition of expected credit losses, in contradiction with IAS 39, that required a trigger event to have occurred before credit losses were recognized. IFRS 9 includes a 'three stage' approach which is based on the change in credit quality of financial assets since initial recognition. Accordingly, upon initial application of IFRS 9, for financial assets that are not credit-impaired and for which no significant increase in credit risk since initial recognition is observed, the respective credit losses will be recognized in profit or loss and will be based on the 12-month expected credit losses. However, if the credit risk of the financial assets increases significantly since initial recognition, a provision is required to be recognized for credit losses expected over their remaining lifetime ('lifetime expected losses').

For financial assets that are credit-impaired on origination, the expected life time credit losses will be applied.

In measuring expected credit losses information about past events, current conditions and forecasts of future conditions should be considered.

Hedge accounting

IFRS 9 introduces a reformed model for hedge accounting, seeking to more closely align hedge accounting with risk management activities so as to better reflect these activities in the entities' financial statements. Under the new model, new hedge effectiveness requirements apply, discontinuation of hedge accounting is allowed only under specific circumstances, and a number of items that were not eligible under IAS 39 as hedging instruments or hedged items are now eligible.

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

IFRS 10, IFRS 12 and IAS 28, Amendments - Investment Entities: Applying the Consolidation Exception (effective 1 January 2016, not yet endorsed by EU)

These amendments clarify the application of the consolidation exception for investment entities and their subsidiaries.

The adoption of the amendments is not expected to impact the Company's financial statements.

IFRS 10 and IAS 28, Amendments- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective date to be determined by IASB, not yet endorsed by EU)

These amendments address an inconsistency between the requirements in IFRS 10 and those in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business, whereas a partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are in a subsidiary. In January 2015, the IASB tentatively decided to include necessary changes to IFRS 10 and IAS 28 within a forthcoming Exposure Draft and accordingly postponed the effective date of the amendments (previously 1 January 2016).

The adoption of the amendments is not expected to impact the Company's financial statements.

IFRS 11, Amendment – Accounting for Acquisitions of Interests in Joint Operations (effective 1 January 2016, not yet endorsed by EU)

This amendment requires an investor to apply the principles of business combination accounting when it acquires an interest in a joint operation that constitutes a 'business'.

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

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014

(in EUR)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

IFRIC 21, Levies (effective 1 January 2015)

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 impact the Company's financial statements.

Annual Improvements to IFRSs 2010-2012 Cycle (effective 1 January 2016)

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'

The adoption of the amendments is not expected to impact the Company's financial statements.

Annual Improvements to IFRSs 2011-2013 Cycle (effective 1 January 2015)

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

The adoption of the amendments is not expected to impact the Company's financial statements.

Annual Improvements to IFRSs 2012-2014 Cycle (effective 1 January 2016, not yet endorsed by EU)

The amendments introduce key changes to four IFRSs following the publication of the results of the IASB's 2012-14 cycle of the annual improvements project. The topics addressed by these amendments are set out below:

- Clarifying in IFRS 5 'Non-current assets held for sale and discontinued operations' that, when an asset (or disposal group) is reclassified from 'held for sale' to 'held for distribution', or vice versa, this does not constitute a change to a plan of sale or distribution, and does not have to be accounted for as such.
- Adding in IFRS 7 'Financial instruments: Disclosures' specific guidance to help management determine whether the terms of an arrangement to service a financial asset which has been transferred constitute continuing involvement. It also clarifies that the additional disclosure required by the amendments to IFRS 7, 'Disclosure – Offsetting financial assets and financial liabilities' is not specifically required for all interim periods, unless required by IAS 34.
- Clarifying in IAS 19 'Employee benefits' that, when determining the discount rate for post-employment benefit obligations, it is the currency that the liabilities are denominated in that is important, and not the country where they arise.
- Clarifying in IAS 34 'Interim financial reporting' what is meant by the reference in the standard to 'information disclosed elsewhere in the interim financial report'.

The adoption of the amendments is not expected to impact the Company's financial statements.

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Prior year comparison

The accounting policies have been consistently applied to the years presented. Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

Foreign currencies

All monetary investments and liabilities denominated in currencies other than EUR have been translated at the rates of exchange prevailing on balance sheet date. All transactions in foreign currencies have been translated into EUR at rates of exchange approximating those prevailing on the dates of the transaction. Unless otherwise indicated, any resulting exchange differences are included in the Statement of Comprehensive income. Income and expenses are translated at the rates of date of transaction.

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

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The investments in subsidiaries are accounted for at cost less any accumulated impairment losses. The Company determines at each reporting date whether there is any objective evidence that the investment in the subsidiary is impaired. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the subsidiary and its carrying value and recognises the amount to the profit and loss.

Associates

Associates are all entities over which the Company has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for at cost less any accumulated impairment losses. The Company determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount to the profit and loss.

Investment securities

Under investment securities (Available for Sale) are classified all investments over which the Company has neither significant influence nor control, generally accompanying a shareholding of below 20% of the voting rights. Investment securities are initially recognized at fair value plus transaction costs and subsequently carried at fair value. Gains and losses arising from changes in the fair value of the investment securities are recognised directly in equity, until the financial investment is derecognised or impaired at which time the cumulative gain or loss previously recognised in equity is recognised in profit or loss. The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset (debt and equity securities). If any such evidence exists the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on the financial asset previously recognised in profit and loss, is removed from equity in profit and loss.

