

**SUPPLEMENT NUMBER 2 DATED 4 DECEMBER 2024 TO THE OFFERING CIRCULAR
DATED 18 OCTOBER 2024**

 **EUROBANK**
EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A.
(incorporated with limited liability in the Hellenic Republic)
as Issuer

and

EUROBANK S.A.
(incorporated with limited liability in the Hellenic Republic)
as Issuer

€10,000,000,000
Programme for the Issuance of Debt Instruments

This supplement no.2 (the “Supplement”) is supplemental to, forms part of and must be read and construed in conjunction with, the offering circular dated 18 October 2024 (the “Offering Circular”) and supplement no.1 dated 13 November 2024 (“Supplement No. 1”) prepared by Eurobank Ergasias Services and Holdings S.A., formerly known as Eurobank Ergasias S.A. (“Eurobank Holdings”), and Eurobank S.A. (the “Bank” and together with Eurobank Holdings, the “Issuers” and each an “Issuer”), and any other supplements subsequently prepared by the Issuers, in connection with their Euro Medium Term Note Programme (the “Programme”) for the issuance of up to €10,000,000,000 in debt instruments (“Instruments”). Terms given a defined meaning in the Offering Circular shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement, Supplement No. 1 and the Offering Circular have been approved by the Luxembourg Stock Exchange pursuant to Part IV of the Luxembourg act dated 16 July 2019 on prospectuses for securities for the purpose of admitting Instruments on the Euro MTF market of the Luxembourg Stock Exchange (“Euro MTF”). The Euro MTF is a multilateral trading facility and not a regulated market for the purposes of Directive 2014/65/EU (as amended).

Purpose of the Supplement

The purpose of this Supplement is to: (a) update the “Eurobank S.A.” section in the Offering Circular to reflect recent developments relating to the Group’s ongoing acquisition of Hellenic Bank and (b) amend the “General Information” section in the Offering Circular.

IMPORTANT NOTICES

Each of the Issuers accepts responsibility for the information set out in this Supplement. Having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuers, in accordance with the facts and does not omit anything likely to affect the import of such information.

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 into, the Offering Circular as supplemented by Supplement No. 1 the statement in (a) above will prevail.

Save as disclosed in this Supplement and Supplement No.1, no significant new factor, material mistake or material inaccuracy relating to the information included in the Offering Circular, which is capable of affecting the assessment of any Instruments, has arisen or has been noted, as the case may be, since publication of the Offering Circular.

RECENT DEVELOPMENTS

The subsection titled “International Activities” in the section of the Offering Circular titled “Eurobank S.A.” that appears on pages 213-214 of the Offering Circular shall be updated by the insertion of the below information prior to the paragraph that begins “*Hellenic Bank has strong retail footprint in Cyprus...*”:

“On 7 November 2024, the Group announced that it has agreed to acquire an additional 12.848 per cent. shareholding of Hellenic Bank (the “7 November 2024 Transaction”). On 25 November 2024, the Group announced that it has agreed to acquire a further 24.66 per cent. shareholding of Hellenic Bank (the “25 November 2024 Transaction” and, together with the 7 November 2024 Transaction, the “November 2024 Hellenic Bank Transactions”).

Each November 2024 Hellenic Bank Transaction is subject to regulatory approvals and will not be completed prior to 8 February 2025.

Following completion of the November 2024 Hellenic Bank Transactions, the Group’s shareholding in Hellenic Bank will amount to 93.47 per cent..

In accordance with the provisions of the Takeover Bids Law of 2007 in Cyprus (the “Takeover Bids Law”), following completion of the November 2024 Hellenic Bank Transactions, Eurobank will proceed with a tender offer for all of the remaining Hellenic Bank shares that it has not already acquired.

Following completion of the November 2024 Hellenic Bank Transactions and the subsequent tender offer, as the Group will own more than 90 per cent. of the issued share capital and voting rights of Hellenic Bank at such time, Eurobank will exercise squeeze out rights pursuant to Article 36 of the Takeover Bids Law and take all necessary steps to delist Hellenic Bank’s shares from the Cyprus Stock Exchange.”

GENERAL INFORMATION

Paragraphs 4 to 7 (inclusive) of the “General Information” section on page 253 of the Offering Circular shall be deleted in its entirety and replaced with:

- “4. Save for the risks and uncertainties as disclosed in note 2 “Basis of preparation and material accounting policies - Going concern considerations” of the Group’s Interim Financial Statements, there has been no material adverse change in the prospects of Eurobank Holdings or the Group since 31 December 2023.
5. Save as disclosed in “Eurobank S.A. - International Activities” of this Offering Circular, there has been no significant change in the financial position or financial performance of Eurobank Holdings or the Group since 30 September 2024.
6. Save for the risks and uncertainties, as disclosed in note 2 “Basis of preparation and material accounting policies – Going concern considerations” of the Bank’s 2023 Consolidated Financial Statements and of the Group’s Interim Financial Statements, there has been no material adverse change in the prospects of the Bank and its subsidiaries (the “Eurobank SA Group”) since 31 December 2023.
7. Save as disclosed in “Eurobank S.A. - International Activities” of this Offering Circular, there has been no significant change in the financial position or financial performance of the Eurobank SA Group since 30 September 2024.”