DRAFT DEMERGER DEED

Of the société anonyme with the name “National Bank of Greece S.A.” by demerging the business sector of acquiring of payment transactions (merchant acquiring) and contributing it to an established company under the name “NBG PAY SINGLE MEMBER SOCIETE ANONYME” pursuant to articles 54 para. 3, 57 para. 2, 58-73, 83-87 and 140 para. 3 of law 4601/2019 and article 16 para. 18 of law 2515/1997, as well as the relevant provisions of law 4548/2018, as applicable and in force, to be licensed as a payment institution, pursuant to law 4537/2018, as in force.

The company with the name “National Bank of Greece S.A.” (hereinafter the “**Demerged Entity**”), and the société anonyme with the name “NBG PAY SINGLE MEMBER SOCIETE ANONYME” (hereinafter the “**Beneficiary**”), resolved at the meetings of their Boards of Directors, on 20.04.2022 and 24.05.2022 respectively, the commencement of the demerger process by way of spin-off of the payment transactions’ acquiring (merchant acquiring) business of the Demerged Entity and contribution thereof to the Beneficiary, in accordance with articles 54 para. 3, 57 para. 2, 58-73, 83-87 and 140 para. 3 of 4601/2019 and article 16 par. 18 of the law 2515/1997, as well as the relevant provisions of the law 4548/2018, each as applicable (hereinafter the **“Demerger”**).

Pursuant to the above, the Boards of Directors of the Demerged Entity and the Beneficiary unanimously approved the terms and conditions set out below at this Draft Demerger Deed (hereinafter the “**Draft Demerger Deed**") at their meetings on 27.05.2022 and 27.05.2022 respectively,

To that end, today, at the registered seat of the Demerged Entity in Athens on 31.05.2022, Mr. Pavlos Mylonas is present, authorised to represent the Demerged Entity, and Messrs. Konstantinos-Vassilios Adamopoulos and Philippos-Aggelos Alexopoulos are present, authorised to represent the Beneficiary, in order to draft and execute the present Draft Demerger Deed which will be submitted for approval to the General Meetings of the Shareholders of the Demerged Entity and the Beneficiary and which provides as follows:

1) INFORMATION OF THE DEMERGED ENTITY AND THE BENEFICIARY

a. DEMERGED ENTITY: On the date of the present, the société anonyme with the name “National Bank of Greece S.A.”, having its registered seat in Athens, at 86 Aiolou Street, with General Commercial Registry no. 000237901000 (the **“Demerged Entity”**) and is legally represented by the signatories hereinbelow.

b. BENEFICIARY: On the date of the present, the société anonyme with the name “NBG Pay Single Member Société Anonyme”, having its registered seat in Moschato, at 74 Peiraios Street, with General Commercial Registry no. 164307201000, and will be authorized as a payment institution, according to the law 4537/2018, as applicable (the **“Beneficiary”**).

2) DEMERGER PROCESS: SPIN-OFF OF BUSINESS SECTOR WITH CONTRIBUTION TO AN ESTABLISHED COMPANY – APPLICABLE PROVISIONS

The Demerger will be conducted by way of spin-off of a business sector and contribution of it to an established company, according to the combined application of articles 54 para. 3, 57 para. 2 and 58-73, 83-87 and 140 para. 3 of law 4601/2019, article 16 para. 18 of law 2515/1997, as well as the relevant provisions of law 4548/2018, as applicable.

More specifically, the Demerger shall concern the demerger of the payment transaction acquiring business (merchant acquiring) sector of the Demerged Entity (the **"Business"**) and its contribution to the Beneficiary. Said Business includes the entirety of assets and liabilities contained in the transformation balance sheet of the demerged business (Annex I) dated 31.12.2021 (the **"Transformation Balance Sheet"**) and the Valuation Report of article 17 of the law 4548/2018, as they will be formed until the lawful completion of the Demerger process.

The assets and liabilities of the Demerged Entity, included in the Business appear in the Transformation Balance Sheet. More specifically, the Business indicatively includes the following:

(i) the entirety of the Business's activity and indicatively (a) the evaluation of new and existing merchants, (b) the acceptance of cards through Internet for electronic stores or/and through telephone (e-commerce/ paycenter), (c) the cards' transactions management (clearing & settlement in commercial businesses accounts, transaction accounting), (d) services including indicatively the delivery/service of terminal devices, the configuration of electronic merchants and the management/service of changes & requests (e) the dynamic currency conversion service (DCC), the management of credit cards instalments, conclusion of card transactions to third party recipients, the card transactions involving loyalty programs, (f) fraud and dispute management services, and (g) other similar services;

(ii) all rights, obligations and claims of the Demerged Entity related to or arising from commercial agreements with legal and natural persons pursuant to which merchant acquiring services are provided to such legal and natural persons;

(iii) all rights, obligations and claims of the Demerged Entity related to or arising from commercial contracts with legal and natural persons by virtue of which the EFT/POS terminal devices for the acceptance of cards have been procured from the Demerged Entity;

(iv) all EFT/ POS card acceptance terminals together with the necessary software;

(v) all legal relationships with third parties in their capacity as suppliers or service providers for the purposes of the Business;

(vi) the remaining assets and liabilities contained in the Transformation Balance Sheet as assets and liabilities pertaining to the Business, including the amount of working capital that is required to be included therein.

The valuation of the assets of the demerged business sector according to the article 17 of the law 4548/2018, as they appear in the Transformation Balance Sheet, as well as the evaluation of the draft demerger deed according to articles 10 and 62 of the law 4601/2019 have been conducted by the audit firm KPMG AUDITING S.A., with registered seat at 3, Stratigou Tompra Street, in Agia Paraskevi, Attica.