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables are measured at initial recognition at fair value and are subsequently measured at amortized cost using the effective interest rate method. A financial asset or a group of financial assets is impaired and impairment losses are incurred only 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 has an impact on the estimated future cash flows of the financial asset. For loan and receivables, 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 discounted at the financial asset's original effective interest rate. The carrying amount of the asset shall be reduced either directly or through the use of allowance account and the amount of the loss shall be recognised in the profit and loss.

Trade and other receivables are amounts due from customers in the ordinary course of business and its value is assumed to be a close approximation of their fair value. Trade and other receivables are included in the current assets if collection is expected in one year or less. If not, they are presented as non-current assets.

Loans and payables (borrowings)

Borrowings are recognized initially at fair value, net of transaction cost incurred. Borrowings are subsequently carried at amortised cost using the effective interest rate.

Trade and other payables

Trade and other payables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings and trade and other payables are classified as current liabilities if payment is due to one year or less. If not, they are presented as non-current liabilities.

Cash and cash equivalent

Cash and cash equivalents comprise cash on hand, demand deposits and other short-term highly liquid investments with original maturities of three months or less, that is readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Provisions

Provisions are recognised for legally enforceable or constructive obligations existing at the balance sheet date, the settlement of which is likely to require an outflow of resources and the extent of which can be reliably estimated. Provisions are measured on the basis of the best estimate of the amounts required to settle the obligation at the balance sheet date. Unless indicated otherwise, provisions are stated at the present value of the expenditure expected to be required to settle the obligations.



ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Interest income and expenses

Interest income and expenses are recognized in the income statement 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.

Dividend income is recognized when the right to receive payment is established.

De-recognition of financial assets and liabilities

A financial asset is derecognized when the contractual cash flows of the loan expire, or the Company transfers its rights to receive those cash flows in an outright sale in which substantially all the risk and rewards of ownership have been transferred. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

Non-current assets classified as held for sale

Non-current assets are classified as held for sale when the carrying amount is to be recovered through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less cost to sell.

3 PRINCIPLES OF DETERMINATION OF RESULT

General

Result is determined as the difference between dividend/investment income and interest income on loans granted and interest expense from loans issued and other charges for the year. Income from transactions is recognized in the year in which it is realized.

4 CONSOLIDATION

The Company is not required to prepare consolidated financial statements since such statements are not required by its parent company, Eurobank Ergasias S.A., and the needs of other users are best served by the consolidated statements of its parent company (according to IFRS 10 paragraph 4). Eurobank's Financial Statements can be found at www.eurobank.gr.

Notes to the Financial Statements as at December 31, 2014
(in EUR)

5 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of risks. Exposure to credit, interest rate, currency and liquidity risk arises in the normal course of the Company's business. The Company's overall risk management policy focuses on the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The management considers there is no significant concentration of the following risks at the balance sheet date.

The procedures for assessing the risk are also shown below:

Credit risk

The Company holds a large deposit with Eurobank Ergasias Group (the parent company) which amounts to EUR 43,500,000 as at 31/12/2014. The parent company's long term rating was 'SD' at June 2015 (2014: CCC+, 2013: CCC) according to the Standard & Poor's credit rating.

Since Eurobank Ergasias SA is the ultimate parent entity of the Company, the company doesn't have any specific policy in place to monitor the risk.

Interest rate risk

The Company's interest rate risk arises from current investments and current liabilities. Borrowing issued at variable rate exposes the Company to interest rate on the short term loan which is partially offset by the long-term subordinated loan receivable. During the year 2014, the Company's interest rate on the long-term loan receivable was LIBOR plus 2.75%, whereas the interest rate on the short-term loan payable was until 1/8/2014 LIBOR plus 0.45% and thereafter LIBOR plus 2.55%.

The Company analyses its interest rate exposure on a dynamic basis and simulated a scenario based upon which the Company calculates the impact of an interest rate shift on the Company's profit and loss account.

The excess of cash which the Company currently has is invested in short term deposits, which bear a fixed interest rate for the period. Due to the fact that the deposits are agreed for a short term period only, the risk is considered minimal.

Foreign currency risk

The Company holds several financial investments in foreign currencies.

It holds three bank accounts in Serbian Dinars and one in Ukraine Hryvnia. These bank accounts have an immaterial amount in aggregate. In addition, the Company holds four bank accounts in United States Dollars which is disclosed in note 13 of these financial statements. Moreover, the Company has other intercompany loans receivable and payable in USD as disclosed in note 10 and 15 of these financial statements. Any resulting exchange differences on the items mentioned above, are included in the Statement of Comprehensive income. Foreign currency risk is continued monitored by the management and is regarded manageable.

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

The Company also holds several participations in Eastern Europe Countries as disclosed in notes 7 and 8 of these financial statements for which there is no foreign currency risk for the Company's profit and loss account as it uses the historical cost for the valuation of its participations.

