

**EXPRESSION OF INTEREST FOR THE ACQUISITION OF A MAJORITY PARTICIPATION
IN THE SHARE CAPITAL OF ASTIR PALACE VOULIAGMENI S.A.**

Request for clarifications submitted by 21.03.2013

QUESTION 1: Questions concerning the hotel “Westin” (162 rooms), the hotel “Arion resort & spa” (123 rooms & 58 bungalows) and the ‘Aphrodite hotel’ (165 rooms) in Vouliagmeni:

- (i) Is this brand –WESTIN- operating the 2 or 3 hotel (s) or just franchising the name for 1 of them ?
- (ii) If it is just a brand franchise, who’s currently managing the hotel (s)?
- (iii) Is it possible to terminate the WESTIN brand at closing?
- (iv) Is there any termination fee already calculated?
- (v) Are they both 2 or 3 hotels linked with the same Westin’s reservation system?
- (vi) Can you, please, confirm the room capacities for the 3 hotels indicated above?

ANSWER:

- (i) The hotels are operated by Starwood Hotels & Resorts Worldwide Inc. (“Starwood”) under an operating agreement. Astir uses the “Westin” trademark under license by Starwood in connection with the operation of one of the hotels (The Westin Athens). Similarly, license arrangements are in place with respect to the Luxury Collection trademark (Arion Hotel) and W Hotels trademark (Aphrodite).
- (ii) As per (i) above, the hotels are operated by Starwood.
- (iii) The Westin brand license can be terminated in conjunction with the Starwood arrangement as a whole. It is expected that more detailed information will be made available to Interested Parties qualifying to Phase 2 of the Process.
- (iv) As per the response to the previous question, It is expected that more detailed information will be made available to Interested Parties qualifying to Phase 2 of the Process.
- (v) Both operating Hotels (Arion and Westin) currently use a centralised reservation system, provided by Starwood. Aphrodite Hotel is currently not operational and in need of extensive refurbishment.
- (vi) Arion: 181 (123 rooms + 58 bungalows)
Westin: 162 rooms
Aphrodite: 165 rooms (Although adjusted to 148, allowing for the upgrading of some adjacent standard rooms to luxury suites, according to recent redevelopment plans)

QUESTION 2: As specified in 7.3.3.2, we should submit "A document evidencing the current representation authority of the legal entity by one or more individuals". Does it mean an document evidencing the appointment of Board of Directors or the composition of the administrative body of the legal entity?

ANSWER: Please note that the appropriate form of documentation required to satisfy the requirement of section 7.3.3.2 inevitably varies from one jurisdiction to another. For example, in certain jurisdictions, the complete information may be evidenced by a recent extract of the Trade Register, Register of Companies or equivalent authority; in other jurisdictions, a combination of several documents may be required. As a matter of substance, the documentation to be provided is expected to be sufficient to illustrate how the particular signatories named on the documentation furnished to NBG (the Expression of Interest and the various declarations) derive the authority to represent a specific participant that is a legal entity (i.e., an Interested Party, Member of a Consortium or Third Party Supporter).

QUESTION 3: Should the Bank Reference Letter be addressed only to NBG? Or both to NBG and HRADF?

ANSWER: To NBG will be sufficient - the Invitation is issued by the National Bank of Greece under a Process that is to be coordinated and managed by the National Bank of Greece.

QUESTION 4: If the Interested Party announces condensed FY2012 before the deadline for submissions of expressions of interest (including Balance Sheet and P&L), but full financial results (including notes on the financial statements) after the deadline for submissions of interest, can the Interested Party use these results as supporting documents for the Financial Eligibility Criterion as specified in 7.4.3.2 of the Invitation? Is it also acceptable that we provide you Annual Reports for FY 2011, FY 2010 and FY 2009?

