

# **Eurobank's transformational plan**

**Merger with Grivalia**

**NPE reduction Acceleration Plan**

26 November 2018

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1

## **Creates strongest Greek bank poised for broader economic growth**

- Bank with highest total capital ratio in Greece, at 19%
- Ready to serve clients, return to growth and support economic activity in Greece and Southeastern Europe

2

## **De-risking balance sheet**

- NPE deconsolidation of circa €7 billion in a single transaction, substantially accelerating NPE reduction to approximately 15% NPE ratio in 2019 and single digit by 2021
- Shareholders to retain potential upside from the NPEs workout

3

## **Highly accretive combination**

- Capital accretive transaction with fully loaded CET1 increasing by 210 bps to 13.8%
- Raises pre-provision income to above €1.0bn (€0.28 per share)
- Targeting strong sustainable EPS and over 10% return on tangible equity in 2020

4

## **Combination unlocks value**

- Best-in-class real estate management skills of the Grivalia team to unlock the value of the existing and future real estate assets of the Group

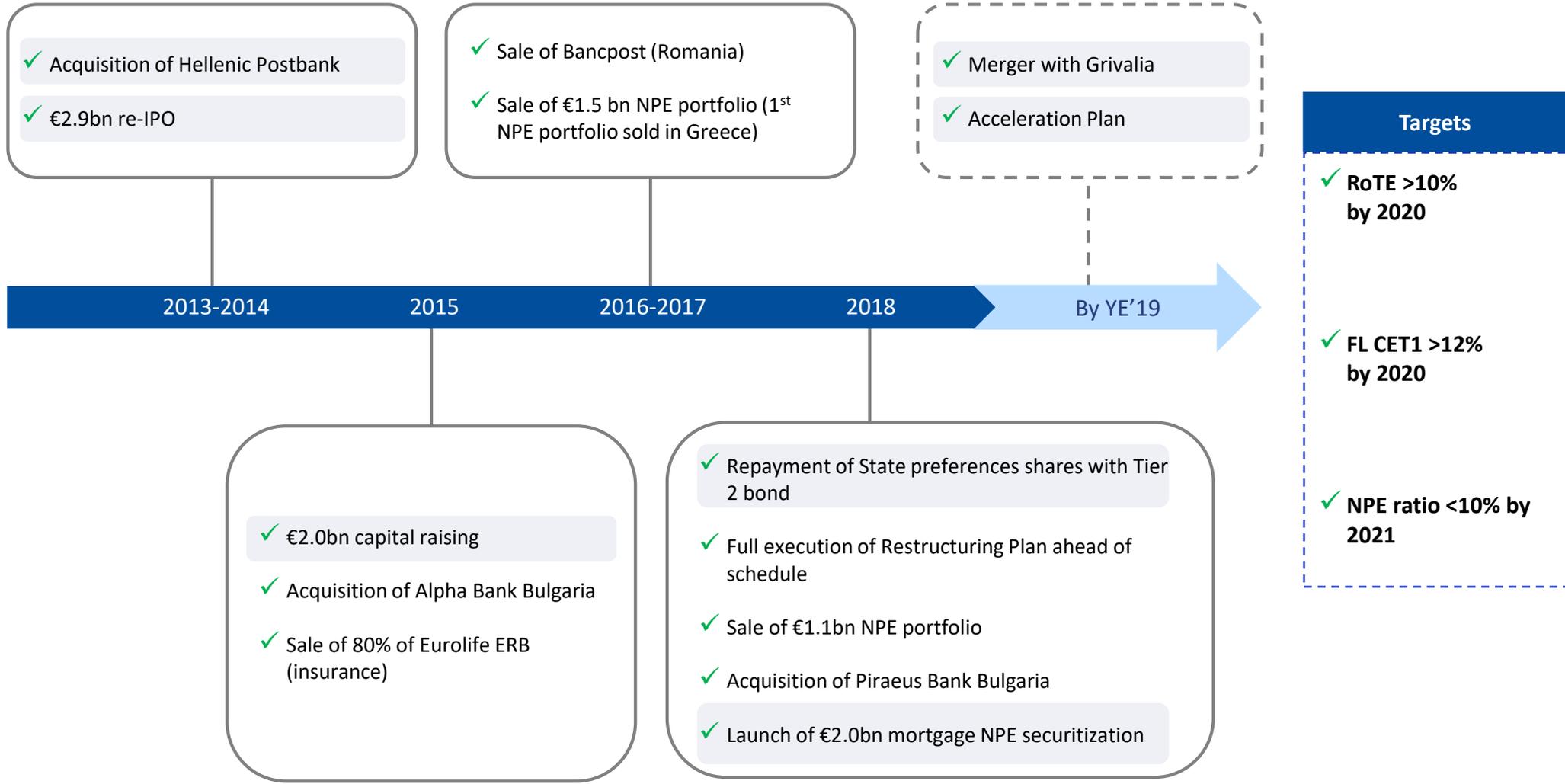
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## **Unanimous approval**

- The merger is unanimously supported and recommended by both Boards of Directors



# Eurobank execution track record



**The merger with Grivalia and the Acceleration Plan will enable healthy shareholder returns**

# Section 1

Merger of Eurobank and Grivalia

## Exchange Ratio

- 15.8<sup>1</sup> new ordinary Eurobank shares per ordinary Grivalia share
- Grivalia to distribute €40.5m to shareholders prior to the completion of the Merger

## Pro-forma shareholding

- Eurobank shareholders will own 59% and Grivalia shareholders will own 41% shareholding in the combined entity
- Fairfax Financial Holdings (“FFH”) currently owns a 18.2% stake in Eurobank and a 51.4% stake in Grivalia, and will own a 32.9% stake in the combined entity
- HFSF currently owns a 2.4% stake in Eurobank and will own a 1.4% stake in the combined entity

## Approvals

- Target Merger completion by end April 2019
- Subject to approvals by General Meetings of both companies and regulatory authorities

