

DRAFT DEMERGER AGREEMENT of the company under the name "PIRAEUS INSURANCE AGENCY SA", by way of absorption by "PIRAEUS BANK SOCIETE ANONYME" and "ACCOUNTING CONSULTING & TAX SERVICES BUSINESS ADVISERS SOCIETE ANONYME", in accordance with the provisions of article 55 para. 2, article 58 and article 140 para. 3, of Law 4601/2019, article 16 of Law 2515/1997, and the provisions of Law 4548/2018 as in force.

In Athens, this 19th day of December 2019 at 13:00, by and between:

- a. the société anonyme under the name "PIRAEUS INSURANCE AGENCY SA", with the distinctive title "PIRAEUS AGENCY SA", having its registered office in the Municipality of Nea Smyrni (163, Syngrou Avenue, 17121), registered in the General Commercial Registry under no. 069626103000, with VAT no. 998279132 at the Athens Corporations Tax Office (hereinafter referred to as the "**Demerged Entity**"), duly represented herein by Mr. Ioannis Panagiotakis by virtue of the decision of its Board of Directors dated 21 November 2019;
- b. the société anonyme under the name "PIRAEUS BANK SOCIETE ANONYME", with the distinctive title "Piraeus Bank", having its registered office in the Municipality of Athens (4, Amerikis Street, 10564), registered in the General Commercial Registry under no. 000225501000, with VAT no. 094014298 at the Athens Corporations Tax Office (hereinafter referred to as "**First Beneficiary Entity**"), duly represented herein by Messrs. Vasileios Koutentakis and George Georgopoulos by virtue of the decision of its Board of Directors dated 21 November 2019; and
- c. the société anonyme under the name "ACCOUNTING CONSULTING & TAX SERVICES BUSINESS ADVISERS SOCIETE ANONYME" with the distinctive title "A.C.T. B.A.S. S.A.", having its registered office in the Municipality of Athens (9, Mitropoleos Street, 10557), registered in the General Commercial Registry under no. 009621001000, with VAT no. 997671273 at the Athens Corporations Tax Office (hereinafter referred to as "**Second Beneficiary Entity**"), duly represented herein by Mrs. Archontoula Stampoliti by virtue of the decision of its Board of Directors dated 21 November 2019;

the First Beneficiary Entity and the Second Beneficiary Entity shall be hereinafter collectively referred to as "Beneficiaries",

PREAMBLE

- A. The Board of Directors of the Demerged Entity unanimously resolved at its meeting of 21 November 2019 to initiate a process of demerger of the Demerged Entity, by way of absorption by the Beneficiaries in accordance with the provisions of article 55 para. 2, article 58 and article 140 para. 3 of Law 4601/2019, article 16 of Law 2515/1997 and the applicable provisions of Law 4548/2018 as in force.
- B. Respectively, the Board of Directors of the First Beneficiary Entity unanimously resolved at its meeting dated 21 November 2019 to proceed with the enhancement of its business activities through the transfer (by way of absorption) of part (portion) of the assets and liabilities held by the Demerged Entity from the Demerged Entity to the First Beneficiary Entity, as part of the initiation and implementation of the demerger process of the Demerged Entity by way of absorption by the

Beneficiaries pursuant to the provisions of article 55 para. 2, article 58 and article 140 para. 3 of Law 4601/2019, article 16 of Law 2515/1997 and the applicable provisions of Law 4548/2018 as in force.

- C. Furthermore, the Board of Directors of the Second Beneficiary Entity unanimously resolved at its meeting dated 21 November 2019 to expand its business activity in light of the transfer (by way of absorption) of part (portion) of the assets and liabilities held by the Demerged Entity from the Demerged Entity to the Second Beneficiary Entity, as part of the initiation and implementation of the demerger process by way of absorption by the Beneficiaries pursuant to the provisions of article 55 para. 2, article 58 and article 140 para. 3 of Law 4601/2019, article 16 of Law 2515/1997, and the applicable provisions of Law 4548/2018 as in force.
- D. In accordance with Article 61 of Law 4601/2019, as in force, the Boards of Directors of the Demerged Entity and the Beneficiaries, acting through their authorised representatives, drafted a detailed report explaining and justifying the legal and financial aspects of this Draft Demerger Agreement.
- E. Further to the aforementioned corporate resolutions, the Boards of Directors of the parties involved (namely the Demerged Entity and the Beneficiaries) unanimously approved by virtue of their decisions dated 18 December 2019, 18 December 2019 and 18 December 2019, respectively, the following terms and conditions of the demerger in question, which constitute the Draft Demerger Agreement.