ANSWER: Pursuant to Section 7.4.3.2, if an Interested Party that is a legal entity has completed (at least) three (3) fiscal years, it must submit audited consolidated financial statements for the last three (3) fiscal years. Furthermore, the second sub-paragraph of the same section allows an Interested Party to furnish unaudited financial statements, if the law in the country of its current establishment of the entity does not require the compilation of audited financial statements and subject to the Interested Party submitting a declaration confirming that auditing is not required.

On the basis of the above and by reference to the parameters specified in your question, the financial statements for FY2012, FY2011 and FY2010 should be provided in audited form. If, by the Submission Deadline, the FY2012 financial statements cannot be provided in audited form for any reason whatsoever (other than by reason of a legal constraint applicable under the laws of incorporation of the legal entity and confirmed in accordance with the foregoing), audited financial statements for FY2011, FY2010 and FY2009 should be submitted.

QUESTION 5: Section 7.3.1, with reference to Section 6.1: It is clearly stated within 6.1 that both Individuals and Legal Entities must meet Personal Situation Criteria and a declaration of compliance as such is requested in 7.3.1. What kind of declaration of compliance is required: a separate declaration? confirmation within the letter of Expression of Interest? regarding Directors of legal entities, must a separate declaration be submitted for each Director? For each company within a Group of Companies representing a Member of a Consortium?

ANSWER: The declaration of compliance specified in Section 7.3.1 of the Invitation must be submitted in respect of each participant in the Process, i.e., each person that is an Interested Party (acting singly), a Member of a Consortium or a Third Party Supporter. It is possible (but not required) to integrate the declaration of compliance required by Section 7.3.1 into the Expression of Interest, as long as each of the requirements applicable to each such declaration is satisfied; without limiting the generality of the foregoing, in the case of a Consortium, such declaration must apply to each of its Members and be properly and authorised and executed on behalf of each such Member separately (whether or not in the same document).

If a person of the above-mentioned categories is a legal entity, the declaration of compliance in respect of it must provide the confirmations required by reference to Section 6.1, both in respect of the entity itself and in respect of its legal representatives; for the avoidance of doubt, individual directors or other officers of a legal entity issuing the above declaration are not presently required to furnish separate confirmations.

A group of companies is not a person and cannot itself be a participant in the Process. It is only individual legal entities (one or more) within such a group that can participate and each can do so in one of the capacities described in the first paragraph of this response.

A combination of the financial capabilities of more than one legal entities within the same group or grouping can be pursued either: (i) by a single entity (the controlling or parent entity), subject to the conditions and on the basis of the consolidated financial statements and other Supporting Documentation specified in Section 7.3.3.4; or (ii) by the cumulative participation of more than one legal entities at different levels of the group (as Members of a Consortium or in any other permitted combination amongst themselves), each in accordance with the provisions of the Invitation.

QUESTION 6: Assuming that a Consortium is to be formed by two interested Parties (at the beneficial ownership level), each being represented by legal entities and where one Party will present combined (not consolidated) audited financial statements for a Group of Companies (e.g. ten in number) to demonstrate the required Financial Criteria- would the Consortium then be deemed to consist of two Members or twelve Members? Would, for example, the joint letter of Expression of Interest have to be signed by representatives of each of the

Companies within the "Group" of Companies of one of two interested Parties? (On the basis that the separate legal entities are not between themselves linked "legally" behind a consolidating Parent company, but rather through ultimate beneficial ownership on a 'combined' level. e.g. In a non-consolidated (combined) situation, one Entity cannot pass a resolution approving participation in the Process (section 7.3.3.3) but rather it is assumed that a separate resolution will be needed from each of the ten Companies within the Group.)

ANSWER: The declaration Please note that, for purposes of the Invitation, a Consortium is a single Interested Party, regardless of the number of its Members (accordingly, a Consortium cannot be formed by two Interested Parties). Furthermore, each of the Members of a Consortium must be an identifiable and legally distinct person (whether it is an individual or a legal entity).