## Governance

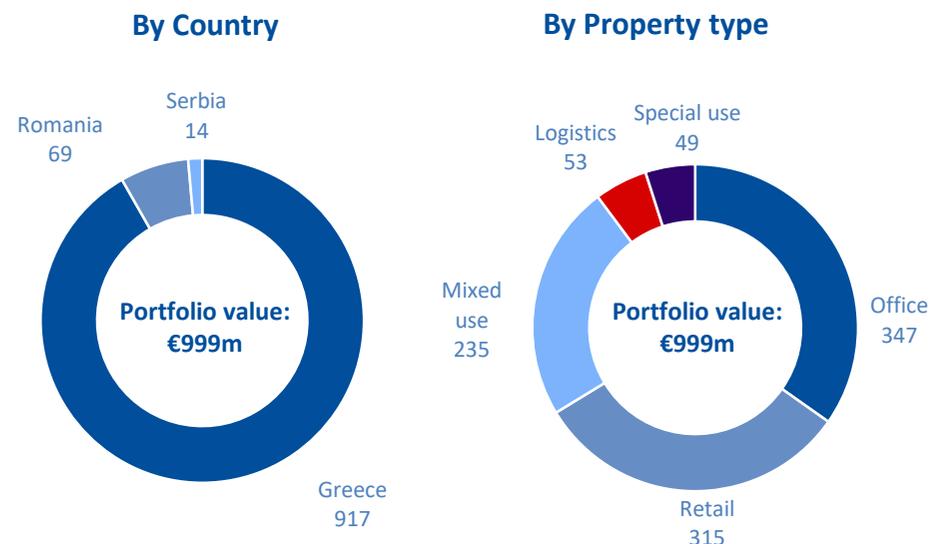
- Subject to the relevant legal and regulatory requirements and Eurobank’s corporate governance procedures, upon the completion of the Merger
  - Mr. George Chryssikos, currently non-executive director of Eurobank will be proposed for the role of non-executive Vice Chairman of the BoD of Eurobank and will join the Strategic Planning Committee
  - Mr. Nikos Bertzos, currently Chairman of the BoD of Grivalia, will be proposed for non-executive member of the BoD of Eurobank

# Overview of Grivalia (1/2)

## Key facts

- Grivalia is the 2<sup>nd</sup> largest Greek REIC<sup>1</sup> with a €999m diversified portfolio of 117 commercial assets
- Operates in Greece, Romania, Serbia and other international markets
- Growing presence in the Hospitality sector through Grivalia Hospitality, in which Grivalia participates with 25% and has the management
- Portfolio includes high yielding prime real estate assets, in the office, retail, logistics, infrastructure and hospitality sectors
- Assets leased to blue-chip tenants, with majority of leases on triple-net basis, inflation-linked, with weighted average length of ca 10 years
- Portfolio value appraised quarterly, with current appraisers being Savills Greece and Avent S.A. (subsidiary of Pepper Group)
- Listed on the Athens Stock Exchange since 2006

## Investment property value split (€m, Sep-18)



## Key financials (€m)

Balance sheet				
	Dec-15	Dec-16	Dec-17	Sep-18
Investment Property	826	850	979	999
Net debt / (Cash)	(53)	(10)	84	149
NAV	880	863	908	907
Debt to Value (Gross)	7.1%	6.1%	14.5%	18.6%

Income statement				
	FY'15	FY'16	FY'17	9M'18
Rental income	57.6	61.3	65.0	53.8
FV adjustments	19.8	(13.6)	18.9	8.3
Adjusted EBITDA <sup>2</sup>	45.3	46.1	46.6	41.2
% margin	78.6%	75.2%	71.7%	76.6%
Net income	62.0	26.4	63.1	41.2
FFO <sup>3</sup>	42.2	37.7	34.8	30.6
FFO/Rental income	73.3%	61.5%	53.5%	57.0%

1. Based on total assets

2. Calculated excluding profit/loss from Fair Value Adjustments on Investment Property

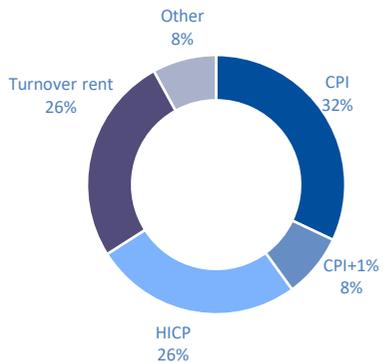
3. Refers to Funds from Operations; Calculated as Net income excluding profit/loss from Fair Value Adjustments on Investment Property, other con-recurring items and Depreciation

# Overview of Grivalia (2/2)

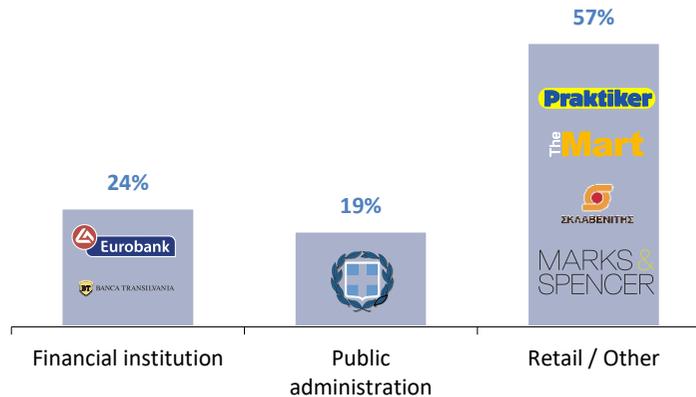
## Portfolio overview (as of Sep-18)

	Office	Retail	Mixed use	Logistics	Special use <sup>1</sup>	Total <sup>2</sup>	Grivalia Hospitality (25% stake & management)
Properties (#)	29	54	23	5	5	116	Stakes in 5 hotel properties
GLA (k sqm)	266	322	128	86	84	887	n/a
Rent (annual, €m)	26.3	24.1	15.8	4.5	4.5	75.2	n/a
Value (€m)	347	315	235	53	49	999	45
Occupancy (%)	92%	99%	87%	100%	100%	95%	n/a

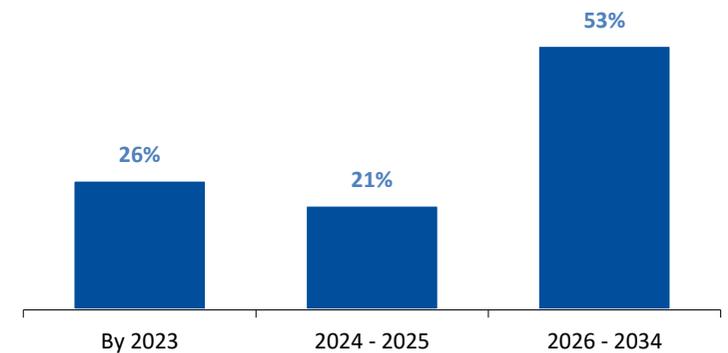
## Lease indexation profile (as of 9M'18)



