

EFG Hellas (Cayman Islands) Limited
Annual Report

31 December 2008

Registered No CR - 117363 Cayman Islands

**Registered office: PO Box 309 GT, Umland House, South Church Street,
George Town, Grand Cayman, Cayman Islands**

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3. Directors (continued)

Anastasios Ioannidis

Nicholaos Karamouzis

Fokion Karavias

Nikolaos Laios From 11 July 2008

Yasmine Ralli

Dimitra Spyrou

Achilleas Stogioglou From 11 July 2008

Alexandra Vogiatzi

Julia Zavakos

None of the directors has or had any notifiable interest in the shares of the Company or any member of the EFG Bank European Financial Group.

4. Parent company

The immediate parent company is EFG Eurobank Ergasias S.A., incorporated in Greece. The ultimate parent company is EFG Bank European Financial Group, a bank incorporated in Switzerland. All of the voting rights at general meetings of EFG Bank European Financial Group are held by Latsis family interests.

5. Directors' responsibilities

The directors have prepared these non-statutory financial statements for the reasons and explanation set out in Note 1 to the non-statutory financial statements so as to provide a fair presentation of the financial position of the Company, its financial performance and its cash flows for the year to 31 December 2008.

The directors consider that in preparing the non-statutory financial statements on pages 6 to 17:

- the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates
- all the accounting standards that they consider to be applicable have been followed, and
- the non-statutory financial statements have been prepared on a going concern basis.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company.

The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

6. Auditors

A resolution to appoint PricewaterhouseCoopers Greece as auditors to the Company will be proposed at the forthcoming annual general meeting.

By order of the Board

J. Zavakos

Director

30 April 2009

A. Vogiatzi

Director

30 April 2009

Independent auditors' report to the Directors of EFG Hellas (Cayman Islands) Limited in respect of the non-statutory financial statements

Report on the Financial Statements

We have audited the accompanying non-statutory financial statements of EFG Hellas (Cayman Islands) Limited (the "Company") set out on pages 6 to 17 which comprise the balance sheet as of 31 December 2008 and the income statement, statement of changes in equity and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these non-statutory financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these non-statutory financial statements based on our audit. This report, including the opinion, has been prepared for and only for the directors for management purposes in accordance with our engagement letter dated December 19, 2008 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other person to whom this report is shown or into whose hands it may come including without limitation under any contractual obligations of the Company, save where expressly agreed by our prior consent in writing.

Notwithstanding the foregoing, we agree the Audit Report, may be:

1. Laid by the Directors before the shareholders, as a body, at the annual general meeting of the Company for information purposes; and
2. Published by the Directors in a member state of the European Union in accordance with Article 28(B) (8), Chapter XII of the Rules and Regulations of the Luxembourg Stock Exchange.

Notwithstanding (1) and (2) above, we do not assume or accept any responsibility or liability to any individual shareholders of the Company, to any holders of the debt securities issued by the Company or to any other person to whom the Audit Report is shown or into whose hands it may come.

We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance 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 system of internal control relevant to the entity'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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, 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.

Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of 31 December 2008, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Athens, 4 May 2009

PRICEWATERHOUSECOOPERS 

PricewaterhouseCoopers
268 Kifissias Avenue
152 32 Halandri
SOEL Reg. No. 113

Income Statement for the year ended 31 December 2008

	Note	2008 €000	2007 €000
Interest and similar income	4	52,243	49,359
Interest expense and similar charges	5	(52,150)	(49,248)
Net interest income		93	111
Net expense from financial instruments designated at fair value	7	0	(0)
Operating expenses	6	(73)	(53)
Profit / (loss) before income tax		20	58
Taxation	9	-	-
Profit / (loss) for the year		20	58
Attributable to:			
The parent company		20	58

The notes on pages 10 to 17 form part of these accounts

Balance Sheet at 31 December 2008

	Note	2008 €000	2007 €000
Current assets			
Loans and advances to banks	10	190,818	155,108
Derivative financial instruments	14	17,795	12,546
Total current assets		208,613	167,654
Non-current assets			
Loans and advances to banks	10	817,581	1,119,104
Total assets		1,026,194	1,286,758
Current liabilities			
Liabilities evidenced by paper at amortised cost	11	62,334	39,740
Liabilities evidenced by paper designated at fair value	12	104,291	119,061
Derivatives financial instruments	14	118,811	94,082
Total current liabilities		285,436	252,883
Non-current liabilities			
Liabilities evidenced by paper at amortised cost	11	31,198	45,493
Liabilities evidenced by paper designated at fair value	12	709,418	988,260
Total liabilities		1,026,052	1,286,636
Equity			
Called up share capital	13	16	16
Retained earnings		126	106
Total equity		142	122
Total equity and liabilities		1,026,194	1,286,758

