

## **ANNOUNCEMENT OF A PUBLIC TAKEOVER BID TO SHAREHOLDERS OF USB BANK PLC BY BLC BANK SAL**

BLC Bank SAL (“BLC Bank”, the “Offeror”) informs the investing public for the submission of a mandatory takeover bid (“Takeover Bid, Public Offer”) to the shareholders of USB Bank Plc (“USB Bank”, “USB”, the “Offeree Company”) for the acquisition of up to 100% of USB’s issued share capital, the titles of which are listed on the Cyprus Stock Exchange (“CSE”) pursuant to the relative provisions of article 13 of the Takeover Bids Law of 2007, as amended (the “Law”).

The obligation for the submission of a mandatory takeover bid emanates from the decisions of the Cyprus Securities and Exchange Commission (the “CySec”) dated 9 December 2014 and 2 March 2015 respectively, that declined BLC Bank’s request to grant an extension to the time period provided to BLC Bank to dispose such number of USB Bank shares so that USB Bank complies with the minimum dispersion criteria required for at least one of the regulated markets of the CSE as per the condition that was set by CySec in April 2014 in relation to an exemption for BLC Bank to submit a takeover bid to the shareholders of USB.

The total issued share capital of USB Bank is 165.937.330 ordinary shares of nominal value €0,10 each. BLC Bank holds directly 163.271.372 shares of USB Bank (98,39% of the issued share capital of USB). No shares are held by any persons who are considered by the Law as acting in concert with the Offeror and there are no indirect participations related to the Offeror.

The consideration offered to the shareholders of USB who will accept the Public Offer is €0,30 per share paid in cash.

For the payment of the proposed consideration, the Offeror has the financial means to finance the Public Offer.

The Public Offer is considered successful pursuant to article 10(1) of the Law as the Offeror holds more than 50% of the voting rights of the Offeree Company.

The Public Offer is subject to safeguarding all necessary approvals by the relevant regulatory authorities and the Offeror will take all necessary measures to this end.

Further information on the Public Offer will be included in the Public Offer Document, which will be prepared pursuant to the provisions of the Law and relevant CySec Directives regarding the content of the Offer Document.

The Cyprus Investment and Securities Corporation Limited (CISCO) is acting as Advisor to the Offeror and as Underwriter Operator within the framework of Regulatory Administrative Act 96/2008 of the CSE.

This announcement is made pursuant to article 6 of the Law as well as CySec’s Directive DI 41-2007-01 of 2012. This announcement is conveyed to the CySec, the CSE and the Board of Directors of the Offeree Company.

Nicosia  
3 March 2015