## Revenue breakdown by tenant type (as of 9M'18)



## Lease expiration profile<sup>3</sup> (as of 9M'18)



Note: GLA: Gross Leasable Area; Sqm: Square meter

1. Includes: Police departments

2. Excludes: Grivalia Hospitality and a land plot

3. % of annualized rent

# Pro-forma income statement

(in €m)	Eurobank	Grivalia	Adjustments <sup>3</sup>	Combined
<b>P&amp;L</b>				
Net interest income	1,417			1,417
Banking fee and Commission income	289	72		361
Other income	139			139
<b>Operating income</b>	<b>1,845</b>	<b>72</b>		<b>1,917</b>
Staff costs	(485)	(6)	6	(485)
Other OpEx <sup>1</sup>	(385)	(16)	(8)	(409)
<b>Total OpEx</b>	<b>(870)</b>	<b>(22)</b>	<b>(2)</b>	<b>(894)</b>
FV gain from revaluation of properties <sup>2</sup>		8		8
<b>Pre-provision income</b>	<b>975</b>	<b>58</b>	<b>(2)</b>	<b>1,031</b>
Loan provisions	(684)			(684)
Other items		2		2
PBT	324	60	(2)	383
<b>Net profit (recurring)</b>	<b>229</b>	<b>52</b>	<b>(1)</b>	<b>279</b>

€0.28 PPI per share

Note: Annualized as of 9M'18

1. Grivalia includes net interest expense

2. Fair value gain as of 9M (not annualized)

3. Adjustments include: staff cost savings, interest cost savings and fees paid to Grivalia Management Company

# Pro-forma balance sheet

(in €m)	Eurobank	Grivalia	Adjustments <sup>3</sup>	Combined
<b>Balance sheet</b>				
Shareholders' equity	5,017	907	(50)	5,874
Tangible book value	4,848	907	(50)	5,705
Real estate assets	1,170	999		<b>A</b> 2,169
Total Assets	57,255	1,119	(50)	58,323
<b>Capital - fully-loaded Basel III</b>				
CET1 capital <sup>1</sup>	4,401	<b>B</b> 907	<b>B</b> 35	5,344
Risk Weighted Assets <sup>2</sup>	37,693	<b>C</b> 1,119	(50)	38,761
CET1 ratio (%)	11.7%	n.a.		13.8%
<b>Market data (23-Nov-18)</b>				
Market cap (based on total # of shares)	1,024	726		
P/ TBV	0.21x	0.80x		

**A**

- Combined real estate portfolio of c.€2.2bn to be managed by a real estate management company

**B**

- The merger is capital and earnings accretive, with additional €943m CET1 allowing for accelerated NPE reduction plan
- CET1 contribution adjusted for pre-transaction distribution and gain from 10% threshold

