

*Friday, March 1<sup>st</sup>, 2019*

### **ANNOUNCEMENT**

#### **Completion of publicity formalities of the Draft Merger Agreement between Eurobank Ergasias S.A. and the company GRIVALIA PROPERTIES Real Estate Investment Company – Availability of documents to the shareholders**

Eurobank Ergasias S.A. (“Eurobank”) and GRIVALIA PROPERTIES Real Estate Investment Company (“Grivalia”) announce that today 01.03.2019 all publicity formalities of the Draft Merger Agreement for the absorption of Grivalia by Eurobank according to the provisions of articles 68 par. 2, 69-70, 72-77a of the Greek Codified Law 2190/1920, in conjunction with the provisions of articles 1-5 of Greek Law 2166/1993 and the provisions of article 16 of Greek Law 2515/1997, as in force, were completed.

As of today, 01.03.2019, the following documents are available to Eurobank’s and Grivalia’s shareholders on the websites of each one of the merging companies [www.eurobank.gr](http://www.eurobank.gr) and [www.grivalia.com](http://www.grivalia.com) relative to each company, as well as at each merging company’s registered seat and in particular, in Athens, 8 Othonos Str., 105 57 (tel. 210 3337000) for Eurobank and in Maroussi Attikis, 117 Kifissias Av. & 59-61 Ag. Konstantinou Str., 151 24 (tel. 210 8129600) for Grivalia:

1. the Draft Merger Agreement between Eurobank and Grivalia;
2. the merger/transformation balance sheets of Eurobank and Grivalia dated 31.12.2018;
3. the annual financial statements and the Directors’ Reports for the last three (3) financial years of Eurobank and of Grivalia;
4. the explanatory report of the Board of Directors of Eurobank to its shareholders on the Draft Merger Agreement;
5. the explanatory report of the Board of Directors of Grivalia to its shareholders on the Draft Merger Agreement;
6. the report on Eurobank’s merger/transformation balance sheet concerning the determination of the book value of its assets as of that date (31.12.2018) and the Draft Merger Agreement, carried out by the certified auditor Mr. Anastasios Kyriakoulis (AM ΣΟΕΛ 39291) of the auditing company/audit firm “KPMG Certified Auditors S.A.”;
7. the report on the merger/transformation balance sheet of Grivalia concerning the determination of the book value of its assets as of that date (31.12.2018) and the Draft Merger Agreement, carried out by the certified auditor Ms. Despoina Marinou (AM ΣΟΕΛ 17681) of the auditing company/audit firm “PRICEWATERHOUSECOOPERS S.A. CERTIFIED AUDITORS”;
8. the valuation carried out on behalf of Eurobank by “Deloitte Business Solutions S.A.” with their opinion regarding the reasonable and fair of the share exchange ratio; and
9. the valuation carried out on behalf of Grivalia by “Ernst & Young (Hellas) Certified Auditors Accountants S.A.” with their opinion regarding the reasonable and fair of the share exchange ratio.



In addition to the valuations carried out on behalf of the merging companies for the satisfaction of the statutory provisions, the following documents are also available to Eurobank's and Grivalia's shareholders on the abovementioned websites of the merging companies:

10. the valuations carried out on behalf of Eurobank by "Deutsche Bank AG, London Branch" and "Perella Weinberg Partners UK LLP" and on behalf of Grivalia by "Bank of America Merrill Lynch" and "Axia Ventures Group Limited", which confirm the reasonable and fair of the share exchange ratio.

Eurobank's and Grivalia's shareholders are invited to take notice of the above documents, which will remain available to them for one (1) month, commencing from the abovementioned date.

The merger is subject to the conditions that have already been announced, including the approval of the Draft Merger Agreement by the General Meetings of shareholders of the merging companies and the receipt of all necessary permissions and approvals by the competent Authorities.

The merging companies

Eurobank Ergasias S.A.

and

GRIVALIA PROPERTIES Real Estate Investment Company