

GDP-linked Securities

The GDP-linked Securities will be (a) authorised and issued by the Republic pursuant to: (i) Law 2187/1994 (Government Gazette A 16/1994) of the Republic, as amended and in force, (ii) Law 2362/1995 (Government Gazette A 247/1995) of the Republic as amended and in force, (iii) Law 4050/2012 (Government Gazette A 36/2012) of the Republic, and (iv) a ministerial decision which will approve the terms and conditions of the GDP-linked Securities and the Trust Deed, and (b) constituted by the Trust Deed.

There are material differences between the Designated Securities and the GDP-linked Securities. Bondholders should consider carefully all such differences before any decision is made with respect to the Invitation and are urged to read the terms and conditions of the GDP-linked Securities in their entirety. The GDP-linked Securities contain the following features, including, without limitation:

(a) the GDP-linked Securities will be issued in dematerialised and uncertificated form registered within the System for Monitoring Transactions in Book-Entry Securities of Law 2198/1994, a system which is subject to Greek law and managed by the Bank of Greece;

(b) certain actions in relation to the GDP-linked Securities such as enforcement and modification can only be taken with the consent or direction of the holders of the requisite majority of the GDP-linked Securities. Subject to the Trust Deed, the Trustee shall (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction by the relevant holders), if so requested in writing by the holders of the requisite majority of GDP-linked Securities, take such proceedings against the Republic to enforce the payment of any amounts due under the GDP-linked Securities if the Republic fails to make such payment before the day falling 30 days after the due date for such payment; and

(c) the GDP-linked Securities contain a purchase option which provides that the Republic may at its option on any one or more occasions elect to re-purchase any or all of the GDP-linked Securities on the terms set out therein as to price and where the Republic re-purchases some but not all of the GDP-linked Securities this will be effected on a pro-rata basis; and

(d) all payments on the GDP-linked Securities will be made by the Republic without withholding or deduction for, or on account of, any present or future taxes, levies or duties of whatever nature imposed, levied, collected or assessed by or on behalf of the Republic or any political subdivision or taxing authority thereof (**Greek Withholding Taxes**), unless such withholding or deduction is required by law. In such event, the Republic will pay such additional amounts as may be necessary in order that the net payment made in respect of the GDP-linked Securities after such withholding or deduction for or on account of Greek Withholding Taxes is not less than the amount that would have been receivable in respect of the GDP-linked Securities in the absence of such withholding or deduction, subject to certain exceptions as set out in the terms and conditions of the GDP-linked Securities.

Terms and conditions of the GDP-linked Securities

The terms and conditions of the GDP-linked Securities set out below are subject to completion. The terms and conditions of the GDP-linked Securities set forth below should be read together with the Trust Deed, which will be entered into on or before the issue date of the GDP-linked Securities. When used in the terms and conditions of the GDP-linked Securities and this section “—GDP-linked Securities”, unless the context requires otherwise the term “GDP-linked Securities” means the GDP-linked Securities. Terms used in this section “—GDP-linked Securities” shall have the meanings given them herein.

These securities (each Security of this Series, a **GDP-linked Security**, and collectively, the **GDP-linked Securities**, which expression shall, in these Conditions, unless the context otherwise requires, include any further GDP-linked securities issued and forming a single Series with the GDP-linked Securities) are:

(a) authorised and issued by The Hellenic Republic (the **Republic**) pursuant to: (i) Law 2187/1994 (Government Gazette A 16/1994) of the Republic, as amended and in force, (ii) Law 2362/1995 (Government Gazette A 247/1995) of the Republic, as amended and in force, (iii) Law 4050/2012 (Government Gazette A 36/2012) of the Republic, and (iv) a ministerial decision which approves these Conditions and the trust deed dated [●] 2012 (the **Trust Deed**) made between the Republic and Wilmington Trust (London) Limited (the **Trustee**, which expression shall include its successor(s)) as trustee for the Holders of the GDP-linked Securities; and

(b) constituted by the Trust Deed.