As at 31 December 2014	CCY	Less than 1 year		Over 1 year	
		Amount in CCY	Amount in EUR	Amount in CCY	Amount in EUR
Loan payables	USD	(47,422,557)	(39,059,844)	--	--
Interest payables	USD	(717,864)	(591,272)	--	--
Trade and other receivables	USD	429,623	353,862	--	--
Cash and cash equivalents	UAH	806,138	41,915	--	--
Cash and cash equivalents	RSD	64,041	529	--	--
Cash and cash equivalents	USD	2,859,753	2,355,451	--	--

As at 31 December 2013	CCY	Less than 1 year		Over 1 year	
		Amount in CCY	Amount in EUR	Amount in CCY	Amount in EUR
Loan payables	USD	(47,422,557)	(34,386,598)	--	--
Trade and other receivables	USD	1,481,879	1,074,526	--	--
Cash and cash equivalents	UAH	4	--	--	--
Cash and cash equivalents	RSD	64,000	559	--	--
Cash and cash equivalents	USD	995,059	721,528	--	--

Based on an analysis of the Company's foreign currency risk and the materiality of the balances, the impact on the profit and loss account by a increase/decrease in USD rate of 10%, would cause a maximum increase/decrease of EUR 3,358,346 and 4,104,645 respectively. By comparing this same analysis on the Company's 2013 balances a shift of 10% of the USD rate, would have caused a maximum increase/decrease of EUR 2,962,776 and 3,621,172 respectively.

Foreign currency risk is continued monitored by the management and is regarded manageable.

ERB NEW EUROPE HOLDING B.V.



PricewaterhouseCoopers
Accountants N.V.
For identification
purposes only

Notes to the Financial Statements as at December 31, 2014 (in EUR)

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk

Management considers liquidity risk to be minimal at this stage. The Company has a significant cash position as at year end. The Company acts as a holding company and day-to-day cash flows are limited.

The table below analyses the Company's financial liabilities into relevant groupings based on the remaining period at the balance sheet to the contractual maturity date.

As at 31 December 2014	Less than 1 month	Between 1 to 3 months	Between 3 to 12 months	Over 12 months
Liabilities:				
Loan payable	39,651,117	--	--	--
Trade and other payables	--	123,186	--	--
As at 31 December 2013	Less than 1 month	Between 1 to 3 months	Between 3 to 12 months	Over 12 months
Liabilities:				
Loan payable	34,386,598	--	--	--
Trade and other payables	--	50,341	--	--

Capital management

The Company actively manages capital base to cover risk inherent to the business. The Company's objectives, when managing capital are:

- To provide an adequate level of capital so as to enable the Company to continue its operations as a going concern
- To maintain a strong capital base to support the development of its business

The Company is not required to comply with any capital requirements set by the regulators. There have been no material changes in the Company's management of capital during the year.

The capital of the Company is presented below:

	2014	2013
Issued and paid-up capital	850,000,000	850,000,000
Share premium	401,027,926	401,027,926
Retained Earnings	-439,676,220	-264,269,994
Result current year	-59,360,094	-175,406,227
Total equity	751,991,612	811,351,705

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Notes to the Financial Statements as at December 31, 2014 (in EUR)

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

As per January 23, 2015, the Company received a dividend of €265.9 million by its wholly owned subsidiary Eurobank Cyprus Ltd, following the latter's Extraordinary General Meeting which took place on the same date. On 29 June 2015, the Company's General Meeting decided i) the decrease of share capital and share premium accounts by €47,2 million and €401,0 million respectively through set-off of negative retained earnings amounting to €448,2 million, ii) the distribution of interim dividend amounting to €262,1 million to its sole shareholder, Eurobank Ergasias S.A.

Fair value of financial investments and liabilities

Fair value is the price that would be received to sell an investment 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 investment 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 not carried at fair value

The carrying amounts of loan granted to subsidiary undertakings, trade payables, trade receivables and cash and cash equivalents are assumed to approximate their fair values.

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Impairment of investments

The Company follows the guidance of IAS36 to determine when an investment is impaired. An impairment loss is recognised for the amount by which the carrying amount of the investment exceeds its recoverable amount. The recoverable amount is the higher of an investment's fair value less costs of disposal and its value in use. When an investment is impaired, the loss regarding this impairment is recognized in the profit and loss.

An impairment loss recognized in prior periods for an investment shall be reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If this is the case, the carrying amount of the asset shall be increased to its recoverable amount which cannot be higher than the acquisition cost. That increase is a reversal of an impairment loss and is recognised immediately in profit or loss.

7 INVESTMENTS IN SUBSIDIARIES

The movements in the investments in subsidiaries are as follows:

	<u>2014</u>	<u>2013</u>
Opening balance as at January 1,	591,422,477	716,722,242
Additions	179	--
Disposal/Liquidation	--	--
Impairment loss	(38,914,654)	(125,299,765)
Balance as at December 31,	<u>552,508,002</u>	<u>591,422,477</u>

The impairment of the subsidiaries is based on the latest available management estimates on the recoverable amount.