**C**

- 100% risk weight applied to real estate assets

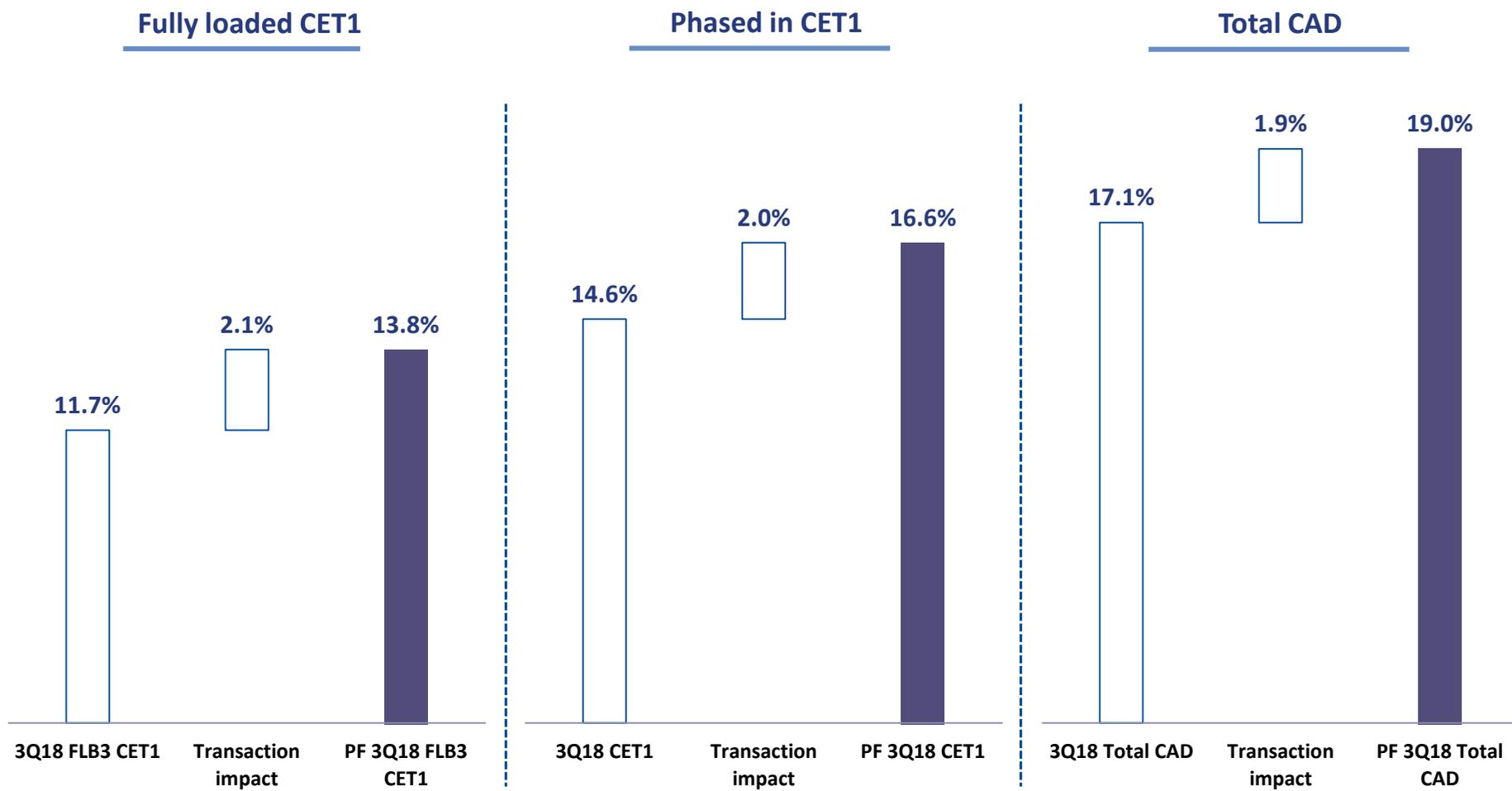
Note: Data as of Sep-18

1. Grivalia's CET1 refers to Shareholders' equity

2. Grivalia's RWAs refer to Total Assets

3. Equity and RWA adjustments for pre-transaction distribution; CET1 adjustment for pre-transaction distribution and gain from threshold

# Pro-forma capital position



Note: 2018 CET1 SREP requirement 9.375%. 2018 Overall total capital requirement (OCR) 12.875%  
 PF: Pro forma

26/11

- Announcement of the Merger

22/02

- Approval of draft merger agreement and merger balance sheet

08/04

- Approval of the Merger by General Meetings

15/04

- Approval of the Merger by Ministry of Economy, Development and Tourism
- Completion of the Merger

24/04

- Trading of new shares

## Section 2

Acceleration Plan for NPEs reduction

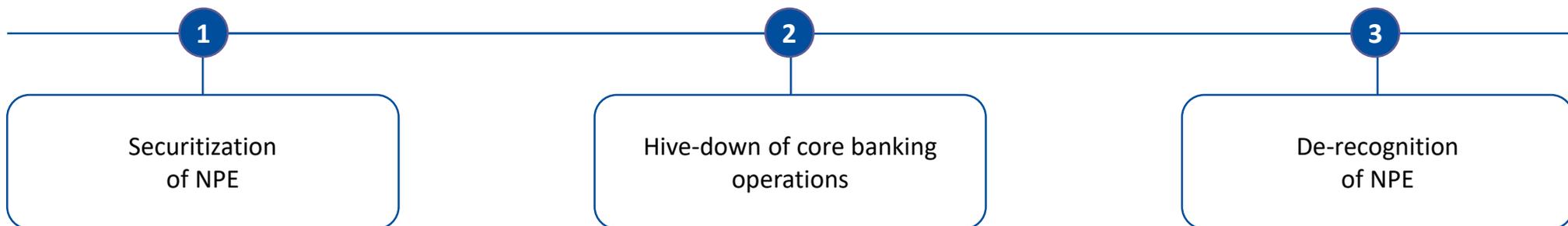
# Acceleration Plan for NPE reduction

- The Acceleration Plan includes:
  - The execution of the NPE reduction plan for 2019 as submitted to the SSM in September 2018
  - The securitization of circa €7bn of NPEs and the corporate transformation of the bank
  - The entry of a strategic investor into Financial Planning Services S.A. (“FPS”), the licensed 100%-owned loan servicer of Eurobank

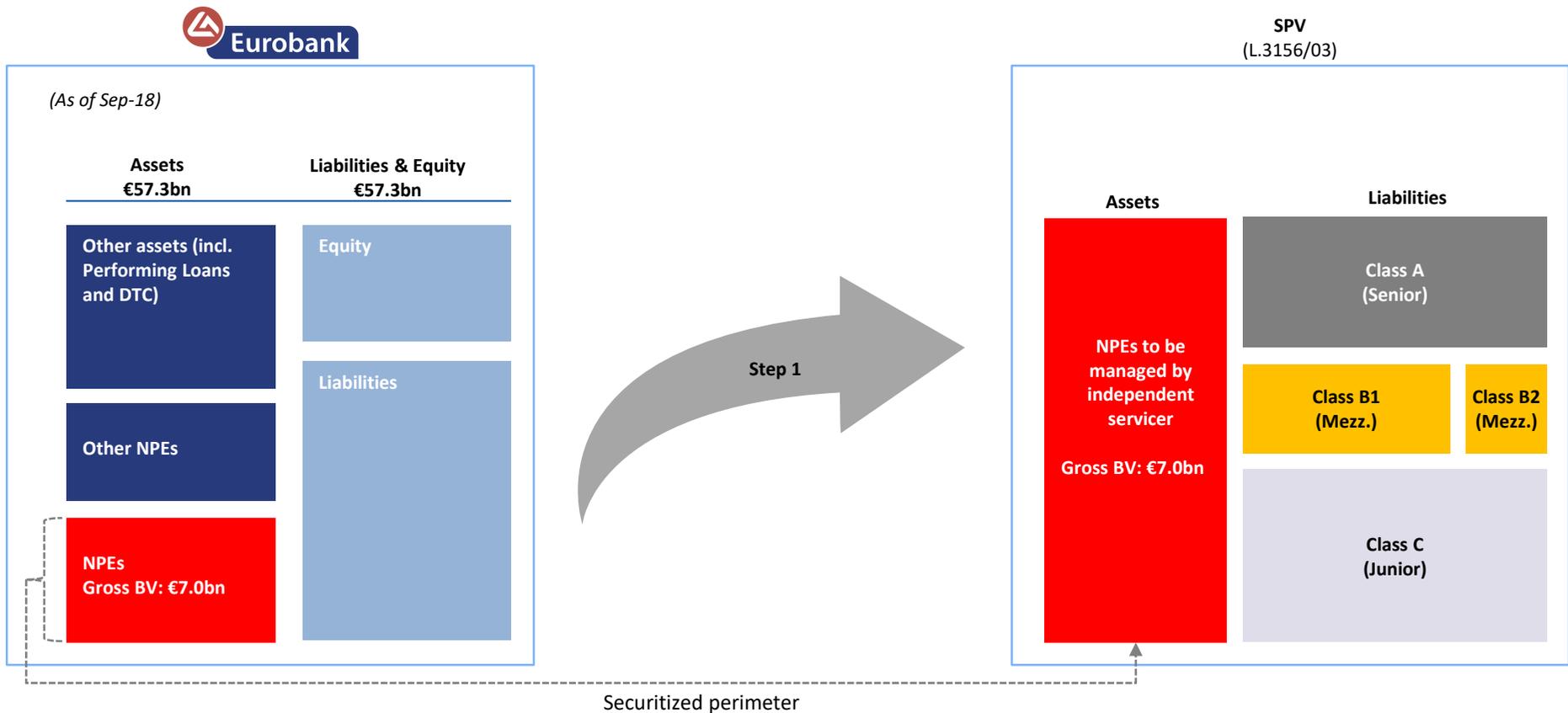
▪ **Key benefits of the Acceleration Plan:**

