

**ATTICA BANK S.A.**  
**(Registration No. 6067/06/B/86/06)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING  
OF COMMON SHAREHOLDERS**

Pursuant to the provisions of Law 2190/1920 as it currently applies, Law 4261/2014, Law 3864/2010, the provisions of Law 2396/96 on dematerialized shares, the Bank's Articles of Association (Articles 33 and 34) and the Board of Directors' resolution dated 11/11/2015, the Common Shareholders of Attica Bank S.A., (Registered office: 23 Omirou Street, Athens, Greece), are invited to the Bank's Extraordinary General Meeting to be held at 12:00 pm on Sunday, November 22<sup>nd</sup> 2015 at 54 Akadimias Street (Vikela Room), Athens.

**AGENDA**

1. Annulment of the resolutions of the First Repeat Meeting of the shareholders of 10.12.2014 regarding: 1. The increase of the nominal value of each common, registered, bearing voting rights, share of the Bank with simultaneous consolidation and decrease of the total number of the Bank's common shares (reverse split), 2. The reduction of the share capital of the Bank through the reduction of the nominal value of common registered shares in order to set off accumulated losses in accordance with art. 4 of Law 2190/1920, 3. The increase of the share capital up to the amount of 433,350,948.42 euros and 4. The granting of authorization to the Bank's Board of Directors for the increase of the share capital of the Bank or/and issuance of a bond loan.
2. Increase of the share capital of the Bank by 95,570,496.60 euros through the conversion of the notes of the convertible bond loan of the Bank into common shares and the issuance of 318,568,322 new common shares with nominal value of 0.30 euros. Amendment of article 5 of the Articles of Association of the Bank and granting of relevant authorizations to the Bank's Board of Directors.
3. Increase of the share capital of the Bank by 356,050,018.10 euros through the capitalization of above par reserves and increase of the nominal value of each common share of the Bank with the simultaneous reduction of the share capital of the Bank by the same amount in order to set off accumulated losses through the reduction of the nominal value of each common share to the pre-capitalization of the above par reserves level.
4. Increase of the nominal value of each common share of the Bank with decrease of the total number of the Bank's common shares (reverse split). Amendment of article 5 of the Articles of Association of the Bank and granting of relevant authorizations to the Bank's Board of Directors.
5. Reduction of the share capital of the Bank and formation of a special reserve through the reduction of the nominal value of each common share, which will be determined at 0.30 euros per share without modification of the total number of the common shares. Write off of accumulated losses up to the amount of 158,569,495.69 million euros through the use of the above-mentioned special reserve. Amendment of article 5 of the Articles of Association of the Bank and granting of relevant authorizations to the Bank's Board of Directors.
6. Increase of the share capital of the Bank through the issuance of new, registered, bearing voting rights common shares in accordance with L.3604/2007 and L.3864/2010 as it currently applies, that is, up to the amount of seven hundred fifty million euros (€ 750 million), in cash and in favour of the existing common shareholders. Granting of authorization to the Bank's Board of Directors to allocate at its free discretion any unsubscribed shares remaining following the capital increase, to shareholders of the

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Bank or not, and invitation to the Hellenic Financial Stability Fund to participate in the coverage of any unsubscribed shares according to L.3864/2010 (as in force) or according to any other relevant provision of the Law by paying in cash or by contributing financial instruments owned by the Hellenic Financial Stability Fund. Amendment of article 5 of the Articles of Association of the Bank and granting of relevant authorizations to the Bank's Board of Directors.

7. Issuance of bond loan with convertible securities, and in particular contingent convertible securities, according to the provisions of L. 3864/2010 and ministerial act 36/2.11.2015 with abolition of the pre-emption rights of existing shareholders.
8. Granting of authorisation to the Board of Directors to: a) increase of the share capital of the Bank through the issuance of new shares at the maximum allowable amount according to L.2190/1920 and b) issue bond loans with convertible securities up to the maximum amount allowed on the basis of L. 2190/1920 and according to article 13, paragraph 1 and article 3a paragraph 1 of L.2190/1920 and the provisions of L.3864/2010 (as in force).
9. Granting of authorizations to the Board of Directors to specify the terms of the share capital increase according to items 6,7 and 8 of the agenda, all matters related or associated with the share capital increase, the conclusion of the terms, the issuance and disposal of bond loans and all material acts and legal transactions in execution of the above.
10. Other announcements

In case that the quorum required by Law is not achieved for all or individual items of the agenda, the common shareholders of the Bank are invited to:

- First Repeat Extraordinary General Meeting to be held on Saturday, November 28<sup>th</sup> 2015 at 12:00 pm. at 54 Akadimias Street (Vikela Room), Athens
- Second Repeat Extraordinary General Meeting to be held on Friday, December 4<sup>th</sup> 2015 at 12:00 pm. at 54 Akadimias Street (Vikela Room), Athens

In accordance with articles 26 par. 2b and 28a of Law 2190/1920 combined with the provisions of L. 4261/2014 and Law 3864/2010, the Bank informs shareholders of the following:

#### **ENTITLEMENT TO PARTICIPATE IN THE GENERAL MEETING**

Any person appearing as a shareholder (i.e. holder of common registered shares of the Bank) in the registry of the Dematerialized Securities System managed by the Hellenic Central Securities Depository (HCSD), in which the shares of the Bank are recorded, is entitled to participate in the General Meeting, as outlined below.

Each common share is entitled to one vote. Under article 1 of Law 3723/2008, the Bank's preference shares provide to the representative of their holder (the Greek State) the right to attend the Meeting. The shareholder status can be proved through the direct electronic connection of the Bank to the records of the HCSD.