The GDP-linked Securities shall be Securities for the purposes of the Trust Deed. Terms used but not defined herein shall have the respective meanings given to them in the Trust Deed. The Holders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed applicable to them.

The only amounts payable in respect of this GDP-linked Security are the payments contingent upon and determined on the basis of the performance of the gross domestic product of the Republic referred to herein. The Notional Amount of this GDP-linked Security will be used only to calculate payments payable to Holders of this GDP-linked Security and for certain other purposes described herein and in the Trust Deed. Holders of this GDP-linked Security are not entitled to receive principal in the amount of, or interest based on, such Notional Amount.

The Trust Deed is available for inspection, during normal business hours at the office for the time being of the Trustee at 1 King's Arms Yard, London EC2R 7AF, United Kingdom.

1. FORM AND TITLE

1.1 Form

Pursuant to Law 2198/1994 (Government Gazette 43/A/22 March 1994) of the Republic and the Operating Regulations of the System for Monitoring Transactions in Book-Entry Securities issued by an act of the Governor of the Bank of Greece, pursuant to the above (**Law 2198/1994**) (as amended and in force from time to time, the **Regulations**), the GDP-linked Securities are issued in dematerialised and uncertificated form registered within the System for Monitoring Transactions in Book-Entry Securities of Law 2198/1994 managed by the Bank of Greece (the **BOGS System**).

1.2 Title

- (a) While the GDP-linked Securities are in dematerialised and uncertificated form in the BOGS System, each person approved as a participant in the BOGS System in accordance with the Regulations to whose account in the BOGS System any GDP-linked Securities are credited shall be a **Holder** for purposes of the GDP-linked Securities, these Conditions and the Trust Deed. A Holder will be treated by the Republic, the Trustee and the operator of the BOGS System as the absolute owner of the GDP-linked Securities credited to its account in the BOGS System for all purposes pursuant to these Conditions and the Trust Deed and no person will be liable for so treating the Holder.
- (b) No Holder nor any person recorded in the accounts created by any Holder in its capacity as a participant in the BOGS System as having an interest in any GDP-linked Security will have any right to enforce any term or condition of any GDP-linked Security under the Contracts (Rights of Third Parties) Act 1999 but this shall not affect any right or remedy of any such person which exists or is available apart from that Act.
- (c) Transfers of GDP-linked Securities between participants in the BOGS System shall be effected in accordance with the Regulations.
- (d) The Trust Deed sets out the provisions relating to the form, ownership and transfer of the GDP-linked Securities in the event they are not in dematerialised form in the BOGS System.

1.3 Original Notional Amount

Each GDP-linked Security is issued in an initial notional amount of €100.00 (the **Original Notional Amount**) and a GDP-linked Security shall mean a GDP-linked Security with a notional amount equal to the Notional Amount. **Euro** and € shall mean the single currency unit of each participating member state of the European Union that adopts or has adopted the Euro as its lawful currency in accordance with the legislation of the European Union in relation to the Economic and Monetary Union.

1.4 Trust Deed

Notwithstanding that the GDP-linked Securities are issued in dematerialised and uncertificated form in the BOGS System, each Holder of these GDP-linked Securities is entitled as a beneficiary of the trusts established under the Trust Deed in respect of the Republic's covenants given to the Trustee pursuant to the Trust Deed including, without limitation, the covenant to pay set out in Clause 2.1 thereof. The Trustee holds the benefit of such covenants on trust for the Holders of these GDP-linked Securities and itself in accordance with the terms of the Trust Deed. Subject to the next sentence, only the Trustee may enforce the provisions of the Trust Deed and these Conditions. No Holder of these GDP-linked Securities shall be entitled to (i) take any steps or action against the Republic to enforce the performance of any of the provisions of the Trust Deed or these Conditions or (ii) take any other proceedings (including lodging an appeal in any proceedings) in respect of or concerning the Republic and arising out of or in connection with the Trust Deed or these Conditions, in each

case unless the Trustee, having become bound pursuant to the Trust Deed to take any such action, steps or proceedings, fails to do so within a reasonable period and such failure is continuing.

