



# National Bank of Greece S.A.

## **Valuation report of assets and liabilities of the “Merchant Acquiring” sector as of 31 December 2021**

KPMG Auditing S.A.

25 May 2022

This report contains 15 pages

Appendices comprise 1 pages

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## Glossary

etc	et cetera
IFRS	International Financial Reporting Standards
k.	Thousands
m.	Millions
par.	Paragraph
POS	Point of sales terminal devices

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# 1 Overview

## 1.1 Assignment and scope of work

The National Bank of Greece S.A. (hereinafter "NBG" or "Bank") wishes to proceed to the spin-off of the acquiring of payment transactions (merchant acquiring) business sector of the Bank (hereinafter the "Sector") and the contribution of its assets and liabilities to the existing company under the name "NBG PAY SINGLE MEMBER SOCIETE ANONYME" (hereinafter "NBG Pay" or "Beneficiary Company"), pursuant to articles 54 and 59-74 of law 4601/2019 and the relevant provisions of law 4548/2018, as applicable and in force as well as the article 16 par. 18 of law 2515/1997.

In order to carry out the aforementioned spin-off, the valuation of the assets and liabilities of the Bank's Sector (hereinafter the "Valuation") is required in accordance with the provisions of article 17 (par. 3,4) of Law 4548/2018

The spin-off of the Sector will be based on the contributed assets and liabilities of the Sector, as these are presented in the Statement of Contributed Assets and Liabilities with reference date 31 December 2021 ("Statement of Contributed Assets and Liabilities"). Upon completion of the spin-off of the Sector, the share capital of the Beneficiary Company will increase by the amount of the Sector's contributed assets and liabilities.

Within this context, the Management of the Bank assigned KPMG Auditing SA. (hereinafter "KPMG") to proceed valuation of the contributed assets and liabilities of the Sector with reference date 31 December 2021 (hereinafter the "Valuation Date") in accordance with the provisions of article 17 of Law 4548/2018 regarding the verification of the value of contributions in kind. The Valuation was carried out based on the Statement of Contributed Assets and Liabilities of the Sector prepared by the Bank's Management for the purpose of the spin-off.

This report (hereinafter the "Report") aims to present the valuation of the contributed assets and liabilities of the Sector to the Beneficiary Company at the Valuation Date.

## 1.2 Sources of Information

For the Valuation of the Sector's assets and liabilities, the following information and data provided by the Bank's Management were used:

- The Statement of Contributed Assets and Liabilities of the Sector with reference date 31 December 2021 prepared based on the International Financial Reporting Standards (hereinafter "IFRS"), as the Bank applies these accounting standards in preparing its Financial Statements. We note that the Statement of Contributed Assets and Liabilities has not been audited by a Certified Public Accountant.
- Other data, information and documents related to the financial figures and their analysis as well as to the activities of the Sector.
- Financial information for the Sector for the year 2021.
- The business plan of the Sector, which includes long-term financial forecasts for the period 2022 - 2026, which was provided to KPMG by the Bank.



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The following were also used:

- Data and information of companies listed on international stock exchanges that are similar to the Sector.
- Data and information on comparable transactions, which took place in the market in which the Sector operates.
- General macroeconomic figures and financial indices from websites and databases that are widely used for industry valuation purposes, such as the following:
  - Economist Intelligence Unit
  - Standard & Poor's Capital IQ database
  - Bank of Greece
  - Other international databases, studies and publications.

The Valuation was based on the aforementioned data as well as on data and information that emerged from discussions and written communications with Bank's Management, who also assured us in writing through a representations letter with reference date May 19, 2022 that the information and data provided to us is accurate and complete.