The shareholder status must exist at the beginning of 17/11/2015 (Record Date), i.e. at the start of the 5th day before the date of the Extraordinary General Meeting of 22/11/2015.

To participate in the First Repeat Extraordinary General Meeting, participants must have the shareholder status on 24/11/2015, that is, at the start of the fourth day before the first Repeat General Meeting (record date of the first Repeat General Meeting).

To participate in the Second Repeat Extraordinary General Meeting, participants must have the shareholder status on 30/11/2015, that is, at the start of the fourth day before the Second Repeat General Meeting (record date of the Second Repeat General Meeting).

To exercise the said rights, shareholders do not have to block their shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the General Meeting

#### **PROCEDURE FOR VOTING BY PROXY**

Shareholders may participate in the General Meeting and may vote either in person or by proxy. Each shareholder may appoint up to three proxies. Legal entities may participate in the General Meeting by appointing up to three natural persons as proxies. However, if the shareholder owns shares of the Bank that are held in more than one Investor Securities Accounts, such limitation shall not prevent the shareholder from appointing, in respect of the General Meeting, separate proxies for the shares appearing in each Account.

A participant who acts as a proxy for several shareholders may cast votes differently for each shareholder. Before the General Meeting commences, the proxy must disclose to the Bank any particular facts that may be of relevance for shareholders in assessing the risk that the proxy may pursue interests other than those of the shareholder. Within the scope of this paragraph, a conflict of interest may arise in particular when the proxy:

- (i) is a controlling shareholder of the Bank or is another entity controlled by such shareholder;
- (ii) is a member of the board of directors or in general the management of the Bank, or of a controlling shareholder or an entity controlled by such shareholder;
- (iii) is an employee or an auditor of the Bank, or of a controlling shareholder or an entity controlled by such shareholder;
- (iv) is a spouse or close relative (1st degree) of a natural person referred to in (i) to (iii) hereinabove.

The appointment and revocation of the appointment of a proxy shall be made in writing and shall be notified to the Bank in writing at least 3 days before the date of the Extraordinary General Meeting.

The Bank shall make available the form to be used for appointing proxies on its website ([www.atticabank.gr](http://www.atticabank.gr)). The said form, filled in and signed by the shareholder, must be submitted to the Custody & Financial Operations Support Department, Shareholder Registry and Corporate Announcements Office (2nd floor, 23 Omirou Str., 10672, Athens) or sent by fax to +30 2103669428, +30 2103669426, at least 3 days before the date of the Extraordinary General Meeting or any repeat General Meeting(s). Shareholders should confirm that the form has been successfully received by the Bank by calling +30 210 3669261 on working days and hours.

The Articles of Association the Bank do not provide for participation in the General Meeting by electronic means without the Shareholder attending the Meeting in person at the place where it is held. Similarly, the Articles do not provide for participation in the voting by distance voting.

#### **MINORITY RIGHTS**

(a) If shareholders representing 1/20 of the paid-up share capital of the Bank so request, the Bank's Board of Directors is obliged to include additional items in the Agenda of the General Meeting, provided that the said request is communicated to the Board at least 15 days prior to the Extraordinary General Meeting.

The said request should be accompanied by justification or a draft resolution to be approved by the Extraordinary General Meeting and 13 days prior to the General Meeting, the revised agenda should be disclosed in the same manner as the previous agenda, and at the same

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time made available to shareholders through the Bank's website, along with the justification or draft resolution submitted by the shareholders, in accordance with the provisions of art. 27, par. 3 of Law 2190/1920.

(b) If shareholders representing 1/20 of the paid-up share capital of the Bank so request, the Board of Directors shall, in accordance with the provisions of article 27, par.3 of Law 2190/1920, make available to shareholders at least 4 days prior to the Extraordinary General Meeting, any draft resolutions on the items included in the initial or revised agenda, provided that the said request is communicated to the Board at least 3 days prior to the Extraordinary General Meeting.

(c) If any shareholder so requests, and provided that the said request is filed with the Bank at least 5 full days before the Extraordinary General Meeting, the Board of Directors is obliged to provide the General Meeting with the specific requested information regarding the affairs of the Bank, insofar as such information is relevant to a proper assessment of the items on the agenda. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes. The Board of Directors may provide a single answer to shareholders' requests that are of similar content. The obligation to provide information does not apply in the event that such information is already available through the Bank's website, particularly in the form of frequently asked questions.

(d) If shareholders representing 1/5 of the paid-up capital of the Bank so request, and provided that the said request is filed with the Bank at least 5 full days prior to the Extraordinary General Meeting, the Board of Directors is obliged to provide the General Meeting with information on the course of the business affairs and financial status of the Bank. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes.

In all the aforesaid cases the shareholders making requests are required to prove their shareholder status as well as the number of shares they hold as at the time of exercising the relevant right. A certificate issued to this effect by HCSD or verification of shareholder status through direct electronic connection of the Bank with the records held by HCSD serve as such proof.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The information required under article 27.3 of Law 2190/1920, including the invitation to the Extraordinary General Meeting, the proxy appointment form and the draft resolutions on the items of the agenda shall be made available in electronic form on the website of the Bank [www.atticabank.gr](http://www.atticabank.gr). Hard copies of the full text of the draft resolutions and any documents specified under article 27.3 (c) and (d) of Law 2190/1920 can be obtained from the Custody & Financial Operations Support Department, Shareholder Registry and Corporate Announcements Office (2<sup>nd</sup> floor, 23 Omirou str., Athens).

**Athens, 11/11/2015**  
**By order of the Board of Directors**

**The Chairman of the Board of Directors**  
**Ioannis Gamvrlis**