2. DEFINITIONS

As used in these Conditions, the following terms have the meanings set forth below:

Business Day means a day (other than a Saturday or a Sunday) on which (i) commercial banks are generally open for business and carrying out transactions in Euro in Athens and (ii) the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) System, or any successor thereto, is operating credit or transfer instructions in respect of payments in Euro.

Calculation Date means, for any Reference Year, a day not later than the fifth Business Day following 30 September of the calendar year following such Reference Year.

EUROSTAT means the official statistical office of the European Union, provided that, for any Reference Year, if EUROSTAT fails to publish the GDP of the Republic required for the purposes of these Conditions by the Calculation Date preceding the Payment Date of such Reference Year, the Ministry of Finance shall obtain such data from any other internationally or nationally recognised statistical sources (whether published, electronic or otherwise, and provided that for these purposes the World Economic Outlook database operated by the International Monetary Fund shall be considered a recognised statistical source), as selected by the Ministry of Finance in its sole discretion (acting in a commercially reasonable manner), and all references to EUROSTAT contained in these Conditions shall be construed accordingly.

Expiration Date means 15 October 2042.

GDP means gross domestic product.

GDP Index Percentage means, for any Reference Year, the product (rounded to the nearest five decimal places with 0.000005 being rounded upwards) of (a) Real GDP Growth Rate for such Reference Year less the Reference Real GDP Growth Rate for such Reference Year and (b) 1.5, provided that:

- (i) the GDP Index Percentage for any Reference Year shall not exceed 1.00%;
- (ii) if the GDP Index Percentage for such Reference Year would have exceeded 1.00%, but for (i) immediately above, any difference between the GDP Index Percentage for such Reference Year and 1.00% shall not be taken into account for any purpose for any subsequent Reference Year;
- (iii) if Real GDP Growth Rate for such Reference Year is negative, the GDP Index Percentage shall be zero; and
- (iv) if Real GDP Growth Rate for the Reference Year is lower than the Reference Real GDP Growth Rate for such Reference Year, the GDP Index Percentage shall be zero.

Ministry of Finance means the Ministry of Finance of the Republic.

Nominal GDP means, for any Reference Year, the GDP of the Republic at current prices (expressed in euro) of the Reference Year as published by EUROSTAT in accordance with the Statistics Regulations for such Reference Year, provided that any subsequent revision after the Calculation Date preceding the Payment Date of such Reference Year of the data published by EUROSTAT shall not result in, or entitle a Holder to claim, any increase in the Payment Amount.

Notional Amount means, in respect of any Payment Date falling in or prior to 2022, 100% of the Original Notional Amount and for each year following 2022, the fraction of the Original Notional Amount set out in the table below opposite that year:

Payment Date	Fraction of the Original Notional Amount
15 October 2023	315/315
15 October 2024	300/315
15 October 2025	285/315
15 October 2026	270/315

15 October 2027	255/315
15 October 2028	240/315
15 October 2029	224/315
15 October 2030	208/315
15 October 2031	192/315
15 October 2032	176/315
15 October 2033	160/315
15 October 2034	144/315
15 October 2035	128/315
15 October 2036	112/315
15 October 2037	96/315
15 October 2038	80/315
15 October 2039	64/315
15 October 2040	48/315
15 October 2041	32/315
15 October 2042	16/315

Any reduction in the Notional Amount shall occur on the day immediately preceding each Payment Date.

Payment Amount means, for any Payment Date, an amount (rounded down to the nearest €0.01 for each GDP-linked Security) equal to the product of (i) the GDP Index Percentage for the Reference Year corresponding to such Payment Date, multiplied by (ii) the Notional Amount, provided that the Payment Amount for any Reference Year will be zero if the Nominal GDP did not exceed the Reference Nominal GDP for that Reference Year. Any subsequent revision after the Calculation Date preceding the relevant Payment Date of (i) the data used to calculate the Payment Amount and/or (ii) the data published by EUROSTAT, shall not result in, or entitle a Holder to claim, any change in the Payment Amount. The Payment Amount shall be determined by the Ministry of Finance on the Calculation Date preceding the relevant Payment Date, who shall notify the Republic and the Trustee of such Payment Amount once determined, and the Republic shall notify the Holder thereof in accordance with Condition 10, in each case as soon as reasonably practicable and in any event before the relevant Payment Date. All calculations made by the Ministry of Finance hereunder shall be binding on all parties including the Trustee and all Holders absent bad faith, wilful misconduct or manifest error on the part of the Ministry of Finance.

