

Monday, November 25, 2024

ANNOUNCEMENT

Eurobank announces that it has entered into an agreement to acquire 24.659% in Hellenic Bank

Eurobank S.A. (“Eurobank”), a subsidiary of “Eurobank Ergasias Services and Holdings S.A.” (“Eurobank Holdings”), announces that it has entered into share purchase agreements (“SPA”) with Demetra Holdings Plc (“Demetra”) and Logicom Services Limited (“Logicom”) (together the “Sellers”) pursuant to which, Eurobank has agreed to acquire 24.66% holding (101,794,409 shares) in Hellenic Bank Public Company Limited (“Hellenic Bank”) for a consideration of ca. €493 million, corresponding to €4.843 per share (“Transaction”).

In specific Eurobank will acquire 88,064,705 Hellenic Bank shares (21.33%) from Demetra, for a consideration of c. €426m and 13,729,704 Hellenic Bank shares (3.33%) from Logicom, for a consideration of c. €66m.

The Transaction is subject to regulatory approvals and the approval of the General Assembly of the shareholders of Demetra and will be completed after their fulfillment and in any case not earlier than 8 February 2025, which is six months after the completion of the last mandatory tender offer. Until completion, the Sellers shall have the full legal and beneficial ownership of the shares agreed to be sold, together with all rights attached thereto.

The price agreed with Cyprus Union of Bank Employees (ETYK), the Cyprus Bank Employees Welfare Fund, the Cyprus Bank Employees Health Fund and the Financial Sector Provident Fund, as per the announcement of November 7, will also be adjusted to €4.843 per share (“ETYK Transactions”).

Eurobank currently holds 55.962% in Hellenic Bank, therefore after the completion of the Transaction and the ETYK Transactions, its total holding in Hellenic Bank will amount to 93.47%.

In accordance with the provisions of the Takeover Bids Law of 2007 in Cyprus (“Law”), Eurobank will proceed, following the completion of the Transaction, to a tender offer for all the outstanding shares of Hellenic Bank that it will not already hold at the time at the same price i.e. €4.843 per share. Given that, upon completion of the tender offer, Eurobank will own more than 90% of the issued share capital and voting rights of Hellenic Bank, it will exercise the squeeze-out right per Article 36 of the Law and take all necessary steps for the delisting of Hellenic Bank's shares from the Cyprus Stock Exchange.

In addition, Eurobank announces that it has entered into a share purchase agreement with Logicom, pursuant to which, Logicom has agreed to acquire 8.58% of Demetra shares (17,152,353 shares) that Eurobank acquired on November 8, for a consideration of ca. €27 million, corresponding to €1.55 per share (Friday, November 22 closing price). This transaction is subject to regulatory approvals and will be completed after their fulfillment.