

PIRAEUS BANK SA
SHARE CAPITAL INCREASE
PARTLY IN CASH WITH PRE-EMPTION AND PRE-SUBSCRIPTION
RIGHTS OF EXISTING SHAREHOLDERS
AND PARTLY WITH CONTRIBUTION IN KIND BY THE HELLENIC
FINANCIAL STABILITY FUND

Athens, 03/06/2013

EX-RIGHTS: 05/06/2013

PRE-EMPTION AND PRE-SUBSCRIPTION RIGHTS EXERCISE PERIOD:
11/06/2013 - 25/06/2013

PRE-EMPTION RIGHTS TRADING PERIOD:
11/06/2013 - 18/06/2013

RIGHTS ISSUE ADVISORS: Lazard Frères Banque S.A. & Piraeus Securities S.A.

The Board of Directors of Piraeus Bank SA (the "Bank") announces the following:

A. SHARE CAPITAL INCREASE OF THE BANK- PARTLY IN CASH WITH PRE-EMPTION AND PRE-SUBSCRIPTION RIGHTS OF THE EXISTING SHAREHOLDERS AND PARTLY WITH CONTRIBUTION IN KIND BY THE HELLENIC FINANCIAL STABILITY FUND (HFSF)

1. The Second Iterative General Meeting of the Bank's ordinary shareholders dated 23/04/2013 (as approved by the Preference Shareholders' Extraordinary General Meeting's resolution dated 23/05/2013), as well as the Board of Directors resolution dated 29.05.2013, to which the above general meeting provided the authorizations, decided, inter alia, the Bank's share capital increase for fund raising up to a maximum of € 8.429 billion (the "**Total Increase**").

In the context of the aforementioned resolutions, the Bank has already announced the increase of the nominal value of each ordinary share and reduction in the number of the Bank's ordinary shares («**reverse split**»), the Bank's share capital increase through capitalization of part of the reserve of article 4 par 4a CL. 2190/1920 for the purpose of achieving integer number of ordinary shares, and the creation of a special reserve of article 4, par. 4a of CL 2190/1920 with equal reduction of the Bank's share capital by decreasing the nominal value of each ordinary share.

The maximum amount of funds to be raised (inclusive of the above par) amounts to € 8.429 billion.

Of these:

The amount of € 7.335 billion has been designated by the Bank of Greece as necessary to recapitalize the Bank pursuant to Law 3864/2010 and Cabinet's Act 38/2012, in order for the capital adequacy ratio of the Bank to reach 9% ("Recapitalization Increase"), while the amount of € 1.094 billion relates to meeting the capital requirements of the Bank arising from the acquisition of assets and liabilities of Agricultural Bank of Greece, amounting to € 570.00 million (the "ATE Increase") and assets and liabilities in Greece of the Bank of Cyprus, Cyprus Popular Bank and the Hellenic Bank, amounting to € 524.00 million (the "Cypriot Increase"), pursuant to Article 63D of Law 3601/2007 and Article 16C Par. 6 of Law 3864/2010, respectively (ATE increase and Cypriot Increase, together the "Acquisitions' Increase").

All shares to be issued as part of the Total Increase are referred hereinafter as the "New Shares" and their nominal value is € 0.30, meaning the nominal value of the ordinary shares after the reverse split and the nominal value reduction due to creation of special reserve of article 4, par.4a of CL 2190/1920, with equal reduction of Bank's share capital. The New Shares which will be issued under the Recapitalization Increase will be referred to as "Private Investors' Shares."

Specifically:

I. Recapitalization Increase (maximum amount of funds to be raised € 7.335 billion):

a) for the amount of € 70,588,235.10 by issuing 235,294,117 ordinary shares, of nominal value € 0.30 each at a price of € 1.70 ("Subscription Price") each, for the raising of € 399,999,998.90 in cash through private placement and partial waiver of rights of existing shareholders for this amount

b) for the amount of € 1,223,823,529.20 by issuing 4,079,411,764 ordinary shares, of nominal value € 0.30 in cash with pre-emption rights of the existing common shareholders of the Bank for a ratio of 35.680197 new shares to 1 existing ordinary share to raise € 6,934,999,998.80.