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Notes to the Financial Statements as at December 31, 2014 (in EUR)

7 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The Company has shares in the following Subsidiaries which are part of the Eurobank Ergasias Group:

<u>Name</u>	<u>Ownership and voting rights</u>	<u>Cost price in euro 2014</u>	<u>Cost price in euro 2013</u>
1 IMO 03 EAD (formerly known as EFG Securities Bulgaria EAD)			
Bulgaria			
Opening balance	100%	--	(315,192)
Impairment loss	--	--	--
Closing balance	100%	--	(315,192)
The investment was fully impaired in financial year 2013.			
2 ERB Retail Services IFN SA			
Romania			
Opening balance	99.15%	25,745,916	25,745,916
Closing balance	99.15%	25,745,916	25,745,916
3 Eurobank Cyprus Limited			
Cyprus			
Opening balance	100%	257,454,482	257,454,482
Movements	--	--	--
Closing balance	100%	257,454,482	257,454,482
4 ERB Leasing IFN SA			
Romania			
Opening balance	97.23%	17,137,109	19,087,458
Impairment loss		(9,813,261)	(1,950,349)
Closing balance	97.23%	7,323,848	17,137,109
The impairment is based on the latest available management estimate on the recoverable amount.			
5 ERB investment Fin DOO Beograd			
Serbia			
Opening balance	100%	--	--
Closing balance	100%	--	--
The investment was fully impaired in financial year 2009.			
6 ERB New Europe Funding II B.V.			
The Netherlands			
Opening balance	100%	12,000,200	12,000,200
Closing balance	100%	12,000,200	12,000,200

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Notes to the Financial Statements as at December 31, 2014 (in EUR)

7 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

<u>Name</u>	<u>Ownership and voting rights</u>	<u>Cost price in euro 2014</u>	<u>Cost price in euro 2013</u>
7 Eurobank Bulgaria AD Bulgaria			
Opening balance	54.27%	275,098,869	323,574,901
Impairment loss	--	(29,101,393)	(48,476,032)
Closing balance	54.27%	245,997,476	275,098,869

The impairment is based on the latest available management estimate on the recoverable amount.

8 Eurobank Finance SA Romania

Opening balance	62.80%	--	--
Closing balance	62.80%	--	--

The investment was fully impaired in financial year 2011.

9 ERB IT Shared Services S.A. Romania

Opening balance	98.90%	3,985,901	3,985,901
Movements		179	--
Closing balance	98.90%	3,986,080	3,985,901

8 INVESTMENTS IN ASSOCIATES

The movements in the investments in associates are as follows:

	<u>Cost price in euro 2014</u>	<u>Cost price in euro 2013</u>
Opening balance as at January 1,	199,314,168	218,236,903
Additions	--	--
Impairment loss	(12,087,940)	(18,922,735)
Balance as at December 31,	187,226,228	199,314,168

The impairment of the associates is based on the latest available management estimates on the recoverable amount.

The Company has shares in the following Associates:

<u>Name</u>	<u>Ownership and voting rights</u>	<u>Cost price in euro 2014</u>	<u>Cost price in euro 2013</u>
1 Eurobank A.D. Beograd Serbia			
Opening balance	42.74%	180,461,747	199,048,210
Impairment loss	--	(10,080,279)	(18,586,463)
Closing balance	42.74%	170,381,468	180,461,747

The impairment is based on the latest available management estimate on the recoverable amount.

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Notes to the Financial Statements as at December 31, 2014 (in EUR)

8 INVESTMENTS IN ASSOCIATES (CONTINUED)

<u>Name</u>	<u>Ownership and voting rights</u>	<u>Cost price in euro 2014</u>	<u>Cost price in euro 2013</u>
2 ERB Leasing A.D. Beograd Serbia			
Opening balance	48.63%	510,000	510,000
Movements	--	--	--
Closing balance	48.63%	510,000	510,000
3 Bancpost SA Romania			
Opening balance	5.33%	18,342,421	18,678,693
Impairment loss		(2,007,661)	(336,272)
Closing balance	5.33%	16,334,760	18,342,421

The impairment is based on the latest available management estimate on the recoverable amount.

9 INVESTMENT SECURITIES

The Company has shares in the following investment securities:

<u>Name</u>	<u>Ownership and voting rights</u>	<u>Cost price in euro 2014</u>	<u>Cost price in euro 2013</u>
1 EFG Investment II (UK) United Kingdom			
Opening balance	9.99%	--	--
Movements	--	--	--
Closing balance	9.99%	--	--

During the year 2013 EFG Investment II (UK) reduced its capital and paid an amount of EUR 1,448,771 to the Company. This amount has been included in Gain/(loss) on disposal and liquidation of investments.

10 LOAN GRANTED TO SUBSIDIARY UNDERTAKINGS

Subordinated loan granted to PJSC Universal Bank, Ukraine.

As at December 31, 2014, this item can be detailed as follows:

<u>Description</u>	<u>CCY</u>	<u>Amount in CCY</u>	<u>2014</u>	<u>2013</u>
Loan	USD	19,874,000	16,369,327	33,445,000
Interest	USD	82,345	67,824	45,585
Impairment	USD	(19,956,345)	(16,437,151)	(33,490,585)
		--	--	--

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

10 LOAN GRANTED TO SUBSIDIARY UNDERTAKINGS (CONTINUED)

The year-end balance of loan and interest receivable from PJSC Universal Bank in Ukraine has been fully impaired in both 2013 and 2014 following events in the Country (please refer to 'Group's operations in Ukraine' section in the Report of Managing Directors) and classification of its operations as held for sale (Note 11).

