

FINANCIAL DATA AND INFORMATION FOR THE PERIOD FROM 1 JANUARY TO 30 JUNE 2015
(published in accordance with the requirements of Hellenic Capital Market Commission decision no. 4/507/28.04.2009)
(Amounts are expressed in € thousand)

The financial data and information listed below, derive from the interim condensed financial statements and aim to a general information about the financial position and results of NBG Pangaea REIC and its Group. We therefore recommend the reader, prior to making any investment decision or other transaction concerning the Company, to visit the Company's website (www.nbgpangaea.gr), where the set of financial statements is posted, as well as the auditor's review report.

Company Information

Supervising Authority:	Ministry of Economy, Infrastructure, Shipping and Tourism
Headquarters:	6, Karageorgi Servias Str., 10562, Athens
Business:	Real Estate Investment Company
Capital Market Commission Decision Number:	9/544/18.03.2010
General Commercial Registry Number:	009313201000
Date of approval of Financial Statements by BoD	12 August 2015
Certified Public Accountant - Auditor:	Beate Randulf (R.N. SOEL 37541)
Audit Firm:	Deloitte Hadjipavlou, Sofianos and Cambanis S.A.
Independent Auditor's review report:	Unqualified opinion - Emphasis of matter
Issue date of Auditor's review report:	12 August 2015
Website:	www.nbgpangaea.gr

The Board of Directors

Christos Protopoulos	Non Executive member - Chairman of the BoD
Vasileios Mastrokalos	Non Executive member - Vice-chairman A'
Christophoros Papachristophorou	Executive member - Vice-chairman B'
Aristotelis Karytinos	Executive member - Chief Executive Officer
Thiresia Messari	Executive member
Anna Apostolidou	Non Executive member
Arnaud Dominique Maurice Bertrand Plat	Non Executive member
Prodromos Valimis	Independent Non Executive member
Spyridon Makridakis	Independent Non Executive member

Statement of Financial Position (Consolidated and Standalone)

	Group		Company	
	30.06.2015	31.12.2014	30.06.2015	31.12.2014
Assets				
Investment property	1,400,506	1,407,659	1,037,875	1,081,049
Property and equipment	3,362	4,334	1,741	1,698
Investment in subsidiaries	0	0	260,157	210,091
Intangible Assets	202	216	202	216
Other long-term receivables	5,064	11,737	5,055	11,729
Total non-current assets	1,409,134	1,423,946	1,305,030	1,304,783
Trade receivables	12,354	7,142	10,204	5,131
Other receivables	27,018	79,976	49,426	173,789
Cash and cash equivalents	103,707	125,628	10,921	7,193
Total current assets	143,079	212,756	70,551	186,113
Total assets	1,552,213	1,636,702	1,375,581	1,490,896
Shareholders' equity				
Share capital	765,193	765,193	765,193	765,193
Share premium	15,890	15,890	15,890	15,890
Reserves	333,631	326,953	333,313	326,917
Retained earnings / (losses)	14,067	151,028	1832	127,909
Equity attributable to Company's shareholders	1,128,781	1,259,074	1,116,228	1,235,909
Non-controlling interests	1,203	1,362	0	0
Total equity	1,129,984	1,260,436	1,116,228	1,235,909
Liabilities				
Borrowings	363,492	320,054	230,868	230,054
Retirement benefit obligations	254	251	85	85
Deferred tax liability	206	382	0	0
Other long-term liabilities	3,160	6,497	319	319
Total non-current liabilities	367,112	327,184	231,272	230,458
Trade and other payables	34,485	29,553	14,567	15,393
Derivative financial instruments	2,722	3,042	0	0
Current tax liabilities	819	866	632	636
Borrowings	17,091	15,621	12,882	8,500
Total current liabilities	55,117	49,082	28,081	24,529
Total liabilities	422,229	376,266	259,353	254,987
Total shareholders' equity and liabilities	1,552,213	1,636,702	1,375,581	1,490,896

Statement of Changes in Equity (Consolidated and Standalone)

	Group		Company	
	From 1.1 to 30.06.2015	30.06.2014	From 1.1 to 30.06.2015	30.06.2014
Balance at the beginning of period	1,260,436	1,036,183	1,235,909	1,030,550
Changes during the period:				
Total comprehensive income / (expense), net of tax	(21,071)	109,789	(10,319)	102,083
Acquisition of subsidiaries	(19)	0	0	0
Expenses related to share capital increase	0	(16)	0	(16)
Dividends distributed	(109,362)	0	(109,362)	0
Balance at the end of period	1,129,984	1,145,956	1,116,228	1,132,617

Statement of Comprehensive Income (Consolidated and Standalone)