### 1.3 Limitations

This Report presents the outcome of the Valuation. We would like to draw your attention to the following general important remarks and limitations regarding our Report and our work:

- We have not proceeded with the verification of the provided information by the Bank's Management and in addition we have requested and received written representations that the information provided is accurate and complete and therefore constitutes a reliable basis for the conduction of the Valuation. We have no responsibility or liability in the event that that the Bank's Management has concealed significant facts or other information.
- Our work performed is not a full-scope audit of the Statement of Contributed Assets and Liabilities and for this reason the Report does not constitute a certificate or audit report and cannot be used for this purpose. We do not express an opinion or any other form of assurance as to the assumptions made or whether the Statement of Contributed Assets and Liabilities has been prepared in accordance with the Generally Accepted Accounting Principles.
- Our Valuation assumes that the Sector has no other assets or rights related to them or contingent liabilities other than those presented in the Statement of Contributed Assets and Liabilities or substantial commitments other than those that are relating to the Sector's normal business activities, nor is there any major legal pending case, which would have a material impact on the analysis we conducted.
- The basic principle for our work is the assumption that the Sector will remain in business for the foreseeable future ("going concern principle").
- All historical data and information about the Sector were provided by the Bank's Management, as well as the estimates regarding the future development of its financial figures, which we considered to be accurate and complete, without conducting an independent audit.
- The forecasts and estimates of the Bank's Management regarding the expected future operating and financial performance of the Sector may be subject to significant fluctuations, due to changes in the macroeconomic environment, the conditions of the markets in which it



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operates, the tax regime and other events that cannot be predicted at the present time and thus involve a significant degree of uncertainty, resulting in a possible change of the results of our Valuation, which can be significant and substantial.

- In addition, KPMG assumes no responsibility or liability in the event that the forecasts, facts or data provided prove to be inaccurate, or untrue, or misleading, or refuted. In addition, it is common to be differences between forecasted and actual results, as facts and circumstances do not always coincide to the forecasts that have been made and these variations may be substantial. Therefore, in no case can we confirm that the forecasts for the Sector’s future performance will be realized.
- Valuation is based on the business, economic and other market conditions prevailing at the Valuation Date. We have no obligation to review our opinion in the event of a change in circumstances at a later stage, unless we are asked in writing to do so by the Bank’s Management.
- Valuation of companies / sectors cannot be considered an accurate science and the conclusions of this work are, in many cases, subjective and depend on the judgment of the person conducting the evaluation. Opinions may differ due to the different specific estimates that need to be made, even if the same data and assumptions are used. Therefore, there is no single method for determining an indisputable value, although commonly accepted methods are necessary to determine the fairness of the conclusions.
- The amounts in some tables have been rounded for simplification purposes. As a result, some aggregated amounts presented in the text of our Report do not fully correspond to the respective amounts presented in the tables. Rounding does not in any way affect the accuracy of the calculations.

Finally, we point out that this report has been prepared exclusively on behalf of the Bank and the Beneficiary Company for the purpose of the spin-off of the Sector and its imminent transfer to the Beneficiary Company and complies with the requirements of article 17 of Law 4548/2018 on the basis of which it was prepared and cannot be used for any other purpose. KPMG accepts no responsibility for the content of this Report in case it will be used by third parties.

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## 2 Description of the Beneficiary Company

### 2.1 General Information

The Beneficiary Company bears the name "NBG PAY SINGLE MEMBER SOCIETE ANONYME" and the distinctive title " NBG PAY S.M.S.A.".

The duration of the Beneficiary Company is indefinite and starts from the registration of its articles of association in the General Commercial Register (G.E.M.I.).

The Beneficiary Company was founded on 23 May 2022 and its headquarters are located in the Municipality of Moschato, at 74 Piraeus Street.

### 2.2 Purpose of the Beneficiary Company

According to the articles of incorporation, the purpose of the Beneficiary Company is:

1. The operation of a payment institution in accordance with Law 4537/2018, as in force, and in particular, the provision of the following services:
  - Services that allow cash to be deposited into a payment account, as well as all the activities required to maintain a payment account.
  - Services that allow cash withdrawals from a payment account, as well as all the activities required to maintain a payment account.
  - Execution of payment transactions, including capital transfers to a user's payment account or other payment service provider:
    - Execution of direct debits, including a single direct debit
    - Execution of payment transactions with a payment card or similar device.
    - Execution of credit transfers, including standing orders
  - Execution of payment transactions, when the monetary amounts are covered by a credit limit for the user of payment services:
    - Execution of direct debits, including a single direct debit
    - Execution of payment transactions with a payment card or similar device.
    - Execution of credit transfers, including standing orders
  - Issuance of means of payment and / or acceptance of payment transactions.
  - Remittance services.
  - Payment start-up services
  - Account information services.
2. In order to promote and achieve its purpose, the Beneficiary Company may establish, participate or cooperate with other companies or companies of any form or corporate type locally or abroad that pursue the same, related or similar purposes, appoint representatives, establish branches, assign of operational activities of payment services to third parties and generally to carry out any other transaction directly or indirectly related to its purpose in accordance with the provisions of current legislation and in particular of Law 4537/2018, as applicable.



