

16 September 2025

POTENTIAL SALE OF MAJORITY SHAREHOLDING IN HSBC BANK MALTA P.L.C.

HSBC Continental Europe ("HBCE") announces it has signed a put option agreement with CrediaBank S.A. (formerly known as Attica Bank) ("CrediaBank") regarding the potential sale of its majority shareholding in HSBC Bank Malta p.l.c. (the "Bank"). The agreement provides the terms under which HBCE would sell its 70.03% shareholding to CrediaBank (the "Potential Transaction").

The Potential Transaction supports HSBC's strategy to increase leadership and market share in the areas where it has the greatest opportunities to grow and support its clients. It allows HBCE to strengthen its focus on being the leading corporate and institutional bank in Europe, supporting international clients.

The Potential Transaction represents a strategic opportunity for CrediaBank, and it is well-placed to invest in and grow the business. CrediaBank will retain the Bank's management team and intends to maintain the Bank's listing on the Malta Stock Exchange and to support its historical dividend distribution policies.

The Potential Transaction would be expected to complete by the end of 2026, subject to obtaining corporate and regulatory approvals ("Conditions Precedent"), and the parties' arrangements to implement the Potential Transaction.

Conditions Precedent

The Potential Transaction is subject to an information and consultation process with HBCE's works council in France, in accordance with HBCE's obligations under French labour law.

If, following the finalisation of the information and consultation process, HBCE decides to proceed with the Potential Transaction, then:

- I. HBCE and CrediaBank will enter into a definitive agreement for the sale and purchase of HBCE's shareholding in the Bank; and
- II. the Bank, HBCE and CrediaBank will enter into a cooperation agreement to govern their respective obligations in relation to the Potential Transaction.

The Potential Transaction then would be submitted to relevant regulators, including the European Central Bank, the Malta Financial Services Authority ("MFSA") and the Bank of Greece for approval.

HSBC Sale Price

The terms of the Potential Transaction contemplate CrediaBank paying a price per share of EUR 0.793 for HBCE's entire shareholding in the Bank amounting in total to EUR 200 million based on HBCE's shareholding.

Mandatory Takeover Offer

If the Conditions Precedent are satisfied, CrediaBank would acquire HBCE's shareholding and become the majority shareholder of the Bank.

Under the MFSA's Capital Markets Rules, CrediaBank would launch a mandatory takeover offer for the remaining shares in the Bank and make an offer document available to all minority shareholders.

Minority shareholders would be entitled – but not obliged – to sell their shares in the Bank to CrediaBank on the terms set out in the offer document and related acceptance form, or to retain their shares, which would remain listed on the Malta Stock Exchange.

The price per share offered to minority shareholders would be EUR 1.44 per share.

The offer price for minority shareholders is calculated on the basis of the 'equitable price' formula as defined in Rule 11.39 of the MFSA's Capital Markets Rules based on the Bank's trading prices up to and including 15 September 2025, being the last trading day prior to announcement of the Potential Transaction. The equitable price will therefore be fixed and without regard to any subsequent movements of the share price. Following the request to the MFSA, CrediaBank has obtained an exemption from calculating the equitable price at the time of the actual announcement of the Mandatory Bid so that such equitable price is determined today.

Other Terms

CrediaBank has committed to retain the Bank's employees on materially the same terms for a period of at least 2 years from the completion of the Potential Transaction.

As part of the Potential Transaction, CrediaBank would also acquire the rights and liabilities under certain Tier 2 and MREL loans made between HBCE (or another member of the HSBC Group) and the Bank.

Financial Impacts

The Potential Transaction is estimated to generate a pre-tax loss of approximately EUR 0.3 billion for HBCE and a pre-tax loss of approximately US\$0.4 billion for HSBC Group. At completion, the Potential Transaction is expected to have an immaterial impact on the CET1 ratios of both HSBC Group and HBCE.

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HSBC Continental Europe

Headquartered in Paris, HSBC Continental Europe is an indirectly held subsidiary of HSBC Holdings plc. HSBC Continental Europe comprises corporate and institutional banking, private banking, insurance and asset management activities across Continental Europe, including the business activities of 10 European branches (in Belgium, Czech Republic, Germany, Ireland, Italy, Luxembourg, the Netherlands, Poland, Spain and Sweden) and two banking subsidiaries in Luxembourg and Malta. HSBC Continental Europe's mission is to serve both customers in Continental Europe for their needs worldwide and Group customers for their needs in Continental Europe.

HSBC Holdings plc

HSBC Holdings plc, the parent company of HSBC, is headquartered in London. HSBC serves customers worldwide from offices in 57 countries and territories. With assets of US\$3,214bn at 30 June 2025, HSBC is one of the world's largest banking and financial services organisations.

HSBC Bank Malta p.l.c.

HSBC Bank Malta p.l.c. is listed on the Malta stock exchange and is approximately 70% owned by HSBC Continental Europe. HSBC Malta provides a comprehensive range of financial services including Wealth and Personal Banking and Corporate and Institutional Banking.

CrediaBank

CrediaBank is the fifth largest bank in Greece by total assets serving c.300,000 active corporate and retail customers through a total of 65 retail banking branches and 5 business centres across the country offering a broad range of financial services, including loans, deposits, insurance products, investment products, mutual funds and stock trading services to retail and corporate customers.