- ✓ Accelerates reduction of NPEs, targeting an NPE ratio of c. 15% by the end of 2019, paving the way for a single digit NPE ratio by 2021
- ✓ Significant balance sheet de-risking, following the de-recognition of a significant part of deep delinquency, denounced NPEs, retaining those that have better recovery and curing potential
- ✓ Target RoTE in excess of 10% in 2020 based on a fully loaded CET1 ratio of at least 12%
- ✓ Shareholders will not be diluted as DTC is not triggered
- ✓ Shareholders retain most of the upside of securitization notes

## Acceleration plan steps



# Step 1: Securitization of NPEs



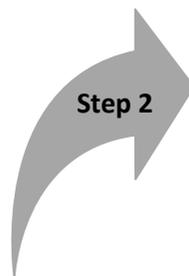
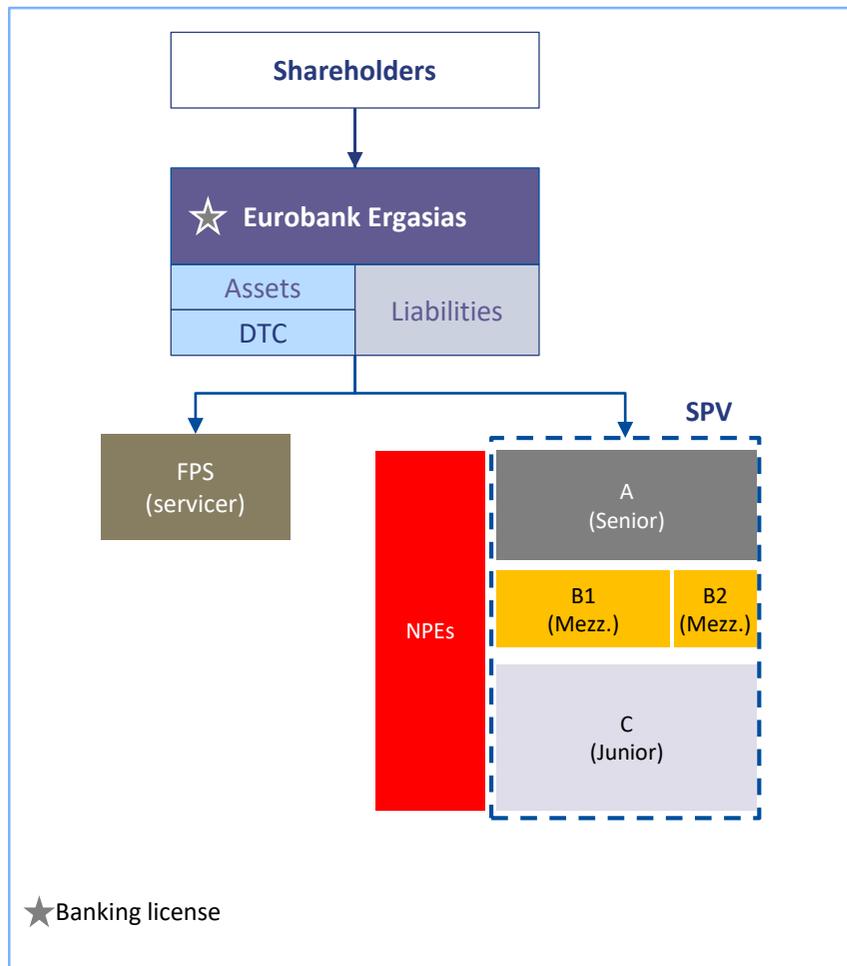
- Eurobank will securitize NPEs with GBV of c. €7.0bn, into three tranches consisting of a Senior (A), a Mezzanine (split into two classes B1 and B2), and a Junior (C) Note
- Securitized portfolio:
  - ~41% comprised of Corporate loans and 59% of Retail loans<sup>1</sup>
  - ~75% represents denounced exposures, reducing the ratio of denounced NPEs in the remaining portfolio to ~30%
- Transaction to take place under the tax efficient Greek securitization law (Law 3156/2003)

Note: BV: Book Value

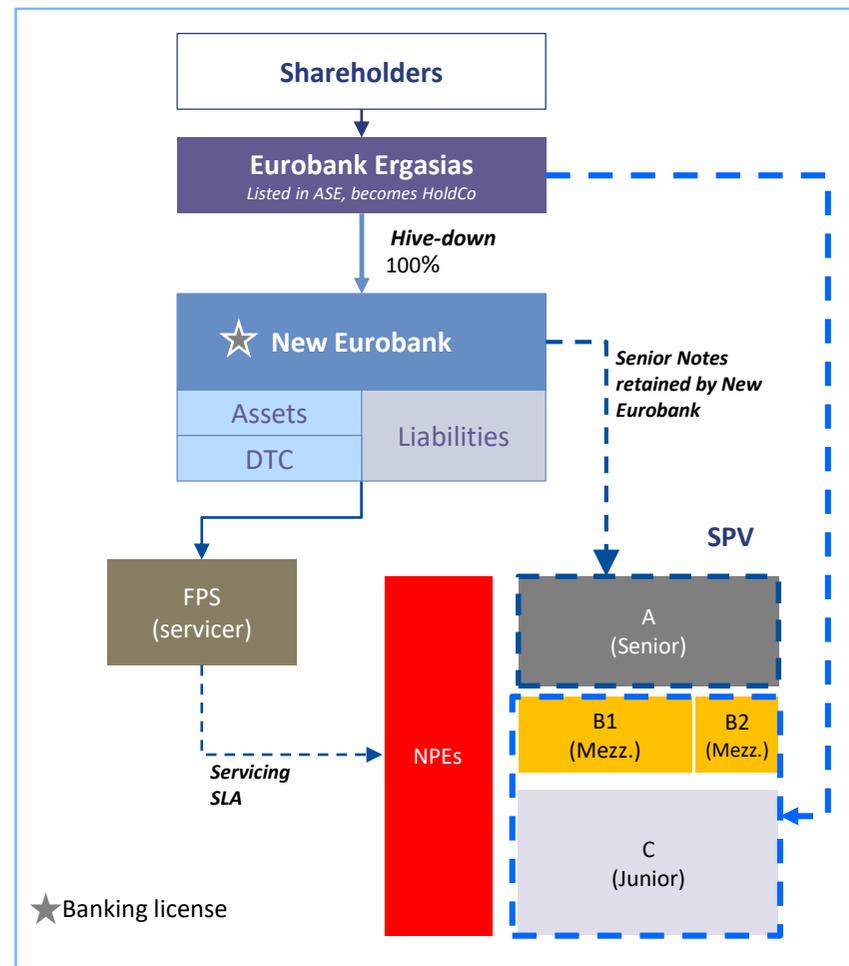
1. Includes Small business, Mortgage and Consumer loans