	Group		Group		Company		Company	
	From 1.1 to 30.06.2015	30.06.2014	From 1.1 to 30.06.2015	30.06.2014	From 1.1 to 30.06.2015	30.06.2014	From 1.1 to 30.06.2015	30.06.2014
Rental income	54,907	42,029	27,607	22,280	44,879	35,884	22,435	18,559
Total revenue	54,907	42,029	27,607	22,280	44,879	35,884	22,435	18,559
Net gain / (loss) from the fair value adjustment of investment property	(57,909)	72,225	(58,824)	72,253	(43,174)	67,815	(41,472)	67,843
Less: investment property related expenses	(6,162)	(2,697)	(3,198)	(1,938)	(4,372)	(2,149)	(2,428)	(1,509)
Gross profit/ (loss) from investment activities	(9,164)	111,557	(34,415)	92,595	(2,667)	101,550	(21,465)	84,893
EBIT	(10,799)	111,368	(35,419)	92,195	(2,754)	100,979	(22,416)	84,667
Profit/ (loss) before tax	(20,471)	110,505	(40,482)	91,317	(9,687)	102,718	(25,891)	85,264
Taxes	(586)	(716)	(632)	(374)	(632)	(635)	(310)	(333)
Profit/ (loss) after tax (A)	(21,057)	109,789	(40,744)	90,943	(10,319)	102,083	(26,201)	84,931
Attributable to:								
- Equity shareholders	(20,915)	109,789	(40,681)	90,943	(10,319)	102,083	(26,201)	84,931
- Non controlling interests	(142)	0	(63)	0	0	0	0	0
Other Comprehensive Income / (expense), net of tax (B)	(14)	0	101	0	0	0	0	0
Total comprehensive income / (expense) (A+B)	(21,071)	109,789	(40,643)	90,943	(10,319)	102,083	(26,201)	84,931
Attributable to:								
- Equity shareholders	(20,929)	109,789	(40,584)	90,943	(10,319)	102,083	(26,201)	84,931
- Non controlling interests	(142)	0	(59)	0	0	0	0	0
Earnings/ (losses) per share (€) - Basic and Diluted	(0.1093)	0.5969	(0.2127)	0.4944	(0.0539)	0.5550	(0.1370)	0.4618
EBITDA	(10,764)	111,403	(35,404)	92,205	(2,734)	100,999	(22,406)	84,677

Statement of Cash Flows (Consolidated and Standalone)

	Group		Company	
	From 1.1 to 30.06.2015	30.06.2014	From 1.1 to 30.06.2015	30.06.2014
Operating activities				
Profit/ (loss) before tax (continuing operations)	(20,471)	110,505	(9,687)	102,718
Adjustments for:				
Provisions for employee benefits	3	2	0	1
Other provisions	140	0	0	0
Other gains	(97)	(839)	0	0
Depreciation of property and equipment	21	6	6	6
Amortization of intangible assets	14	14	14	14
Net (gain) / loss from the fair value adjustment of investment property	57,909	(72,225)	43,174	(67,815)
Interest income	(153)	(1,806)	(107)	(1,806)
Finance costs	9,825	2,669	7,040	67
Net change in fair value of financial instruments at fair value through profit or loss	(595)	475	0	0
Plus / (less) adjustments to operating activities and working capital changes:				
(Increase) / Decrease in receivables	(10,577)	405	61,123	376
Increase / (Decrease) in payables (excl. borrowings)	1,604	1,563	(825)	1,569
Less:				
Finance costs paid	(7,904)	(2,669)	(6,160)	(67)
Taxes paid	(809)	(782)	(636)	(688)
Net cash flows from/ (used in) operating activities (a)	28,910	37,318	93,933	34,375
Investing activities				
Acquisition of investment property	(38615)	(121,541)	0	(121,541)
Subsequent capital expenditure on investment property	(49)	(7)	0	(7)
Prepayments for the acquisition of investment property and overseas subsidiaries	(36)	0	(36)	0
Acquisition of property and equipment	(18)	(25)	(18)	(25)
Acquisition of subsidiaries (net of cash acquired)	(4,400)	(36,589)	(4,400)	(37,953)
Interest received	165	1,806	107	1,806
Net cash flows used in investing activities (b)	(42,953)	(156,356)	(4,347)	(157,720)
Financing activities				
Expenses related to the share capital increase	0	(16)	0	(16)
Proceeds from the issuance of bond loans and other borrowed funds	79,400	0	4,400	0
Expenses related to the issuance of bond loans	(1,163)	0	0	0
Repayment of borrowings	(34,918)	(3,329)	0	0
Acquisition of additional participation in subsidiaries	(17)	0	(17)	0
Participation in subsidiaries' capital increase	0	0	(39,048)	(1,582)
Dividends paid	(51,193)	0	(51,193)	0
Net cash flows from / (used in) financing activities (c)	(7,891)	(3,345)	(85,858)	(1,598)
Net increase / (decrease) in cash and cash equivalents (a) + (b) + (c)	(21,934)	(122,383)	3,728	(124,943)
Cash and cash equivalents at the beginning of the period	125,638	158,291	7,193	156,371
Effect of foreign exchange currency changes on cash and cash equivalents	3	0	0	0
Cash and cash equivalents at the end of the period	103,707	35,908	10,921	31,428