In light of the above, the parties hereby agree the following:

1. The Demerged Entity is the société anonyme under the name "PIRAEUS INSURANCE AGENCY SA", with the distinctive title "PIRAEUS AGENCY SA", having its registered office in the Municipality of Nea Smyrni (163, Syngrou Avenue, 17121), registered in the General Commercial Registry under no. 069626103000, with VAT no. 998279132 at the Athens Corporations Tax Office, which is engaged, *inter alia* in the promotion and provision of insurance and other similar services, and contractually undertaking insurance operations for a fee, for and on behalf of other insurance undertakings.
2. The First Beneficiary Entity is the société anonyme under the name "PIRAEUS BANK SOCIETE ANONYME", with the distinctive title "Piraeus Bank", having its registered office in the Municipality of Athens (4, Amerikis Street, 10564), registered in the General Commercial Registry under no. 000225501000, with VAT no. 094014298 at the Athens Corporations Tax Office, a credit institution duly established and existing in Greece, involved in a broad range of banking operations and activities.
3. The Second Beneficiary Entity is the société anonyme under the name "ACCOUNTING CONSULTING & TAX SERVICES BUSINESS ADVISERS SOCIETE ANONYME" with the distinctive title "A.C.T. B.A.S. SA", having its registered office in the Municipality of Athens (9, Mitropoleos Street, 10557), registered in the General Commercial Registry under no. 009621001000, with VAT no. 997671273 at the Athens Corporations Tax Office, a company providing financial advisory services, and other similar services.
4. The First Beneficiary Entity is the sole holder (100%) of the share capital of each of the Demerged Entity and the Second Beneficiary Entity.
5. The demerger will take place in accordance with the provisions of article 55 para. 2, article 58 and article 140 para. 3, of Law 4601/2019, article 16 of Law 2515/1997 and the provisions of Law

4548/2018, as in force, and will be implemented by transferring (by absorption) the assets and liabilities held by the Demerged Entity to the Beneficiaries.

6. In particular, to achieve the purpose of transferring the entire property of the Demerged Entity to the aforementioned Beneficiaries, such assets and liabilities will be split into two parts (portions) as per the allocation provided for under clause 8 of this Draft Demerger Agreement. In the context of this demerger process, the first part will be transferred by way of absorption to the First Beneficiary Entity, and the second part will be transferred by way of absorption to the Second Beneficiary Entity.
7. By virtue of the decisions adopted by the Boards of Directors of the Demerged Entity and the Beneficiaries on 21 November 2019, 21 November 2019 and 21 November 2019, respectively, the aforementioned three companies appointed the auditing firm "RSM Greece S.A.", with ELTE registration no. 16, to: (i) review the Draft Demerger Agreement, and (ii) issue a Report ascertaining the book value of the assets of the Demerged Entity, which will be transferred to the two Beneficiaries upon completion of the demerger, in accordance with the applicable provisions of article 16, Law 2515/1997, Law 4601/2019, as well as the provisions of Law 4548/2018 as in force.
8. The demerger at hand will be based on the assets and liabilities of the Demerged Entity as reflected in the Transformation Balance Sheet of the Demerged Entity dated 30 June 2019, as said date was designated by virtue of the decisions of the Boards of Directors of the Demerged Entity and the Beneficiaries adopted on 21 November 2019, 21 November 2019 and 21 November 2019, respectively. The absorption of the assets and liabilities of the Demerged Entity by the Beneficiaries, in accordance with the allocation laid down in this Draft Demerger Agreement and in the demerger deed, will be implemented by consolidating the assets and liabilities held by the Demerged Entity, as reflected in the Transformation Balance Sheet of the Demerged Entity dated 30 June 2019 and described below, with the corresponding assets and liabilities of each respective Beneficiary Entity in accordance with article 16 of Law 2515/1997, and as all of these will be formed in each portion until the completion of this demerger, and the assets and liabilities of the Demerged Entity are transferred as balance sheet items of the Beneficiaries (by way of absorption) as follows:

	Demerged Entity Balance	Portion transferred to the First Beneficiary Entity	Portion transferred to the Second Beneficiary Entity
STATEMENT OF FINANCIAL POSITION	30.06.2019	30.06.2019	30.06.2019
ASSETS			
Non-current assets			
Tangible fixed assets	4,096.43	-	4,096.43
Intangible assets	446,208.03	-	446,208.03
Deferred Tax Assets	1,391,898.45	623,415.25	768,483.20
Total	1,842,202.91	623,415.25	1,218,787.66
Current assets			
Receivables from premiums	23,586,409.41	-	23,586,409.41
Receivables from insurance companies	10,574,656.49	7,913,823.43	2,660,833.06

