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**ATTICA BANK S.A.**

Athens, 27.11.2015

**SHARE CAPITAL INCREASE OF ATTICA BANK S.A. THROUGH CASH PAYMENT WITH PRE-EMPTIVE AND PRE-SUBSCRIPTION RIGHTS IN FAVOUR OF EXISTING SHAREHOLDERS (HEREINAFTER "SCI")**

**EX-RIGHTS DATE: 1.12.2015**

**PERIOD FOR THE EXERCISE OF PRE-EMPTIVE RIGHTS AND PRE-SUBSCRIPTION RIGHTS:  
4.12.2015 – 10.12.2015**

**TRADING PERIOD OF PRE-EMPTIVE RIGHTS: 4.12.2015 – 7.12.2015**

**LISTING ADVISOR: ALPHA BANK**

The Board of Directors of ATTICA BANK S.A. (hereinafter the "Bank") informs investors of the following:

**A. SHARE CAPITAL INCREASE OF ATTICA BANK S.A. THROUGH CASH PAYMENT, WITH PRE-EMPTIVE RIGHTS AND PRE-SUBSCRIPTION RIGHTS IN FAVOUR OF EXISTING SHAREHOLDERS.**

The extraordinary General Meeting of shareholders held on 22.11.2015 resolved inter alia upon the share capital increase of the Bank amounting up to € 748,735,498.80 (including any share premium account amount) through cash payment and pre-emptive rights granted to existing shareholders at a ratio of 36 new common shares for 1 existing common share. Specifically, it was decided that 2,495,784,996 new common, bearing voting rights, shares with nominal value of €0.30 each (hereinafter "New shares") and offer price (hereinafter "offer price") €0.30 per each new share be issued and offered through a public offering. The above described resolutions were also approved by the Special General Meeting of preference shareholders of the Bank held on 22.11.2015.

Following this increase and provided that it is fully subscribed for, by investors apart from the Hellenic Financial Stability Fund, the Bank's total share capital will amount to €869,733,707 and will be divided into 2,565,112,357 common, registered shares with voting rights, of a nominal value of €0.30 each and 286,285,714 preference shares of a nominal value of €0.35 each, respectively.

The Bank will raise funds which will amount up to € 748,735,498.80 and will be used to strengthen the capital adequacy of the Bank.

More precisely, as far as the offering of New Shares is concerned, the Extraordinary General Meeting of Shareholders held on 22.11.2015 decided the following:

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1. The increase of the share capital of the Bank by up to € 748,735,498.80 million euros (including any share premium account amount), by means of issuance of 2,495,784,996 new, intangible, common, registered, bearing voting rights, shares of nominal value of € 0.30 each, (hereinafter, the New Shares).
2. Fractions of the New Shares shall not be issued under the Increase and the New Shares shall be entitled to receive any dividend from the profit for the year 2015, to the extent that the Bank shall be allowed by the current legislation to pay dividends to its shareholders.
3. The issue price of the New Shares (hereinafter, the Issue Price) is determined at 0.30 euros per share. The Issue Price shall be common for all investors who shall subscribe for New Shares, by participating in the Increase. The offer price may be higher than the market price of the existing common shares of the Bank on the ex-rights date.
4. Preemptive rights: The share capital increase will take place without any restriction or abolition of preemptive rights of existing shareholders in order for them to participate in the capital increase if they wish so and avoid dilution.
5. More precisely, the New Shares will be offered with preemptive rights to existing shareholders with a ratio of 36 new to 1 old share.
6. 2,495,784,996 new common, bearing voting rights, shares with voting rights and nominal value of €0.30 each will be issued and offered.
7. The following persons will have a pre-emptive right to the Increase:
  - a. All shareholders (after the completion of the reverse split process) registered in the Registry of the Central Securities Depository on the first business day following the ex-rights date, according to article 5.2 of the Regulation of Athens Exchange, that is, 2.12.2015
  - b. All persons who will acquire pre-emptive rights during their trading period on ATHEX.
8. Preemptive rights shall be exercised either through the operators of the securities accounts of investors, or through the branch network of the Bank. In case the pre-subscription right is exercised, not through operators, but through the branches of the Bank, a written statement shall be submitted to the Bank's branches with simultaneous payment through an account held with the Bank, of the total capital corresponding to the unsubscribed new shares for which the pre-subscription right is exercised.
9. The period for the exercise of preemptive rights will have the minimum duration permitted by law, that is seven days, from 4.12.2015 to 10.12.2015
10. Pre-emptive Rights shall be transferable and negotiable on the Athens Exchange according to the ATHEX Rulebook, that is, up to 3 business days prior to the expiration of their exercise period, that is, from 4.12.2015 to 7.12.2015. Any Pre-emptive Rights not duly exercised until the expiration date of the exercise period (i.e. 10.12.2015) will automatically lapse.
11. Unsubscribed New Shares: If after the exercise of the Pre-emptive Rights there are still unsubscribed New Shares, persons employed under a contract of employment or service (hereinafter, the "Employees") by the Bank and its subsidiaries, shall be given the option to declare in writing their willingness to acquire unsubscribed shares at their offer price, by up to 10,000 shares per employee (hereinafter, the "Employees Right"). The Right shall be provided to the employees of the Bank and the subsidiaries of the Group (with contracts of employment or service) who are included in the payroll of