Payment Date means, for any Reference Year, 15 October of the calendar year following such Reference Year. The first Payment Date is 15 October 2015 for the Reference Year 2014. The last Payment Date is the Expiration Date for the Reference Year 2041.

Real GDP Growth Rate means, for any Reference Year, the percentage change of (i) GDP of the Reference Year compared with (ii) the GDP of the year immediately preceding the Reference Year, with each expressed in prices of the year immediately preceding the Reference Year, as published by EUROSTAT in accordance with the Statistics Regulations, provided that, from and including Reference Year 2021, if the Real GDP Growth Rate for the calendar year preceding the Reference Year is negative, the Real GDP Growth Rate for the Reference Year shall be deemed to be the sum of the Real GDP Growth Rates for both such years, provided further that any subsequent revision after the Calculation Date preceding the Payment Date of such Reference Year of the data published by EUROSTAT shall not result in, or entitle a Holder to claim, any change in the Payment Amount.

Reference Nominal GDP means for each Reference Year in the table below, the amount (expressed in euro) set out in the table below opposite that year, provided that any subsequent revision after the issuance of this GDP-linked Security to any data used to derive the amounts set out in the table below, shall not result in, or entitle a Holder to claim, any change in the Payment Amount.

Reference Year	Reference Nominal GDP (EUR in billions)
2014	210.1014
2015	217.9036
2016	226.3532
2017	235.7155
2018	245.4696
2019	255.8822
2020 - 2041	266.4703

Reference Real GDP Growth Rate means, in respect of any Reference Year, the rate of growth set out in the table below opposite that year, provided that any subsequent revision after the issuance of this GDP-linked Security to any data used to derive the amounts set out in the table below shall not result in, or entitle a Holder to claim, any change in the Payment Amount.

Reference Year	Reference Real GDP Growth Rate
2014	2.345000%
2015	2.896049%
2016	2.845389%
2017	2.796674%
2018	2.596544%
2019	2.496864%
2020	2.247354%
2021 – 2041	2.000000%

Reference Year means any calendar year from and including 2014 to and including 2041.

Statistics Regulations means Regulation (EC) No 223/2009 of the European Parliament and of the Council of 11 March 2009 on European statistics as modified or re-enacted from time to time and any statutory instrument, order or regulation made thereunder or under any such modification or re-enactment.

3. PAYMENTS

3.1 Payment Amounts

- (a) Subject to the conditions set forth in Condition 3.1(d) below, on each Payment Date the Republic shall pay in relation to each GDP-linked Security an amount equal to the Payment Amount, if any, for such Payment Date.
- (b) Payments of any amounts payable to the Holders under the GDP-linked Securities will be made to the Holders in the manner provided in, and in accordance with, the Regulations or otherwise as specified in the Trust Deed, provided always that in any event final discharge of the obligation to make payments due to the Holders will only occur on the receipt of such payments by the Holders or by the Trustee on behalf of the Holders.
- (c) Payments in respect of the GDP-linked Securities are subject in all cases to any fiscal or other laws and regulations applicable in the place of payment, but without prejudice to the denomination of the GDP-linked Securities or the provisions of Condition 3.1(b) or Condition 4.

- (d) If any date for payment in respect of any GDP-linked Security is not a Business Day, the Holder shall not be entitled to payment until the next following Business Day nor to any interest or other sum in respect of such postponed payment.
- (e) No commissions or expenses shall be charged to the Holders in respect of any payments made in accordance with this Condition.