Notes

- The review report includes an emphasis of matter paragraph with which the auditor draws the attention to note 2.4. "Critical Accounting Estimates and Judgments" of the consolidated and separate interim condensed financial statements for the period ended 30.06.2015, which states the peculiar economic conditions in Greece and their potential impact on the valuation of investment property of Group and Company. Considering that this situation is unprecedented in relation to regularity in the functioning of money and capital markets, Management will monitor the trends that will occur in the real estate market during the following months. In this context, we note that despite the existing factors of increased valuation uncertainty, the reported result is the optimal valuation of the fair value of the Group's investment property, according to the information that could be gathered by the independent statutory valuers, under the present circumstances and existing restrictions.
- The principal accounting policies that have been adopted are in accordance with the requirements of International Financial Reporting Standards ("IFRS") and are the same with those applied in the previous year financial statements. Details are included in Note 2 of the interim condensed financial statements as of 30.06.2015.
- The Company has not been audited for tax purposes for the year ended 31 December 2010. The financial years 2011, 2012 and 2013 were audited by the Company's independent auditors, Deloitte Hadjipavlou Sofianos & Cambanis S.A., in accordance with article 82 of L. 2238/1994. The relevant tax audit certificates for the years 2011, 2012 and 2013 were unqualified and issued on 19 July 2012, 30 September 2013 and 10 July 2014 respectively. Financial years 2011 and 2012 are considered closed for tax purposes, since, the 18 month period from the submission of the "Tax Compliance Report" to the Ministry of Finance has elapsed, period that tax authorities can come back for tax audit, according to the article 6 of ministerial decision POL 1159/22.7.2011. The financial year 2013 should be considered closed for tax purposes following the lapse of a period of 18 months from the submission of the "Tax Compliance Report" to the Ministry of Finance (unless the said deadline is extended in the future by a new decision of the Ministry of Finance) (Note 23). The fiscal year 2014 is currently being audited by the Company's independent auditors. Information about the unaudited tax years of the subsidiaries is included in Note 7 of the interim financial statements for the six-month period ended 30 June 2015.
- There are no pending cases under litigation or in arbitration, nor any pending cases, which are expected to have a material impact on the financial position or operations of the Group (Note 23). It is noted that the Company filed an appeal against the Greek State for the refund (incl. interest) of capital accumulation tax paid by the Company at 14 April 2010, 16 September 2014 and 17 September 2014 totally amounted to € 7,790 thousand and the Company's Management, based on the advice of its legal advisors, believes that the reimbursement of the amounts is in essence certain (Note 9).
- The number of Group and Company employees as of 30.06.2015 was 25 and 17 respectively. As of 30.06.2014, the number of the Company employees was 9 and the entities of the Group did not employ any personnel.
- The Company's Financial Statements are included in the Consolidated Financial Statements of National Bank of Greece S.A. (Incorporated in Greece), which owns 32.69% of the Company's share capital, by the full consolidation method.
- In accordance with the terms of the bond loan program dated 11 August 2014, as amended on 20 August 2014, for the issuance of the bonds totally amounting to €237,500 thousand, the Company registered mortgage mortgages on 77 properties in Greece (included the owneroccupied property) in favor of Alpha Bank S.A. (bondholder agent) as collateral for all Company's obligations under the financing documents, each for an amount of €250,000 thousand (Note 13).
In the context of the credit agreement to open a current account with Alpha Bank S.A. (Note 13), the Company provided specific and irrevocable power of attorney, authorization and right to lawyers acting for Alpha Bank S.A. so that they may attend and represent the Company before any competent court for the purpose of the registration of mortgage prenotation amounting to €55,440 thousand into fourteen (14) Company's properties in Greece, which were the subject of the tender "sale and leaseback" by HRADF (Note 5), in favor of Alpha Bank S.A.. The power of attorney shall expire automatically, either with the full and complete settlement of all Company's obligations under the credit agreement, or the moment that Alpha Bank S.A. covers entirely the debentures of a bond loan, as it may be issued in the future by the Company, and it will be subject to full and complete settlement of any amount under the aforementioned credit agreement (Note 23).
On the property owned by KARELA S.A. a prenotation of mortgage was established in favor of Piraeus Bank S.A. (the representative of the bondholders) for an amount of €106,000 thousand. Moreover, the total number of shares of KARELA S.A. is collateral in favor of Piraeus Bank S.A., for all amounts due under the bond program. In addition, all rights of KARELA S.A. arising from the lease agreement with Cosmote have been assigned in a favor of the bondholders (Note 13).
