

**SUPPLEMENT DATED 14 MARCH 2014 TO THE OFFERING CIRCULAR DATED 23 JULY 2013  
AS SUPPLEMENTED BY THE SUPPLEMENT DATED 3 OCTOBER 2013**

**PIRAEUS GROUP FINANCE PLC**

*(incorporated with limited liability in England and Wales)*

as Issuer

and

**PIRAEUS BANK S.A.**

*(incorporated with limited liability in the Hellenic Republic)*

as Issuer and Guarantor

**€25,000,000,000 Euro Medium Term Note Programme**

This Supplement (the **Supplement**) to the Offering Circular dated 23 July 2013 (the **Offering Circular**) as previously supplemented on 3 October 2013 constitutes a supplement to the base prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 relating to prospectuses for securities, as amended (the **Prospectus Act**) and is prepared in connection with the €25,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Piraeus Group Finance PLC (**Piraeus PLC**) and Piraeus Bank S.A. (**Piraeus Bank**). Terms defined in the Offering Circular have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and the Supplement dated 3 October 2013 issued by Piraeus PLC and Piraeus Bank.

Each of Piraeus PLC and Piraeus Bank accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of Piraeus PLC and Piraeus Bank (who have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**PURPOSE OF THE SUPPLEMENT**

The purpose of this Supplement is to: (i) incorporate by reference the unaudited consolidated and non-consolidated interim condensed financial information of Piraeus Bank Group and Piraeus Bank, respectively as at and for the period from 1 January 2013 to 30 September 2013 and the press releases dated 29 November 2013 and 6 March 2014 on the financial results of the Piraeus Bank Group; (ii) update the disclosure in the "*Piraeus Bank and the Piraeus Bank Group*" section and update the "*Recent Developments (after the announcement of the first quarter 2013 results)*" section; (iii) update the disclosure in the "*Taxation*" section and update the "*Taxation in the Hellenic Republic*" section; and (iv) update the Summary of the Programme with respect to such financial information incorporated by reference, the statements of no significant change and credit ratings of Piraeus Bank.

**1. INFORMATION INCORPORATED BY REFERENCE**

- 1.1** On 29 November 2013, Piraeus Bank published its unaudited non-consolidated interim condensed financial information and Piraeus Bank Group published its unaudited consolidated interim condensed financial information as at and for the 9 month period ended 30 September 2013. Such financial statements were prepared in accordance with the International Financial Reporting Standards.

A copy of each of the consolidated and non-consolidated Interim Condensed Financial information of Piraeus Bank and Piraeus Bank Group has been filed with the *Commission de Surveillance du Secteur Financier* and, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Offering Circular. Copies of the Supplement and all documents incorporated by reference in the Offering Circular will be available to view on the website of the Luxembourg Stock Exchange (*www.bourse.lu*) as mentioned on page 51 of the Offering Circular.

Cross reference list of the information contained in the unaudited consolidated interim condensed financial information of Piraeus Bank Group:

<b>Consolidated Interim Condensed Financial Information</b>	<b>Pages</b>
- Unaudited consolidated interim condensed financial information of Piraeus Bank Group as at and for the period 1 January 2013 to 30 September 2013	
- Consolidated Interim Income Statement	Page no. 2
- Consolidated Interim Statement of Total Comprehensive Income	Page no. 2
- Consolidated Interim Statement of Financial Position	Page no. 3
- Consolidated Interim Statement of Changes in Equity	Page no. 4
- Consolidated Interim Cash Flow Statement	Page no. 5
- Notes to the Consolidated Interim Condensed Financial Information	Page no. 6 to 35

Cross reference list of the information contained in the unaudited non-consolidated interim condensed financial information of Piraeus Bank:

<b>Interim Condensed Financial Information</b>	<b>Pages</b>
- Unaudited non-consolidated interim condensed financial information of Piraeus Bank as at and for the period 1 January 2013 to 30 September 2013	
- Interim Income Statement	Page no. 2
- Interim Statement of Total Comprehensive Income	Page no. 2
- Interim Statement of Financial Position	Page no. 3
- Interim Statement of Changes in Equity	Page no. 4
- Interim Cash Flow Statement	Page no. 5
- Notes to the Non-Consolidated Interim Condensed Financial Information	Page no. 6 to 26

The information incorporated by reference that is not included in the above cross reference list, is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No 809/2004.

- 1.2** On 29 November 2013, Piraeus Bank issued a press release on the financial results of the Piraeus Bank Group for the 9 month period from 1 January 2013 to 30 September 2013 (the **Press Release**). The Press Release can be found at:

[http://www.piraeusbankgroup.com/~media/Com/Piraeus-Bank-Documents/Press-Releases/2013/Press-Release\\_-9m2013\\_EN.ashx](http://www.piraeusbankgroup.com/~media/Com/Piraeus-Bank-Documents/Press-Releases/2013/Press-Release_-9m2013_EN.ashx)

Cross reference lists of the information contained in the Press Release:

<b>Press Release dated 29 November 2013</b>	
Management Statements	1
Group Performance Highlights	2
Key Figures of Piraeus Bank Group	3
General business update	4-6

The Press Release has been filed with the CSSF and by virtue of this Supplement, the Press Release is incorporated by reference in its entirety in this Supplement, and forms part of, the Offering Circular. The information incorporated by reference that is not included in the above cross reference list, is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No 809/2004.

- 1.3** On 6 March 2014, Piraeus Bank issued a press release on the financial results of the Piraeus Bank Group for the 12 month period from 1 January 2013 to 31 December 2013 (the **12 month Press Release**). The 12 month Press Release can be found at:

<http://www.piraeusbankgroup.com/en/~media/60857190861049059F4F2B8D42C9B8E7.ash>  
[X](#)

Cross reference lists of the information contained in the 12 month Press Release:

<b>Press Release dated 6 March 2014</b>	
Management Statements	1
Bank of Greece Capital Requirement for Piraeus Bank & Share Capital Increase	2
Group Performance Highlights	2-3
Key Figures of Piraeus Bank Group	4
General business update	5-7

The 12 month Press Release has been filed with the CSSF and by virtue of this Supplement, the 12 month Press Release is incorporated by reference in its entirety in this Supplement, and forms part of, the Offering Circular. The information incorporated by reference that is not included in the above cross reference list, is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No 809/2004.