During the year 2014, the Company received interest income amounting to EUR 902,982 from its subordinated loan to Public J.S.C Universal Bank which has been fully impaired since 31 December 2013. Company's interest rate on the long-term loan receivable was LIBOR plus 2.75%.

11 NON-CURRENT ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

In March 2014, management committed to a plan to sell the Group's operations in Ukraine (including Public J.S.C. Universal Bank and ERB Property Services Ukraine LLC). The sale was considered highly probable, therefore, the Company's operations in Ukraine were classified as held for sale. The operations in Ukraine continue to be classified as held for sale as the Group and therefore the Company remains committed to sell its operations.

The Company has shares in the following Investments held for sale:

	<u>Ownership and voting rights</u>	<u>Cost price in euro</u>
1 Public J.S.C. Universal Bank		
Ukraine		
Opening balance	99.97%	--
Additions		25,990,298
Impairment loss		(25,990,298)
Closing balance	<u>99.97%</u>	<u>--</u>
2 ERB Property Services Ukraine LLC		
Ukraine		
Opening balance	99.00%	--
Closing balance	<u>99.00%</u>	<u>--</u>

In accordance with IFRS 5, the non-current assets held for sale were written down to their fair value less cost to sell. This is a non-recurring fair value measurement which has been based on unobservable inputs, being recent bid offers received from third parties. The results of the Company's held for sale and discontinued operations for 2014 are set out below. Comparatives have been restated as per IFRS 5 requirements.

	<u>2014</u>	<u>2013</u>
Interest income	902,982	326,537
Impairment loss on investment	(25,990,298)	(74,558,192)
Reversal of impairment losses on loans and advances	21,710,819	(33,490,585)
Net profit / (loss) from discontinued operations	<u>(3,376,497)</u>	<u>(107,722,240)</u>

In December 2014, Public J.S.C Universal Bank proceeded to partial early repayment of the subordinated debt amounting to € 22 mil. The Company used available liquidity and participated in the Share Capital Increase of Public J.S.C Universal Bank, amounting to UAH 501 mil (€26m) as a result of the stress test imposed by National Bank of Ukraine.

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

12 TRADE AND OTHER RECEIVABLES

As at December 31, 2014, this item can be detailed as follows:

Name	CCY	Amount		
		in CCY		
			2014	2013
EFG International Bermuda Ltd	USD	1	1	1
EFG Investment II (UK)	USD	429,623	353,862	1,074,526
* Income tax receivable			772,297	913,618
			<u>1,126,161</u>	<u>1,988,145</u>

* Note 17 of the financial statements provides a detailed breakdown of the Income tax receivable.

13 CASH AND CASH EQUIVALENTS

Cash at banks

Description	CCY	Amount		Rate	2014	2013
		in CCY				
Current accounts	USD	2,859,753	0.8237	2,355,451	721,528	
Current accounts	UAH	806,138	0.0520	41,915	--	
Current accounts	RSD	64,041	0.0083	529	559	
Current accounts	EUR	4,991,315	1.0000	4,991,315	2,773,705	
Deposit account	EUR	43,500,000	1.0000	43,500,000	49,500,000	
Accrued interest on deposit account	EUR	16,313	1.0000	16,313	68,063	
				<u>50,905,523</u>	<u>53,063,855</u>	

All Cash and Cash equivalents is at free disposal of the Company.

14 EQUITY

The Company's authorized share capital amounts to EUR 1,000,000,000 and consists of 1,000,000 ordinary shares with a nominal value of EUR 1,000 each. As at December 31, 2014, 850,000 shares were issued and fully paid-up (as at December 31, 2013, 850,000 shares were issued and fully paid-up). For the movements in the Equity we refer to the Statement of changes in Equity on page 8 of this report.

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

15 LOAN PAYABLE

As at December 31, 2014, the Company's outstanding borrowings are detailed as follows:

Name	Description	CCY	Amount		
			in CCY	2014	2013
Eurobank Private Bank Luxemburg S.A.	Loan	USD	47,422,557	39,059,844	34,386,598
Eurobank Private Bank Luxemburg S.A.	Interest	USD	717,864	591,272	--
			<u>48,140,421</u>	<u>39,651,116</u>	<u>34,386,598</u>

Interest rate applied was until 1/8/2014 LIBOR plus 0.45% and thereafter LIBOR plus 2.55%.