The accounts on pages 6 to 17 were approved by the Board of Directors on 30 April 2009 and were signed on its behalf by:

J.Zavakos
Director
30 April 2009

A Vogiatzi
Director
30 April 2009

The notes on pages 10 to 17 form part of these accounts

Statement of changes in equity at 31 December 2008

	Share capital €000	Retained earnings €000	Total €000
At 1 January 2007	16	48	64
Profit for the year		58	58
At 1 January 2008	16	106	122
Profit for the year		20	20
At 31 December 2008	16	126	142

The notes on pages 10 to 17 form part of these accounts

Cash flow statement for the year ended 31 December 2008

	2008 €000	2007 €000
Cash flows from operating activities		
Interest and similar income received	45,547	40,732
Interest expense and similar charges paid	(50,505)	(47,053)
Cash payments to suppliers	(74)	(52)
Cash flows from operating activities before changes in operating assets and liabilities	(5,032)	(6,373)
Changes in operating assets and liabilities		
Net (increase) in loans and advances to banks	347,289	(309,183)
Net cash used operating activities	342,257	(315,556)
Cash flows from financing activities		
Proceeds from issue of liabilities evidenced by paper	229,357	598,697
Repayments of liabilities evidenced by paper	(496,981)	(272,353)
Net cash from financing activities	(267,624)	326,344
Net increase in cash and cash equivalents	74,633	10,788
Cash and cash equivalents at beginning of year	10,907	119
Cash and cash equivalents at end of year (note 10)	85,540	10,907

The notes on pages 10 to 17 form part of these accounts

Notes to the Financial Statements for the year ended 31 December 2008

1. General information

These non-statutory financial statements were prepared solely to assist the directors in discharging their stewardship obligations and fiduciary responsibilities in respect of the Company and to assist them voluntarily to comply with Article 28(B)(8), Chapter XII of the Rules and Regulations of the Luxembourg Stock Exchange.

EFG Hellas (Cayman Islands) Limited (the “Company”) is a public limited company with registered number CR - 117363. The Company is a subsidiary of EFG Eurobank Ergasias S.A. (the “parent company”). EFG Hellas (Cayman Islands) is a finance company, whose sole business is raising debt for the parent company via notes listed on Luxemburg Stock Exchange, purchased by institutional and private investors. The listed notes outstanding are guaranteed by the parent company. EFG Hellas (Cayman Islands) Limited has no employees, non-executive Directors or audit committee.

2. Accounting policies

Basis of preparation

These non-statutory financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and IFRIC interpretations as adopted by the European Union (EU). The non-statutory financial statements have been prepared under the historical cost convention as modified by the revaluation of financial assets and liabilities held at fair value through profit or loss, and all derivative contracts.

The Company mainly transacts in euros (“€”), therefore, euro is its functional and presentation currency.

The preparation of non-statutory financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the non-statutory financial statements are disclosed in note 3. Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

(a) Amended and new standards and interpretations effective 1 January 2008

- IFRIC 11, IFRS 2 - Group and Treasury Share Transactions
- IFRIC 14, IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
- IAS 39 & IFRS 7, Amendment – Reclassification of Financial Assets

(b) Standards and Interpretations issued but not yet effective

- IAS 1, Revised - Presentation of Financial Statements (effective 1 January 2009)
- IAS 23, Amendment - Borrowing costs (effective 1 January 2009)
- IAS 27, Revised - Consolidated and Separate Financial Statements (effective 1 July 2009)
- IAS 32 and IAS 1 - Amendment - Puttable Financial Instruments (effective 1 January 2009)
- IAS 39, Amendment - Eligible Hedged items (effective 1 July 2009)
- IFRS 2, Amendment - Vesting Conditions and Cancellations (effective 1 January 2009)
- IFRS 3, Revised - Business Combinations (effective 1 July 2009)

2. Accounting policies (continued)

Basis of preparation (continued)

- IFRS 7, Amendment - Improving Disclosures about Financial Instruments (effective 1 January 2009)
- IFRS 8, Operating Segments (effective 1 January 2009)
- IFRIC 9 and IAS 39, Amendments - Embedded Derivatives (effective 1 January 2009)
- IFRIC 13, Customer Loyalty Programmes (effective 1 January 2009)
- IFRIC 16, Hedges of a Net Investment in a Foreign Operation (effective 1 January 2009)
- IFRIC 17, Distributions of Non-cash Assets to Owners (effective 1 July 2009)
- Amendments to various Standards that form part of IASB's Annual Improvement Project (the majority of them is effective 1 January 2009).