It is noted that, according to the Bank of Greece, the maximum amount of the Recapitalization Increase is € 7.335 billion and the minimum amount of the Recapitalization Increase in order for the Bank's Core Tier I capital adequacy ratio to be 6%, is € 5.185 billion notwithstanding the capital requirements arising from the acquisition of assets and liabilities of ATEbank and balance sheet items of the Greek branches of Cypriot banks.

In view of the above, pursuant to Law 3864/2010 and Cabinet Act 38/2012, in order for the HFSF to carry limited voting rights, the funds taken up by private investors under this increase must reach at least 10% of the minimum amount

of the Recapitalization Increase plus 10% of the amount of the ATE increase (the "Minimum Private Investors Participation "), i.e. at least € 575.5 million.

Each investor who will participate and receive Private Investors shares will receive (provided that the minimum Private Investors Participation is achieved) free warrants issued by the HFSF (the "HFSF Warrants") incorporating the right to purchase common shares of the Bank acquired by the HFSF within the context of Recapitalization Increase and the ATE Increase.

II Acquisitions' Increase

a) The amount of € 100,588,235.10, by issuing 335,294,117 new ordinary shares of nominal value € 0.30 each at the Subscription Price (i.e. € 1.70), with contribution in kind by the HFSF, and especially contribution of bonds issued by the EFSF, for fund raising of € 569,999,998.90.

b) The amount of € 92,470,588.20, by issuing 308,235,294 new ordinary shares of nominal value € 0.30 each at the Subscription Price (i.e. € 1.70), with contribution in kind by the HFSF, especially contribution of bonds issued by EFSF, for fund raising of € 523,999,999.80.

In total (Recapitalization Increase and Acquisitions' Increase) 4,958,235,292.00 new ordinary shares will be issued at a nominal value of € 0.30 each New Share.

After the completion of the Total Increase, the Bank's share capital will amount to € 2,271,770,383.68 divided into 5,072,567,949 ordinary voting shares of nominal value € 0.30 each and 77,568,134 preference non-voting shares of nominal value € 4.77 each and 1,266,666,666 preference non-voting shares of nominal value € 0.30 each.

The funds expected to be raised by the increase of the share capital of the Bank after deducting relevant costs and expenses will be used to strengthen the capital adequacy ratios of the Bank.

2) Subscription price

The price was set by the Board of Directors of the Bank at € 1.70 (the "Subscription Price") and shall be the same for the Recapitalization Increase and Acquisitions' Increase and, therefore, equal to the issue price of the New Shares to be subscribed for by the HFSF. It is clarified that the price of the new shares subscribed for by private placement and / or unsubscribed shares will not be lower than the Subscription Price.

According to the resolution of the Second Iterative General Meeting's of the common shareholders dated 23/04/2013, the share subscription price may be higher than the market price on the cut-off date.

The difference between the nominal value of the New Shares and the subscription price will be credited to the equity account "above par account". Fractions of New Shares will not be issued and it is recommended that shareholders exercise pre-emption rights that result to integer number of New Shares.

B. CUT-OFF DATE - PRE-EMPTION RIGHTS TRADING & EXERCISING PERIOD –FOR THE INCREASE IN CASH

1. As of 05/06/2013 (the "Cut-off Date"), the existing ordinary shares of the Bank will be traded on the Athens Stock Exchange without the pre-emption right. From cut-off date onwards, the starting price of the existing ordinary shares in ASE will be adjusted according to the ASE Regulation and No. 26/17.07.2008 decision of the ASE Board of Directors.

2. According to the Second Iterative General Meeting's resolution dated 23.4.2013 and the Bank's Board of Directors' resolution dated 29.05.2013, the law (Article 13 § 8 of CL 2190/1920) and the Bank's Articles of Association the pre-emption rights exercise period shall be fifteen (15) calendar days from 11/06/2013 -25/06/2013. The subscription period deadline is until 30.06.2013 and may be extended by resolution of the Board of Directors for one more month.