The Invitation permits participants in the Process that are legal entities (including, if applicable, Members of a Consortium) to substantiate their financial strength by reference to consolidated financial statements, to the extent applicable. Additionally, Section 7.4.3.2 provides that, if an entity does not produce consolidated financial statements and its average consolidated net assets include those of other legal entities being controlled by such entity, it must also provide adequate proof of control over the entities consolidated, as well as financial statements of such legal entities, in line with the requirements of Section 7.

Please note that, in both above cases, Section 7.4.3.2 envisages control of the combined entities by an entity, i.e., a corporate grouping. In the case of a "horizontal" grouping of different entities under the control of one or more individuals (a structure quite common in certain industries), Section 7.4.3.2 cannot apply. In those cases (subject to the specific circumstances of each particular case), each of the different entities required to contribute in satisfaction of the Financial Eligibility Criterion (potentially, "sister" entities) would need to be designated as a separate Member of a multi-party Consortium; alternatively, it may be possible to have a single Interested Party that benefits from the support of the ultimate beneficial owner(s) as Third Party Supporter(s).

Each legal entity participating in the Process (whether as a stand-alone Interested Party, a Member of a Consortium or a Third Party Supporter) is required to furnish its own separate Supporting Documents, including those demonstrating that it has passed the appropriate resolutions.

QUESTION 7: Building on the previous point, is a Bank Reference Letter required at the level of each individual Company within the combined Group forming one Member of a Consortium or would a reference level at the level of ultimate beneficial ownership be required in such a case? Additionally, in terms of the Bank Reference Letter, is a qualitative reference and/or a quantitative reference required? As you can appreciate, if there is no 'Parent' Company

presented consolidated statements would individual quantitative references be required for each Company within the 'Group'?

ANSWER: The Bank Reference Letter is a requirement in respect of each person (whether an individual or a legal entity) that is a participant in the Process in whichever capacity, i.e., whether as a stand-alone Interested Party, a Member of a Consortium or a Third Party Supporter.

Section 7.4.1 does not require a Bank Reference Letter to include quantitative information. If quantitative information is included, it will only be considered to the extent that the Invitation does not specify another form of confirmation and such information does not contradict any other evidence furnished.

QUESTION 8: Section 7.4.3.1 "Declaration of compliance with the Financial Eligibility Criterion" It is assumed that this will be demonstrated by the Financial Statements and Reference to be supplied, however, if a separate and specific written confirmation of this compliance is also required, kindly clarify.

ANSWER: The Invitation does not envisage any exemption from the requirement to submit a declaration of compliance with the Financial Eligibility Criterion. Such declaration is the participant's own representation and is an absolute requirement; it cannot be replaced by external verification of such compliance, which is to be addressed by the Supporting Documents specified for such purpose elsewhere in the Invitation.

QUESTION 9: Our auditors are asking whether it would be satisfactory to provide a combined (not consolidated, as we are not a formal 'Group' as a legal entity) financial statements demonstrating the Equity requirement and Comparative figures for the individual companies (technically, Members of a Consortium) for the last three years (2012, 2011, 2010) or provide a Combined Statement along with complete reporting for each individual company utilised (for 2012) as well as comparatives for each Company for the other years (2011, 2010); financial notes will, of course, only appear in the individual statements and not in the Combined Statement which will serve as a synopsis for the 'Consortium,' as it were. It is our opinion that – since we will function as an effective Consortium, given our lack of the legal status as a 'Group,' we should provide a Combined Statement for each of the last three years (to capture the average equity figure) AND full individual reports for each company for 2010-2012.

Will comparatives suffice? Since the figures are audited, we would assume that comparatives for 2010 and 2011 would suffice, but this is not clear (at least to us) in the EoI Invitation.

ANSWER: The Invitation In the case of a Consortium, section 6.2.4 specifies two methods that may be used to demonstrate satisfaction of the Financial Eligibility Criterion; such

methods are to be applied in conjunction with the remaining sub-sections of section 6.2, as applicable to the respective individual participants of the Consortium.