The application of the above mentioned standards and interpretations is not expected to have a material impact on the Company's financial statements in the period of the initial application. IAS 1 affects the presentation of owner changes in equity and of comprehensive income. It does not change the recognition, measurement or disclosure of specific transactions and other events required by other IFRSs.

a) *Interest receivable/payable*

Interest income and expense for all interest-bearing financial instruments, including for those designated at fair value through profit or loss, are recognised within 'interest income' and 'interest expense' in the income statement using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees and commissions paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

b) *Foreign currencies*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Translation differences on financial assets and liabilities held at fair value through profit or loss are reported as part of the fair value gain or loss. Called up share capital denominated in US dollars has been translated into € on the exchange rate at the date of issue.

c) *Financial assets and financial liabilities*

The Company classifies its financial assets as loans and receivables. The financial liabilities are classified in the following two categories: financial liabilities at fair value through profit or loss and financial liabilities at amortised cost. Management determines the classification of its liabilities at initial recognition.

The Company designates financial liabilities at fair value through profit or loss when either:

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

Gains and losses arising from changes in the fair value of derivatives that are managed in conjunction with designated financial liabilities are included in 'net income from financial instruments designated at fair value'.

2. Accounting policies (continued)

Basis of preparation (continued)

Financial assets and liabilities are initially recognised at fair value plus transaction costs for all financial assets and liabilities not carried at fair value through profit or loss. Financial assets and liabilities carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement.

Gains and losses arising from changes in the fair value of the “Financial liabilities at fair value through profit or loss” category are included in the income statement in the period in which they arise. Financial liabilities not carried at fair value through profit or loss are subsequently measured at amortised cost; any difference between proceeds net of transaction costs and redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

i) Loans and advances to banks

Loans and advances to banks are deposits placed with the parent company (not quoted in an active market) and carried at amortised cost using the effective interest method.

ii) Liabilities evidenced by paper

Liabilities evidenced by paper are comprised of loan notes issued under the Company’s EMTN programme.

d) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise balances with banks with less than three months maturity from the date of acquisition.

e) Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at their fair value with gains and losses recognised in the income statement. Fair values are obtained from quoted market prices in active markets, including recent market transactions. Where market prices are not available, fair values are provided by the parent company (see note 3 below for critical estimates and judgement). All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

f) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

7. Net expense from financial instruments designated at fair value

	2008	2007
	€000	€000
Changes in fair value of Liabilities evidenced by paper	73,275	24,863
Changes in fair value of Derivative instruments managed with liabilities evidenced by paper	(73,275)	(24,863)
	0	(0)

8. Emoluments of directors and employment statistics

The directors received no emoluments for their services (2007: nil). The emoluments of all directors are paid by the parent company. All the directors' services to this company are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to other group companies. Accordingly, these accounts include no emoluments in respect of any director as it is not practicable to apportion the salary element. The Company employed no staff during the year (2007: nil).

9. Taxation

The Company was incorporated under the laws of the Cayman Islands as an exempted company with limited liability and, accordingly, has no liability to taxation in the Cayman Islands. In addition, the Company is non-UK resident and therefore not liable to corporation tax in the UK or any other country.

10. Loans and advances to banks

	2008	2007
	€000	€000
Current		
- with original maturity of less than 90 days	85,540	10,907
- with original maturity of more than 90 days	105,278	144,201
	190,818	155,108
Non-current	817,581	1,119,104
Total	1,008,399	1,274,212

Amounts are placed on time deposit with the parent company on a rolling basis and earn interest at a margin above relevant currency floating or fixed rates payable on loan note.

11. Liabilities evidenced by paper at amortised cost

	2008	2007
	€000	€000
Loan notes	93,532	85,233
Current	62,334	39,740
Non-current	31,198	45,493

The loan notes, bearer in form, are issued on either subordinated or unsubordinated basis, are listed on the Luxembourg Stock Exchange and carry interest at relevant currency floating rates plus an additional margin.

Loan notes are secured by guarantees issued by the parent company. Under the program for issuance of debt instruments, loan notes are unconditionally and irrevocably guaranteed by the parent company on a subordinated or an unsubordinated basis, as specified in the relevant Final Terms.

At 31 December 2008, the aggregate of loan notes and commercial papers held by the related parties were amounting to € 174,455,283 (2007: € 231,068,084).

The Company has not had any defaults on principal, interest or any other breaches with respect to their liabilities during the period.

The Company's risk management strategy for financial instruments is covered in the directors' report and in note 16.

12. Liabilities evidenced by paper designated at fair value

	2008	2007
	€000	€000
Loan notes	813,709	1,107,321
Current	104,291	119,061
Non-current	709,418	988,260

Certain loan notes have been matched with interest rate swaps as part of a documented interest rate risk management strategy. An accounting mismatch would arise if the loan notes were accounted for at amortised cost, because the related derivatives are measured at fair value with movements in fair value taken through the income statement. By designating the loan notes at fair value, the movement in the fair value of the loan notes will be recorded in the income statement.

Certain structured loan notes pay interest which is calculated by reference to the future value of an index. However all loan notes effectively pay floating rate interest based on a spread over the relevant currency rate because, in the case of the structured loan notes, the interest rate risk is fully hedged by interest rate swaps.