Other receivables	911,363.96	-	911,363.96
Cash and cash equivalents	29,840,757.77	19,724,963.00	10,115,794.77
Total	64,913,187.63	27,638,786.43	37,274,401.20
TOTAL ASSETS	66,755,390.54	28,262,201.67	38,493,188.87
EQUITY AND LIABILITIES			
EQUITY			
Share capital	1,200,000.00	-	1,200,000.00
Reserves	1,589,125.78	-	1,589,125.78
Retained earnings	32,003,566.35	26,035,718.65	5,967,847.70
Total	34,792,692.13	26,035,718.65	8,756,973.48
LIABILITIES			
Long-term liabilities			
Liabilities to personnel from termination of employment	313,659.40	-	313,659.40
Total	313,659.40	-	313,659.40
Short-term liabilities			
Liabilities towards insurance companies	25,791,656.20	-	25,791,656.20
Suppliers and other liabilities	3,302,699.43	2,226,483.02	1,076,216.41
Current tax liabilities	2,554,683.38	-	2,554,683.38
Total	31,649,039.01	2,226,483.02	29,422,555.99
Total receivables	31,962,698.41	2,226,483.02	29,736,215.39
TOTAL EQUITY AND RECEIVABLES	66,755,390.54	28,262,201.67	38,493,188.87

Any assets of the Demerged Entity which may have been omitted, in whole or in part, from this Draft Demerger Agreement, or are incompletely or inaccurately described, will be considered to be part of, and will be transferred along with those assets of the Demerged Entity, to which they are most similar or related or from which they derive.

9. This demerger will take effect solely upon the registration, as prescribed by law, of the demerger deed on the part of the Beneficiaries, and even before the Demerged Entity is deleted from the General Commercial Registry.
10. As of the date of registration of the demerger deed on the General Commercial Registry, the following results will occur simultaneously and ipso jure vis-a-vis the Demerged Entity and the Beneficiaries, as well as third parties:
 - a) the Beneficiaries will automatically, simultaneously and without further formalities, substitute the Demerged Entity as universal successors to the assets and liabilities transferred thereto, according to applicable law. The universal succession involves the entire property of the Demerged Entity, namely all of its rights, obligations and, in general, legal relationships, including any administrative licenses issued for the latter and related to the transferred property. The transfer of assets and liabilities to the Beneficiaries will take place in accordance with the allocation laid down in this Draft Demerger Agreement and in the demerger deed;

- b) the stakeholding of the sole (100%) shareholder of the Demerged Entity, namely the First Beneficiary Entity, in the Second Beneficiary Entity, will be increased in accordance with the allocation laid down in this Draft Demerger Agreement and in the demerger deed;
- c) any Beneficiary Entity's stakes cannot be exchanged with stakes of the Demerged Entity held either by the Beneficiary Entity itself or by a person acting in their own name but on behalf of the Beneficiary Entity.
- d) the Demerged Entity will cease to exist;
- e) any pending litigation of the Demerged Entity will be carried on by the Beneficiaries ipso jure and without further formalities, in accordance with the allocation laid down in this Draft Demerger Agreement and in the demerger deed; and
- f) any particular formalities provided for by Law for the transfer of specific assets and liabilities of the Demerged Entity shall be observed by reason and on the basis of this merger.
11. The Demerged Entity will transfer to the Beneficiaries all assets and liabilities of the part (portion) corresponding to each of them as mentioned above (i.e. on the basis of the Transformation Balance Sheet dated 30 June 2019). The Beneficiaries are, therefore, considered as owners, holders and beneficiaries of all fixed and movable assets of the Demerged Entity, of its claims against third parties for any cause, and in general of all assets and liabilities pertaining to the part (portion) of each Beneficiary Entity as referred to above in detail.
 12. The Demerged Entity hereby explicitly warrants and represents that: a) the assets and liabilities reflected in the Transformation Balance Sheet of 30 June 2019 are true, accurate and complete, and b) the assets and liabilities to be transferred belong to the sole and indisputable ownership of the Demerged Entity and are not subject to any lien or encumbrance.
 13. The Beneficiaries explicitly represent herein that they completely and unreservedly accept the transfer of the assets and liabilities of the Demerged Entity pertaining to the part (portion) to be transferred to each Beneficiary Entity as specified above, as these may be modified until this demerger is completed.
 14. The share capital of the Demerged Entity currently amounts to one million two hundred thousand (€ 1,200,000) Euro, divided into one hundred thousand (120,000) registered shares with a nominal value of ten (€ 10.00) Euro each.
 15. The share capital of the First Beneficiary Entity currently amounts to two billion six hundred nineteen million nine hundred fifty-four thousand nine hundred eighty -four (€ 2,619,954,984) Euro, divided into four hundred thirty-six million six hundred fifty-nine thousand one hundred sixty-four (436,659,164) common registered shares with voting rights and a nominal value of six (€ 6.00) Euro each.
 16. The share capital of the Second Beneficiary Entity currently amounts to sixty thousand (€60,000) Euro, divided into sixty thousand (60,000) common registered shares with voting rights and a nominal value of one (€1) Euro each.