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30/11/2015, as well as those employees not included in the payroll but who were absent lawfully and temporarily (e.g. for education, military service, unpaid leave). The Employees Right will be exercised concurrently with the pre-emptive rights, by submitting a written statement to the HR Development and Management Department of the Bank and with the simultaneous debiting of an account held with the Bank with the total amount corresponding to the unsubscribed new shares for which the Employees Right is exercised.

12. Employees who will exercise the Employee Right have the right to exercise pre-emptive rights in the Increase, in their competence as investors (see point 7 above) and subscribe for unsubscribed shares according to the procedure and conditions described below at points (13) and (16), either through the operators of the securities accounts of investors, or through the branch network of the Bank.
13. If after the above, there are still unsubscribed shares, the persons mentioned under point (7) above are can exercise a pre-subscription right to acquire at the offer price a number of new shares, which can be up to twice the number of new shares arising from the exercise of the pre-emptive rights they held on the ex-rights date and/or purchased at the trading of the pre-emptive rights in the ATHEX, given that such persons have fully exercised their pre-emptive rights. The Pre-subscription right shall be exercised concurrently with the pre-emptive rights, either through the operators of the securities accounts of investors, or through the branch network of the Bank.
14. In case the pre-subscription right is exercised, not through operators, but through the branches of the Bank, a written statement shall be submitted to the Bank's branches with simultaneous payment, by debiting an account held with the Bank, with the total capital corresponding to the unsubscribed new shares for which the pre-subscription right is exercised.
15. Upon completion of the period for the exercise of the Pre-emptive Rights, the Employee Right and the Pre-subscription right, the Board of Directors will meet to establish the number of unsubscribed shares. If after the above there are still unsubscribed shares, the Board of Directors of the Bank will allocate them at its discretion, taking into account the interest from strategic investors or other private investors, after the demand from investors that exercised the Pre-emptive Rights, the Employee Right and the Pre-subscription right is satisfied (hereinafter, "Offering to Other Investors").
16. Local investors that wish to acquire unsubscribed shares that are allocated at the discretion of the Board of Directors according to point (15) above, shall be given the option to declare their interest either through the operators of their securities accounts, or through the branch network of the Bank by committing the amount corresponding to the unsubscribed new shares for which the interest is declared from the first day of the period for the exercise of pre-emptive rights and until a final date to be set by a BoD decision to be taken after the end of the aforementioned period. In case the interest of the investors is recorded, not through operators, but through the branches of the Bank, a written statement shall be submitted to the Bank's branches with simultaneous payment through an account held with the Bank, of the total capital corresponding to the unsubscribed new shares for which the interest is declared. The Board of Directors will decide at a final meeting on the allocation of unsubscribed shares and the certification of the payment of the capital of the increase.
17. International investors (institutional investors and natural persons) that wish to acquire unsubscribed shares that are allocated at the discretion of the Board of Directors according to point (15) above, shall be given the option to declare their interest in writing by committing the total capital corresponding to the unsubscribed new shares for which the interest is declared, from the first day of the period for the exercise of pre-emptive rights and until a final date to be set by a BoD decision to be taken after the end

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of the aforementioned period. The Board of Directors will decide in its final meeting for the allocation of unsubscribed shares and the certification of the payment of the capital of the increase.