Structured loan notes are fair valued by reference to market prices and the difference between carrying amount and fair value is routed through the income statement.

13. Called up share capital

	2008	2008	2007	2007
	Number	US\$'000	Number	US\$'000
Authorised				
Ordinary shares of US\$1 each	50,000	50	50,000	50
Issued, allotted and paid up 49,999 ordinary shares at US\$0.30 per ordinary share of US\$1 each	50,000	15	50,000	15

The issued share capital of US\$ 15,001 is reflected in the non-statutory financial statements as € 16,436 based on the exchange rate at the date of issue.

14. Derivative Financial Instruments

Interest rate risk; nominal and fair values

Interest Rate Swaps are initially accounted and measured at fair value on the date they are entered into and subsequently measured at fair value. The gain or loss on re-measurement is taken to the income statement. The fair values of interest rate swap contracts have been determined by reference to market prices. In all cases interest rate swaps hedge the interest rate risk in the structured loan notes as set out in note 13, such that the structured loan notes effectively bear interest at floating rates.

2008			
Derivatives held for trading	Contract/		
	notional	Fair values	
	amount	Assets	Liabilities
	€ '000	€ '000	€ '000
Interest rate swaps	886,948	17,795	118,811

2007			
Derivatives held for trading	Contract/		
	notional	Fair values	
	amount	Assets	Liabilities
	€ '000	€ '000	€ '000
Interest rate swaps	1,148,951	12,546	94,082

15. Financial Instruments – Market risk, Liquidity risk, Credit risk and Capital risk

a. Market Risk

The Company fully hedges its positions with the parent company. The remaining financial risk is zero in any case, as also described in the Report of the Directors.

b. Liquidity Risk

The amounts disclosed in the table below are the contractual undiscounted cash flows for the years 2008 and 2007.

	31 December 2008					
	Up to 1 month € 000	1 to 3 months € 000	3 months to 1 year € 000	1 to 5 years € 000	Over 5 years € 000	Gross nominal inflow / (outflow) € 000
Non-derivative liabilities:						
- Liabilities evidenced by paper	(54,211)	(40,158)	(121,340)	(512,901)	(352,640)	(1,081,250)
	(54,211)	(40,158)	(121,340)	(512,901)	(352,640)	(1,081,250)

	31 December 2007					
	Up to 1 month € 000	1 to 3 months € 000	3 months to 1 year € 000	1 to 5 years € 000	Over 5 years € 000	Gross nominal inflow / (outflow) € 000
Non-derivative liabilities:						
- Liabilities evidenced by paper	(9,429)	(11,972)	(183,825)	(724,289)	(643,548)	(1,573,063)
	(9,429)	(11,972)	(183,825)	(724,289)	(643,548)	(1,573,063)

15. Financial Instruments – Market risk, Liquidity risk, Credit risk and Capital risk (continued)

The Company fully hedges its positions with the parent company hence the net undiscounted cash flows from derivatives are zero, as also described in the Report of the Directors.

c. Credit Risk

All cash proceeds generated from the EMTN programme is placed on deposit with the parent company. The aggregate carrying amount of these advances to the parent company and the derivative financial instruments with positive fair values, entered with the parent company, approximates to the maximum amounts exposed to credit risk. The credit quality of all counterparties is continuously monitored and assessed by the directors. None of the financial assets are either past due nor impaired.

d. Capital Risk

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for the shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to the shareholder, return capital to the shareholder, issue new shares or sell assets to reduce debt. The Company is not subject to any external capital requirements.

e. Fair value of financial assets and liabilities

The financial liabilities designated at fair value through profit or loss are measured at fair value (see note 13). The fair values are estimated using valuation techniques based on observable market data. All of the company's other financial assets and liabilities are at floating rates of interest, which re-price at frequent intervals. Therefore, the Company has no exposure to fair value fluctuations and the carrying value of the financial assets and liabilities is substantially equivalent to their fair values

16. Ultimate parent company and controlling party

The ultimate parent company is EFG Bank European Financial Group, a bank incorporated in Switzerland. All the voting rights in EFG Bank European Financial Group are held by Latsis family interests. The Company's results are consolidated in the group by EFG Eurobank Ergasias S.A., its immediate parent undertaking, which is incorporated in Greece. The financial statements of EFG Eurobank Ergasias S.A. are available from its head office: 8 Othonos Street, 105 57 Athens, Greece.

17. Segmental reporting

The principal assets of the Company are deposits with EFG Eurobank Ergasias S.A. that are funded by floating rate loan notes issued to a wide range of investors. The directors do not consider it necessary to provide a further analysis of the results of the Company from those already disclosed in these non-statutory financial statements.

18. Post balance sheet events

There were no significant post balance sheet events after the year-end.