16 TRADE AND OTHER PAYABLES

As at December 31, 2014, this item can be detailed as follows:

Name	Description	2014	2013
Trade and other payables	General and admin. expenses	123,186	50,341
		<u>123,186</u>	<u>50,341</u>

17 TAXATION

As at December 31, 2014, this item can be detailed as follows:

	2014
Loss before income tax	(56,047,185)
Add: Non-deductable expenses:	
- Impairment loss on investments	51,002,594
- Interest income from discontinued operations	902,982
Taxable amount	<u>(4,141,609)</u>
The fiscal loss of the year 2014 can be offset to the taxable profit of 2013, resulting in a tax refund of	(398,406)
Corporate Income tax carry back	(398,406)
Adjustment provision based on final assessment previous years	334,819
Adjustment of Corporate Income tax for previous year	0
	<u>(63,587)</u>



ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

17 TAXATION (CONTINUED)

The movements in the Corporate Income tax receivable / (payable) are as follows:

	<u>2014</u>	<u>2013</u>
Opening balance	913,618	690,603
Estimate tax charge for the year	--	--
Tax carry back refund	398,406	189,568
Payments made/ (receipts) during the year relating to previous years	(533,021)	(197,140)
Adjustment provision based on final assessment previous years	(334,819)	(43,520)
Payments made via preliminary assessment for the year	240,000	190,000
Withholding tax on interest (reclaimable)	88,113	84,107
Balance as at December 31,	<u><u>772,297</u></u>	<u><u>913,618</u></u>

The Company has tax loss available to carry forward as at 31 December 2014 amounting to € 2,171,551. No relevant deferred tax asset has been recognized since management does not expect that the Company will have adequate future taxable profits.

The nominal Corporate income tax rate in the Netherlands is 20% for the first EUR 200,000 and the remaining taxable result 25%.

18 RELATED PARTY TRANSACTIONS

Related party transactions - Eurobank Ergasias S.A. shareholding structure

In May 2013, following its full subscription in the Bank's recapitalization of € 5,839 million, the HFSF became the controlling shareholder and a related party of the Bank. In May 2014, following the completion of the Bank's share capital increase for raising € 2,864 million, fully covered by private, institutional and other investors, the percentage of the ordinary shares with voting rights held by the HFSF decreased from 95.23% to 35.41%.

In addition, in the context of the Law 3864/2010 (the 'HFSF Law') as amended by Law 4254/2014, the HFSF's voting rights in the Bank's General Assemblies have been switched to restricted ones. Accordingly, as of early May 2014, the HFSF is no more the controlling shareholder of the Bank but is considered to have significant influence over it.

Following the successful completion of the Bank's share capital increase in November 2015, the percentage of ordinary shares with voting rights of the Bank held by HFSF was reduced from 35.41% to 2.38%. A number of transactions are entered into with related parties in the normal course of business and are conducted on an arm's length basis. The volume of the said related party transactions and outstanding balances at the year-end are as follows:

ERB NEW EUROPE HOLDING B.V.

Notes to the Financial Statements as at December 31, 2014 (in EUR)

18 RELATED PARTY TRANSACTIONS (CONTINUED)

(a) *Loan granted to subsidiary undertakings (PJSC Universal Bank Ukraine)*

<u>Description</u>	Closing balance	
	2014	2013
Subordinated loan	16,369,327	33,445,000
Interest receivable	67,824	45,585
Impairment loan and interest	(16,437,151)	(33,490,585)
	-	-

(b) *Trade and other receivables*

<u>Description</u>	Closing balance	
	2014	2013
Dividend receivable	1	1
	1	1

(c) *Cash and cash equivalents (Eurobank Ergasias S.A.)*

<u>Description</u>	Closing balance	
	2014	2013
Current accounts held with subsidiaries / associates	423,611	256,876
Current accounts held with shareholder	3,317,431	1,037,269
Deposit account held with shareholder	43,500,000	49,500,000
Accrued interest on deposit with shareholder	16,313	68,063
	47,257,355	50,862,208

(d) *Loan payable (Eurobank Private Bank Luxembourg S.A.)*

<u>Description</u>	Closing balance	
	2014	2013
Loan payable	39,059,844	34,386,598
Interest payable	591,272	-
	39,651,116	34,386,598

(e) *General and administrative expenses*

<u>Description</u>	Closing balance	
	2014	2013
Letter of credit regarding loan payable (Eurobank Ergasias S.A.)	--	21,910
	--	21,910

(f) *Financial income and expenses*

<u>Description</u>	Closing balance	
	2014	2013
Interest Income on subordinated loan with subsidiary (PJSC Universal Bank, Ukraine)	902,982	326,537
Interest income on deposit account held with shareholder (Eurobank Ergasias S.A.)	746,275	792,321
Interest expense on loan payable to group company (Eurobank Private Bank Luxembourg S.A.)	(707,299)	(293,900)
	941,958	824,958

In December 2014, Public J.S.C Universal Bank proceeded to partial early repayment of the subordinated debt amounting to € 22 mil. The Company used available liquidity and participated in the Share Capital Increase of Public J.S.C Universal Bank, amounting to UAH 501 mil (€26m) as a result of the stress test imposed by National Bank of Ukraine (Note 11).

Notes to the Financial Statements as at December 31, 2014
(in EUR)

19 OTHER INFORMATION ON GENERAL AND ADMINISTRATIVE EXPENSES

During the year under review the Company did not have any employees. Hence, it did not pay any wages and related social security contributions.

The audit fees of EUR 19,000 (2013: EUR 19,000) comprises the fees of external auditor PricewaterhouseCoopers Accountants N.V. for the statutory audit of the financial statements. The external independent auditor has not charged any fees relating to other assurance related services, tax, consulting or any other consulting services.

