

Announcement

RESULTS OF THE MANDATORY TENDER OFFER SUBMITTED BY "HELLENIC HEALTHCARE SINGLE-MEMBER HOLDINGS SA" FOR THE ACQUISITION OF ALL THE COMMON REGISTERED SHARES WITH VOTING RIGHTS OF "DIAGNOSTIC AND THERAPEUTIC CENTER OF ATHENS HYGEIA SA" IN EXCHANGE FOR THE AMOUNT OF 0.95 EUROS PER SHARE IN CASH

11 February 2019

1. In accordance with Article 23 of Law 3461/2006 (hereinafter the "**Law**"), the Greek society anonyme trading under "HELLENIC HEALTHCARE SINGLE-MEMBER HOLDINGS SA" (hereinafter the "**Offeror**"), announced the results of the mandatory tender offer (hereinafter the "**Tender Offer**"), submitted by the Offeror on 1 November 2018 (hereinafter "**Tender Offer Date**") for the acquisition of all the common registered intangible shares with voting rights of the society anonyme trading under "DIAGNOSTIC AND THERAPEUTIC CENTER OF ATHENS HYGEIA SA" (hereinafter the "**Company**"), with a nominal value of 0.41 euros each (hereinafter the "**Shares**"), which neither the Offeror nor any other person acting in concert with the Offeror held, directly or indirectly, on 9 November 2018, i.e. the date the Offeror was required to submit a tender offer in accordance with Article 7(1) of the Law, for 90,542,970 Shares, which represented 29.62% of the total paid-up share capital and voting rights of the Company, in exchange for 0.95 euros per Share (hereinafter the "**Offered Consideration**").

*The words and phrases, as well as the combination of words and phrases with initial capital letters whose definition is provided in the Prospectus prepared by the Offeror, approved by the Board of Directors of the Hellenic Capital Market Commission (hereinafter the "**HCMC**") on 20 December 2018 and published in line with the Law, shall have the same meaning when used in this announcement, unless defined otherwise in this announcement or are otherwise understood from the context.*

2. The Acceptance Period commenced on 27 December 2018 and ended on 7 February 2019. During the Acceptance Period, 157 Shareholders accepted the tender offer legally and validly (hereinafter the "**Accepting Shareholders**"), offering 3,736,726 Shares in total, which represent 1.22% of the Company's total paid-up share capital and voting rights (hereinafter the "**Offered Shares**").

3. Since the Tender Offer Date and up to the end of the Acceptance Period, the Offeror acquired through the Athens Exchange (hereinafter "**ATHEX**") 75,958,541 Shares in total, which represent about 24.84% of the Company's total paid-up share capital and voting rights at a price per Share equal to the Offered Consideration.

4. Therefore, upon concluding the over-the-counter transfer of the Offered Shares, the Offeror holds 294,884,733 Shares, which correspond to about 96.45% of the Company's total paid-up share capital and voting rights. Additional Shares the Offeror may acquire after the end of the Acceptance Period and up until the date the aforementioned over-the-counter transfer is concluded are not included in the percentage quoted above.

5. **Payment of the Offered Consideration to the Accepting Shareholders shall start around 13 February 2019.** Eurobank Ergasias SA, acting as the Dealer Manager, shall pay the Offered Consideration to each Accepting Shareholder on behalf of the Offeror, depending on the way they have selected in the relevant Acceptance Form, i.e.: (i) by payment in cash at any branch of the Dealer Manager in Greece, or (ii) by crediting the Accepting Shareholder's deposit account held at the Dealer Manager, or (iii) by crediting the Accepting Shareholder's deposit account held at any other bank in Greece, in which case the Offeror shall pay any transfer fees arising from the transaction, or (iv) by issuing a bank check payable to the Accepting Shareholder (in cases when payment of the Offered Consideration is not possible in the ways indicated above), upon showing their ID card or passport and submitting a copy of the Acceptance Form and/or relevant company documents or authorizing documents, and for legal entities, the authorization, with the attested signature of the persons legally authorized to sign for the legal entity, from a cooperating bank.

In addition, the Dealer Manager shall pay the Offered Consideration of the Tender Offer to all the Brokers who have been authorized by the Accepting Shareholders, so they may proceed with all the necessary actions for accepting the Tender Offer on their behalf.

Note that the payment of the Offered Consideration shall be subject to the provisions on capital controls that apply at the time it is paid.

6. Furthermore, note that the amount corresponding to the over-the-counter transfer tax as per Article 9 of Law 2579/1998 shall be subtracted from the Offered Consideration paid to the Accepting Shareholders. This tax currently amounts to 0.20% and is calculated over the value of the over-the-counter transfer of the Offered Shares.

7. In addition, the Offeror:

- (i) shall exercise the takeover right, in line with Article 27 of Law and decision no. 1/644/22.04.2013 of the HCMC, and shall demand the transfer to them of the Shares held by the rest of the Company shareholders who did not accept the Tender Offer, at a price per Share equal to the Offered Consideration (i.e. 0.95 euros per Share) (hereinafter the **"Takeover Right"**), and
- (ii) is obliged to buy through trading in ATHEX all the Shares that shall be offered within a period of three (3) months from the publication of this announcement, in exchange for payment of the Offered Consideration in cash, in accordance with Article 28 of the Law. To this end, the Offeror has submitted a standing order through Eurobank Equities SA for the purchase of Shares in exchange for the Offered Consideration (i.e. 0.95 euros per Share (hereinafter the **"Exit Right"**)).

8. Once the procedure for the Takeover Right and/or the Exit Right is concluded, the Offeror shall request an Extraordinary General Meeting of the Company shareholders so as to decide on delisting the Company from ATHEX, pursuant to Article 17(5) of Law 3371/2005, in which (General Meeting) the Offeror shall vote in favor of the decision. Once this decision has been reached by the General Meeting of Company shareholders, the Company shall submit a request to the HCMC for delisting from ATHEX.

Advisor & Dealer Manager for the Offeror

Eurobank Ergasias SA acted as the financial advisor for the Offeror and the Dealer Manager in the context of the Tender Offer.