3) DEMERGER RESULTS

The information resulting from the Transformation Balance Sheet of the demerged business sector will constitute, after the demerger, items of the balance sheet of the Beneficiary.

On the day of registration with the General Commercial Registry of the Shareholders' General Meetings resolutions of the Demerged Entity and the Beneficiary regarding the approval of the demerger, which will be taken in accordance with article 66 of Law 4601/2019, the Demerger Deed, which will take the form of the notarial deed and the other documents provided by the law together with the relevant approval decision of the competent authority (hereinafter the "**Demerger Completion Date**"), the Demerger process is completed and the following results shall occur by operation of law (*ipso jure*) and all at once, both between the Demerged Entity and the Beneficiary, as well as vis-à-vis third parties, in accordance with the provisions of article 70 para. 2, 3 and 4 of Law 4601/2019, as in force:

i. The Beneficiary will replace the Demerged Entity as the universal successor in the entire property contributed to it (assets and liabilities), as it is recorded in the Transformation Balance Sheet and is formed until the Demerger Date. In the context of the universal succession, by application of the provisions of article 70 para.2(a) of Law 4601/2019, as in force the Beneficiary receives all rights, obligations and generally legal relationships of the demerged business sector from the Demerged Entity y or related to it, including the administrative licenses that have been issued in favor of the latter and concern the demerged business sector.

ii. Any other right, obligation, intangible property, claim or in general other assets or liabilities related to the contribution of the demerged business sector will be transferred to the Beneficiary, without the need for special reference in the present or the final Demerger Deed which will take the notarial form. Assets, any kind of licenses, rights or legal relationships of the Demerged Entity that relate to the demerged business sector and are not explicitly mentioned in the Transformation Balance Sheet are transferred to the Beneficiary.

iii. It is clarified that in the case of assets, rights, obligations and in general other assets or liabilities or legal relationships of the demerged business sector or related to it which are governed by foreign law, according to which the universal succession on sector demergers as provided for by the Greek law is not recognized, the following shall apply: the Demerged Entity and the Beneficiary will proceed to any necessary action in order to complete the transfer of the said assets, rights, obligations, legal relationships to the Beneficiary as provided in the applicable in each case law.

To the extent that it is not feasible to transfer the above to the Beneficiary in accordance with the above, in the case of non-transferred liabilities, the Beneficiary hereby undertakes explicitly and irrevocably to perform these obligations, to reimburse the Demerged Entity with any amounts charged to the latter, without material delay and to compensate the Demerged Entity for any cost or damages arisen due to improper fulfillment of these obligations, in the case of rights, the Demerged Entity hereby undertakes explicitly and irrevocably to collect or liquidate them in accordance with the instructions of the Beneficiary, without the right to reinvest in them and then return the product to the Beneficiary without material delay, while it has no obligation to return any amount to the Beneficiary if it does not collect it. In addition, the Demerged Entity may not dispose such assets in any way other than to secure their return to the Beneficiary and subject to the prior written consent of the Beneficiary.

iv. The Demerged Entity is the sole shareholder of the Beneficiary, by receiving the shares issued by the Beneficiary, as they are analyzed below (under 5 *"CONSIDERATION RELATIONSHIP/CORPORATE PARTICIPATION IN THE BENEFICIARY"*).

v. Any pending court proceedings of the Demerged Entity relating to assets and liabilities of the demerged business sector will be automatically continued by the Beneficiary or against it, without any additional specific formality on its part to continue and without, due to the demerger, a violent interruption of the proceedings. With regard to any pending court proceedings of the Demerged Entity concerning the demerged business sector conducted abroad, the Demerged Entity and the Beneficiary will proceed to all necessary actions according to the applicable procedural law for the continuance of the court proceeding by the Beneficiary and in any case required by the foreign applicable procedural law, the proceeding will be continued cumulatively with both the Beneficiary and the Demerged Entity as parties. To the extent that in such cases it is not possible for the Beneficiary to (also) continue the proceedings, these will be continued by the Demerged Entity with the provisions of the previous paragraph being applicable by way of analogy.

4) SHARE CAPITAL

The share capital of the Demerged Entity amounts today to a total of Euro nine hundred fourteen million seven hundred fifteen thousand one hundred fifty three (€914,715,153.00) and is divided into nine hundred fourteen million seven hundred fifteen thousand one hundred fifty three (914,715,153) common registered voting shares with a par value of Euro one (€1.00) each.

The share capital of the Beneficiary amounts today to a total of Euro one hundred and twenty-five thousand (€125,000.00) and is divided into twelve thousand five hundred (12,500) common registered shares with a par value of Euro ten (€10.00) each, and is wholly owned by the Demerged Entity.

The net position of the assets and liabilities of the contributed Business, as it has been determined in accordance with the provisions of article 17 of law 4548/2018 in the context of the Demerger for the contribution of the demerged business, amounts to Euro three hundred seven million seven hundred thousand (€307,700,000.00). The subscription price for the share capital increase shall be Euro ten (€10) per share and, therefore, the entirety of the above net position, namely Euro three hundred seven million seven hundred thousand (€307,700,000.00) shall consist the par value of the share capital increase.