## **2. RECENT DEVELOPMENTS**

On pages 143 to 145 of the Offering Circular, the section entitled "Recent Developments (after the announcement of the first quarter 2013 results)" shall be updated by inserting the following paragraphs under such heading, which correspond to events that occurred subsequent to the publication of the 9 month period results (which ended 30 September 2013) and up to the publication of this Supplement:

- On 6 March 2014, Piraeus Bank invited the shareholders of ordinary registered shares (the **Shareholders**) in accordance with the law and Piraeus Bank's Articles of Association to attend the Extraordinary General Meeting to be held on Friday 28 March 2014 at 10:00 a.m. in Athens at the Titania Hotel, "Europe" hall (52 Panepistimiou street, 106 78, Athens). If the required quorum is not achieved, the

Shareholders are invited to attend the 1st Iterative General Meeting to be held on Tuesday 8 April 2014 at 10:00 a.m. in Athens at the Titania Hotel, "Europe" hall (52 Panepistimiou street, 106 78, Athens). The Shareholders will vote on the proposed share capital increase of Piraeus Bank in cash via the issuance of new ordinary registered shares and waiver of pre-emptive rights of the existing shareholders.

- On 6 March 2014, Piraeus Bank invited the shareholder of the preferred registered shares in accordance with the law and Piraeus Bank's Articles of Association to attend the Extraordinary General Meeting to be held on Friday 28 March 2014 at 13:00 p.m. in Athens at the Headquarters of Piraeus Bank (4, Amerikis Str, 105 64, Athens). The Hellenic Republic as the sole shareholder shall vote on the proposed share capital increase of Piraeus Bank in cash via the issuance of new ordinary registered shares and waiver of pre-emptive rights of the existing shareholders.
- On 6 March 2014, the Bank announced that the Bank's Board of Directors has resolved to call an Extraordinary Meeting to approve a capital increase in cash via a non-pre-emptive share issue of new ordinary shares and to delegate the Board of Directors the authority to set the subscription price of the capital increase. The Board of Directors intends to use this authority to raise equity in the amount of up to €1.75 billion.
- On 6 March 2014, the Bank of Greece published the capital needs for each of the Greek banks. The capital requirement for Piraeus Bank has been assessed at €425 million under the base case scenario.
- On 6 March 2014, the Bank announced that it plans to arrange a series of Fixed Income investor meetings in selected European cities commencing on the 11th March. Following the meetings, the Bank will determine if a public EUR senior unsecured transaction might follow, subject to market conditions.
- On 8 January 2014, the Bank announced that following the settlement of participation orders, 603,280 warrants in total on shares issued by the Bank and owned by the Hellenic Financial Stability Fund have been exercised. The exercised warrants correspond to 2,700,125 ordinary shares, i.e. to 0.053 per cent. of the total share capital, increasing commensurately the Bank's free float. The total consideration paid by the warrant holders to the HFSF amounts to EUR 4,682,016.74. Accordingly, the issued warrants currently outstanding now amount to 848,591,850 and correspond to 4,106,340,039 shares of the Bank owned by the HFSF. No fractional balances have arisen from the 1st exercise.
- On 18 December 2013, the transfer of the shares of the ATE Bank Romania S.A. by way of a private placement was completed, following the prior completion of the spin-off procedure of the majority of the assets and liabilities of the subsidiary and contribution of the same to Piraeus Bank Romania S.A.
- On 9 December 2013, the merger by way of absorption of MBG by Piraeus Bank was completed, following the registration at the Commercial Registry of the abovementioned merger.
- On 9 December 2013, Piraeus Bank completed successfully the integration of systems of MBG in a single environment of the Group. The aforementioned integration comprised the fifth and final step following the systems' integration of the ex- ATEbank, and the domestic branch networks of the Hellenic Bank, the Bank of Cyprus and the Cyprus Popular Bank.

- On 6 December 2013, Moody's Investors Service upgraded the long-term deposit and senior debt ratings of Piraeus Bank S.A. (as well as the ratings of the National Bank of Greece S.A. and Alpha Bank AE) by one notch to Caa1 (stable outlook) from Caa2 (negative outlook) and increased the baseline credit assessments (BCAs) of these banks to Caa2 from Caa3, within the bank financial strength rating (BFSR) range of E. These rating actions follow the recent improvement in the creditworthiness of the Government of Greece, reflected by Moody's upgrade of Greece's sovereign bond rating to Caa3 (stable outlook) from C (no outlook).
- On 29 November 2013, the composition of the Board of Directors (BoD) of Piraeus Bank was changed.
- In accordance with the provisions of article 2 para. 2(e) of the resolution 3/347/12.07.2005 of the Hellenic Capital Market Commission, Piraeus Bank notifies that at the meeting of the BoD which was held on 29 November 2013, the BoD was reconstituted as a body and designated its Executive and Non – Executive Members, in accordance with Law 3016/2002, as follows:

#### Non Executive Member

→ Michael Sallas, father's name Georgios, Chairman of the BoD

#### Non – Executive Vice – Chairmen

→ Iakovos Georganas, father's name Georgios, First Vice Chairman

→ Panagiotis Roumeliotis, father's name Vassilios

#### Executive Board Members

→ Stavros Lekkakos, father's name Michael, Managing Director & CEO

→ Anthimos Thomopoulos, father's name Konstantinos, Managing Director & Co-CEO

→ Christodoulos Antoniadis, father's name Georgios, Deputy Managing Director

→ Ilias Milis, father's name Dimitrios, Deputy Managing Director

→ Spiridon Papaspirou, father's name Athanasios, Deputy Managing Director

→ Hariklia Apalagaki, father's name Andreas, Authorized Director

#### Non – Executive Board Members

→ Georgios Alexandridis, father's name Paraschos, Independent Non – Executive Member

→ Eftyhios Vassilakis, father's name Theodoros, Non – Executive Member

→ Stylianos Golemis, father's name Dimitrios, Independent Non – Executive Member

→ Theodoros Mylonas, father's name Pavlos, Independent Non – Executive Member

- Vassilios Furlis, father's name Stylianos, Non – Executive Member
- Jiří Šmejč, father's name Jiří, Non – Executive Member
- Konstantin Yanakov, father's name Periklis, Non – Executive Member

Representatives of the Hellenic Financial Stability Fund pursuant to Law 3864/2010

- Solomon Berachas, father's name Albert
- Ekaterini Beritsi, father's name Konstantinos

Representative of the Hellenic Republic pursuant to Law 3723/2008

- Athanasios Tsoumas, father's name Andreas

### 3. TAXATION

On pages 160 to 161 of the Offering Circular, the subsection "Taxation in the Hellenic Republic" in the section entitled "Taxation" shall be updated with the following paragraphs under such heading:

#### **Taxation in the Hellenic Republic**

The following discussion of Greek taxation, as it relates to the Notes and the Guarantee, is of a general nature and is based on the provisions of the new income tax law, Law 4172/ 2013, applicable as of 1 January 2014. It should be noted, however, that, as at 14 March 2014, the Greek Ministry of Finance has not issued specific explanatory circulars and detailed decisions in relation to tax matters discussed under this caption. Therefore, the Greek Ministry of Finance might take a position which could be different from that discussed below and Noteholders who are in doubt as to their personal tax position should consult their professional advisers.

