



CRÉDIT AGRICOLE S.A.

ANNOUNCEMENT OF THE APPROVAL OF THE OFFERING CIRCULAR RELATING TO THE VOLUNTARY PUBLIC OFFER FOR THE SHARES OF EMPORIKI BANK OF GREECE S.A.

- 1 In accordance with the Law 3461/2006 (**Law**), Crédit Agricole S.A., a société anonyme established and operating under the laws of France, having its registered seat at 91-93 boulevard Pasteur, 75015 Paris and with corporate registration number 784 608 416 RCS, Paris (**Offeror**) hereby announces that the Board of Directors of the Hellenic Capital Market Commission (**HCMC**) during its meeting on 24 June 2011 approved the offering circular (**Offering Circular**) relating to the voluntary public offer (**Public Offer**) initiated by Crédit Agricole S.A. for the acquisition of common registered shares of Emporiki Bank of Greece S.A. (**Emporiki**), each having a nominal value of €1 (**Shares**).

This announcement does not constitute a summary of all the terms of the Public Offer and any shareholders of Emporiki (**Shareholders**) before accepting the Public Offer should read all the relevant terms included in the Offering Circular.

- 2 By virtue of a written agreement dated 23.05.2011 between the Offeror and Sacam International (Sacam International), Sacam International is acting in concert with the Offeror pursuant to article 2(e) of the Law for the purposes of this Public Offer.
- 3 According to the Public Offer, the Offeror intends to acquire all Shares of Emporiki not held directly by the Offeror and Sacam International on 23.05.2011, namely twenty million four hundred sixty six thousand and seven hundred forty five (20,466,745) Shares, representing approximately 4% of Emporiki's fully paid-up share capital and voting rights (**Public Offer Shares**). The Offeror intends to acquire the Public Offer Shares, together with existing and future rights deriving therefrom, provided that the Public Offer Shares and such rights are free and clear of all encumbrances, pledges, usufruct, contractual restrictions, liens, claims or other third party rights.
- 4 The Offeror offers to pay in cash €1.76 per Public Offer Share (**Offer Price**). Further, the Offer Price meets the requirements of article 9 of the Law and the HCMC explanatory announcement dated 19.03.2010.

The Offeror will pay, on behalf of the shareholders that will validly accept the Public Offer (**Accepting Shareholders**), the 0.08% registration duty payable to the Hellenic Exchanges S.A. Holding, Clearing, Settlement & Registry (**HELEX**) (according to article 7(3) of the HELEX decision 1/153/18.12.2006, as amended and currently in force) on the value of the Public Offer Shares tendered which will be validly accepted and which is calculated as follows: the number of the transferred shares multiplied by the higher of the following prices: a) the Offer Price and b) the closing price of the Shares in ATHEX on the previous day before the submission of the documentation of article 46 of the Regulation on the Operation of the Dematerialised Securities System as approved by the HCMC, with a minimum charge which shall be equal to the minimum amount between €20 and the 20% of the value of transfer per Accepting Shareholder. Therefore, the Accepting Shareholders will receive the Offer Price for every Share validly tendered after deduction of the applicable tax on ATHEX transactions which (according to article 21(1) of Law 3697/2008, article 9(2) of Law 2579/1998 and article 16(1) and (2) of Law 3943/2011) is currently 0.20% and is calculated on the value of the off-the-exchange transaction for the transfer of the Public Offer Shares to the Offeror.

- 5 The acceptance period (**Acceptance Period**) during which the Shareholders may declare their acceptance of the Public Offer will start on 29 June 2011 at 8.00 a.m. (Greek time) and end on 27 July 2011 at the close of business of the banks operating in Greece. The Offeror has authorised Alpha Bank S.A. (**Tender Agent**) to collect the Declarations of Acceptance and pay the Offer Price from the Offeror to the Accepting Shareholders.
- 6 As of 29 June 2011 and during the Acceptance Period, Shareholders may request and obtain copies of the Offering Circular and the Declarations of Acceptance in Greek from all branches of Alpha Bank in Greece.

Shareholders may also obtain copies of the Offering Circular from the following website addresses www.credit-agricole.com, <http://www.lazard.com/>, <http://www.alpha.gr/page/default.asp?la=1&id=5224>.

- 7 Accepting Shareholders must duly complete and submit a Declaration of Acceptance to any of the branches of Alpha Bank in Greece. Forms of the Declaration of Acceptance may be obtained from these branches in Greece throughout the Acceptance Period during normal business days and hours. Accepting Shareholders must comply with the detailed requirements for accepting the Public Offer set out in the Offering Circular.
- 8 Given that the Offeror already holds over 90% of the Shares in Emporiki, following the end of the Acceptance Period, it is entitled and intends to exercise the squeeze-out right pursuant to article 27 of the Law. Following the end of the Public Offer and the completion of the squeeze-out, the Offeror will seek to delist the Shares of Emporiki from the ATHEX, pursuant to article 17(5) of the Law.

- 9 The results of the Public Offer will be announced on the Athens Exchange Daily Bulletin within two (2) working days from the end of the Acceptance Period.

Note (1) The Offeror informs its investors that under Law 3461/2006 (the Greek tender offer law), natural or legal persons (as well as other natural or legal persons acting on behalf of the former or undertakings controlled by these persons in accordance with article 3(c) of L. 3556/2007 or persons acting in concert with them) who as of the date hereof until the end of the acceptance period acquire at least half per cent (0,5%) of, (among others), the voting rights in the Offeror (namely Crédit Agricole S.A.) must inform the Hellenic Capital Market Commission and publish in the Official Daily Bulletin of the Athens Exchange (within the deadlines set out in Article 14(2) & 19(4) of Law 3556/2007) such acquisition, the purchase price and the percentage of the voting rights that they already hold in the Offeror. This obligation is not exclusive of any other obligation that investors may have under Greek, French or other applicable laws.

- (2) This communication, the offering circular or any other document or announcement relating to this tender offer is only addressed to persons who may lawfully accept it. No tender of shares will be accepted from or on behalf of holders of shares in Emporiki Bank of Greece S.A. in any jurisdiction where such offer, solicitation or sale may be unlawful. The distribution of this communication, the offering circular or any other document or announcement relating to this tender offer may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document, the offering circular or any other document or announcement relating to this tender offer should inform themselves of and observe these restrictions and may not distribute, forward such documents, announcements and/or communications to any other person. To the fullest extent permitted by applicable law, Crédit Agricole S.A., Sacam International and Lazard Frères Banque S.A. disclaim any responsibility or liability for the violation of such restrictions by any person.

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