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### 2.2.1 Share capital

The Beneficiary Company’s share capital amounts to EUR 125,000, divided into 12,500 common registered shares, with a nominal value of EUR 10.00, each.

### 2.2.2 Board of Directors

The Board of Directors of the Beneficiary Company consists of five (5) members, which are elected by the Shareholders’ General Assembly. The members of the Board of Directors serve a three-years term.

The proposed members of the Board of Directors are presented in the table below:

Board of Directors	
Members	Role
Christina Theophilifi	President
Dimitris Plessas	Vice-President
Konstantinos-Vasileios Adamopoulos	Member
Eleftheria Volioti	Member
Filippos-Angelos Alexopoulos	Member

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### 3 Description of the Sector

The Sector relates to the acquiring of payment transactions which is defined as “Merchant Acquiring Services”.

Merchant Acquiring Services means any product or service facilitating acceptance of any payment or payment instrument by a merchant in exchange for goods or services, and all related or ancillary products or services. For the avoidance of doubt, “facilitating acceptance of any payment or payment instrument” includes:

- transaction processing services,
- other point of sale or point of purchase payment processing services, specifically including ecommerce, mobile payments, “buy now, pay later” (BNPL), biometrics, closed loop networks that require merchant acquiring connectivity and services,
- acquiring, selling, leasing, maintaining, deploying and providing support for point of sale terminals for merchants,
- the deployment in the point of sale of all ancillary services related thereto (including, but not limited to, dynamic currency conversion, mobile phone top-up services, cash advance over the point of sale, bill pay), or gift card processing and the like, and
- facilitating payment of goods or services through bank to bank transfers, person to person (P2P) technology (where the recipient of the payment is a Merchant) and similar transfers to merchants at or in connection with the point of sale (whether physical or electronic/e-commerce);

According to the figures provided to us by the NBG for the year 2021, the Sector serves about 165,000 merchants and employs 23 employees. At the same time, it manages approximately 239,000 POS terminal devices and performs 9.5 billion transactions annually.

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## 4 Valuation of Sector’s contributed assets and liabilities and methods of valuation

We carried out in accordance with the provisions of article 17 of Law 4548/2018 the valuation of the contributed assets and liabilities of the Sector with reference date 31 December 2021. Our Report provides a description of the contributed assets and liabilities of the Sector and the valuation methods applied.

As part of our work, we examined the financial figures of the Sector as of the Valuation Date, in order to assess whether the contributed assets and liabilities are at fair values. In particular, the valuation of the contributed assets and liabilities of the Sector was made at fair values from which the net assets were determined. This method requires that the values of the Sector's assets and liabilities are estimated and adjusted accordingly to fair value if there is evidence that their carrying amount does not correspond to fair value.

Given the fact that the Statement of Contributed Assets and Liabilities of the Sector has been prepared in accordance with IFRSs as adopted by the European Union, for the purposes of this spin-off, we considered that the book value of most of its assets and liabilities is close to their fair values.

It is noted that the fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

For the assets and liabilities of the Sector, due to the accounting principles and valuation methods applied by the Bank, the fair value does not differ significantly from the book value, as the Bank adjusts the book value of the items if they do not correspond to current values.

Finally, in the context of determining the required revaluations of the book value, an assessment of the market value of the Sector was made in order to determine any goodwill. The assessment of the market value of the Sector was made based on acceptable valuation methods and is presented in detail in Chapter 5.