# Step 2: Hive-down of core banking operations

Structure after Step 1

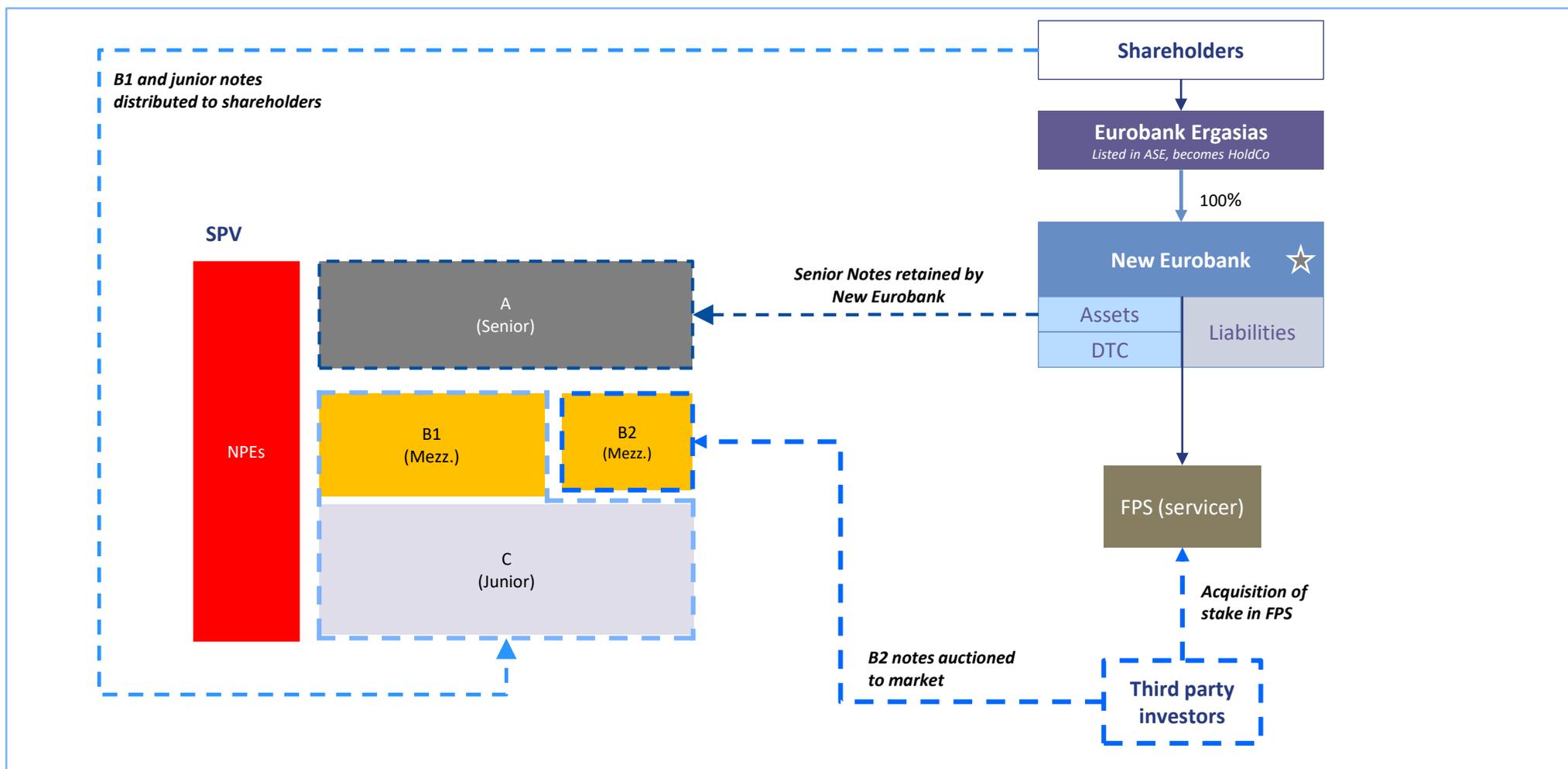


Structure after Step 2



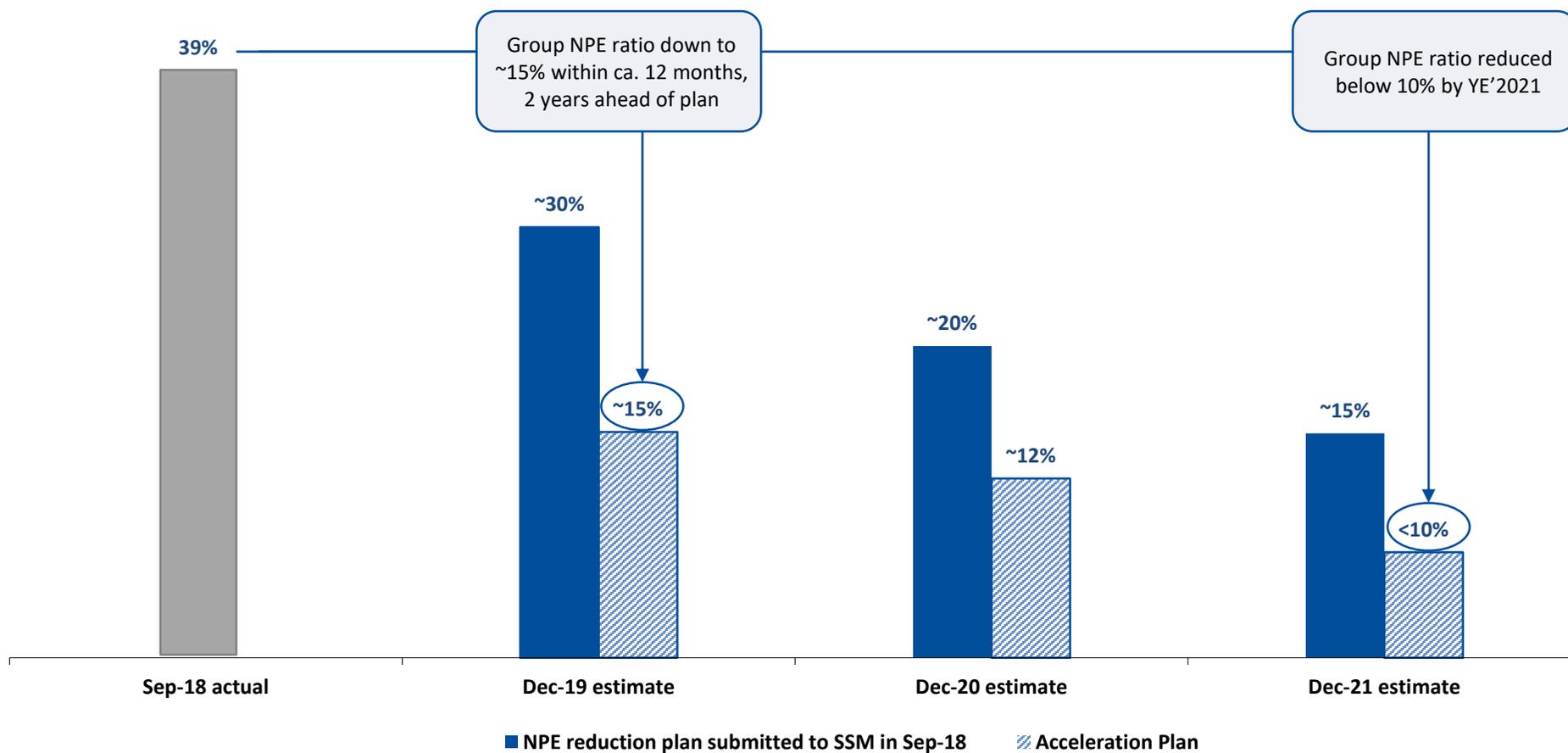
- In Step 2, banking operations are hived down to a new banking subsidiary (Eurobank)
  - Assets and liabilities (incl. DTC) are transferred to Eurobank at book value
  - Senior notes are transferred to Eurobank, while Mezzanine and Junior notes remain with the holding company
- FPS will enter into SLAs with the SPV for the servicing of its loans and with Eurobank for the servicing of its remaining NPE portfolio

# Step 3: De-recognition of NPEs



- Listing and distribution of B1 Mezzanine and Junior notes to Eurobank’s shareholders
- Sale of B2 Mezzanine notes to third party investors
- Deconsolidation of NPEs
- Transaction occurs at fair value
- Any loss will be recorded at holding company level and will not trigger DTC for Eurobank
- The CET1 impact of de-recognition is estimated in the range of €1.1 to €1.4bn

# Acceleration Plan will allow the Group to reach planned NPE ratio two years earlier



# Appendix I

## Key services

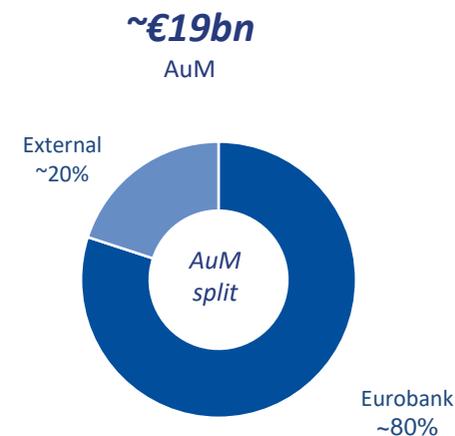
Service	Description
Debt Servicing	Includes all debt recovery activities <ul style="list-style-type: none"> <li>debt collection, including legal recovery activities</li> <li>restructuring activities</li> <li>collateral work-out management</li> </ul>
Master Servicing	Includes all administrative activities aimed at managing & supporting recovery processes: <ul style="list-style-type: none"> <li>loan administration</li> <li>accounting &amp; cash management</li> <li>portfolio &amp; investor reporting</li> <li>external channels management</li> <li>legal operations</li> </ul>
Due Diligence Advisory	Advisory services in acquisition/disposal processes of loan portfolios to identify potential risk factors that affect loan collection and portfolio valuation for potential investors
Securitization Operations	Support securitization projects to ensure smooth transition and full coverage of required services

## Key metrics

~700 employees

>900k customers

>1.2m loans



## Operating structure

Internal	External