4. The preemption rights are transferable and shall be traded on the Athens Exchange (A.S.E.) from the commencement until four (4) business days prior to the termination of the preemption rights exercise period. Termination of the preemption rights exercise period for the A.S.E. Electronic System is the end of the trading session of 18.06.2013. The rights will be credited to the account of each beneficiary in the Dematerialized Securities System, at the date of the trading commencement. Preemptive rights not exercised until the termination of the above mentioned period expire automatically.

5. The pre-emption right may be exercised:

- All existing shareholders (after reverse split is concluded) of ordinary shares registered in the Bank's Shareholders Register, held by the HELEX, on the second business day following the cut-off date, i.e. 07.06.2013 (joint record date) and
- Those who acquire such pre-emption rights during the trading period on the A.S.E.

The Greek State, during the Extraordinary Preferred Shareholder General Meeting dated 23.05.2013, stated that it will not exercise its pre-emptive rights on the undistributed shares, pursuant to Article 13 par7 of CL 2190/1920 and Article 6 par. 2 of the Bank's Articles of Association.

Those exercising their preemptive rights are additionally granted an oversubscription right to subscribe for an unlimited number of unsubscribed shares, at the Subscription Price (the "Oversubscription Right") by submitting an application and making the relevant payment.

The Oversubscription Right is neither transferable nor tradable on the Athens Exchange or another stock market. The Oversubscription Right will be exercised during the preemption rights exercise period.

6. Those who wish to exercise their pre-emption rights through PIRAEUS BANK S.A. must submit a Rights Certificate, issued by HELEX. To obtain this

certificate, shareholders should contact: i) The operator (brokerage firm or custodian) of their securities account with the DSS if their shares are not held in a Special Account with the DSS, and ii) HELEX if their shares are held in a special account with the DSS.

7. More specifically, in order to exercise the pre-emption rights through the Bank's branches, holders of such rights are required to:

- Provide their identification card, taxpayer identification number, a printout of their account data from the DSS and the Rights Certificate which they should obtain from the operator of their securities account (or from HELEX if their shares are held in the special account with the DSS);
- Disclose upon exercise of pre-emption rights their investor account number from the DSS, the securities account number and the authorized operator of their securities account; and
- Deposit, in full in a special account, the price of the New Shares, for which they subscribe.

8. The deposit of the amount will be made either in cash into a special bank account activated specifically for this increase, either by debiting a bank account held by the investor for an amount equal to the total value of the New Shares, crediting respectively the above special account for the increase.

9. Investors who wish to exercise their rights through their operators will have to notify them accordingly. Operators should be authorized by the investors to act on their clients' behalf in exercising the preemption rights.

10. If an individual or legal entity appears to be registered more than once according to the DSS records and/ or demographics of the subscriber, multiple entries will be treated as one. Following exercise of their preemption rights the subscribing investors will get a receipt, which is neither a temporary certificate nor tradable.

11. Along with the exercise of their preemptive rights, the holders thereof will be entitled to exercise their Oversubscription Right for the New Shares for an amount up to the Recapitalization Increase during the preemption rights exercise period. The Oversubscription Right shall be exercised by submitting a written application to (a) any of the Bank's branches as indicated below during the working days and hours or to (b) their authorized operators together with a full payment of value of the unsubscribed shares they subscribe for. If an individual or legal entity appears to be registered more than once according to the DSS records and/ or demographics of the subscriber, multiple entries will be treated as one.

12. The Oversubscription Right exercised by an application to the Bank's branches will be followed by blocking a cash account held by the subscriber with the Bank, for an amount equal to the total consideration of the New Shares subscribed for. The Bank, on the day of allocation of the unsubscribed shares will be debiting the above account for an amount equal to the total consideration of said shares and credit the special share capital increase account.