18. The coverage of New Shares jointly through the exercise of Pre-emptive Right, Employee Right, Pre-subscription right and through the Offering to Other Investors is called "The Cash Coverage". All amounts placed by investors who will participate in The Cash Coverage will be deposited special, transitional accounts that will be opened for the current share capital increase with the order that the funds be transferred to the relevant company accounts only if one of conditions (1), (2.1.1), (2.1.2) and (3.1.1) mentioned under section 4.1.6 "Share Capital Increase coverage scenarios" of the approved Greek Prospectus is satisfied. In case of excess demand for the coverage of unsubscribed shares in the context of the "Cash Coverage", deposited amounts that will not be used for the allocation of unsubscribed shares, will be returned to their beneficiaries interest-free.
19. If in the case of partial coverage, the competent supervisory authorities do not approve the Increase according to conditions (2.2) and (3.2.1) of section 4.1.6 ("Share Capital Increase coverage scenarios") of the approved Greek Prospectus, then the Bank will return the funds deposited in the special transitional accounts to investors, interest-free, until 31.12.2015 the latest.
20. Request submitted to the HFSF: Pursuant to the provisions of Law 3864/2014, as it has been amended and currently applies, the Bank has addressed a request to the Hellenic Financial Stability Fund (HFSF) to cover part of the share capital increase by acquiring part of any existing unsubscribed shares following the Cash Coverage and under the condition that the Cash Coverage has not fully covered the amount of the Increase. The participation of the HFSF (hereinafter, "The HFSF Participation") in this case shall take place in accordance with the specific provisions of Law 3864/2010 and potentially with a method other from cash payment (namely contribution in kind by the Hellenic Financial Stability Fund of financial instruments owned by the same). In the case of the possible participation of the HFSF for the coverage of the coverage needs of the Bank according to the provisions of article 6a of L.3864/2010, the preference shares of the Bank, owned by the HFSF, will be converted into common shares and will come to the possession of the HFSF. The request has not been assessed by the HFSF at the time of this announcement.
21. Deadline for the coverage of the Share Capital Increase: The deadline for the coverage, set by the Bank, is up to 31.12.2015. It is noted that the Bank of Greece, according to decision 153/1/10.11.2015 of the Credit and Insurance Committee regarding the capital needs of the Bank, requires that the share capital increase by 748 million euros takes place until 11.12.2015.
22. Partial Coverage: Following the above and under the relevant conditions, in the case of partial coverage of the share capital increase, it is proposed that the share capital shall be increased pursuant to art. 13a of Law 2190/1920, by the amount that has been covered.
23. Shares deriving from the share capital increase shall be entitled to receive dividend from the profit for the year 2015 onwards, subject to the provisions of article 1 of L.3723/2008.

In addition to the above, information provided in section 4.1.5 "Terms of the public offering", 4.2 "Process of exercise of the pre-emptive, pre subscription, employees' rights" and 4.1.6 "Coverage scenarios" of the approved Greek Prospectus shall also apply.

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## **B. EX-RIGHTS DATE–TRADING PERIOD FOR PRE-EMPTIVE RIGHTS TO THE SHARE CAPITAL INCREASE – EXERCISE OF PRE-EMPTIVE RIGHTS**

1. As of December 1<sup>st</sup> 2015 (hereinafter the “Ex-Rights Date”), the existing common shares of the Bank will trade on the ATHEX without the right to participate in the share capital increase. From the same date, namely December 1<sup>st</sup> 2015, the price at which the existing common shares of the Bank will start trading on the ATHEX will be determined in accordance with the ATHEX Rule Book and ATHEX Board Decision 26/17.07.2008 as in force. Shareholders registered in the Dematerialized Securities System (DSS) on 02.12.2015 (Record Date) i.e. on the first business day after the Ex-Rights Date and those who will acquire Pre-emptive Rights during their trading period on the ATHEX shall be entitled to exercise pre-emptive rights in the Increase.

According to the extraordinary General Meeting of common shareholders of the Bank held on 22.11.2015, art.13 par.8 of Law 2190/1920, and the Bank’s articles of Association the period for the exercise of pre-emptive rights for common shares holders for the acquisition of new shares, is set at seven calendar days, starting on 4.12.2015 and ending on 10.12.2015. The commencement of the trading period of the pre-emptive rights in the electronic trading system of the ATHEX will coincide with the commencement of the Exercise Period. It is noted, that the trading of pre-emptive rights will not be possible for three (3) business days prior the expiration of their exercise period. The expiration date of the trading period of pre-emptive rights in the electronic trading system of the ATHEX will be 7.12.2015.