Pursuant to the above, at completion of the Demerger, the share capital of the Beneficiary shall amount to Euro three hundred seven million eight hundred and twenty five thousand (€307,825,000.00), namely Euro one hundred and twenty-five thousand (€125,000) of existing share capital, in addition to Euro three hundred seven million seven hundred thousand (€307,700,000.00) of additional share capital resulting from the value of the Business's net position, divided into thirty million seven hundred eighty two thousand five hundred (30,782,500) shares (namely, twelve thousand five hundred (12,500) existing shares of the Beneficiary, in addition to thirty million seven hundred seventy thousand (30,770,000) shares resulting from the contribution of the Business), with a par value of Euro ten (€10) each.

5) CONSIDERATION RELATIONSHIP/CORPORATE PARTICIPATION IN THE BENEFICIARY

After the completion of the Demerger, the Demerged Entity will acquire all the shares that will be issued by the Beneficiary and in particular thirty million seven hundred seventy thousand (30,770,000) common registered shares, with a par value of Euro ten€ 10 each.

Given that in consideration for the contribution of the demerged business sector, the Demerged Entity will receive all the shares that will be issued by the Beneficiary and therefore the Demerged Entity will indirectly remain the beneficiary of the assets of the demerged business sector, the terms of the demerger can only be considered fair and reasonable.

In order to confirm the above, the Demerged Entity and the Beneficiary instructed the audit firm KPMG AUDITING S.A., with registered seat at 3, Stratigou Tompra Street, in Agia Paraskevi, Attica to formulate an opinion, which in relation to the consideration relationship includes the following statement: "Pursuant to the provisions of paragraph 2 of article 57 of Law 4601/2019, there is no allocation of corporate participations, given that the contribution of the Business is being carried out in its entirety by a demerged entity and contributed to a beneficiary company, which is a 100% subsidiary of the Demerged Entity, by granting all new shares to the Demerged Entity. Therefore, there is no need to provide information on valuation methods for the determination of a proposed allocation of corporate participations. The demerger is fair and reasonable since the Demerged Entity shall receive all the new shares of the Beneficiary's in return for the contributed assets."

6) TRANSACTIONS AND FINANCIAL RESULTS OF THE DEMERGED ENTITY FROM 1st JANUARY 2022 UNTIL THE DEMERGER COMPLETION DAY

All the operations of the Demerged Entity which are carried out from the day following the Transformation Balance Sheet, i.e. from 01.01.2022 onwards until the Demerger Completion Day and concern the demerged business sector will be considered from an accounting and tax perspective as being carried out on behalf of the Demerged Entity, as provided in articles 59 par. 2 (e), and 70 of law 4601/2019.

7) DELIVERY FORMALITIES OF THE SHARES TO BE ISSUED DUE TO THE DEMERGER

From the Demerger Completion Day, the Beneficiary will take the necessary actions in order for the Demerged Entity to be registered as a shareholder in the book of shareholders to be kept by the Beneficiary, in accordance with article 40 para. 2 of law 4548/2018. The Beneficiary will also ensure that all share titles are issued and delivered to the Demerged Entity the issuance and delivery of all share titles to the Demerged Entity, in accordance with article 40 para. 3 of law 4548/2018.

8) RIGHT TO PARTICIPATE IN PROFITS

The shares that the Demerged Entity will acquire in the Beneficiary will provide the right to participate in the profits in relation to each dividend distribution that will take place from the Demerger Completion Day onwards.

9) SPECIAL ADVANTAGES AND RIGHTS

With respect to the Demerged Entity , including the demerged business sector, no particular advantages are provided to its experts, members of the Board of Directors or internal auditors. No special rights or privileges exist in favour of the shareholders of the Demerged Entity or the Beneficiary and no special rights and privileges are provided in favour of the shareholders of the Beneficiary.

10) INFORMATION AND TRANSFER OF EMPLOYEES

Upon completion of the Demerger, each of the employees who will be employed in the Business will be transferred to the Beneficiary, which shall automatically take the position of the Demerged Entity as an employer.

11) FINAL PROVISIONS

This Draft Demerger Deed will be published and submitted for approval to the General Meeting of the Shareholders of the Demerged Entity and the Beneficiary, in accordance with articles 60 and 66 of law 4601/2019, respectively.

The shareholders of the Demerged Entity and the Beneficiary will have the right, in accordance with article 84 of law 4601/2019, at least one (1) month before the meeting of the general meeting that is convened to decide on the Draft Demerger Deed to be informed, at the headquarters of the Demerged Entity and the Beneficiary, respectively, of the documents that are provided for in article 63 para. 1 (a, b, d and e) of law 4601/2019.

In witness whereof, this Draft Demerger Deed was drafted and legally signed by the representatives of the Demerged Entity and the Beneficiary.

THE COUNTERPARTIES

On behalf of the Demerged Entity

Pavlos Mylonas

On behalf of the Beneficiary

Konstantinos-Vassilios Adamopoulos

Philippos-Aggelos Alexopoulos

ANNEX I

Transformation Balance Sheet of the Demerged Business

Statement of Sector's contributed assets and liabilities	
Amounts in euro	**31.12.2021**
Assets	
Non-current assets	
POS terminal devices	11,204,726
Total non-current assets	**11,204,726**
Current assets	
Trade receivables	
Receivables from Payment Schemes	17,478,128
Receivables from NBG card holders	5,864,197
Receivables from merchants	976,395
Total trade receivables	**24,318,720**
Open debit balances from prepayments	48,425,081
Other debtors	6,284
Receivables from prefunded and non-prefunded installments	54,644,763
Total current assets	**127,394,847**
Total contributed assets	**138,599,573**
Liabilities	
Long-term liabilities	
Accrued pension and retirement obligations	343,084
Total long-term liabilities	**343,084**
Short-term liabilities	
Payables towards NBG	71,767,406
Other creditors	2,710,129
Payables from prefunded and non-prefunded installments	54,644,763
Total short-term liabilities	**129,122,298**
Total contributed liabilities	**129,465,382**

ANNEX II

Valuation report on the assets of the Business

National Bank of Greece S.A.

