

SUPPLEMENT NUMBER 5 DATED 29 MAY 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.5 (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”), supplement no.2 dated 4 December 2024 (“Supplement No. 2”), supplement no.3 dated 20 January 2025 (“Supplement No. 3”) and supplement no.4 dated 7 April 2025 (“Supplement No. 4”) 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, Supplement No. 3, Supplement No. 4 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: (a) incorporate by reference Eurobank Holdings’ unaudited interim consolidated financial statements for the three months ended 31 March 2025; and (b) amend the “General Information” section in the Offering Circular.

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, Supplement No. 2, Supplement No. 3 and Supplement No. 4, the statement in (a) above will prevail.

Save as disclosed in this Supplement, Supplement No.1, Supplement No. 2, Supplement No. 3 and Supplement No. 4, 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.

INFORMATION INCORPORATED BY REFERENCE

The following document, which has previously been published and has been filed with the Luxembourg Stock Exchange, shall be incorporated by reference in, and form part of, the Offering Circular and this Supplement:

- (a) Eurobank Holdings' unaudited interim consolidated financial statements for the three months ended 31 March 2025 (the "Group's Interim Financial Statements for the three months ended 31 March 2025") including the information set out at the following pages available at <https://www.eurobankholdings.gr/-/media/holding/omilos/grafeio-tupou/etairikes-anakoinoseis/2025/1q-2025/fseurobankholdings3m25engpdf.pdf>:

Interim Consolidated Balance Sheet	Page 1 (page 4 of the pdf)
Interim Consolidated Income Statement	Page 2 (page 5 of the pdf)
Interim Consolidated Statement of Comprehensive Income	Page 3 (page 6 of the pdf)
Interim Consolidated Statement of Changes in Equity	Page 4 (page 7 of the pdf)
Interim Consolidated Cash Flow Statement	Page 5 (page 8 of the pdf)
Notes to the Interim Consolidated Financial Statements	Pages 6 - 38 (pages 9-41 of the pdf)

Any information not referred to in the cross-reference list above but included in the documents incorporated by reference is given for information purposes only. Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Offering Circular or this Supplement. Any documents themselves incorporated by reference in the documents incorporated by reference in the Offering Circular or this Supplement shall not form part of the Offering Circular or this Supplement.

Copies of documents incorporated by reference in the Offering Circular and this Supplement can be obtained from the Luxembourg Stock Exchange's website at luxse.com.

GENERAL INFORMATION

Paragraphs 4 to 7 (inclusive) of the “General Information” section on page 253 of the Offering Circular shall be deleted in its entirety and replaced with:

- “4. Save for the risks and uncertainties as disclosed in note 2 “Basis of preparation and material accounting policies - Going concern considerations” on pages 6 to 8 of the 2024 Consolidated Financial Statements, there has been no material adverse change in the prospects of Eurobank Holdings or the Group since 31 December 2024.
5. Save for the acquisition of CNP Cyprus Insurance Holdings Ltd in mid-April 2025 and the distribution of a cash dividend (following approval from Eurobank Holdings’ annual general meeting on 30 April 2025), both of which have been disclosed as post balance sheet events in notes 18.2 and 26, respectively, of the Group’s Interim Financial Statements for the three months ended 31 March 2025, there has been no significant change in the financial position or financial performance of Eurobank Holdings or the Group since 31 March 2025.
6. Save for the risks and uncertainties as disclosed in note 2 “Basis of preparation and material accounting policies – Going concern considerations” of the Bank’s Annual Financial Statements, there has been no material adverse change in the prospects of the Bank and its subsidiaries (the “Eurobank SA Group”) since 31 December 2024.
7. Save for the acquisition of CNP Cyprus Insurance Holdings Ltd in mid-April 2025 and the distribution of a €405 million cash dividend to its sole shareholder, Eurobank Holdings, to enable Eurobank Holdings to remunerate its shareholders with a combination of cash and share buyback (following approval from the annual general meetings of Eurobank SA and Eurobank Holdings on 30 April 2025), there has been no significant change in the financial position or financial performance of the Eurobank SA Group since 31 March 2025.”