#### *Payment of principal under the Notes and the Guarantee*

No Greek income tax will be imposed on payments of principal to any Noteholders in respect of Notes:

- (a) issued by Piraeus PLC or Piraeus Bank; or
- (b) issued by Piraeus PLC and made by Piraeus Bank under the Guarantee.

#### *Payments of interest on the Notes*

Payments of interest on the Notes issued by Piraeus PLC and held by:

- (a) Noteholders who neither reside nor maintain a permanent establishment in Greece for Greek tax law purposes (the "Non-Resident Noteholders") will not be subject to Greek income tax, provided that such payments are made outside of Greece by a paying or other similar agent who neither resides nor maintains a permanent establishment in Greece for Greek tax law purposes; and
- (b) Noteholders who either reside or maintain a permanent establishment in Greece for Greek tax law purposes (the "Resident Noteholders") will be subject to Greek withholding income tax at a flat rate of fifteen per cent., if such payments are made

directly to Resident Noteholders by a paying or other similar agent who either resides or maintains a permanent establishment in Greece for Greek tax law purposes. This withholding tax may not exhaust the tax liability of certain types of Resident Noteholders.

Payments of interest on the Notes issued by Piraeus Bank and held by:

- (a) Non-Resident Noteholders will be subject to Greek withholding income tax at a flat rate of fifteen per cent., if such payments are made directly to Non-Resident Noteholders by Piraeus Bank or by a paying or other similar agent who either resides or maintains a permanent establishment in Greece for Greek tax law purposes, in each case subject to the provisions of any applicable tax treaty for the avoidance of double taxation of income and the prevention of tax evasion (a "DTT") entered into between Greece and the jurisdiction in which such a Noteholder is a tax resident;
- (b) Resident Noteholders will be subject to Greek withholding income tax at a flat rate of fifteen per cent., if such payments are made directly to Resident Noteholders by Piraeus Bank or by a paying agent or other similar agent who either resides or maintains a permanent establishment in Greece for Greek tax law purposes. This withholding tax may not exhaust the tax liability of certain types of Resident Noteholders.

*Payments of interest under the Guarantee*

Payments of interest by Piraeus Bank under the Guarantee made to Non-Resident Noteholders and Resident Noteholders are likely to have the same income tax treatment, as payments of interest on the Notes issued by Piraeus Bank described above, subject to any different guidance that may be given by the Greek Ministry of Finance.

*Disposal of Notes – Capital Gains*

Capital gains resulting from the transfer of Notes issued by Piraeus PLC and earned by:

- (a) Non-Resident Noteholders will not be subject to Greek income tax;
- (b) Resident Noteholders who are natural persons will be subject to Greek income tax at a flat rate of 15%. In the event such transfer is treated as deriving from business activity, income tax will be imposed according to the applicable tax rate scale (26% - 33%); and
- (c) Resident Noteholders who are legal persons or other entities will be subject to Greek corporate tax either at the rate of 26% (if keeping double entry books) or according to the tax rate scale of 26% - 33% (if keeping single entry books).

Capital gains resulting from the transfer of Notes issued by Piraeus Bank and earned by:

- (a) Non-Resident Noteholders who are natural persons and tax residents in a jurisdiction with which Greece has entered into a DTT will not be subject to Greek income tax, provided they furnish to the Greek tax authorities appropriate documents evidencing that they are tax residents in such jurisdiction;
- (b) Non-Resident Noteholders who are natural persons but they are not tax residents in a jurisdiction with which Greece has entered into a DTT, will be subject to Greek income tax at a flat rate of fifteen per cent; In the event such transfer is treated as

deriving from business activity, income tax will be imposed according to the applicable tax rate scale (26% - 33%);

- (c) Non-Resident Noteholders who are legal persons or other entities will be subject to Greek corporate tax either at the rate of 26% (if keeping double entry books) or according to the tax rate scale of 26% - 33% (if keeping single entry books), subject to the provisions of any applicable DTT;
- (d) Resident Noteholders who are natural persons will be subject to Greek income tax at a flat rate of fifteen per cent; In the event such transfer is treated as deriving from business activity, income tax will be imposed according to the applicable tax rate scale (26% - 33%); and
- (e) Resident Noteholders who are legal persons or other entities will be subject to Greek corporate tax either at the rate of 26% (if keeping double entry books) or according to the tax rate scale of 26% - 33% (if keeping single entry books).

#### **4. UPDATE OF THE SUMMARY OF THE PROGRAMME**

Elements B.12 and B.17 in the Summary of the Programme included in the Offering Circular have been updated. The updated Summary is included as an Appendix to this Supplement.

#### **5. GENERAL**

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 in the Offering Circular, the statements in (a) above will prevail.

There has been no material adverse change in the prospects of Piraeus Bank or Piraeus Bank and its subsidiaries as a whole (the Group) since 31 December 2012 and no significant change in the financial position of Piraeus Bank or the Group since 30 September 2013.

There has been no material adverse change in the prospects of Piraeus PLC since 31 December 2012 and no significant change in the financial or trading position of Piraeus PLC since 30 June 2013.

Save as disclosed in this Supplement and any supplement to the Offering Circular previously issued, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

Copies of this Supplement and the documents incorporated by reference in this Supplement can be obtained from the registered office of Piraeus Bank and Piraeus PLC and from the specified offices of the Paying Agents for the time being in London and Luxembourg as described on pages 170 and 171 of the Offering Circular.

In addition, copies of this Supplement and each document incorporated by reference are available for viewing at the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)).

Any investor who may wish to exercise any withdrawal right arising pursuant to article 13 paragraph 2 of Chapter 1 of Part II of the Prospectus Act as a result of the publication of this

Supplement must exercise that right on or before 5.30 p.m. Luxembourg time on 18 March 2014.

Dated 14 March 2014

## APPENDIX

### SUMMARY OF THE PROGRAMME

Summaries are made up of disclosure requirements known as “Elements”. These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for the Notes and the relevant Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

#### Section A – Introduction and warnings

##### Element

- A.1 Introduction and Warnings**
- **this summary should be read as an introduction to the Offering Circular;**
  - **any decision to invest in the Notes should be based on consideration of the Offering Circular as a whole by the investors;**
  - **where a claim relating to the information contained in the Offering Circular is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Offering Circular before the legal proceedings are initiated; and**
  - **civil liability attaches to only those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Offering Circular or it does not provide, when read together with the other parts of the Offering Circular, key information in order to aid investors when considering whether to invest in such Notes.**

**A.2 Consent**

[Not Applicable – the Notes are not being offered to the public as part of an offer of Notes with a denomination of less than €100,000 (or its equivalent in any other currency) in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish an offering circular (a “Non-Exempt Offer”).]