Valuation report of assets and liabilities of the "Merchant Acquiring" sector as of 31 December 2021

KPMG Auditing S.A.

25 May 2022

This report contains 15 pages

Appendices comprise 1 pages

atd/MK (1106052)

Glossary

Etc	et cetera
IFRS	International Financial Reporting Standards
k.	Thousands
m.	Millions
par.	Paragraph
POS	Point of sales terminal devices

Contents

1 Overview

1.1 Assignment and scope of work

The National Bank of Greece S.A. (hereinafter "NBG" or "Bank") wishes to proceed to the spin-off of the acquiring of payment transactions (merchant acquiring) business sector of the Bank (hereinafter the "Sector") and the contribution of its assets and liabilities to the existing company under the name " NBG PAY SINGLE MEMBER SOCIETE ANONYME" (hereinafter "NBG Pay" or "Beneficiary Company"), pursuant to articles 54 and 59-74 of law 4601/2019 and the relevant provisions of law 4548/2018, as applicable and in force as well as the article 16 par. 18 of law 2515/1997.

In order to carry out the aforementioned spin-off, the valuation of the assets and liabilities of the Bank's Sector (hereinafter the "Valuation") is required in accordance with the provisions of article 17 (par. 3,4) of Law 4548/2018

The spin-off of the Sector will be based on the contributed assets and liabilities of the Sector, as these are presented in the Statement of Contributed Assets and Liabilities with reference date 31 December 2021 ("Statement of Contributed Assets and Liabilities"). Upon completion of the spin-off of the Sector, the share capital of the Beneficiary Company will increase by the amount of the Sector's contributed assets and liabilities.

Within this context, the Management of the Bank assigned KPMG Auditing SA. (hereinafter "KPMG") to proceed valuation of the contributed assets and liabilities of the Sector with reference date 31 December 2021 (hereinafter the "Valuation Date") in accordance with the provisions of article 17 of Law 4548/2018 regarding the verification of the value of contributions in kind. The Valuation was carried out based on the Statement of Contributed Assets and Liabilities of the Sector prepared by the Bank's Management for the purpose of the spin-off.

This report (hereinafter the "Report") aims to present the valuation of the contributed assets and liabilities of the Sector to the Beneficiary Company at the Valuation Date.

1.2 Sources of Information

For the Valuation of the Sector's assets and liabilities, the following information and data provided by the Bank's Management were used:

- The Statement of Contributed Assets and Liabilities of the Sector with reference date 31 December 2021 prepared based on the International Financial Reporting Standards (hereinafter "IFRS"), as the Bank applies these accounting standards in preparing its Financial Statements. We note that the Statement of Contributed Assets and Liabilities has not been audited by a Certified Public Accountant.
- Other data, information and documents related to the financial figures and their analysis as well as to the activities of the Sector.
- Financial information for the Sector for the year 2021.
- The business plan of the Sector, which includes long-term financial forecasts for the period 2022 - 2026, which was provided to KPMG by the Bank.

The following were also used:

- Data and information of companies listed on international stock exchanges that are similar to the Sector.
- Data and information on comparable transactions, which took place in the market in which the Sector operates.
- General macroeconomic figures and financial indices from websites and databases that are widely used for industry valuation purposes, such as the following:
  - Economist Intelligence Unit
  - Standard & Poor's Capital IQ database
  - Bank of Greece
  - Other international databases, studies and publications.

The Valuation was based on the aforementioned data as well as on data and information that emerged from discussions and written communications with Bank's Management, who also assured us in writing through a representations letter with reference date May 19, 2022 that the information and data provided to us is accurate and complete.

1.3 Limitations

This Report presents the outcome of the Valuation. We would like to draw your attention to the following general important remarks and limitations regarding our Report and our work:

- We have not proceeded with the verification of the provided information by the Bank's Management and in addition we have requested and received written representations that the information provided is accurate and complete and therefore constitutes a reliable basis for the conduction of the Valuation. We have no responsibility or liability in the event that that the Bank's Management has concealed significant facts or other information.
- Our work performed is not a full-scope audit of the Statement of Contributed Assets and Liabilities and for this reason the Report does not constitute a certificate or audit report and cannot be used for this purpose. We do not express an opinion or any other form of assurance as to the assumptions made or whether the Statement of Contributed Assets and Liabilities has been prepared in accordance with the Generally Accepted Accounting Principles.
- Our Valuation assumes that the Sector has no other assets or rights related to them or contingent liabilities other than those presented in the Statement of Contributed Assets and Liabilities or substantial commitments other than those that are relating to the Sector's normal business activities, nor is there any major legal pending case, which would have a material impact on the analysis we conducted.
- The basic principle for our work is the assumption that the Sector will remain in business for the foreseeable future ("going concern principle").
- All historical data and information about the Sector were provided by the Bank's Management, as well as the estimates regarding the future development of its financial figures, which we considered to be accurate and complete, without conducting an independent audit.
- The forecasts and estimates of the Bank's Management regarding the expected future operating and financial performance of the Sector may be subject to significant fluctuations, due to changes in the macroeconomic environment, the conditions of the markets in which it

operates, the tax regime and other events that cannot be predicted at the present time and thus involve a significant degree of uncertainty, resulting in a possible change of the results of our Valuation, which can be significant and substantial.