Front office <ul style="list-style-type: none"> <li>Call Centres</li> <li>Relationship Managers</li> </ul>	Debt notification companies
Support <ul style="list-style-type: none"> <li>IT &amp; Operations</li> <li>Customer Service</li> <li>Legal</li> <li>Complaints Handling</li> </ul>	External lawyers
Governance <ul style="list-style-type: none"> <li>Strategy</li> <li>Business Development</li> <li>Data Analytics</li> </ul>	Bailiffs

## Introduction

- Prior to the completion of the merger, key members of Grivalia's management team will establish a **real estate management company ("Grivalia Management Company")**
- Mr. George Chryssikos will be one of the key founding partners of Grivalia Management Company with a 70% stake
- Upon completion of the merger, **Grivalia Management Company will enter into a Service Level Agreement (SLA) with Eurobank** for the management of real estate portfolio of the Group
- The SLA will be proposed for approval to the GM of Eurobank and Grivalia, as a related party transaction, along with the merger terms, and become effective upon completion of the merger

## Key terms of the SLA

- **10-year term**
- **All Grivalia personnel transferred to Grivalia Management Company saving €6m of operating expenses** from the combined firm
- Market level fees based on cost and performance criteria:
  - Based on the current real estate holdings, the net incremental cost expected to be incurred will be c. €3.5m (before VAT) per annum
  - Annual fees subject to a cap of €12m (before VAT)

## Services offered to Eurobank

- **Management of all real estate assets of Eurobank** (incl. the current real estate portfolio of Grivalia and the own-use and investment real estate assets of Eurobank)
- **Management of all rental contracts and rent collection of Eurobank**
- **Advise Eurobank on the investment strategy for its real estate portfolio** (i.e. acquisitions of new assets or development of existing ones, divestments of single assets or portfolios)
- **Advise Eurobank on the divestment strategy** of the existing stock and the future flows of repossessed assets

## **Appendix II - Glossary**

**Commission income:** The total of Net banking fee and commission income and Income from non-banking services of the reported period.