### 4.1 Valuation of the Sector’s assets

#### 4.1.1 Non-current assets

##### *Goodwill*

Goodwill of EUR 298.5 m. represents the difference between the market value of the Sector, as determined in the assessment of the market value presented in detail in Chapter 5, and the fair value of the contributed assets, reduced by the fair value of the contributed liabilities. The definition of goodwill is presented in Chapter 5.

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Goodwill	
Amounts in euro	31.12.2021
Sector's market value	307,700,000
<b>Less</b>	
Fair value of contributed assets	138,599,573
Fair value of contributed liabilities	(129,465,382)
<b>Sector's goodwill</b>	<b>298,565,809</b>

### POS terminal devices

The POS terminal devices of EUR 11.2 m. refer to the terminal devices owned by the Bank which it leases to the merchants, receiving a monthly rent.

POS were initially recognized at cost, and subsequently they were measured at amortized cost (cost less accumulated depreciation and any impairment losses). These assets are examined on an annual basis to determine whether there is any indication of impairment. According to the Bank's Management, as of 31 December 2021 there were no indications of impairment of their value.

Bank's Management adjusts the carrying amount of these assets if it does not correspond to the current value in case indications of impairment exist. Therefore, the fair value of the POS is equal to their carrying amount.

**Total non-current assets: EUR 309,770,534**

## 4.1.2 Current assets

Current assets	
Amounts in euro	31.12.2021
<b>Trade receivables</b>	
Receivables from Payment Schemes	17,478,128
Receivables from NBG card holders	5,864,197
Receivables from merchants	976,395
<b>Total trade receivables</b>	<b>24,318,720</b>
Open debit balances from prepayments	48,425,081
Other debtors	6,284
Receivables from prefunded and non-prefunded installments	54,644,763
<b>Total current assets</b>	<b>127,394,847</b>

### 4.1.2.1 Trade receivables

Trade Receivables of EUR 24.3 m. include receivables from Payment Schemes (VISA, Mastercard, etc.), receivables from NBG cardholders and receivables from merchants.

Trade receivables were initially recognized at cost which includes all cash (or cash equivalents) necessary for their acquisition or the fair value of any consideration given plus any purchase costs.



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### Receivables from Payment Schemes

Receivables from Payment Schemes (VISA, Mastercard) of EUR 17.5 m. relate to the money that the Bank expects to receive from the Payment Schemes for transactions made through cards. These receivables are created as a result of the time required from the execution of the transaction until its settlement by the Payment Schemes which are usually a few working days.

The fair value of the receivables from Payment Schemes is equal to their current book value therefore, there is no reason to form a provision for impairment, as these receivables are cleared within a few days.

### Receivables from NBG Cardholders

Receivables from NBG Cardholders of EUR 5.9 m. refer to receivables created due to timing difference between the transactions made by the cardholders until the transfer of the corresponding amounts of money from their accounts. More specifically, these receivables were created as a result of transactions that were recognized in the accounting books of the Bank in 2021 but their collection took place in the first days of the following year.

The fair value of receivables from NBG cardholders is equal to their current book value, as these receivables are cleared within a few days.

### Receivables from merchants

Receivables from merchants as of 31.12.2021			
Amounts in euro	Accounting value	Provision	Fair value
Receivables from POS terminals devices leasing	2,575,343	(1,598,948)	976,395
Receivables from refunds	906,146	(906,146)	-
Receivables from disputed transactions	639,477	(639,477)	-
<b>Total</b>	<b>4,120,966</b>	<b>(3,144,571)</b>	<b>976,395</b>

Receivables from rental of POS terminals devices amounting to EUR 976 k. relate to the amounts owed to the Bank for the use of POS by merchants. For these receivables, amounting to EUR 2.56 m. as of 31 December 2021, a provision of EUR 1.6 million has been recognized. These receivables are monitored by the Bank and actions are taken on a systematic basis for their collection. Additionally, according to the Bank's Management, there is the possibility of collecting part of these receivables from other deposit accounts of the merchants to recover amounts due to the Bank. In this context, these claims are considered recoverable.

Receivables from refunds of EUR 906 k. relate to claims on merchants created in cases of refunds to cardholders for which there was an inability to recover the corresponding amounts from the accounts of merchants. These receivables are considered non-recoverable in their entirety and an equivalent provision has been recognized by the Bank's Management.