13. Following the exercise of their Oversubscription rights the subscribing investors will get a receipt, which is neither a temporary certificate nor tradable.

14. Any unused amounts blocked for Oversubscriptions will be refunded without interest to those investors who exercised Oversubscription Rights.

15. Allocation of Unsubscribed Shares

The allocation by the Board of the unsubscribed shares following the preemption rights exercise period shall be effected without restrictions, pursuant to Article 13 § 8 of Law 2190/1920. Such unsubscribed shares will be allotted to investors who oversubscribed, investors who have informed the Bank's Management of their intention to be allotted unsubscribed shares and the HFSF. The allocation of unsubscribed shares shall be effected at the discretion of the Bank's Management and Oversubscription rights may not be satisfied. The HFSF will subscribe for the remaining unallocated shares according to the provisions of Law 3864/2010 and Cabinet's Act 38/2012, at the subscription price with a contribution in kind bonds issued by the EFSF.

16. An indicative timetable of the Bank's share capital is provided below:

Date	Action
29.05.2013	Bank's Board of Directors decision on reverse split, decrease / increase of share capital decrease and terms of share capital increase
03.06.2013	HCMC approval of the Greek Prospectus
03.06.2013	ATHEX approval of (a) trading of new shares after the reverse split and (b) listing of preemption rights
03.06.2013	Announcement on Daily Official Listing of ASE for the listing of shares following the reverse split and the share capital decrease, the cut-off of preemption rights, adjustment of market price and preemption rights exercise period
04.06.2013	Publication of the Prospectus (posting on website of Piraeus Bank, the ASE and the HCMC)
04.06.2013	Announcement for the publication of the Prospectus
04.06.2013	Last day of trading of the shares before the reverse split, the decrease / increase of the share capital and the right of preference (cum rights date)
05.06.2013	Cut-off date Temporary suspension of trading due to reverse split Adjustment of share market price
07.06.2013	Joint record date (re the reverse split and the share capital increase)
10.06.2013	Pre-emption rights are credited by HELEX to the beneficiaries' accounts on DSS

Date	Action
11.06.2013	Commencement of trading of shares following the reverse split Commencement of trading and exercise of preemption rights
18.06.2013	End of preemption rights trading period
25.06.2013	End of preemption rights exercise period
28.06.2013	Announcement on the Daily Official List of the ASE and website of the take-up of the rights issue and the allocation of any unsubscribed New Shares
03.07.2013	ATHEX approval of the admission of New Shares & HFSF Warrants to trading *
04.07.2013	Announcement on the ASE re: date of commencement of trading of New Shares and HFSF warrants
04.07.2013	New shares and HFSF warrants are credited by HELEX to the beneficiaries' accounts on DSS
05.07.2013	First trading day of new shares and HFSF warrants

*Is subject to convening of the ASE Board on the above dates.

Note: the above timetable depends on uncertain factors and is subject to change. Further announcements with regards to the share capital increase and the implementation schedule thereof shall be effected as provided by law. The New Shares will be traded on the Securities Market (Main) of the Athens Stock Exchange. The HFSF Warrants will be traded on the Athens Stock Exchange. Trading of the New Shares and the HFSF Warrants requires the ASE prior approval.

17. The Prospectus for the Bank's capital increase, as approved by the HCMC Board of Directors on 03/06/2013, is available in electronic format as of 04.06.2013 on the website of the Athens Exchange (www.ase.gr), the HCMC (www.hcmc.gr) and the Bank (www.piraeusbankgroup.com). Furthermore, the Prospectus will be available to the public, free of charge, in printed form at the Bank's branches during the preemption rights exercise period.

18. The exact date of commencement of trading on the ASE of the New Shares and the HFSF Warrants after the completion of the share capital increase will be announced accordingly.

19. For more information, Shareholders should contact the Bank's Shareholders Registry, 5 Korai Street, 105 64 Athens (tel: 210 3288737, 210 3335211, 210 3288011 and 210 3335039).

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