Pre-emptive Rights shall be transferable and negotiable on the ATHEX, according to the ATHEX Rule Book, that is for three (3) working days prior the expiration of their exercise period, namely from 4.12.2015 to 7.12.2015. Pre-emptive Rights not duly exercised on time (until 10.12.2015) will automatically lapse.

Preemptive rights shall be exercised either through the operators of the securities accounts of investors, or through the branch network of the Bank. In case the pre-emptive rights are exercised, not through operators, but through the branches of the Bank, a written statement shall be submitted to the Bank's branches with simultaneous payment through an account held with the Bank, of the total capital corresponding to the new shares for which the pre-subscription right is exercised.

Holders of pre-emptive rights will exercise their rights in person on business days and hours either through their authorized account operator or through the branches of the Bank by submitting the relevant certificate issued by HELEX and by paying in the special transitional accounts that will be opened for the share capital increase, the total capital corresponding to the new shares for which the pre-subscription right is exercised.

To receive the relevant certificate by the HELEX, holders of pre-emptive rights may contact:

- a) the operator of their securities account (brokerage firm or custodian) if their shares are not in a special DDS account;
- b) HELEX, if their shares are in a special Dematerialized Securities System (DSS) account.

To exercise their Pre-emptive Rights, beneficiaries who will choose to subscribe through the branch network of the Bank and not through their operator, will submit to the branches of the Bank their I.D. card number, their Tax ID number, the DSS data print-out, and the relevant Certificate for the Blocking of Pre-emptive Rights, which they will receive from their account operator (or from HELEX if their shares are in the DSS Special Account). It is noted that when exercising their rights shareholders, must also declare: a) their DSS account number, their DSS securities account number, and c) the authorised operator of their securities account.

Those participating in the share capital increase of the Bank will pay the value of shares they are entitled to

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in cash and will receive a proof the exercise of their pre-emptive right. The said proof is not an interim share and is neither negotiable nor transferable.

During the period for the exercise of pre-emptive rights of shareholders of the Bank, employees can exercise the "Employee Right" according to the provisions of section 4.1.5 "Share Capital Increase" of the approved Greek Prospectus, by submitting a written statement to the HR Development and Management Department of the Bank and with the simultaneous debiting of an account held with the Bank with the total amount corresponding to the unsubscribed new shares for which the Employees Right is exercised.

If after the above, there are still unsubscribed shares, the holders of pre-emptive rights are offered a pre-subscription right to acquire a number of new shares at the offer price, which can be up to twice the number of new shares arising from the exercise of the pre-emptive rights they held on the ex-rights date and/or purchased at the trading of the pre-emptive rights in the ATHEX, given that such persons have fully exercised their pre-emptive rights.

The pre-subscription right shall be exercised concurrently with the pre-emptive rights, either through the operators of the securities accounts of investors (securities company or custody department of the Bank), or through the branch network of the Bank (for the shareholders that do not wish to subscribe through their operator) during business days and hours. Shareholders, who wish to exercise their rights through their operators, will apply to their operator for the exercise of their rights. In case the pre-subscription right is exercised, not through operators, but through the branches of the Bank, a written statement shall be submitted to the Bank's branches with simultaneous payment through an account held with the Bank of the total capital corresponding to the unsubscribed new shares for which the pre-subscription right is exercised.

If more than one pre-subscription requests of the same natural or legal persons, according to DSS Special Account data, is recorded, the total of these pre-subscriptions will be handled as one.

Upon completion of the period for the exercise of the Pre-emptive Rights, the Employee Right and the Pre-subscription right, the Board of Directors will meet to establish the number of unsubscribed shares. If after the above there are still unsubscribed shares, the Board of Directors of the Bank will allocate them at its discretion, taking into account the interest from strategic investors or other private investors, after the demand from investors that exercised the Pre-emptive Rights, the Employee Right and the Pre-subscription right is satisfied (hereinafter, "Offering to Other Investors").