Receivables from disputed transactions amounting to EUR 639 k. refer to cases for which the Bank has returned the money to the Payment Schemes but has not yet collected them from the merchants due to lack of cash in their accounts. These receivables are considered non-recoverable in their entirety and an equivalent provision has been recognized by the Bank's Management.



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### 4.1.2.2 *Open debit balances from prepayments*

These debit balances of EUR 48.4 m. arise from timing differences between the recognition of the accounting liability and the payment of the merchants through the cash systems of the Bank, as the payment is made earlier than the accounting recognition.

The fair value of these debit balances is equal to with their current carrying amount as these balances are offset by the recognition of the liability within a few days.

### 4.1.2.3 *Other Debtors*

Other debtors amounting to EUR 6.2 k. are presented in their fair value.

### 4.1.2.4 *Receivables from prefunded and non-prefunded installments*

Receivables from prefunded and non-prefunded installments of EUR 54.6 million relate to the amounts of unpaid installments from merchants who use the Bank's POS terminal devices for transactions through cards issued either by NBG or by other financial institutions. It is noted that these receivables are included in the Statement of Contributed Assets and Liabilities only for illustrative purposes and for the sake of completeness of the circuit of merchant acquiring business and do not affect the net worth of the Beneficiary Company as they are offset against equal amounts of liabilities (see section 4.2.2).

**Total current assets: EUR 127,394,847**

**TOTAL CONTRIBUTING ASSETS: EUR 437,165,382**

## 4.2 Valuation of the Sector's liabilities

### 4.2.1 Long-term Liabilities

#### *Accrued pension and retirement obligations*

Accrued pension and retirement obligations amounting to EUR 343 k. refer to the legal obligation of the Bank for compensation of its staff according to laws 2112/20 and 4093/2012 in case of dismissal of employees or in case of departure or dismissal of employees when they have fulfilled the conditions for pension. The relevant provision as at 31 December 2021 was based on the actuarial study prepared by the company AON SOLUTIONS GREECE with reference date 31 December 2021, based on the provisions of International Accounting Standard 19. For spin-off purposes only the amount corresponding to 23 employees, who will continue to be employed in the Sector, was included.

**Total long-term liabilities: EUR 343,084**

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**4.2.2 Short-term liabilities**

<b>Short-term liabilities</b>	
<b>Amounts in euro</b>	<b>31.12.2021</b>
Payables towards NBG	71,767,406
Other creditors	2,710,129
Payables from prefunded and non-prefunded installments	54,644,763
<b>Total</b>	<b>129,122,298</b>

***Payables towards NBG***

Payables towards NBG amounting to EUR 71.8m. are equal to the operating working capital as derived from the Statement of Contributed Assets and Liabilities in accordance with the provisions of the draft "Spin-off Contract Plan" (Article 2, paragraph vi).

***Other Creditors***

Other creditors include balances of EUR 2.7 million to various providers for services such as card billing, rental, maintenance, placement and withdrawal of POS terminal devices.

Liabilities to other creditors were recognized and measured at their due amounts.

***Liabilities from prefunded and non-prefunded installments***

These liabilities amounting to EUR 54.6 m. are included in the Statement of Contributing Assets and Liabilities only for illustrative purposes and for the sake of completeness of the circuit of merchant acquiring business and do not affect the net worth of the Beneficiary Company as they are offset against equal amounts of assets (see section 4.1.2).

**Total short-term liabilities: EUR 129,122,298**

**TOTAL CONTRIBUTING LIABILITIES: EUR 129,465,382**

**4.3 Net assets**

From the Valuation of the contributed assets and liabilities of the Sector, as presented in chapters 4.1. and 4.2, net assets of EUR 307.7m are formed.

<b>Net assets</b>	
<b>Amounts in euro</b>	<b>31.12.2021</b>
Total contributed assets	437,165,382
Total contributed liabilities	(129,465,382)
<b>Total</b>	<b>307,700,000</b>

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## 5 Estimation of the Sector’s Goodwill

In the context of verifying the value of the contributed assets and liabilities of the Sector, a valuation was performed for the estimation of the Sector’s market value in order to recognize any arising goodwill. Goodwill is measured as the difference between the estimated market value of the Sector and the fair value of the Sector’s transferred assets and liabilities before the recognition of any goodwill.