— In addition, KPMG assumes no responsibility or liability in the event that the forecasts, facts or data provided prove to be inaccurate, or untrue, or misleading, or refuted. In addition, it is common to be differences between forecasted and actual results, as facts and circumstances do not always coincide to the forecasts that have been made and these variations may be substantial. Therefore, in no case can we confirm that the forecasts for the Sector's future performance will be realized.

— Valuation is based on the business, economic and other market conditions prevailing at the Valuation Date. We have no obligation to review our opinion in the event of a change in circumstances at a later stage, unless we are asked in writing to do so by the Bank's Management.

— Valuation of companies / sectors cannot be considered an accurate science and the conclusions of this work are, in many cases, subjective and depend on the judgment of the person conducting the evaluation. Opinions may differ due to the different specific estimates that need to be made, even if the same data and assumptions are used. Therefore, there is no single method for determining an indisputable value, although commonly accepted methods are necessary to determine the fairness of the conclusions.

— The amounts in some tables have been rounded for simplification purposes. As a result, some aggregated amounts presented in the text of our Report do not fully correspond to the respective amounts presented in the tables. Rounding does not in any way affect the accuracy of the calculations.

Finally, we point out that this report has been prepared exclusively on behalf of the Bank and the Beneficiary Company for the purpose of the spin-off of the Sector and its imminent transfer to the Beneficiary Company and complies with the requirements of article 17 of Law 4548/2018 on the basis of which it was prepared and cannot be used for any other purpose. KPMG accepts no responsibility for the content of this Report in case it will be used by third parties.

2 Description of the Beneficiary Company

2.1 General Information

The Beneficiary Company bears the name “NBG PAY SINGLE MEMBER SOCIETE ANONYME” and the distinctive title " NBG PAY S.M.S.A.”.

The duration of the Beneficiary Company is indefinite and starts from the registration of its articles of association in the General Commercial Register (G.E.M.I.).

The Beneficiary Company was founded on 23 May 2022 and its headquarters are located in the Municipality of Moschato, at 74 Piraeus Street.

2.2 Purpose of the Beneficiary Company

According to the articles of incorporation, the purpose of the Beneficiary Company is:

1. The operation of a payment institution in accordance with Law 4537/2018, as in force, and in particular, the provision of the following services:
   - Services that allow cash to be deposited into a payment account, as well as all the activities required to maintain a payment account.
   - Services that allow cash withdrawals from a payment account, as well as all the activities required to maintain a payment account.
   - Execution of payment transactions, including capital transfers to a user's payment account or other payment service provider:
     - Execution of direct debits, including a single direct debit
     - Execution of payment transactions with a payment card or similar device.
     - Execution of credit transfers, including standing orders
   - Execution of payment transactions, when the monetary amounts are covered by a credit limit for the user of payment services:
     - Execution of direct debits, including a single direct debit
     - Execution of payment transactions with a payment card or similar device.
     - Execution of credit transfers, including standing orders
   - Issuance of means of payment and / or acceptance of payment transactions.
   - Remittance services.
   - Payment start-up services
   - Account information services.
2. In order to promote and achieve its purpose, the Beneficiary Company may establish, participate or cooperate with other companies or companies of any form or corporate type locally or abroad that pursue the same, related or similar purposes, appoint representatives, establishe branches, assign of operational activities of payment services to third parties and generally to carry out any other transaction directly or indirectly related to its purpose in accordance with the provisions of current legislation and in particular of Law 4537/2018, as applicable.

2.2.1 Share capital

The Beneficiary Company's share capital amounts to EUR 125,000, divided into 12,500 common registered shares, with a nominal value of EUR 10.00, each.

2.2.2 Board of Directors

The Board of Directors of the Beneficiary Company consists of five (5) members, which are elected by the Shareholders' General Assembly. The members of the Board of Directors serve a three-years term.

The proposed members of the Board of Directors are presented in the table below:

Board of Directors	
Members	**Role**
Christina Theophilifi	President
Dimitris Plessas	Vice-President
Konstantinos-Vasileios Adamopoulos	Member
Eleftheria Volioti	Member
Filippos-Angelos Alexopoulos	Member

3 Description of the Sector

The Sector relates to the acquiring of payment transactions which is defined as “Merchant Acquiring Services”.

Merchant Acquiring Services means any product or service facilitating acceptance of any payment or payment instrument by a merchant in exchange for goods or services, and all related or ancillary products or services. For the avoidance of doubt, “facilitating acceptance of any payment or payment instrument” includes:

- transaction processing services,
- other point of sale or point of purchase payment processing services, specifically including ecommerce, mobile payments, “buy now, pay later” (BNPL}, biometrics, closed loop networks that require merchant acquiring connectivity and services,
- acquiring, selling, leasing, maintaining, deploying and providing support for point of sale terminals for merchants,
- the deployment in the point of sale of all ancillary services related thereto (including, but not limited to, dynamic currency conversion, mobile phone top-up services, cash advance over the point of sale, bill pay), or gift card processing and the like, and
- facilitating payment of goods or services through bank to bank transfers, person to person (P2P} technology (where the recipient of the payment is a Merchant) and similar transfers to merchants at or in connection with the point of sale (whether physical or electronic/e-commerce);

According to the figures provided to us by the NBG for the year 2021, the Sector serves about 165,000 merchants and employs 23 employees. At the same time, it manages approximately 239,000 POS terminal devices and performs 9.5 billion transactions annually.