Local investors that wish to acquire unsubscribed shares that are allocated at the discretion of the Board of Directors, shall be given the option to declare their interest to participate in the "Offering to Other Investors", either through the operators of the securities accounts of investors, or through the branch network of the Bank by committing the amount corresponding to the shares for which the interest is declared, from the starting day of the exercise period of the pre-emptive rights to a final day, that will be decided in a meeting of the Board of Directors after the completion of the exercise period. The Board of Directors will decide in a final meeting on the allocation of unsubscribed shares and the certification of the payment of the capital of the increase.

In case the interest is recorded, not through operators, but through the branches of the Bank, a written statement shall be submitted to the Bank's branches with simultaneous payment, by debiting an account held with the Bank, of the total capital corresponding to the new shares for which the pre-subscription right is exercised.

International investors (institutional investors and natural persons) that wish to acquire unsubscribed shares during the Offering to Other Investors, that are allocated at the discretion of the Board of Directors, shall be given the option to declare their interest in writing by committing the total capital corresponding to the

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unsubscribed new shares for which the interest is declared, from the starting day of the exercise period of the pre-emptive rights to a final day, that will be decided in a meeting of the Board of Directors after the completion of the exercise period. The Board of Directors will decide in its final meeting on the allocation of unsubscribed shares and the certification of the payment of the capital of the increase.

The total of capital deposited by the investors, who will participate in the “Cash Coverage” will be placed in special, transitional bank accounts, that will be opened for the Increase with the order that it will be transferred in the special accounts of the Increase, only if one of conditions (1), (2.1.1), (2.1.2) and (3.1.1) mentioned under section 4.1.6 “Share Capital Increase coverage scenarios” is satisfied.

In case of excess demand for the coverage of unsubscribed shares in the context of the “Cash Coverage”, deposited amounts that will not be used for the allocation of unsubscribed shares, will be returned to their beneficiaries interest-free.

Pursuant to the provisions of Law 3864/2014, as amended and currently applies, the Bank has addressed a request to the Hellenic Financial Stability Fund (HFSF) to cover part of the share capital increase by acquiring part of any existing unsubscribed shares following The Cash Coverage and under the condition that the Cash Coverage has not fully covered the amount of the Increase. The participation of the HFSF (hereinafter, “The HFSF Participation”) in this case shall take place in accordance with the specific provisions of Law 3864/2010 and potentially with a method other from cash payment (namely contribution in kind by the Hellenic Financial Stability Fund of financial instruments owned by the same). In the case of the possible participation of the HFSF for the coverage of the coverage needs of the Bank according to the provisions of article 6a of L.3864/2010, the preference shares of the Bank, owned by the HFSF, will be converted into common shares and will come to possession of the HFSF. The request has not been assessed by the HFSF at the time of this announcement.

According to the resolutions of the Board of Directors of 27.11.2015, in the case of partial coverage of the share capital increase, and if the competent supervising authorities do not approve the Increase according to conditions (2.2) and (3.2.1) of section 4.1.6 “Share Capital Increase coverage scenarios” of the approved Greek Prospectus, then the Bank will return the funds deposited in the special transitional accounts to investors, interest-free, until 31.12.2015 the latest.

In particular, the return of amounts deposited in the intermediate transitional accounts through investors’ operators shall be returned through operators, while amounts deposited in the above-mentioned accounts by investors that exercise their rights through the branches of the Bank, will be returned in the account that the shareholder will declare to the Bank at the time pre-emptive rights are exercised.

The Prospectus for Attica Bank’s share capital increase as approved by the Board of the Hellenic Capital Market Commission on November 27<sup>th</sup> 2015, will be available to investors free of charge in printed form at the Bank’s registered office, at 23 Omirou Street, 106 72 Athens as well as at the branches of the Bank. The Prospectus will also be available to investors in electronic form via the website of the ATHEX, [www.helex.gr](http://www.helex.gr), the HCMC, [www.hcmc.gr](http://www.hcmc.gr), the Listing Advisor, [www.alpha.gr](http://www.alpha.gr), as well as the Bank’s website, [www.atticabank.gr](http://www.atticabank.gr).

For further information, Shareholders may contact the Custody & Financial Operations Support Department, Shareholder Registry and Corporate Announcements Office of the Bank (tel. +30 210 3669265, +210 3669261, +30 210 3669266, Ms A. Douskou, Mr L. Barlas).

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