

**SUPPLEMENT NUMBER 3 DATED 20 JANUARY 2025 TO THE OFFERING CIRCULAR
DATED 18 OCTOBER 2024**



EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A.
(incorporated with limited liability in the Hellenic Republic)
as Issuer

and

EUROBANK S.A.
(incorporated with limited liability in the Hellenic Republic)
as Issuer

€10,000,000,000
Programme for the Issuance of Debt Instruments

This supplement no.3 (the “Supplement”) is supplemental to, forms part of and must be read and construed in conjunction with, the offering circular dated 18 October 2024 (the “Offering Circular”), supplement no.1 dated 13 November 2024 (“Supplement No. 1”) and supplement no.2 dated 4 December 2024 (“Supplement No. 2”) prepared by Eurobank Ergasias Services and Holdings S.A., formerly known as Eurobank Ergasias S.A. (“Eurobank Holdings”), and Eurobank S.A. (the “Bank” and together with Eurobank Holdings, the “Issuers” and each an “Issuer”), and any other supplements subsequently prepared by the Issuers, in connection with their Euro Medium Term Note Programme (the “Programme”) for the issuance of up to €10,000,000,000 in debt instruments (“Instruments”). Terms given a defined meaning in the Offering Circular shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement, Supplement No. 1, Supplement No. 2 and the Offering Circular have been approved by the Luxembourg Stock Exchange pursuant to Part IV of the Luxembourg act dated 16 July 2019 on prospectuses for securities for the purpose of admitting Instruments on the Euro MTF market of the Luxembourg Stock Exchange (“Euro MTF”). The Euro MTF is a multilateral trading facility and not a regulated market for the purposes of Directive 2014/65/EU (as amended).

Purpose of the Supplement

The purpose of this Supplement is to update the “Eurobank Ergasias Services and Holdings S.A.” section and the “Eurobank S.A.” section in the Offering Circular to reflect recent developments relating to the proposed merger of Eurobank Holdings with the Bank.

IMPORTANT NOTICES

Each of the Issuers accepts responsibility for the information set out in this Supplement. Having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuers, in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in, or incorporated by reference into, the Offering Circular as supplemented by Supplement No. 1 and Supplement No. 2, the statement in (a) above will prevail.

Save as disclosed in this Supplement, Supplement No.1 and Supplement No. 2, no significant new factor, material mistake or material inaccuracy relating to the information included in the Offering Circular, which is capable of affecting the assessment of any Instruments, has arisen or has been noted, as the case may be, since publication of the Offering Circular.

RECENT DEVELOPMENTS

The section of the Offering Circular titled “Eurobank Ergasias Services and Holdings S.A.” shall be updated by the addition of the following subsection after the end of the subsection titled “Legal Matters” that appears on pages 186-187 of the Offering Circular:

“Merger of Eurobank Holdings with the Bank

On 18 December 2024, the Board of Directors of Eurobank Holdings decided to initiate the process of merging with the Bank by way of the Bank absorbing Eurobank Holdings. See “Eurobank S.A. – Merger of Eurobank Holdings with the Bank” for further detail.”

The section of the Offering Circular titled “Eurobank S.A.” shall be updated by the addition of the following subsection after the end of the subsection titled “Eurobank Management Team” that appears on page 218 of the Offering Circular:

“Merger of Eurobank Holdings with the Bank

On 18 December 2024, the Board of Directors of Eurobank Holdings decided to initiate the process of merging with the Bank by way of the Bank absorbing Eurobank Holdings.

The completion of the merger, which is currently expected to take place in Q4 2025, is subject to the Group receiving the relevant legal and regulatory approvals, including shareholder approval from each of Eurobank Holdings and the Bank. The merger will be effective on the day the approval decision of the competent authority is registered in the General Commercial Registry in Greece.

On completion of the merger:

- a) Eurobank Holdings will cease to exist as a separate legal entity;
- b) the shareholders of Eurobank Holdings will become shareholders of the Bank; and
- c) the assets and liabilities of Eurobank Holdings will be transferred to the Bank and the Bank will substitute Eurobank Holdings as universal successor in respect of any such assets and liabilities.”