20 CONTINGENT LIABILITIES, LITIGATIONS AND COMMITMENTS

No contingent liabilities, litigations or commitments that would affect the financial statements of the entity are outstanding as at December 31, 2014. No off balance sheet contractual commitments or obligations, affecting the financial statements, have occurred to date.

21 DIRECTORS

During the year under review, the Company had four Managing Directors, who received no remuneration during the current or the previous financial year. The Company has no Supervisory Directors.

On April 16, 2014, Mr. C. Kokologiannis has resigned as managing director of the Company, and as per same date Mr. S. Psychogyios has been appointed as managing director of the Company.

On July 31, 2015, Ms. C. Koukoutsaki has been appointed as the new managing director of the Company.

As per August 17, 2015, Mr. S. van der Meer and Mr. M.A.H. Martis have resigned as managing directors of the Company, and as per same date Mr. E.R. Janssens and Mr. R. Wemmi have been appointed as managing directors of the Company.

The Board of Managing Directors,

C. Koukoutsaki

S. Psychogyios

E.R. Janssens

R. Wemmi

Amsterdam, December 3, 2015



ERB NEW EUROPE HOLDING B.V.

Other Information

Unappropriated result

Subject to the provisions under Dutch law that no dividends can be declared until all losses have been cleared, the unappropriated results are at the disposal of the shareholder in accordance with the Company's Articles of Association.

Furthermore, Dutch law prescribes that any profit distribution may only be made to the extent that the shareholders' equity exceeds the amount of the issued capital and the legal reserves.

Appropriation of result

The loss sustained by the Company during the year under review will be debited to the other reserve. This proposed appropriation of the result has not been reflected in these financial statements and is subject to the approval of the General Meeting of Shareholders.

Post balance sheet events

Position of Eurobank Group

Liquidity, of the whole Greek banking sector, was negatively affected in the first two months of 2015 due to the combined effect of deposit withdrawals, reduction of wholesale secured funding and the decision of European Central Bank (ECB) to lift the waiver of minimum credit rating requirements for marketable instruments issued or guaranteed by Hellenic Republic (i.e. Greek government bonds and Pillar 2 & 3 of the Law 3723/2008). As a result, Greek banks reverted to the fallback funding source, the Emergency Liquidity Assistance (ELA) mechanism to cover their short term liquidity needs.

The prolonged negotiations of the Greek government with the European Union (EU), the ECB and the International Monetary Fund (IMF) ('the Institutions') until the expiration of the extension of the Master Financial Assistance Facility Agreement (MFFA) on 30 June 2015, led to increased uncertainty and significant deposit outflows. With banks' liquidity buffers falling to significantly low levels, the Greek government on 28 June 2015 introduced restrictions on banking transactions and a temporary bank holiday, in order to contain further liquidity outflows. Following the termination of the bank holiday in Greece on 20 July 2015, there has been some gradual relaxation of capital controls with the easing process expected to continue in the following months, being accelerated after the completion of banks' recapitalization.

In accordance with the agreement with the European partners, the authorities are committed to preserving sufficient liquidity in the banking system. The decisive implementation of the measures agreed in the context of the new European Stability Mechanism (ESM) program and the completion of banks' recapitalization will permit ECB to reinstate the waiver for the instruments issued or guaranteed by the Hellenic Republic and will signal the gradual repatriation of deposits in the banking system and the re-access to the markets for liquidity.

Position of Eurobank Group (continued)

Despite the fact that the Greek economy showed early signs of recovery during 2014 for the first time since 2007, there are significant downside risks associated with fiscal gap funding uncertainties and the low levels of investment and consumption levels, which may undermine in the short-term the pace of recovery. The current adverse economic conditions in Greece, including the imposition of capital restrictions, had a negative impact on the liquidity of the Greek banks and raised concerns regarding their solvency position. The new ESM Program agreed between Greece and its European partners in August 2015 includes a buffer of up to € 25 bn for the banking sector in order to address potential banks' recapitalization needs of viable banks and resolution costs of non viable banks, in full compliance with EU competition and State Aid rules. According to the recently released Stress Test results, a significantly lower amount will be required for the recapitalization of the Greek systemic banks.

In this context, a comprehensive assessment of the Greek banks ('CA') was conducted by the competent supervisory authorities in order to determine their potential capital needs. The results of the CA were announced on 31 October 2015, based on which a shortfall of € 0.3 bn in baseline scenario against 9.5% CET1 threshold and € 2.1 bn in adverse scenario against 8% CET1 threshold, which is the lowest shortfall across Greek banks, was identified for the Bank. Following these results, the Bank has already submitted a capital plan to the ECB for approval, describing in detail the measures it intends to implement in order to cover the shortfall identified in the CA, for under both the baseline and the adverse scenario.

On 16 November 2015, the Parent Company announced that the SSM recognized €83 million of capital generation that can be taken into account to reduce its total capital shortfall as part of the CA, due to the positive difference between the realized pre provision income for the third quarter of 2015 and the respective figure projected in the stress test (baseline scenario).