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4 Valuation of Sector’s contributed assets and liabilities and methods of valuation

We carried out in accordance with the provisions of article 17 of Law 4548/2018 the valuation of the contributed assets and liabilities of the Sector with reference date 31 December 2021. Our Report provides a description of the contributed assets and liabilities of the Sector and the valuation methods applied.

As part of our work, we examined the financial figures of the Sector as of the Valuation Date, in order to assess whether the contributed assets and liabilities are at fair values. In particular, the valuation of the contributed assets and liabilities of the Sector was made at fair values from which the net assets were determined. This method requires that the values of the Sector's assets and liabilities are estimated and adjusted accordingly to fair value if there is evidence that their carrying amount does not correspond to fair value.

Given the fact that the Statement of Contributed Assets and Liabilities of the Sector has been prepared in accordance with IFRSs as adopted by the EURpean Union, for the purposes of this spin-off, we considered that the book value of most of its assets and liabilities is close to their fair values.

It is noted that the fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

For the assets and liabilities of the Sector, due to the accounting principles and valuation methods applied by the Bank, the fair value does not differ significantly from the book value, as the Bank adjusts the book value of the items if they do not correspond to current values.

Finally, in the context of determining the required revaluations of the book value, an assessment of the market value of the Sector was made in order to determine any goodwill. The assessment of the market value of the Sector was made based on acceptable valuation methods and is presented in detail in Chapter 5.

4.1 Valuation of the Sector’s assets

4.1.1 Non-current assets

Goodwill

Goodwill of EUR 298.5 m. represents the difference between the market value of the Sector, as determined in the assessment of the market value presented in detail in Chapter 5, and the fair value of the contributed assets, reduced by the fair value of the contributed liabilities. The definition of goodwill is presented in Chapter 5.

Goodwill	
Amounts in euro	**31.12.2021**
Sector's market value	307,700,000
Less	
Fair value of contributed assets	138,599,573
Fair value of contributed liabilities	(129,465,382)
Sector's goodwill	**298,565,809**

POS terminal devices

The POS terminal devices of EUR 11.2 m. refer to the terminal devices owned by the Bank which it leases to the merchants, receiving a monthly rent.

POS were initially recognized at cost, and subsequently they were measured at amortized cost (cost less accumulated depreciation and any impairment losses). These assets are examined on an annual basis to determine whether there is any indication of impairment. According to the Bank's Management, as of 31 December 2021 there were no indications of impairment of their value.

Bank's Management adjusts the carrying amount of these assets if it does not correspond to the current value in case indications of impairment exist. Therefore, the fair value of the POS is equal to their carrying amount.

Total non-current assets: EUR 309,770,534

4.1.2 Current assets

Current assets	
Amounts in euro	**31.12.2021**
Trade receivables	
Receivables from Payment Schemes	17,478,128
Receivables from NBG card holders	5,864,197
Receivables from merchants	976,395
Total trade receivables	**24,318,720**
Open debit balances from prepayments	48,425,081
Other debtors	6,284
Receivables from prefunded and non-prefunded installments	54,644,763
Total current assets	**127,394,847**

4.1.2.1 Trade receivables

Trade Receivables of EUR 24.3 m. include receivables from Payment Schemes (VISA, Mastercard, etc.), receivables from NBG cardholders and receivables from merchants.

Trade receivables were initially recognized at cost which includes all cash (or cash equivalents) necessary for their acquisition or the fair value of any consideration given plus any purchase costs.

Receivables from Payment Schemes

Receivables from Payment Schemes (VISA, Mastercard) of EUR 17.5 m. relate to the money that the Bank expects to receive from the Payment Schemes for transactions made through cards. These receivables are created as a result of the time required from the execution of the transaction until its settlement by the Payment Schemes which are usually a few working days.

The fair value of the receivables from Payment Schemes is equal to their current book value therefore, there is no reason to form a provision for impairment, as these receivables are cleared within a few days.

Receivables from NBG Cardholders

Receivables from NBG Cardholders of EUR 5.9 m. refer to receivables created due to timing difference between the transactions made by the cardholders until the transfer of the corresponding amounts of money from their accounts. More specifically, these receivables were created as a result of transactions that were recognized in the accounting books of the Bank in 2021 but their collection took place in the first days of the following year.

The fair value of receivables from NBG cardholders is equal to their current book value, as these receivables are cleared within a few days.

Receivables from merchants

Receivables from merchants as of 31.12.2021			
Amounts in euro	**Accounting value**	**Provision**	**Fair value**
Receivables from POS terminals devices leasing	2,575,343	(1,598,948)	976,395
Receivables from refunds	906,146	(906,146)	-
Receivables from disputed transactions	639,477	(639,477)	-
Total	**4,120,966**	**(3,144,571)**	**976,395**

Receivables from rental of POS terminals devices amounting to EUR 976 k. relate to the amounts owed to the Bank for the use of POS by merchants. For these receivables, amounting to EUR 2.56 m. as of 31 December 2021, a provision of EUR 1.6 million has been recognized. These receivables are monitored by the Bank and actions are taken on a systematic basis for their collection. Additionally, according to the Bank's Management, there is the possibility of collecting part of these receivables from other deposit accounts of the merchants to recover amounts due to the Bank. In this context, these claims are considered recoverable.

Receivables from refunds of EUR 906 k. relate to claims on merchants created in cases of refunds to cardholders for which there was an inability to recover the corresponding amounts from the accounts of merchants. These receivables are considered non-recoverable in their entirety and an equivalent provision has been recognized by the Bank's Management.