For the estimation of the market value of the Sector, the following internationally accepted valuation methodologies were assessed:

— **Income Approach:**

- Discounted Free Cash Flows Methodology (‘DFCF’)

— **Market Approach:**

- Comparable Companies Multiples Methodology (‘CoCos’)
- Comparable Transaction Multiples Methodology (‘CoTrans’)

— **Cost Approach**

- Adjusted Net Asset Value Methodology (‘NAV’)

Further, the applicability of each methodology was assessed, while the final valuation results were concluded, after applying an appropriate weight on each methodology based on its appropriateness and its derived results, in light of the parameters and limitations presented above.

### 5.1 Income Approach – Discounted Free Cash Flows Methodology

- Value is future oriented and accordingly the theoretically correct manner to assess the sector’s value is to consider its future earnings potential.
- Under a DFCF approach, forecasted cash flows are discounted back to the present date, generating a net present value for the cash flow stream of the business. A terminal value at the end of the explicit forecast period is then determined and that value is also discounted back to the valuation date to contribute to the overall value for the business.
- In calculating the terminal value, regard must be given to the business potential for further growth beyond the explicit forecast period. A common approach is the ‘constant growth model’, which applies an expected constant level of growth to the cash flow forecast in the last year of the forecast period and assumes such growth is achieved in perpetuity.
- The rate at which the future cash flows are discounted (i.e. the discount rate) should reflect not only the time value of money, but also the risk associated with the business’ future operations. The discount rate most generally applied is the Weighted Average Cost of Capital (‘WACC’).
- The enterprise value minus interest-bearing debt, plus cash and cash equivalents as well as other interest-bearing assets as of the valuation date, equals the equity value. Furthermore, if applicable, special items such as non-operating assets have to be considered.

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## 5.2 Comparable Companies and Comparable Transactions Methodology

The Comparable Companies/Transactions multiples methodologies were also assessed as a cross check methodology to the valuation results derived from the DFCF approach. The key steps in the comparable companies/transactions’ method are the following:

- Identification of a sample of comparable companies/transactions. The primary selection criterion is the relevance of their business description to the subject entity.
- Appropriate valuation multiples were assessed, such as EV/EBITDA, and then, the appropriate multiples were applied to the financial figures of the entity under valuation in order to derive the Enterprise Value, if applicable.
- As mentioned above (in section 5.1 “Income Approach – Discounted Free Cash Flows Methodology”), the net debt, as of the valuation date, is deducted from the Sector enterprise value in order to derive the equity value, while non-operating assets (if any) are added to the Sector enterprise value.

## 5.3 Adjusted Net Asset Value Methodology

Adjusted Net Asset Value Methodology is a balance sheet-focused method that is applied in order to value a company based on the difference between the fair value of its assets and liabilities. The starting point for the implementation of this approach is the company’s balance sheet and the book value of its equity.

Under this method, the company’s assets and liabilities are adjusted from their book value to their fair value, in case there is evidence that their book value does not reflect their fair value.

## 5.4 Applied Valuation Methodologies and Weight Factor

The following table summarizes the valuation methodologies which were assessed and applied in the valuation exercise for the estimation of Sector market value and the weight applied in the derived valuation results.

Valuation Methodologies			
	Methodology	Application / Weight	Rationale
Income Approach	Discounted Free Cash Flow Analysis (‘DFCF’)	Considered and applied (weight: 70%)	<p>The DFCF method was selected as our primary valuation approach in order to conclude on the value of the Merchant Acquiring Sector since DFCF method best captures the:</p> <ul style="list-style-type: none"> <li>— Sector’s prospects and associated risks for the projected period and perpetuity,</li> <li>— Underlying fundamental drivers of the Sector’s business such as revenues growth rates, profitability margins, capex requirements, cost of capital etc.,</li> <li>— Current volatile macroeconomic environment.</li> </ul>