17. With respect to the First Beneficiary Entity, according to the Transformation Balance Sheet of the Demerged Entity dated 30 June 2019 and the Report ascertaining the book value of the assets and liabilities of the Demerged Entity, pursuant to article 16 of Law 2515/1997, which are to be transferred to the Beneficiaries under this demerger, the value of the part (portion) to be transferred to the First Beneficiary Entity is equal to twenty six million thirty five thousand seven hundred eighteen Euro and sixty five cents (€ 26,035,718.65). However, upon completion of this demerger, and in light of the fact that the First Beneficiary Entity is the sole holder (100%) of the share capital of the Demerged Entity, the transfer (by way of absorption) of that part (portion) of assets and liabilities of the Demerged Entity to the First Beneficiary Entity will not result in any increase in the First Beneficiary Entity's share capital, due to concurrence.
18. With respect to the Second Beneficiary Entity, according to the Transformation Balance Sheet of the Demerged Entity dated 30 June 2019 and the Report ascertaining the book value of the assets and liabilities of the Demerged Entity, pursuant to article 16 of Law 2515/1997, which are to be transferred to the Beneficiaries under this demerger, the value of the part (portion) to be transferred to the Second Beneficiary Entity is equal to eight million seven hundred fifty-six thousand nine hundred seventy-three Euro and forty-eight cents (€ 8,756,973.48), comprising of share capital one million two hundred thousand Euro (€ 1,200,000), reserves one million five hundred eighty-nine thousand one hundred twenty-five Euro and seventy-eight cents (€ 1,589,125.78) and retained earnings five million nine hundred sixty-seven thousand eight hundred forty-seven Euro and seventy cents (€ 5,967,847.70). Therefore, upon completion of the demerger, the Second Beneficiary Entity's initial share capital which currently amounts to sixty thousand Euro (€ 60,000), will be increased by the amount of one million two hundred thousand Euro (€ 1,200,000), issuing one million two hundred thousand (1,200,000) registered shares with a nominal value of one Euro (€ 1.00) each. In light of the above, following the completion of this demerger, the share capital of the Second Beneficiary Entity will amount to one million two hundred sixty thousand Euro (€ 1,260,000), divided into one million two hundred sixty thousand (1,260,000) common registered shares with a nominal value of one Euro (€ 1.00) each.
19. Upon completion of this demerger, a share certificate will be issued by the Second Beneficiary Entity in the name of its sole shareholder, namely the First Beneficiary Entity. The First Beneficiary Entity, being the sole (100%) shareholder of the Demerged Entity, will hand over its shares by delivering the respective share certificate (which will be cancelled) to the Board of Directors of the Second Beneficiary Entity, on a specific date to be determined by the Board of Directors of the latter, and will receive a share certificate (in replacement of the old one mentioned above) representing 100% of all (existing and newly issued) shares of the Second Beneficiary Entity.
20. After the completion date of this demerger, the shares of the Second Beneficiary Entity that will be immediately issued in the name of its sole (100%) shareholder (which is also the sole shareholder of the Demerged Entity), namely the First Beneficiary Entity, will entitle the latter to participate in the distribution of profits of the Second Beneficiary Entity.
21. As of July 1st 2019, namely the day after the date of the Transformation Balance Sheet (30th June 2019) of the Demerged Entity, on which this demerger is being based, and until the demerger has been completed, any acts carried out by the Demerged Entity in relation to either of the aforementioned parts (portions) of the assets and liabilities of the Demerged Entity will be considered for all accounting and tax purposes to have been carried out on behalf of the

Beneficiaries in accordance with article 16 of Law 2515/1997 and article 59 para. 2 (e) of Law 4601/2019, as in force, and the respective amounts will be transferred in the books of these companies with a consolidating entry on the day the demerger is completed.