[*Consent:* Subject to the conditions set out below, the Issuer consents to the use of this Offering Circular in connection with an offer of Notes with a denomination of

less than €100,000 (or its equivalent in any other currency) in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish an Offering Circular (a “Non-exempt Offer”) by the Managers[, *[names of specific financial intermediaries listed in final terms,]* [and] [each financial intermediary whose name is published on Piraeus Bank’s website (www.piraeusbankgroup.com) and identified as an Authorised Offeror in respect of the relevant Non-exempt Offer] [and any financial intermediary which is authorised to make such offers under [the Financial Services and Markets Act 2000, as amended, or other ]applicable legislation implementing the Markets in Financial Instruments Directive (Directive 2004/39/EC) and publishes on its website the following statement (with the information in square brackets being completed with the relevant information):

“We, *[insert legal name of financial intermediary]*, refer to the *[insert title of relevant Notes]* (the “Notes”) described in the Final Terms dated *[insert date]* (the “Final Terms”) published by *[Piraeus Bank, S.A.][Piraeus Group Finance PLC]* (the “Issuer”). We hereby accept the offer by the Issuer of its consent to our use of the Offering Circular (as defined in the Final Terms) in connection with the offer of the Notes in accordance with the Authorised Offeror. Terms and subject to the conditions to such consent, each as specified in the Offering Circular, and we are using the Offering Circular accordingly.”]

(each an “Authorised Offeror”).

*Offer period:* The Issuer’s consent referred to above is given for Non-exempt Offers of Notes during *[offer period for the issue to be specified here]* (the “Offer Period”).

*Conditions to consent:* The conditions to the Issuer’s consent [(in addition to the conditions referred to above)] are that such consent (a) is only valid during the Offer Period; (b) only extends to the use of this Offering Circular to make Non-exempt Offers of the relevant Tranche of Notes in *[Greece and Luxembourg]*; [and] (c) *[specify any other conditions applicable to the Non-exempt Offer of the particular Tranche, as set out in the Final Terms]*.

**AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND**

**SETTLEMENT ARRANGEMENTS. THE INVESTOR MUST LOOK TO THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE AUTHORISED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION.]**

**Section B – Issuers and Guarantor**

**Element Title**

<b>B.1</b>	<b>Legal and commercial name of the Issuer</b>	<p>[Piraeus Bank S.A. (“Piraeus Bank”); Piraeus Group Finance PLC (“Piraeus PLC”),  (each an “Issuer”).]</p>
<b>B.2</b>	<b>Domicile/ legal form/ legislation/ country of incorporation</b>	<p>[Piraeus Bank is a company limited by shares (<i>societe anonyme</i>) incorporated and domiciled in Greece pursuant to the laws of the Hellenic Republic and operating as a credit institution under the Codified Law 2190/1920 and Law 3601/2007.]</p> <p>[Piraeus PLC is incorporated and domiciled in, and under the laws of, England as a public limited company of indefinite duration and operates under the Companies Act 2006.]</p>
<b>B.4b</b>	<b>Trend information</b>	<p>Not Applicable – There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer’s prospects for its respective current financial year.</p>
<b>B.5</b>	<b>Description of the Group</b>	<p>Piraeus Bank is a universal bank and leads a group of companies (together, the “Group”) covering all types of financial and banking activities in the Greek market.</p> <p>The Group possesses particular know-how in the areas of small and medium-sized enterprises (“SMEs”), agricultural banking, electronic banking, retail banking, corporate banking, project finance, leasing, capital markets, investment banking and provides services in equity brokerage, asset management and bancassurance.</p> <p>[Piraeus Bank is the flagship company of the Group and the direct parent of the majority of the subsidiaries comprising the Group.]</p> <p>[Piraeus PLC is a wholly-owned subsidiary of Piraeus Bank. Piraeus PLC is dependant upon Piraeus Bank for servicing the loans made by Piraeus PLC.]</p>
<b>B.9</b>	<b>Profit forecast or estimate</b>	<p>Not Applicable – No profit forecasts or estimates have been made in the Offering Circular.</p>

**B.10 Audit report qualifications** Not Applicable – No qualifications are contained in any audit report included in the Offering Circular.

**B.12 Selected historical key financial information:**

**[Piraeus PLC**

The following tables set out selected financial information for Piraeus PLC for each of the two years ended 31st December, 2012 and 31st December, 2011 and the half year ended 30th June, 2013. This financial information has been extracted from the audited financial statements of Piraeus PLC for the financial years ended 31st December, 2012 and 31st December, 2011 and for the half year ended 30th June, 2013 and 30th June, 2012, respectively.]

**Selected Balance Sheet**

	<b>As at 31<sup>st</sup> 2012<sup>(1)</sup></b>	<b>December, 2011<sup>(1)</sup></b>	<b>As at 30th June, 2013<sup>(2)</sup></b>
Amounts due from parent undertakings .	628,046	1,269,884	602,823
Cash at bank and in hand .....	9	9	9
<b>Total Assets</b> .....	<b>628,055</b>	<b>1,269,893</b>	<b>602,832</b>
Total liabilities.....	627,510	1,269,182	602,100
Capital and reserves .....	545	711	732
<b>Total Liabilities and Equity</b> .....	<b>628,055</b>	<b>1,269,893</b>	<b>602,832</b>

**Selected Income Statement**

	<b>Year ended 31st December</b>		<b>Half Year ended 30th June</b>	
	<b>2012<sup>(1)</sup></b>	<b>2011<sup>(1)</sup></b>	<b>2013<sup>(2)</sup></b>	<b>2012<sup>(2)</sup></b>
Turnover .....	34,600	77,845	6,724	21,447
Interest payable.....	(33,109)	(74,903)	(6,346)	(20,684)
Foreign exchange (losses) / gains .....	(1)	16	(2)	-
	<b>1,490</b>	<b>2,958</b>	<b>376</b>	<b>763</b>
Administrative Expenses.....	(139)	(107)	(132)	(71)
<b>Profit on ordinary activities before tax</b>	<b>1,351</b>	<b>2,851</b>	<b>244</b>	<b>692</b>
Tax on profit on ordinary activities .....	(517)	(751)	(57)	(175)
<b>Profit for the financial period</b> .....	<b>834</b>	2,100	187	517

(1) The financial information has been extracted without material adjustment from the audited UK GAAP consolidated balance sheet and income statement for the year 2012.