- Nine properties in Attica (8 in Athens and 1 in Piraeus) owned by MIG Real Estate REIC have prenotations of mortgage in favor of Alpha Bank S.A., each for an amount of €9,880 thousand (Note 13).
The properties owned by subsidiary Picasso Fund are burdened with first class mortgage in favour of Banca IMI S.p.A. for an amount of €206,000. Finally, all rights of Picasso Fund arising from the lease agreements have been assigned in favour of the lender (Note 13).
- On 30 January 2015 the Board of Directors of the Company ("Acquiree") and its subsidiary "MIG Real Estate REIC" ("Acquirer") in their meetings, decided the commencement of the preparatory actions for the merger by absorption of the first by the second (the "Merger"). The planned merger has been proposed to take place by consolidating the assets and liabilities of the above mentioned companies, with combined application of articles 68 et seq. of C.L. 2190/1920 and L. 2166/1993, as in force. As transformation date has been set the 31st of January 2015. 2. On 6 August 2015, the Boards of Directors of the Acquiree and the Acquirer approved the draft merger agreement (hereafter the "Draft Merger Agreement") for the merger by absorption of the first company by the second one according to the provisions of articles 69 et seq. of C.L. 2190/1920 and the articles 1-5 of L. 2166/1993, each as in force (Note 25).
- Related party transactions and balances of the Group as defined in IAS 24 are as follows: a) Income €34,503 thousand, b) Expense €1,637 thousand, c) Assets €12,489 thousand, d) Liabilities €11,573 thousand. Related party transactions and balances of the Company as defined in IAS 24 are as follows: a) Income €36,041 thousand, b) Expense €1,227 thousand, c) Assets €41,475 thousand, d) Liabilities €1,529 thousand. Related party transactions and balances of the Group with BoD, its Committees and senior management personnel are as follows: a) Key management compensation €654 thousand, b) Due from key management personnel NIL and c) Due to key management personnel €32 thousand. Related party transactions and balances of the Company with BoD, its Committees and senior management personnel are as follows: a) Key management compensation €534 thousand, b) Due from key management personnel NIL and c) Due to key management personnel €11 thousand.
- On 12 August 2014, the Company acquired 34.96% of the share capital of MIG Real Estate REIC for a consideration of €12,300 thousand. On the same day, the Company acquired an additional 47.85% in the share capital of MIG Real Estate as contribution in kind with the issuance of 3,348,651 new common redeemable shares, with a subscription price of €6.23 per newly issued share (i.e. total fair value of issued shares € 20,862 thousand). The purchase consideration was lower than the fair value of the net assets acquired and the gain (negative goodwill) of €2,725 thousand was recognised directly in the income statement of the year ended 31 December 2014.
On 22 October 2014, the Company completed the mandatory tender offer to the shareholders of MIGRE and acquired 1,951,053 shares (13.86% of the share capital of MIGRE) at an offer price of €3.10 per share, increasing its shareholding in MIGRE at 96.67%. Given the fact that following the MTO, the Company held shares which represented at least 90% of the voting rights of MIGRE, the Company was under obligation, in accordance with article 28 of L.3461/2006, combined with the 1/409/29.12.2006 decision of the Hellenic Capital Market Commission, to acquire via the stock market all the shares offered to it within a period of three months beginning from the date of publication of the MTO results (i.e. up to 27.01.2015), against payment of the offer price of €3.10 per share (exit right). After that, the shareholding of the Company in MIGRE increased to 96.944% with the Company having in its ownership 13,643,905 shares (shareholding in MIGRE as of 31 December 2014: 96.90% - number of shares owned by the Company: 13,638,330) (Note 6 and 14).
- On 20 March 2014, the Company acquired 100% of the units of the Picasso Fund in Italy. Picasso Fund owns an office complex, of a total area of approximately 21 thousand sq.m., located in Milan and an office property, of a total area of approximately 12 thousand sq.m., located in Rome. The consideration amounted to €37,953 thousand, out of which €36,953 thousand was paid in cash and €1,000 thousand was recognized as payable. The purchase consideration was lower than the fair value of net assets acquired and the gain (negative goodwill) of €839 thousand was recognised directly in the income statement of the year ended 31 December 2014 (Note 6).
- There are no entities exempted from the interim condensed financial statements as of 30.06.2015 and there have been no changes in the method of consolidation since the previous year financial statements.
- As of 30.06.2015, the Group has accounted for a cumulative provision of: a) cases under litigation or in arbitration which may have material effect on the financial position of the Group and the Company amounted to NIL, b) unaudited tax years amounted to NIL and c) other provisions amounted to €433 thousand.
- "Other comprehensive expense, net of tax" of the Group, in the current period, is comprised of €(14) thousand relating to currency translation differences, while the corresponding amounts for the Company is NIL.
- As