22. Furthermore, according to Article 16 of Law 2515/1997, the demerger deed, the contribution and transfer of the assets and liabilities of the Demerged Entity, any related act or agreement concerning the contribution or transfer of assets or liabilities or other rights and obligations, as well as of any in rem, contractual or other rights; the shares to be issued, the decisions of the General Meeting of the parties involved in the split up, the holding percentage in the capital of the Second Beneficiary Entity, and any other agreement or act required for this demerger; the publication of the above decisions in the competent General Commercial Registry and the transcription in the registration books of real rights (if any), are exempted from any taxes, stamp or other fees, contributions or rights in favour of the State or any third parties.
23. There are no shareholders in the Demerged Entity and the Beneficiaries with any special rights or privileges, or any holders of securities other than shares, save for the Hellenic Financial Stability Fund which holds the special rights set out in the 2018 Annual Financial Report published on the website of the First Beneficiary Entity (<https://www.piraeusbankgroup.com>), nor are there any measures proposed in respect of these persons. Moreover, there are no other persons holding rights over the Demerged Entity and the Beneficiaries.
24. According to the Articles of Association and the decisions of the Boards of Directors and General Meetings of Shareholders of the Demerged Entity and the Beneficiaries, no special rights or privileges or any particular advantages are held by the members of their Boards of Directors, their internal auditors and experts to date.
25. This Draft Demerger Agreement will be registered with the General Commercial Registry in respect of each of the companies participating in this demerger, and will be published on the Registry's website at least one (1) month prior to the date of the General Meeting of Shareholders of the companies participating in the demerger that will resolve on this Draft Demerger Agreement.
26. Within thirty (30) days after the formalities provided for in paragraph 25 above have been satisfied, the creditors of the companies participating in the demerger, whose claims had arisen prior to that time but have not become due, have the right to request, and the companies are obliged to provide appropriate guarantees, provided that they are able to adequately demonstrate that the financial standing of the companies has been affected by the demerger to such an extent that the provision of guarantees has become necessary, and provided that no such guarantees have already been given.
27. Every shareholder has the right to take knowledge of the following documents at the registered office of each of the companies participating in this demerger during the time period specified in article 84 of Law 4601/2019, namely at least one (1) month prior to the General Meeting that will resolve on the demerger: (a) the Draft Demerger Agreement, (b) the annual financial statements and annual management reports issued in the last three (3) years by the Board of Directors of each of the companies participating in the demerger, (c) the Report ascertaining the book value of the assets and liabilities of the Demerged Entity to be transferred to the Beneficiaries, and (d) the detailed report dated 19 December 2019, issued by the Board of Directors of the companies participating in this demerger.

28. For the purposes of this demerger, the General Meeting of each of the companies participating in the demerger must adopt a resolution as provided by the Law and the Articles of Association of each company, including at least the approval of the Draft Demerger Agreement. None of the companies participating in the demerger has issued any form of shares other than registered shares. Upon adoption of the aforementioned resolution approving the demerger, the representatives of the companies involved will enter into a notarised demerger agreement. Subsequently, the demerger will be subject to the publication requirements of Law 3419/2005, as in force, and/or of any laws applicable until this demerger has been completed, for each of the companies participating therein.
29. The parties to this Draft Demerger Agreement explicitly and unreservedly acknowledge that the implementation and completion of this demerger are, in any case, subject to supervision by the regulatory authorities and entities (indicatively: Ministry for Development, Bank of Greece etc.) which are competent for the Demerged Entity and the Beneficiaries, as the case may be, under applicable law, in carrying out their business activities, and such implementation and completion are conditional upon the satisfaction or observation of any regulatory and other similar requirements or formalities required by the aforementioned regulatory authorities and entities before, during or after the completion of the demerger, particularly in accordance with the provisions of article 16 of Law 2515/1997, as amended and in force, to the extent that such provisions apply to this demerger.

IN WITNESS OF THE ABOVE, this Draft Demerger Agreement was drawn up and executed by the legal representatives of the Demerged Entity and the Beneficiaries.

For "PIRAEUS INSURANCE AGENCY SOCIETE ANONYME" (Demerged Entity)

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Ioannis Panagiotakis

For "PIRAEUS BANK SOCIETE ANONYME" (First Beneficiary Entity)

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Vasileios Koutentakis

Georgios Georgopoulos

For "ACCOUNTING CONSULTING & TAX SERVICES BUSINESS ADVISERS SOCIETE ANONYME" (Second Beneficiary Entity)

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Archontoula Stampoliti

This document was registered as at 13.01.2020 on the website of the General Commercial Registry (G.E.M.I.) via the link <https://www.businessregistry.gr/publicity/show/225501000> and is available as of 15.05.2020 on the website of Piraeus Bank via the link <https://www.piraeusbankgroup.com/el/investors>.