(2) The financial information has been extracted without material adjustment from the unaudited UK GAAP consolidated balance sheet and income statement for the half year ended 30 June 2013.

## [Piraeus Bank

The following tables set out selected financial information for the Group on a consolidated basis for each of the two years ended 31st December, 2012 and 31st December, 2011 and for the nine months ended 30th September, 2013 and 30th September, 2012. This financial information has been derived from the consolidated financial statements of the Group for the financial years ended 31st December, 2012 and 31st December, 2011 and for the nine months ended 30th September, 2013 and 30th September, 2012, respectively.]

### Selected Balance Sheet

	As at 31st December,		As at 30th September,	
	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>	2013 <sup>(2)</sup>	2012 <sup>(3)</sup>
<b>Amounts in EUR million</b>				
<b>ASSETS</b>				
Cash and balances with Central Banks ...	3,308	2,553	3,297	2,542
Loans and advances to customers (net of provisions).....	44,613	34,006	61,997	41,694
Debt securities – receivables .....	8,016	1,628	15,818	8,085
Investment portfolio .....	4,910	3,995	1,884	5,509
Intangible assets .....	410	325	309	398
Property, plant and equipment.....	1,324	897	1,459	1,162
Investment property .....	1,079	878	966	1,050
Other assets.....	6,370	3,913	6,646	6,170
Assets from discontinued operations .....	377	1,157	343	544
<b>TOTAL ASSETS</b>	<b>70,406</b>	<b>49,352</b>	<b>92,719</b>	<b>67,424</b>

	As at 31st December,		As at 30th September,	
	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>	2013 <sup>(2)</sup>	2012 <sup>(3)</sup>
<b>LIABILITIES</b>				
Due to credit institutions .....	32,561	25,413	25,777	33,710
Due to customers.....	36,971	21,796	54,692	33,128
Debt securities in issue .....	858	1,767	620	714
Liabilities from discontinued operations .....	606	1,007	591	625
Other liabilities.....	1,726	1,309	1,816	1,638
<b>TOTAL LIABILITIES</b> .....	<b>72,722</b>	<b>51,292</b>	<b>83,496</b>	<b>69,815</b>
<b>TOTAL EQUITY</b> .....	<b>-2,316</b>	<b>-1,940</b>	<b>9,222</b>	<b>(2,390)</b>
<b>TOTAL LIABILITIES AND EQUITY</b> .....	<b>70,406</b>	<b>49,352</b>	<b>92,719</b>	<b>67,424</b>

## Selected Income Statement

	Period from 1st January to 31st December,		Period from 1st January to 30th September,	
	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>	2013 <sup>(2)</sup>	2012 <sup>(2)</sup>
<b>Amounts in EUR million</b>				
Net Interest Income.....	1,028	1,173	1,187	721
Plus: Net Fee and Commission income .....	218	198	195	140
Trading & Other Income <sup>(4)</sup> .....	972	(148)	3,977	227
<b>Total Net Revenues</b> .....	<b>2,217</b>	<b>1,223</b>	<b>5,359</b>	<b>1,088</b>
Less: Staff expenses.....	(424)	(390)	(572)	(278)
Less: Administrative expenses.....	(379)	(336)	(388)	(234)
Depreciation and amortization.....	(105)	(97)	(93)	(78)
Less: (Gains)/losses from sale of assets.....	(1)	(1)	(0)	(1)
<b>Total operating expenses before provisions..</b>	<b>(909)</b>	<b>(823)</b>	<b>(1,053)</b>	<b>(591)</b>
<b>Profit before provisions, impairment and income tax</b> .....	<b>1,308</b>	<b>399</b>	<b>4,306</b>	<b>497</b>
Less: Impairment losses on loans, debt securities and other receivables.....	(2,057)	(3,828)	(1,612)	(1,371)
Less: Impairment on investment securities .....	(391)	(3,965)	(33)	(358)
Less: Other provisions and impairment.....	(60)	(91)	(39)	(38)
Plus: Share of profit of associates.....	15	(31)	(4)	16
<b>Profit/(Loss) before income tax</b> .....	<b>(1,185)</b>	<b>(7,516)</b>	<b>2,618</b>	<b>(1,253)</b>
Less: Income tax .....	663	894	608	619
<b>Profit/(Loss) after tax from continuing operations</b> .....	<b>(522)</b>	<b>(6,622)</b>	<b>3,226</b>	<b>(634)</b>
Profit after tax from discontinued operations.....	13	4	19	13
<b>Profit/ (Loss) after tax</b> .....	<b>(509)</b>	<b>(6,618)</b>	<b>3,245</b>	<b>(621)</b>
Profit/ (Loss) for the period from continuing operations attributable to equity holders of the parent entity .....	(513)	(6,617)	3,232	(629)
Profit for the period from discontinued operations attributable to equity holders of the parent entity .....	13	4	19	13

- (1) The financial information has been extracted without material adjustment from the audited IFRS consolidated balance sheet and income statement for the year 2012.
- (2) The financial information has been extracted without material adjustment from the unaudited IFRS consolidated balance sheet and income statement for the nine months ended 30 September 2013.
- (3) The financial information has been extracted without material adjustment from the unaudited IFRS consolidated balance sheet for the nine month period ended 30 September 2012.
- (4) "Trading & Other Income" for Q3 2013 includes the amount of €3,810 million which concerns the negative goodwill recognized from the acquisition of the Greek banking operations of Cypriot Banks (Bank of Cyprus, Cyprus Popular Bank, Hellenic Bank), Geniki Bank S.A., former ATEBank S.A. and Millennium Bank S.A..

### Statements of no significant change

[[Save for [ ] [t/T]here has been no significant change in the financial or trading position of Piraeus Bank or the Group since 30th September, 2013, the last day of the financial period in respect of which the most recent financial statements of Piraeus Bank and the Group have been prepared.]

[[Save for [ ] ] [t/T]here has been no significant change in the financial or trading position of Piraeus PLC since 30th June, 2013, the last day of the financial period in respect of which the most recent financial statements of Piraeus PLC have been prepared.]

**Statements of no material adverse change**

[[Save for [ ] ] [t/T]here has been no material adverse change in the prospects of Piraeus Bank or the Group since 31st December, 2012, the last day of the financial period in respect of which the most recently audited financial statements of Piraeus Bank and the Group have been prepared.]