3.2 Agents

The initial Paying Agent for the GDP-linked Securities shall be the Bank of Greece. The Republic reserves the right at any time to vary or terminate the appointment of any Paying Agent and to appoint additional or other Paying Agents provided that:

- (a) there will at all times be a Paying Agent having a specified office in a European city which, so long as the GDP-linked Securities are admitted to trading on a regulated market within the European Economic Area and the rules of such regulated market require, shall be such European city as the rules of such regulated market may require or permit; and
- (b) the Republic undertakes that it will ensure that it maintains a Paying Agent in a Member State of the European Union that is not obliged to withhold or deduct tax pursuant to European Council Directive 2003/48/EC or any law implementing or complying with, or introduced in order to conform to, such Directive.

Notice of any termination or appointment and of any changes in specified offices will be given to the Holders promptly by the Republic in accordance with Condition 10 and to the Trustee.

4. TAXATION

4.1 All payments on the GDP-linked Securities will be made by the Republic without withholding or deduction for, or on account of, any present or future taxes, levies or duties of whatever nature imposed, levied, collected or assessed by or on behalf of the Republic or any political subdivision or taxing authority thereof (**Greek Withholding Taxes**), unless such withholding or deduction is required by law. In such event, the Republic will pay such additional amounts (**Additional Amounts**) as may be necessary in order that the net payment made in respect of the GDP-linked Securities after such withholding or deduction for or on account of Greek Withholding Taxes is not less than the amount that would have been receivable in respect of the GDP-linked Securities in the absence of such withholding or deduction; *provided that* the foregoing obligation to pay Additional Amounts shall not apply to:

- (a) any Greek Withholding Taxes that would not have been imposed or levied on a Holder or beneficial owner of the GDP-linked Securities but for the existence of any present or former connection between such Holder or beneficial owner and the Republic or any political subdivision thereof, including, without limitation, such Holder or beneficial owner (i) being or having been a citizen or resident thereof, (ii) maintaining or having maintained an office, permanent establishment or branch therein, or (iii) being or having been present or engaged in trade or business therein, except for a connection solely arising from the mere ownership of, or receipt of payment under such GDP-linked Securities;
- (b) any Greek Withholding Taxes imposed with respect to any GDP-linked Security held by or on behalf of a Holder or beneficial owner who would not be liable for or subject to such Greek Withholding Taxes by making a declaration of non-residence or other similar claim or exemption to the relevant tax authority if, after having been requested to make such a declaration or claim, such Holder or beneficial owner fails to do so;
- (c) in the event that the GDP-linked Securities are not in dematerialised form in the BOGS System, any Greek Withholding Taxes that would not have been so imposed but for the presentation by the Holder of such GDP-linked Security for payment more than 30 days after the Relevant Date, except to the extent that the Holder thereof would have been entitled to such Additional Amount on the last day of such 30 day period;
- (d) in the event that the GDP-linked Securities are not in dematerialised form in the BOGS System, any Greek Withholding Taxes imposed with respect to any GDP-linked Security presented for payment by or on behalf of a Holder who would have been able to avoid such withholding or deduction by presenting the relevant GDP-linked Security to another Paying Agent in a Member State of the European Union; or

- (e) any withholding or deduction required to be made pursuant to any European Union Directive on the taxation of savings income implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000 or any law implementing or complying with, or introduced in order to conform to, such Directive.

4.2 The **Relevant Date** in relation to any GDP-linked Security means:

- (a) the due date for payment in respect thereof; or
- (b) (if the full amount of the monies payable on such date has not been received by the Trustee or the Paying Agent on or prior to such due date) the date on which, the full amount of such monies having been so received, notice to that effect is duly given to the Holders in accordance with Condition 10 or individually.

5. STATUS OF THE GDP-LINKED SECURITIES

The GDP-linked Securities constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Republic. The GDP-linked Securities rank, and will rank, *pari passu* among themselves and with all unsecured and unsubordinated obligations for borrowed money of the Republic. The due and punctual payment of the GDP-linked Securities and the performance of the obligations of the Republic with respect thereto are backed by the full faith and credit of the Republic.