In the light of the above, the Expression of Interest and associated Supporting Documentation in respect of a Consortium must, taken together, consistently and fully substantiate satisfaction of the Financial Eligibility Criterion, by reference to one (or both) of the methods specified in section 6.2.4 and the particular composition of the Consortium (e.g., Consortium composed solely by individuals, Consortium composed solely by legal entities, “mixed” Consortium).

In the case of different legal entities forming part of an informal “Group” (e.g., being subject to common control by a person that does not qualify as a “parent entity”, such as an individual beneficial owner) and proposing to participate in the Process collectively, each such entity will be treated as a Member of a Consortium or (if applicable) a Third Party Supporter. In each case, each such entity is expected to furnish the full suite of Supporting Documents applicable to itself (including financial statements satisfying the requirements of the Invitation).

Regarding “combined” (but not consolidated) statements, please refer to the response to Q6 above.

QUESTION 10: Please clarify whether [section 7.2.6] declarations should be simply included in the Expression of Interest itself, which according to article 7.2 is treated as a declaration as well, or they should stand alone in a separate declaration with this content.

ANSWER: The Invitation It is possible (but not required) to integrate the declaration of Section 7.2.6 into the Expression of Interest, as long as each of the requirements applicable to each such declaration is satisfied.

QUESTION 11: Please confirm that in the case of a recent election of the Board of Directors (BoD) of an Interested Party in the form of a Societe Anonyme, where the competent authority has not published yet respective information in the Government Gazette nor has it issued any respective statement, the submission of copies of the minutes of the General Assembly of the Shareholders of the Interested Party that elected such BoD and of the BoD meeting that decided upon its incorporation into body, together with a copy of the application of the Interested Party to the competent authority for the filing of the aforementioned documents and the protocol number of this application are adequate documentation of the current representation authority. Furthermore, please clarify if a copy of the current Articles of Association of the Interested Party, duly certified, and of the Government Gazette Volumes where the modifications of such Articles of Association have been published are required.

ANSWER: The Invitation In respect of a Greek Société Anonyme and for purposes of satisfying the requirements of section 7.3.3.2 of the Invitation, the above-mentioned documentation would be acceptable.

QUESTION 12: Please confirm that a document by a stock exchange stating that the shares of an Interested Party or a Third Party Supporter are negotiable in its markets is enough evidence for [the section 7.3.3.4] exemption to apply.

ANSWER: Pursuant to section 7.3.3.4 of the Invitation, confirmation of the Key Shareholder(s) is not required in respect of a Legal Entity that is listed on a stock exchange or regulated by a relevant financial authority in an OECD market. Eligibility for such exemption can be evidenced by a recent certificate, official list or equivalent confirmation issued by the appropriate OECD stock exchange or regulatory authority.

QUESTION 13: Please confirm that in case of an Interested Party that is based on the financial capacities of a Third Party Supporter, a common reference letter that confirms the solvency the proper financial status of both the Interested Party and the Third Party Supporter (for example: “....after an application by ---, seated in ---, and ---, seated in ---, we would like to verify that the above mentioned companies have been our customers and their trading behavior can be deemed quite satisfactory...”) is adequate.

ANSWER: The Bank Reference Letter in respect of the Third Party Supporter and the Bank Reference Letter in respect of the Interested Party may (but are not required to) be consolidated in a single document, as long as it sufficiently identifies each of the Third Party Supporter and the Interested Party and clearly specifies that it applies to both. Any Bank Reference Letters must be issued by a bank or credit institution established in an EU, EEA or OECD member state or member country. The Bank Reference Letter is understood as a reference letter or letter of recommendation and (in addition to naming a bank contact person) is expected to be issued on the backing of (and refer to) a banking relationship that remains current.

QUESTION 14: Please clarify whether the signatures of the persons signing the required Declarations should be authenticated by administrative authorities.

ANSWER: The Invitation does not require signatures on declarations to be authenticated by administrative authorities.