Receivables from disputed transactions amounting to EUR 639 k. refer to cases for which the Bank has returned the money to the Payment Schemes but has not yet collected them from the merchants due to lack of cash in their accounts. These receivables are considered non-recoverable in their entirety and an equivalent provision has been recognized by the Bank's Management.

4.1.2.2 Open debit balances from prepayments

These debit balances of EUR 48.4 m. arise from timing differences between the recognition of the accounting liability and the payment of the merchants through the cash systems of the Bank, as the payment is made earlier than the accounting recognition.

The fair value of these debit balances is equal to with their current carrying amount as these balances are offset by the recognition of the liability within a few days.

4.1.2.3 Other Debtors

Other debtors amounting to EUR 6.2 k. are presented in their fair value.

4.1.2.4 Receivables from prefunded and non-prefunded installments

Receivables from prefunded and non-prefunded installments of EUR 54.6 million relate to the amounts of unpaid installments from merchants who use the Bank's POS terminal devices for transactions through cards issued either by NBG or by other financial institutions. It is noted that these receivables are included in the Statement of Contributed Assets and Liabilities only for illustrative purposes and for the sake of completeness of the circuit of merchant acquiring business and do not affect the net worth of the Beneficiary Company as they are offset against equal amounts of liabilities (see section 4.2.2).

Total current assets: EUR 127,394,847

TOTAL CONTRIBUTING ASSETS: EUR 437,165,382

4.2 Valuation of the Sector's liabilities

4.2.1 Long-term Liabilities

Accrued pension and retirement obligations

Accrued pension and retirement obligations amounting to EUR 343 k. refer to the legal obligation of the Bank for compensation of its staff according to laws 2112/20 and 4093/2012 in case of dismissal of employees or in case of departure or dismissal of employees when they have fulfilled the conditions for pension. The relevant provision as at 31 December 2021 was based on the actuarial study prepared by the company AON SOLUTIONS GREECE with reference date 31 December 2021, based on the provisions of International Accounting Standard 19. For spin-off purposes only the amount corresponding to 23 employees, who will continue to be employed in the Sector, was included.

Total long-term liabilities: EUR 343,084

4.2.2 Short-term liabilities

Short-term liabilities	
Amounts in euro	**31.12.2021**
Payables towards NBG	71,767,406
Other creditors	2,710,129
Payables from prefunded and non-prefunded installments	54,644,763
Total	**129,122,298**

Payables towards NBG

Payables towards NBG amounting to EUR 71.8m. are equal to the operating working capital as derived from the Statement of Contributed Assets and Liabilities in accordance with the provisions of the draft "Spin-off Contract Plan" (Article 2, paragraph vi).

Other Creditors

Other creditors include balances of EUR 2.7 million to various providers for services such as card billing, rental, maintenance, placement and withdrawal of POS terminal devices.

Liabilities to other creditors were recognized and measured at their due amounts.

Liabilities from prefunded and non-prefunded installments

These liabilities amounting to EUR 54.6 m. are included in the Statement of Contributing Assets and Liabilities only for illustrative purposes and for the sake of completeness of the circuit of merchant acquiring business and do not affect the net worth of the Beneficiary Company as they are offset against equal amounts of assets (see section 4.1.2).

Total short-term liabilities: EUR 129,122,298

TOTAL CONTRIBUTING LIABILITIES: EUR 129,465,382

4.3 Net assets

From the Valuation of the contributed assets and liabilities of the Sector, as presented in chapters 4.1. and 4.2, net assets of EUR 307.7m are formed.

Net assets	
Amounts in euro	**31.12.2021**
Total contributed assets	437,165,382
Total contributed liabilities	(129,465,382)
Total	**307,700,000**

5 Estimation of the Sector’s Goodwill

In the context of verifying the value of the contributed assets and liabilities of the Sector, a valuation was performed for the estimation of the Sector’s market value in order to recognize any arising goodwill. Goodwill is measured as the difference between the estimated market value of the Sector and the fair value of the Sector’s transferred assets and liabilities before the recognition of any goodwill.

For the estimation of the market value of the Sector, the following internationally accepted valuation methodologies were assessed:

- **Income Approach:**
  - Discounted Free Cash Flows Methodology (‘DFCF’)
- **Market Approach:**
  - Comparable Companies Multiples Methodology (‘CoCos’)
  - Comparable Transaction Multiples Methodology (‘CoTrans’)
- **Cost Approach**
  - Adjusted Net Asset Value Methodology (‘NAV’)

Further, the applicability of each methodology was assessed, while the final valuation results were concluded, after applying an appropriate weight on each methodology based on its appropriateness and its derived results, in light of the parameters and limitations presented above.

5.1 Income Approach – Discounted Free Cash Flows Methodology

- Value is future oriented and accordingly the theoretically correct manner to assess the sector’s value is to consider its future earnings potential.
- Under a DFCF approach, forecasted cash flows are discounted back to the present date, generating a net present value for the cash flow stream of the business. A terminal value at the end of the explicit forecast period is then determined and that value is also discounted back to the valuation date to contribute to the overall value for the business.
- In calculating the terminal value, regard must be given to the business potential for further growth beyond the explicit forecast period. A common approach is the ‘constant growth model’, which applies an expected constant level of growth to the cash flow forecast in the last year of the forecast period and assumes such growth is achieved in perpetuity.
- The rate at which the future cash flows are discounted (i.e. the discount rate) should reflect not only the time value of money, but also the risk associated with the business’ future operations. The discount rate most generally applied is the Weighted Average Cost of Capital (‘WACC’).
- The enterprise value minus interest-bearing debt, plus cash and cash equivalents as well as other interest-bearing assets as of the valuation date, equals the equity value. Furthermore, if applicable, special items such as non-operating assets have to be considered.