[[Save for [ ] ] [t/T] here has been no material adverse change in the prospects of Piraeus PLC since 31st December, 2012, the last day of the financial period in respect of which the most recently audited financial statements of Piraeus PLC have been prepared.]

**B.13 Events impacting the Issuer's solvency** Not Applicable – There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.

**B.14 Dependence upon other group entities** See Element B.5. [Piraeus Bank is the direct parent of the majority of the subsidiaries comprising the Group and is not dependent upon any other entities within the Group.]

[Piraeus PLC is a wholly-owned subsidiary of Piraeus Bank. Piraeus PLC is dependent upon Piraeus Bank for servicing the loans made by Piraeus PLC.]

**B.15 Principal activities** [Piraeus Bank's activities consist of the following main operational segments:

- Retail Banking – offering a variety of products in retail banking and developing specialised products for the clientele including deposit and investment products, consumer and mortgage loans, agricultural banking, electronic banking, credit cards, bancassurance and insurance brokerage services;
- Corporate and SMEs Banking – providing financial services to businesses operating in all sectors including business lending and project finance and focussing on servicing the SME market segment;
- Investment Banking – providing underwriting and advisory services throughout the capital market product spectrum, stock futures trading, equity participations;
- Asset Management – providing asset management services covering mutual funds and deposits and providing wealth management services;
- Treasury – overseeing asset and liability management of the Group, engaging in sales and trading activities of Piraeus Bank's clientele and developing competitive specialised financial products; and

- International Banking Activities – providing banking services to private and corporate customers through retail units located abroad, offering specialised financial services including leasing, insurance and investment services and real estate across the Group’s international network.]

[Piraeus PLC is a finance company whose sole business is raising debt to be on-lent to Piraeus Bank on an arm’s-length basis. Piraeus PLC is dependent upon Piraeus Bank for servicing these loans.]

**B.16 Controlling shareholders**

[[The majority shareholder of Piraeus PLC is Piraeus Bank.] Piraeus Bank is, not aware of any person or persons who does or could, directly or indirectly, jointly or severally, exercise control over Piraeus Bank.]

**B.17 Credit ratings**

[Piraeus Bank has been rated Caa1 by Moody’s Investors Services Cyprus Limited, CCC by Standard and Poor’s Credit Market Services Italy, S.r.l. and B- by Fitch Ratings Espana SAU.]

The Programme has been rated Caa1 by Moody’s Investors Services Cyprus Limited (“Moody’s”), CCC by Standard and Poor’s Credit Market Services Italy, S.r.l. (“S&P”) and CCC by Fitch Ratings Espana SAU (“Fitch”). Notes issued under the Programme may be rated or unrated by any one or more of the rating agencies referred to above. Where a Tranche of Notes is rated, such rating will not necessarily be the same as the rating assigned to the Programme or Piraeus Bank by Moody’s S&P or Fitch.

[The Notes to be issued [have been/are expected to be] rated ● by ●.]

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

[Not Applicable – No ratings have been assigned to the Issuer or its debt securities at the request of or with the co operation of the Issuer in the rating process.]

**B.18 Description of the Guarantee**

[Not Applicable. The Notes issued by Piraeus Bank are not guaranteed.]

[The payment of principal and interest in respect of the Notes issued by Piraeus PLC will be irrevocably guaranteed by Piraeus Bank S.A. (the “Guarantor”).]

[In the case of Senior Notes, the obligations of the Guarantor under its guarantee will constitute direct, general, unconditional and unsubordinated obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsecured (subject to the provisions of the Guarantor’s negative pledge) and unsubordinated obligations of the Guarantor, save for such

obligations as may be preferred by mandatory provisions of law.]

[In the case of Subordinated Notes, all claims under the guarantee will be will be subordinated to the claims of the Senior Creditors of the Guarantor in that payments will be conditional upon the Guarantor being solvent at the time of payment and in that no amount shall be payable under the guarantee except to the extent that the Guarantor could make such payment and still be solvent immediately thereafter. For this purpose, the Guarantor shall be considered to be solvent if it can pay principal and interest in respect of the Notes and still be able to pay its outstanding debts to Senior Creditors of the Guarantor, which are due and payable.

“Senior Creditors” means creditors of the relevant Issuer or, as the case may be, the Guarantor who (x) are unsubordinated creditors of the relevant Issuer or, as the case may be, the Guarantor or (y) are subordinated creditors of the relevant Issuer or, as the case may be, the Guarantor whose claims are expressed to rank in priority to the claims of the holders of Subordinated Notes (whether only in the winding up of such Issuer or, as the case may be, the Guarantor, or otherwise) or (in case of the Guarantor) other persons claiming under the applicable deed of guarantee.]

**B.19 Information about the Guarantor** [Not Applicable. The Notes issued by Piraeus Bank are not guaranteed.]

[Piraeus Bank is the Guarantor of Notes under the Programme.

Information relating to Piraeus Bank is set out in this Section B.]

### **Section C – Securities**

#### **Element Title**

<b>C.1 Description of Notes/ISIN</b>	The Notes are [£/€/U.S.\$/CHF/JPY/●] ● [● per cent./Floating Rate/Zero Coupon] Notes due ●.  The International Securities Identification Number (“ISIN”) is ●.  The Common Code is ●.
<b>C.2 Currency</b>	The currency of this Series of Notes is [Pounds Sterling (“£”)/Euro (“€”)/U.S. dollars (“U.S.\$”)/Swiss Francs (“CHF”)/Japanese Yen (“JPY”)/●].
<b>C.5 Restrictions on transferability</b>	Not Applicable – There are no restrictions on free transferability of the Notes.
<b>C.8 Rights attached to the Notes, including ranking and limitations on those rights</b>	Notes issued under the Programme will have terms and conditions relating to, among other matters:  <b><i>Status and Subordination</i></b>

Notes may be issued on either a senior or a subordinated basis referred to as the Senior Notes and the Subordinated Notes, respectively.

Senior Notes constitute direct, unconditional, unsubordinated and (subject to the provisions of the Issuers' negative pledge below) unsecured obligations of the relevant Issuer and will rank *pari passu* among themselves and at least *pari passu* with all other present and future unsecured (subject as aforesaid) and unsubordinated obligations of such Issuer (other than those preferred by mandatory provisions of law).

Payments in respect of any Subordinated Notes will constitute direct, unsecured and subordinated obligations of the relevant Issuer and will rank at all times *pari passu* among themselves. All claims in respect of the Subordinated Notes will be subordinated to the claims of the Senior Creditors of the relevant Issuer in that payments will be conditional upon such Issuer being solvent at the time of payment and in that no amount shall be payable under the Subordinated Notes except to the extent that the relevant Issuer could make such payment and still be solvent immediately thereafter. For this purpose, the relevant Issuer shall be considered to be solvent if it can pay principal and interest in respect of the Notes and still be able to pay its outstanding debts to Senior Creditors of such Issuer, which are due and payable.