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	Methodology	Application / Weight	Rationale
Market Approach	Comparable Companies Multiples ('CoCos')	Considered and applied (weight: 10%)	<p>The CoCos methodology was also considered and applied utilizing a sample of comparable companies in order to reflect and incorporate the market characteristics of comparable companies operating in the same industry.</p> <p>A weight of 10% was applied in the derived results taking into account:</p> <ul style="list-style-type: none"> <li>i) that establishing an appropriate comparable peer group set may be challenging since Sector may differ from the comparable companies in terms of business activities, financial performance, capital structure and</li> <li>ii) analysts difficulties to revise the forward earnings expectations in order to capture the new macroeconomic reality and business sector dynamics.</li> </ul>
	Comparable Transactions Multiples ('CoTrans')	Considered and applied (weight: 20%)	<p>The CoTrans methodology was also considered and applied utilizing a sample of comparable transactions in Greece.</p> <p>A weight of 20% was applied, considering the following:</p> <ul style="list-style-type: none"> <li>— Comparability of the sample of transactions,</li> <li>— The comparable transactions are recent and took place in Greece under the same regulation framework as the entity under valuation.</li> </ul>
Cost Approach	Adjusted Net Asset Value	Considered but not applied	<p>As this method is a static one, since it only reflects the financial position of a company at a specific time and consequently, it does not take into account the current and future profitability, as well as future growth potential, it was not applied in the Valuation of the Sector.</p>

Based on provided information/documentation, the limitations as presented in section **Error! Reference source not found.** and **Error! Reference source not found.** and the weight of the valuation results per methodology applied and presented in the following table, the market value of the Sector, as of 31 December 2021, is estimated to range from EUR 296.4 million to EUR 320.0 million with a baseline value of EUR 307.7 million.

Valuation results as of 31 December 2021   Sector's fair value				
Amounts in EURO million	Low	Baseline	High	Weight
Discounted Free Cash Flow methodology	298.3	309.8	322.2	70.0%
Comparable Companies methodology	275.5	290.1	304.6	10.0%
Comparable Transactions methodology	300.0	309.0	320.0	20.0%
<b>Weighted valuation range</b>	<b>296.4</b>	<b>307.7</b>	<b>320.0</b>	

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**National Bank of Greece S.A.**

Valuation report of assets and liabilities of the “Merchant Acquiring” sector as of

31 December 2021

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## 6 Conclusions

Taking into consideration the limitations described in Chapter 1.3, the Sector’s net assets are estimated at EUR 307,700,000 as of 31 December 2021. This estimation has been made following the valuation of the Sector’s assets and liabilities, analyzed in this Valuation Report which has been prepared in accordance with the provisions of article 17 f Law 4548/2018.

Athens, 25 May 2022

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Valuation report of assets and liabilities of the “Merchant Acquiring” sector as of

31 December 2021

25 May 2022

## Appendix - Statement of Sector's contributed assets and liabilities

Statement of Sector's contributed assets and liabilities	
Amounts in euro	31.12.2021
<b>Assets</b>	
<b>Non-current assets</b>	
POS terminal devices	11,204,726
<b>Total non-current assets</b>	<b>11,204,726</b>
<b>Current assets</b>	
<b>Trade receivables</b>	
Receivables from Payment Schemes	17,478,128
Receivables from NBG card holders	5,864,197
Receivables from merchants	976,395
<b>Total trade receivables</b>	<b>24,318,720</b>
Open debit balances from prepayments	48,425,081
Other debtors	6,284
Receivables from prefunded and non-prefunded installments	54,644,763
<b>Total current assets</b>	<b>127,394,847</b>
<b>Total contributed assets</b>	<b>138,599,573</b>
<b>Liabilities</b>	
<b>Long-term liabilities</b>	
Accrued pension and retirement obligations	343,084
<b>Total long-term liabilities</b>	<b>343,084</b>
<b>Short-term liabilities</b>	
Payables towards NBG	71,767,406
Other creditors	2,710,129
Payables from prefunded and non-prefunded installments	54,644,763
<b>Total short-term liabilities</b>	<b>129,122,298</b>
<b>Total contributed liabilities</b>	<b>129,465,382</b>

Source: Management information

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