5.2 Comparable Companies and Comparable Transactions Methodology

The Comparable Companies/Transactions multiples methodologies were also assessed as a cross check methodology to the valuation results derived from the DFCF approach. The key steps in the comparable companies/transactions' method are the following:

- Identification of a sample of comparable companies/transactions. The primary selection criterion is the relevance of their business description to the subject entity.
- Appropriate valuation multiples were assessed, such as EV/EBITDA, and then, the appropriate multiples were applied to the financial figures of the entity under valuation in order to derive the Enterprise Value, if applicable.
- As mentioned above (in section 5.1 "Income Approach – Discounted Free Cash Flows Methodology"), the net debt, as of the valuation date, is deducted from the Sector enterprise value in order to derive the equity value, while non-operating assets (if any) are added to the Sector enterprise value.

5.3 Adjusted Net Asset Value Methodology

Adjusted Net Asset Value Methodology is a balance sheet-focused method that is applied in order to value a company based on the difference between the fair value of its assets and liabilities. The starting point for the implementation of this approach is the company's balance sheet and the book value of its equity.

Under this method, the company's assets and liabilities are adjusted from their book value to their fair value, in case there is evidence that their book value does not reflect their fair value.

5.4 Applied Valuation Methodologies and Weight Factor

The following table summarizes the valuation methodologies which were assessed and applied in the valuation exercise for the estimation of Sector market value and the weight applied in the derived valuation results.

Valuation Methodologies			
	Methodology	**Application / Weight**	**Rationale**
Income Approach	**Discounted Free Cash Flow Analysis ('DFCF')**	**Considered and applied (weight: 70%)**	The DFCF method was selected as our primary valuation approach in order to conclude on the value of the Merchant Acquiring Sector since DFCF method best captures the: — Sector's prospects and associated risks for the projected period and perpetuity, — Underlying fundamental drivers of the Sector's business such as revenues growth rates, profitability margins, capex requirements, cost of capital etc., — Current volatile macroeconomic environment.

	Methodology	Application / Weight	Rationale
Market Approach	**Comparable Companies Multiples ('CoCos')**	**Considered and applied (weight: 10%)**	The CoCos methodology was also considered and applied utilizing a sample of comparable companies in order to reflect and incorporate the market characteristics of comparable companies operating in the same industry. A weight of 10% was applied in the derived results taking into account: i) that establishing an appropriate comparable peer group set may be challenging since Sector may differ from the comparable companies in terms of business activities, financial performance, capital structure and ii) analysts difficulties to revise the forward earnings expectations in order to capture the new macroeconomic reality and business sector dynamics.
	Comparable Transactions Multiples ('CoTrans')	**Considered and applied (weight: 20%)**	The CoTrans methodology was also considered and applied utilizing a sample of comparable transactions in Greece. A weight of 20% was applied, considering the following: — Comparability of the sample of transactions, — The comparable transactions are recent and took place in Greece under the same regulation framework as the entity under valuation.
Cost Approach	**Adjusted Net Asset Value**	**Considered but not applied**	As this method is a static one, since it only reflects the financial position of a company at a specific time and consequently, it does not take into account the current and future profitability, as well as future growth potential, it was not applied in the Valuation of the Sector.

Based on provided information/documentation, the limitations as presented in section **Error! Reference source not found.** and **Error! Reference source not found.** and the weight of the valuation results per methodology applied and presented in the following table, the market value of the Sector, as of 31 December 2021, is estimated to range from EUR 296.4 million to EUR 320.0 million with a baseline value of EUR 307.7 million.

Valuation results as of 31 December 2021 | Sector's fair value				
Amounts in EURO million	**Low**	**Baseline**	**High**	**Weight**
Discounted Free Cash Flow methodology	298.3	309.8	322.2	**70.0%**
Comparable Companies methodology	275.5	290.1	304.6	**10.0%**
Comparable Transactions methodology	300.0	309.0	320.0	**20.0%**
Weighted valuation range	**296.4**	**307.7**	**320.0**	

6 Conclusions

Taking into consideration the limitations described in Chapter 1.3, the Sector’s net assets are estimated at EUR 307,700,000 as of 31 December 2021. This estimation has been made following the valuation of the Sector’s assets and liabilities, analyzed in this Valuation Report which has been prepared in accordance with the provisions of article 17 f Law 4548/2018.

Athens, 25 May 2022

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Appendix - Statement of Sector's contributed assets and liabilities

Statement of Sector's contributed assets and liabilities	
Amounts in euro	**31.12.2021**
Assets	
Non-current assets	
POS terminal devices	11,204,726
Total non-current assets	**11,204,726**
Current assets	
Trade receivables	
Receivables from Payment Schemes	17,478,128
Receivables from NBG card holders	5,864,197
Receivables from merchants	976,395
Total trade receivables	**24,318,720**
Open debit balances from prepayments	48,425,081
Other debtors	6,284
Receivables from prefunded and non-prefunded installments	54,644,763
Total current assets	**127,394,847**
Total contributed assets	**138,599,573**
Liabilities	
Long-term liabilities	
Accrued pension and retirement obligations	343,084
Total long-term liabilities	**343,084**
Short-term liabilities	
Payables towards NBG	71,767,406
Other creditors	2,710,129
Payables from prefunded and non-prefunded installments	54,644,763
Total short-term liabilities	**129,122,298**
Total contributed liabilities	**129,465,382**

Source: Management information