**Other Income:** The total of net trading income, gains less losses from investment securities and other income/ (expenses) of the reported period.

**Core Pre-provision Income (Core PPI):** The total of Net interest income, Net banking fee and commission income and Income from non-banking services minus the operating expenses of the reported period.

**Pre-provision Income (PPI):** Profit from operations before impairments, provisions and restructuring costs as disclosed in the financial statements for the reported period.

**Net Interest Margin:** The net interest income of the reported period, annualized and divided by the average balance of continued operations' total assets (the arithmetic average of total assets, excluding assets classified as held for sale, at the end of the reported period and at the end of the previous period).

**Loans Spread:** Accrued customer interest income over matched maturity and currency libor, annualized and divided by the reported period average Gross<sup>1</sup>Loans and Advances to Customers. The period average for Gross Loans and Advances to Customers is calculated as the weighted daily average of the customers' loan volume as derived by the Bank's systems.

<sup>1</sup>Up to FY-2017 Loans spread was calculated based on Net Loans & Advances to Customers. Comparatives have been restated accordingly

**Deposits Spread:** Accrued customer interest expense over matched maturity and currency libor, annualized and divided by the reported period average Due to Customers. The period average for Due to Customers is calculated as the daily average of the customers' deposit volume as derived by the Bank's systems.

**Deposits Client Rate:** Accrued customer interest expense, annualized and divided by the reported period average Due to Customers. The average for Due to Customers is calculated as the daily average of the customers' deposit volume as derived by the Bank's systems.

**Fees/Assets:** Calculated as the ratio of annualized Commission income divided by the average balance of continued operations' total assets (the arithmetic average of total assets, excluding assets classified as held for sale, at the end of the reported period and at the end of the previous period).

**Cost to Income ratio:** Total operating expenses divided by total operating income.

**Cost to Average Assets:** Calculated as the ratio of annualized operating expenses divided the by the average balance of continued operations' total assets for the reported period(the arithmetic average of total assets, excluding assets classified as held for sale, at the end of the reported period and at the end of the previous period).

- Cost of Risk:** Impairment losses on Loans and Advances charged in the reported period, annualized and divided by the average balance of Loans and Advances to Customers at amortized cost (the arithmetic average of Loans and Advances to Customers at amortized cost at the end of the reported period and at the end of the previous period).
- Provisions/Gross Loans:** Impairment Allowance for Loans and Advances to Customers including impairment allowance for credit related commitments (off balance sheet items)-divided by Gross Loans and Advances to Customers at amortized cost at the end of the reported period.
- 90dpd ratio:** Gross Loans at amortized cost more than 90 days past due divided by Gross Loans and Advances to Customers at amortized cost at the end of the reported period.
- Provisions/90dpd loans:** Impairment Allowance for Loans and Advances to Customers, including impairment allowance for credit related commitments (off balance sheet items) divided by Gross Loans at amortized cost more than 90 days past due at the end of the reported period.
- 90dpd formation:** Net increase/decrease of 90 days past due gross loans at amortized cost in the reported period excluding the impact of write offs, sales and other movements.
- Non Performing Exposures (NPEs):** Non Performing Exposures (in compliance with EBA Guidelines) are the Group's material exposures which are more than 90 days past-due or for which the debtor is assessed as unlikely to pay its credit obligations in full without realization of collateral, regardless of the existence of any past due amount or the number of days past due. The NPEs, as reported herein, refer to the gross loans at amortized cost, except as otherwise indicated.
- NPE ratio:** Non Performing Exposures (NPEs) at amortized cost divided by Gross Loans and Advances to Customers at amortized cost at the end of the relevant period.
- Provisions/NPEs ratio:** Impairment Allowance for Loans and Advances to Customers, including impairment allowance for credit related commitments (off balance sheet items) divided by NPEs at amortized cost at the end of the reported period.
- NPE formation:** Net increase/decrease of NPEs at amortized cost in the reported period excluding the impact of write offs, sales and other movements.
- Forborne:** Forborne exposures (in compliance with EBA Guidelines) are debt contracts in respect of which forbearance measures have been extended. Forbearance measures consist of concessions towards a debtor facing or about to face difficulties in meeting its financial commitments ("financial difficulties").
- Forborne Non-performing Exposures (NPF):** Forborne Non-performing Exposures (in compliance with EBA Guidelines) are the Bank's Forborne exposures that meet the criteria to be classified as Non-Performing.
- Loans to Deposits:** Loans and Advances to Customers at amortized cost divided by Due to Customers at the end of the reported period.

## Glossary – Definition of Financial measures / ratios

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**Risk-weighted assets (RWAs):** Risk-weighted assets are the Group's assets and off-balance-sheet exposures, weighted according to risk factors based on Regulation (EU) No 575/2013, taking into account credit, market and operational risk.

**Phased in Common Equity Tier I (CET1):** Common Equity Tier I regulatory capital as defined by Regulations No 575/2013 and No 2395/2017 based on the transitional rules for the reported period, divided by total Risk Weighted Assets (RWAs).

**Fully loaded Common Equity Tier I (CET1):** Common Equity Tier I regulatory capital as defined by Regulations No 575/2013 and No 2395/2017 without the application of the relevant transitional rules, divided by total Risk Weighted Assets (RWAs).

**Earnings per share (EPS):** Net profit attributable to ordinary shareholders divided by the weighted average number of ordinary shares excluding own shares.

**Tangible Book Value:** Total equity excluding preference shares, preferred securities and non controlling interests minus intangible assets

**Tangible Book Value/Share:** Tangible book value divided by outstanding number of shares as at period end excluding own shares.

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