6. PURCHASE OF SECURITIES

6.1 Purchase Option

At any time after 1 January 2020, upon not less than 30 nor more than 60 days' notice to the Holders in accordance with Condition 10 and to the Trustee (a **Purchase Option Notice**), the Republic may, at its option, on any one or more occasions elect to purchase any or all of the GDP-linked Securities from the Holders at the Call Price. In the event that the Republic delivers a Purchase Option Notice, each Holder shall be required to sell to the Republic on the date specified in such Purchase Option Notice such amount of the GDP-linked Securities as is specified in such Purchase Option Notice, in each case at the Call Price, *provided that* the number of GDP-linked Securities to be purchased by the Republic specified in such Purchase Option Notice shall be an integral multiple of 1,000 (other than the final purchase which shall be in respect of all GDP-linked Securities then Outstanding). In the event that any Purchase Option Notice specifies that the Republic shall purchase some only but not all of the GDP-linked Securities then Outstanding, each GDP-linked Security will be purchased by the Republic, and the Holders shall be required to sell, on a *pro rata* basis.

The Call Price shall be paid to the relevant Holders in accordance with Conditions 3.1(b) to (e) (inclusive).

For the purposes of these Terms and Conditions:

Call Price means, in respect of any date on which the Republic makes a purchase of GDP-linked Securities from the Holders pursuant to this Condition 6.1, and for each 1,000 GDP-linked Securities so purchased, the arithmetic mean of the Market Price for the 30 Trading Days preceding the date on which the relevant Purchase Option Notice is given.

Market Price means, for any day, the amount required to purchase 1,000 GDP-linked Securities at the price equal to the arithmetic mean of the last bid and asked prices:

- (i) quoted or otherwise provided by Bank of Greece's Electronic Secondary Securities Market (or any successor service) (**HDAT**); or
- (ii) to the extent that no price is quoted or otherwise provided as set out in (i) immediately above on any day, as determined by the Ministry of Finance (acting in good faith in a commercially reasonable manner), based on the arithmetic mean of the quotations for the GDP-linked Securities from at least three and not more than five primary reference banks in Europe of the arithmetic mean of the bid and asked prices for the GDP-linked Securities. If the Ministry of Finance obtains five quotations, the Ministry of Finance shall determine the arithmetic mean after eliminating the highest (or, in the event of equality, one of the highest) and lowest (or, in the event of equality, one of the lowest) quotations.

All calculations made by the Ministry of Finance hereunder shall be binding on all parties including the Trustee and all Holders of this GDP-linked Security absent bad faith, wilful misconduct or manifest error on the part of the Ministry of Finance.

The Ministry of Finance shall provide in the Purchase Option Notice, for each relevant day, the name of the pricing source and the relevant price quotation and/or, as the case may be, the reference banks which have provided such quotations and details of the relevant quotations and in all the cases the calculations made.

Trading Day means any day (other than a Saturday or a Sunday) on which (i) HDAT (or any successor service) is open for trading, to the extent there is no market, exchange and/or trading disruption, and/or early closure, in each case which the Ministry of Finance (acting in good faith in a commercially reasonable manner) determines is material for the purposes of determining the Market Price; or (ii) to the extent that HDAT is permanently closed and no successor service is available, commercial banks are generally open for business and carrying out transactions in the place of business of each of the reference banks selected for the purposes of calculating the Market Price.

6.2 **Other Purchases of Securities**

The Republic may at any time purchase or otherwise acquire GDP-linked Securities at any price in the open market or otherwise.

6.3 **Cancellation**

Any GDP-linked Security purchased or otherwise acquired by the Republic may be held, reissued, resold or, at the option of the Republic, cancelled, *provided that* any such GDP-linked Securities purchased or otherwise acquired by the Republic shall, unless previously reissued or resold, be cancelled on or before 31 December in the year of purchase and thereafter may not be reissued or resold.

7. **PRESCRIPTION**

Claims for payments under the GDP-linked Securities shall become void unless made within the period of five years from the Relevant Date.