[This Series of Notes is issued on a [senior/subordinated] basis.]

#### ***Issuers' negative pledge***

The terms of the Senior Notes will contain a negative pledge provision to the effect that, so long as any Senior Note remains outstanding, neither the relevant Issuer nor the Guarantor (where the Issuer is Piraeus PLC) will, save for certain exceptions, create or permit to subsist any mortgage, charge, lien, pledge or other similar encumbrance or security interest upon the whole or any part of its undertakings or assets, to secure any borrowings of the relevant Issuer or the Guarantor (if applicable) having an original maturity of more than one year represented by bonds, notes, debentures or other debt securities which, with the consent of the relevant Issuer or the Guarantor (if applicable) are, or are intended to be, listed or traded on any stock exchange, over-the-counter or other organised market for securities, or any guarantee or indemnity given in respect thereof, without at the same time or promptly securing the Notes equally and rateably therewith or providing other security for the Notes as shall be approved by an extraordinary resolution of the holders of the Senior Notes.

The Subordinated Notes do not contain a negative pledge.

#### ***Events of default***

The terms of the Senior Notes will contain, amongst others, the

following events of default:

- (i) default in payment of any principal or interest due in respect of the Senior Notes, continuing for a specified period of time;
- (ii) non-performance or non-observance by the relevant Issuer or the Guarantor (if the Issuer is Piraeus PLC) of any of its other obligations under the conditions of the Senior Notes, in certain cases continuing for a specified period of time;
- (iii) acceleration by reason of default of the repayment of any indebtedness or default in any payment of any indebtedness or in the honouring of any guarantee or indemnity in respect of any indebtedness by the relevant Issuer or the Guarantor (if the Issuer is Piraeus PLC), in any case so long as any such indebtedness exceeds the specified threshold; and
- (iv) order made by any competent court or resolution passed for winding up or dissolution of the relevant Issuer or the Guarantor (where the Issuer is Piraeus PLC) (other than for specified exceptions);
- (v) save for the purposes of specified exceptions, the relevant Issuer or the Guarantor (where the Issuer is Piraeus PLC) cease to carry on the whole or substantially the whole of its business;
- (vi) events relating to the winding-up or dissolution of the relevant Issuer or the Guarantor (as the case may be);
- (vii) disposal of whole or major part of undertakings or assets that is substantial in relation to the assets of the relevant Issuer or Piraeus Bank and its subsidiaries as a whole (except where such disposal is on an arm's length basis); and
- (viii) (where the Issuer is Piraeus PLC) the Guarantee ceases to be in full force and effect.

The terms of the Subordinated Notes will contain, amongst others, the following events of default:

- (i) default in payment of any principal or interest due in respect of the Subordinated Notes, continuing for a specified period of time; and
- (ii) order made by any competent court or resolution passed for winding up or dissolution of the relevant Issuer or the Guarantor (where the Issuer is Piraeus PLC) (other than for an amalgamation or reconstruction approved by an extraordinary resolution of the holders of Subordinated Notes).

### ***Taxation***

All payments in respect of Notes issued by Piraeus Bank will be made without deduction for or on account of Greek withholding taxes (and, in the case of Notes issued by Piraeus Bank through a branch situated in a jurisdiction other than the Hellenic Republic, withholding taxes imposed by the jurisdiction where such branch is situated) and all payments in respect of Notes issued by Piraeus PLC will be made without deduction or on account of UK withholding taxes, in each case unless required by law. In the event that any such deduction is made, the relevant Issuer or, as the case may be, the Guarantor will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted.

All payments in respect of the Notes will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "Code") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretations thereof, or any law implementing an intergovernmental approach thereto.

### ***Meetings***

The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

### ***Governing law***

Notes and any non-contractual obligations arising out of or in connection with the Notes are governed by English law, except that the conditions relating to (i) the status of the Subordinated Notes where Piraeus Bank acts in its capacity as issuer or guarantor and (ii) the status of the guarantee in relation to the Subordinated Notes, shall be governed by Greek law.

#### **C.9 Interest/Redemption including:**

**Please also refer to Element C.8**

#### ***Interest***

- **the nominal interest rate** [The Notes bear interest [from their date of issue/from ●] at the fixed rate of ● per cent. per annum. The yield of the Notes is ● per cent. Interest will be paid [annually/semi-annually/quarterly/monthly] in arrear on ● [and ●] in each [year/month] [, subject to adjustment for non-business days]. The

first interest payment will be made on ●.]

- **the date from which interest becomes payable and the due dates for interest**

- **where the rate is not fixed, description of the underlying on which it is based**

[The Notes bear interest [from their date of issue/from ●] at floating rates calculated by reference to ● month *[[currency]* LIBOR/EURIBOR [plus/minus] a margin of ● per cent. Interest will be paid [annually/semi-annually/quarterly/monthly] in arrear on ● [and ●] in each [year/month], subject to adjustment for non-business days. The first interest payment will be made on the interest payment date falling in ●.]

[The Notes do not bear any interest [and will be offered and sold at a discount to their nominal amount].]

- Redemption including maturity date and arrangements for the amortisation of the loan, including the repayment procedures**

Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on ● at [par/● per cent. of their nominal amount].

The Notes may be redeemed early for tax reasons at ● per cent. of the nominal amount of the Notes. [The Notes may also be redeemed before the maturity date at the option of [the Issuer ([either in whole or in part] / [in whole only]) [and/or] [the holders of the Notes] at [100 per cent. of the nominal amount of the Notes/●] on ● [and ●.]

- Indication of yield**

[The yield on the Notes is ● per cent. per annum. The yield is calculated at the issue date of the Notes on the basis of the issue price of the Notes of ● per cent. It is not an indication of future yield.]

- Representative of holders**

Not Applicable – No representative of the holders of the Notes has been appointed by the Issuers.

- C.10 Derivative component in the interest payments**

Please also refer to Element C.9

Not Applicable – There is no derivative component in the interest payments.

- C.11 Admission to trading in respect of Notes with a denomination of less than EUR100,000 (or its equivalent in other currencies)**

[Application [has been][is expected to be] made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the [Luxembourg Stock Exchange].] [The Notes are not intended to be admitted to trading on any market.]

- C.21 Admission to trading**

[Application [has been][is expected to be] made by the Issuer (or

**in respect of Notes with a denomination of at least EUR100,000 (or its equivalent in other currencies)**

on its behalf) for the Notes to be admitted to trading on the regulated market of the [Luxembourg Stock Exchange].] [The Notes are not intended to be admitted to trading on any market.]

