

## THIRD SUPPLEMENT dated 7 October 2014 to the Base Prospectus dated 27 May 2014



### **ERB HELLAS PLC**

*(incorporated with limited liability in England and Wales)*

*as Issuer*

*and*

### **ERB HELLAS (CAYMAN ISLANDS) LIMITED**

*(incorporated with limited liability in the Cayman Islands)*

*as Issuer*

*and*

### **EUROBANK ERGASIAS S.A.**

*(incorporated with limited liability in the Hellenic Republic)*

*as Issuer and Guarantor*

**€25,000,000,000**

## **Programme for the Issuance of Debt Instruments**

This third prospectus supplement (the **Supplement**) constitutes a supplement for the purposes of Article 13.1 of the Luxembourg Act dated 10 July 2005 on prospectuses for securities (the **Prospectus Act 2005**). This Supplement is supplemental to and forms part of and must be read in conjunction with the ERB Hellas PLC Prospectus dated 27 May 2014, as previously supplemented by the first supplement dated 5 June 2014 and the second supplement dated 17 June 2014 (the **ERB Hellas PLC Prospectus**), the ERB Cayman Islands Prospectus dated 27 May 2014, as previously supplemented by the first supplement dated 5 June 2014 and the second supplement dated 17 June 2014 (the **ERB Cayman Islands Prospectus**) and the Bank Prospectus dated 27 May 2014, as previously supplemented by the first supplement dated 5 June 2014 and the second supplement dated 17 June 2014 (the **Bank Prospectus**, and, together with the ERB Hellas PLC Prospectus and the ERB Cayman Islands Prospectus, the **Prospectus**), and is prepared in connection with the Programme for the Issuance of Debt Instruments (the **Programme**) established by ERB Hellas PLC, ERB Hellas (Cayman Islands) Limited and Eurobank Ergasias S.A. (the **Bank** and, together with ERB Hellas PLC, and ERB Hellas (Cayman Islands) Limited, the **Obligors** and each an **Obligor**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus.

Application has been made to the *Commission de Surveillance du Secteur Financier* (the **CSSF**) in its capacity as competent authority under the Prospectus Act 2005 to approve this Supplement as a prospectus supplement. The CSSF assumes no responsibility as to the economic and financial soundness of the transactions contemplated by this Supplement and the Prospectus or the quality or solvency of the Obligors in accordance with Article 7(7) of the Prospectus Act 2005. Each of the Obligors accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Obligors (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### **Purpose of this Supplement**

The purpose of this Supplement is to (i) incorporate by reference the most recent interim financial statements of the Bank and (ii) confirm the composition of the Board of Directors of the Bank, as previously referred to in the second supplement dated 17 June 2014.

#### **1. Publication of Interim Financial Statements for the 6-months ended 30 June 2014**

On 29 August 2014, the Bank published its unaudited condensed consolidated interim 6-months ended financial statements for the period ending 30 June 2014. A copy of the 'Condensed Consolidated Interim Financial Statements for the 6-months ended 30 June 2014' (the **June Interim Financial Statements 2014**), which includes the unaudited condensed consolidated interim 6-months ended financial statements, has been filed with the CSSF and, by virtue of this Supplement, the June Interim Financial Statements 2014 together with the Notes thereto, are incorporated by reference in, and form part of, this Supplement and the Prospectus. Copies of this Supplement and the June Interim Financial Statements 2014 can be obtained from the Luxembourg Stock Exchange's website at [www.bourse.lu](http://www.bourse.lu) and, free of charge, from the registered office of each Obligor, as described on page 5 of the Prospectus. This Supplement and the Prospectus are to be read in conjunction with all documents which are incorporated herein and therein by reference.

The table below sets out the principal disclosure requirements which are satisfied by the June Interim Financial Statements 2014 and is not exhaustive. Each page reference refers to the corresponding page in the June Interim Financial Statements 2014.

Consolidated Interim Income Statement	page 1
Consolidated Interim Balance Sheet	page 2
Consolidated Interim Statement of Comprehensive Income	page 3
Consolidated Interim Statement of Changes in Equity	page 4
Consolidated Interim Cash Flow Statement	page 5
Notes to the Consolidated Interim Financial Statements	pages 6 – 37

Any information included in the document incorporated by reference but not listed in the table above is considered additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004, as amended.

### **Amendments to Prospectus**

The first paragraph of section 4 under “General Information” on page 296 of the Prospectus shall be deemed deleted and replaced with the following paragraph:

“There has been no material adverse change in the prospects of the Bank since 31 December 2013 (the last day of the financial period in respect of which the most recent audited financial statements of the Bank have been prepared) and no significant change in the financial position of the Bank and its subsidiaries taken as a whole since 30 June 2014 (the last day of the financial period in respect of which the most recent reviewed financial statements of the Bank have been prepared.”

### **2. Board of Directors**

On page 192-193 of the Base Prospectus, the subsection “Board of Directors” in the section “Eurobank Ergasias S.A.” shall be updated by inserting the below information after the first paragraph following the table on page 193:

“Following the completion of the Annual General Meeting of the Bank on 28 June 2014, the following members have been appointed to the Board of Directors of the Bank:

- Panagiotis-Aristeidis A. Thomopoulos
- Fokion C. Karavias
- George K. Chryssikos
- Wade Sebastian R.E. Burton
- Jon Steven B.G. Haick
- Bradley Paul L. Martin
- Josh P. Seegopaul

whose term of office expires concurrently with the term of office of the other members of the Board and specifically on 27 June 2016, prolonged until the end of the period the Annual General Meeting for the year 2016 will take place.”

### **General**

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into this Supplement and (b) any statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

In accordance with Article 13, paragraph 2 of the Prospectus Act 2005, investors who have already agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this Supplement, to withdraw their acceptances, such period expiring at the close of business on 10 October 2014.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.