On the same date, the Bank's Extraordinary General Meeting of the shareholders approved the increase of the Bank's share capital of up to € 2,039 million. The said capital increase has been effected by means of a private placement to institutional and other eligible investors in Greece and internationally through a book-building process (Institutional Offering), with waiving of the pre-emption rights of the Bank's existing ordinary shareholders and preference shareholder.

In combination with the aforementioned share capital increase, a Liability Management Exercise (LME), was launched by the Bank on 29 October 2015 referring to the tender offer on € 877 million (face value) of outstanding eligible senior unsecured, Tier I and Tier II securities. The purchase proceeds from LME were used for the sole purpose of covering part of the Bank's share capital increase.

On 18 November 2015, the Bank announced that it has completed the aforementioned book-building process. In particular, indicative demand from investors in the Institutional Offering together with the preliminary results of the Bank's LME are in excess of E 2,039 million and therefore are sufficient for the Bank to raise such amount without seeking any capital support from the HFSF . On 30 November 2015 the Bank announced that it has successfully completed the share capital increase. New shares started being traded on the Athens Exchange on December 2, 2015.

Notwithstanding the conditions and uncertainties mentioned above, the directors having considered the successful completion of the Bank's share capital increase and the mitigating factors set out below, are satisfied that the financial statements of the Company can be prepared on a going concern basis.

Position of Eurobank Group (continued)

- The existence of the new 3-year ESM program with a ca € 86 bn financing envelope (including the up to € 25 bn recapitalization facility), aiming to restore fiscal sustainability, safeguard financial stability, enhance growth, competitiveness and investment and develop a modern state and public administration,
- The authorities' commitment to take decisive measures to safeguard the stability in the financial sector, such as Law 4340/2015 regarding the recapitalization framework of credit institutions that was enacted on 1 November 2015,
- The Institutions' and the Greek government's commitment to take decisive actions on non performing loans,
- The Group's continued implementation of its medium term internal capital generating plan, which includes initiatives generating or releasing Common Equity Tier I capital and/or reducing risk weighted assets and
- The Group's continued access to Eurosystem funding (ECB and ELA liquidity facilities) over the foreseeable future.

Operations in Ukraine classified as held for sale

In March 2014, Eurobank's management committed to a plan to sell the Group's operations in Ukraine (including Company's subsidiaries Public J.S.C Universal Bank and ERB Property Services Ukraine LLC). The sale was considered highly probable, therefore, the Group's operations in Ukraine were classified as a disposal group held for sale. On 14 August 2014, Eurobank entered into an agreement with entities of the Ukrainian Delta Bank Group for the disposal of its Ukrainian subsidiary "Public J.S.C. Universal Bank". The transaction was subject to the necessary approvals by the competent authorities as well as conditions relating to the political and economic situation in Ukraine. On 23 September 2014, Eurobank Ergasias S.A. announced that the appropriate approvals have not been provided in order for the aforementioned transaction to be completed. Consequently, Eurobank Ergasias S.A. decided to terminate the agreement with the Delta Bank Group.

Following the classification of the disposal group as held for sale, in accordance with IFRS 5, the Group has measured it at the lower of its carrying amount and fair value less costs to sell. The continuing adverse economic, geopolitical and political conditions in Ukraine escalating during 2014 led to an extension of the period to complete the sale beyond one year. The Group's operation in Ukraine continue to be classified as a disposal group held for sale, as Eurobank Ergasias S.A remains committed to its plan to sell that disposal group. The Company's exposure in Ukraine has been fully impaired.

Other events

On 23 January 2015, the Company received a dividend of €265,9 million by its wholly owned subsidiary Eurobank Cyprus Ltd, following the latter's Extraordinary General Meeting which took place on the same date. On 29 June 2015, the Company's General Meeting decided i) the decrease of share capital and share premium accounts by €47,2 million and €401,0 million respectively through set-off of negative retained earnings amounting to €448,2 million, ii) the distribution of interim dividend amounting to €262,1 million to its sole shareholder, Eurobank Ergasias S.A.

No other material subsequent events, affecting the financial statements, have occurred to date.

Independent Auditor's report

Reference is made to the independent auditors' report hereinafter.



Independent auditor's report

To: the general meeting of ERB New Europe Holding B.V.

Report on the financial statements

We have audited the accompanying financial statements 2014 as set out on pages 5 to 31 of ERB New Europe Holding B.V., Amsterdam, which comprise the balance sheet as at 31 December 2014, the statement of comprehensive income, changes in equity and cash flows for the year then ended and the notes, comprising a summary of significant accounting policies and other explanatory information.

The managing directors' responsibility

The managing directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code, and for the preparation of the managing directors report in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the managing directors are responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the managing directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Ref.: e0368429

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Opinion

In our opinion, the financial statements give a true and fair view of the financial position of ERB New Europe Holding B.V. as at 31 December 2014, and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements

Pursuant to the legal requirement under Section 2: 393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the report of the managing directors, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2: 392 sub 1 at b-h has been annexed. Further, we report that the report of the managing directors, to the extent we can assess, is consistent with the financial statements as required by Section 2: 391 sub 4 of the Dutch Civil Code.

Amsterdam, 3 December 2015
PricewaterhouseCoopers Accountants N.V.



V.S. van der Reijden RA