## **Section D – Risks**

### **Element Title**

#### **D.2 Key risk factors regarding the Issuer [and the Guarantor]**

In purchasing Notes, investors assume the risk that the relevant Issuer [and/or the Guarantor (if applicable)] may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the relevant Issuer [and/or the Guarantor] becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such risks or to determine which risks are most likely to occur, as the relevant Issuer [and the Guarantor (if applicable)] may not be aware of all relevant risks and certain risks which they currently deem not to be material may become material as a result of the occurrence of events outside such Issuer's [and the Guarantor's (if applicable)] control. The Issuers [and the Guarantor (if applicable)] have identified a number of key risks which could materially adversely affect their businesses and ability to make payments due under the Notes. These include:

- [the financial recession in the Greek economy and the adverse macroeconomic developments are likely to have a material adverse effect on Piraeus Bank's performance, results of operations and financial conditions;
- Piraeus Bank operates in a regulated environment that imposes costs and significant compliance requirements. Changes in regulatory framework, including new capital requirements, may further increase the cost and complexity of doing business, or may disadvantage Piraeus Bank relative to its competitors. The failure to comply with regulations could subject Piraeus Bank to sanctions or oblige it to change the scope or nature of its operations;
- Piraeus Bank's ability to raise funds in the capital markets is restricted due to the ongoing financial crisis, making it dependent on the ECB and the Bank of Greece for funding and vulnerable to changes in the regulations of these institutions;
- the measures taken by various governments to strengthen Greek banks' capital and liquidity positions may not result in desired improvements and such failure poses risks that can materially harm Piraeus Bank's business, financial conditions and results of operations;

- the management and business decisions of Piraeus Bank may be materially affected by the veto powers of the representatives appointed under the support scheme and under the Hellenic Financial Stability Fund's recapitalisation of Greek banks;
- the acquisitions of various businesses made by Piraeus Bank may lead to write-downs, charges or other expenses which could materially affect Piraeus Bank and may not result in expected benefits and cost synergies. Also, a failure in achieving effective and timely integration of the acquired businesses may affect Piraeus Bank's business;
- Piraeus Bank is subject to the stress tests analysis published by various regulators which may affect market perception and lead to loss of confidence thereby having an adverse effect on operations and financial condition of Piraeus Bank;
- Piraeus Bank's international operations are exposed to the risk of adverse political, governmental or economic developments in the countries in which it operates; and
- Piraeus Bank is subject to the risk of adverse changes in credit quality of borrowers and the repayment of loans and amounts due from borrowers and counterparties, which, along with past due loans and non-performing loans, may negatively affect the Group's operating results. The ability of Piraeus bank of obtain payments from defaulting creditors may be limited by the applicable laws and regulations.]

[Piraeus PLC is a funding vehicle for Piraeus Bank. Therefore, any failure by Piraeus Bank to pay amounts outstanding under any intra-group loans made by Piraeus PLC to Piraeus Bank would affect Piraeus PLC's ability to meet its payment obligations under the issued Notes.]

### **D.3 Key risks regarding the Notes**

There are also risks associated with the Notes. These include a range of market risks (including that there may be no or only a limited secondary market in the Notes and therefore, holders of Notes may not be able to sell their Notes easily or at prices that will provide them with a yield comparable with similar investments that have a developed secondary market, that an optional redemption feature is likely to limit the secondary market value of the Notes such that the secondary market value of such Notes will not rise substantially above the price at which they can be redeemed, that the relevant Issuer's ability to convert the interest rate on Notes from a fixed rate to a floating rate (or vice versa) will affect the secondary market value of such Notes since the relevant Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing and to a rate which is lower than other comparable fixed or floating rate notes (as applicable), that

the secondary market value of Notes issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing Notes, that the value of an investor's investment may be adversely affected by exchange rate movements where the Notes are not denominated in the investor's own currency, that any credit rating assigned to the Notes may not adequately reflect all the risks associated with an investment in the Notes and that changes in interest rates will affect the value of Notes which bear interest at a fixed rate), the relevant Issuer's [and Guarantor's (if applicable)] obligations under Subordinated Notes are subordinated and will rank junior in priority to the claims of Senior Creditors. Although Subordinated Notes may pay a higher rate of interest than comparable Notes which are not subordinated, there is a real risk that a holder of a Subordinated Note will lose some or all of their investment should the relevant Issuer become insolvent, the fact that the conditions of the Notes may be modified without the consent of the holder in certain circumstances, that the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the relevant Issuer [or the Guarantor (if applicable)] in order to comply with applicable law and that investors are exposed to the risk of changes in law or regulation affecting the value of Notes held by them.

### Section E – Offer

#### Element Title

<b>E.2b</b>	<b>Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks</b>	[The net proceeds from the issue of Notes will be applied by the Issuer for the general corporate and financing purposes of the Group [and[ ]].]
<b>E.3</b>	<b>Terms and conditions of the offer</b>	[Not Applicable]
		[This issue of Notes is being offered in a Non-Exempt Offer in [specify particular country/ies].
		The issue price of the Notes is ● per cent. of their nominal amount.
		[Summarise any public offer, copying the language from paragraphs [8viii] and [9] of Part B of the Final Terms.]
	Offer Price:	[Not Applicable/[ ]]
	Conditions to which the offer is subject:	[Not Applicable/[ ]]
	Description of the application process:	[Not Applicable/[ ]]
	Details of the minimum and/or	[Not Applicable/[ ]]

maximum amount of application (whether in numbers of securities or aggregate amount to invest):

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: [Not Applicable/[ ]]

Details of the method and time limits for paying up and delivering the Notes: [Not Applicable/[ ]]

Full description of the manner and date on which results of the offer are to be made to public: [Not Applicable/[ ]]

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: [Not Applicable/[ ]]

Process for notification to applicants of the amount of Notes allotted and indication whether dealing may begin before notification is made: [Not Applicable/[ ]]

Details of any tranche(s) reserved for specific country: [Not Applicable/[ ]]

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: [Not Applicable/[ ]]

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: [Not Applicable/[ ]]

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. [Not Applicable/[ ]]

**E.4 Interest of natural and legal persons involved in the** [[Save for ●,] so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.]

**issue/offer**

- E.7 Expenses charged to the investor by the Issuer or an Offeror** No expenses are being charged to an investor by the Issuer. [For this specific issue, however, expenses may be charged by an Authorised Offeror (as defined above) in the range between ● per cent. and ● per cent. of the nominal amount of the Notes to be purchased by the relevant investor.]