

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 and of Law 2396/96 on dematerialized shares, and to the Bank's Articles of Association (Articles 33 and 34) and the Board of Directors' resolution dated 05/09/2014, 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 Tuesday, September 30th 2014 at 54 Akadimias Street (Vikela Room), Athens.

AGENDA

1. 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). Granting of relevant authorizations to the Bank's Board of Directors. Amendment of article 5 (on share capital) of the Articles of Association of the Bank.
2. Reduction of the share capital of the Bank through the reduction of the nominal value of the common registered shares in order to set off accumulated losses in accordance with art. 4 of Law 2190/1920. Amendment of article 5 (on share capital) of the Articles of Association of the Bank.
3. Increase of the share capital of the Bank in accordance with article 6 of the Bank's Articles of Association, that is, through the payment of cash and the issuance of new, registered, bearing voting rights shares in favor of the existing common shareholders, and through private placement in a limited circle of persons in Greece or/and abroad (anchor investor/s), which constitutes no public offering, with abrogation of pre-emption rights (according to art.13 par.10 L.2190/1920) of existing shareholders. Determination of the offer price of new shares and of the coverage period of the share capital increase. Resolution on the right to dividends of the shares that will result from the share capital increase. Listing of the new shares that will result from the share capital increase on the Athens Stock Exchange. Granting of authorizations to the Board of Directors, the executive members of the Board of Directors and senior management members of the Bank, to regulate all matters relating to the preparation of the relevant Information Memorandum, to obtain permissions and approvals from the Bank of Greece, the Capital Market Commission, the Athens Stock Exchange and other regulatory and supervisory authorities. Moreover, granting of authorization to the Board of Directors of the Bank to allocate any unsubscribed shares (following the exercise of pre-emptive rights and private placement), at its free discretion and to handle any other issue related to any other terms of the capital increase. Amendment of article 5 (on share capital) of the Articles of Association of the Bank.
4. Granting authorisation to the Board of Directors for share capital increase or/and issuance of bond loan.

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 Monday, October 13th 2014 at 12:00 pm, and, if no quorum is achieved,
- Second Repeat Extraordinary General Meeting to be held on Friday, October 24th 2014 at 12:00pm, both to take place at 54 Akadimias Street (Vikela Room), Athens.

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In accordance with articles 26.2b and 28a of Law 2190/1920, as amended and supplemented by, respectively, articles 3 and 5 of Law 3884/2010, 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 (formerly the Central Securities Depository) managed by Hellenic Exchanges S.A. ("HELEX"), 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. Participants can confirm their shareholder status by presenting to the Bank the relevant written certificate issued by HELEX until the third day prior to the General Meeting. Common shareholders who are legal entities must also, by the same deadline, file, pursuant to the law, their legalization documents, unless these documents have already been filed with the Bank, in which case it is sufficient to state where they have been filed in the relevant proxy form. Alternatively, the shareholder status can be proved through the direct electronic connection of the Bank to the records of the Dematerialized Securities System.

The shareholder status must exist on 25/09/2014 (Record Date), i.e. at the start of the 5th day before the date of the Extraordinary General Meeting of 30/09/2014, and the relevant certificate (or the electronic verification) of shareholder status must have been received by the Bank by 27/09/2014, i.e. on the third day before the date of the General Meeting. Only those persons who have shareholder status on the said Record Date shall be considered to be entitled to participate and vote in the General Meeting. Shareholders who do not comply with the provisions of article 28a of Law 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

To participate in the First Repeat Extraordinary General Meeting, participants must have their shareholder status on 09/10/2014, that is, at the start of the fourth day before the first Repeat General Meeting (record date of the first Repeat General Meeting). The relevant certificate or electronic file has to be sent to the Bank by 10/10/2014, that is 3 days before the First Repeat General Meeting.

To participate in the Second Repeat Extraordinary General Meeting, participants must have their shareholder status on 20/10/2014, that is, at the start of the fourth day before the Second Repeat General Meeting (record date of the Second Repeat General Meeting). The relevant certificate or electronic file has to be sent to the Bank by 21/10/2014, that is 3 days before 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

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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). 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 by 15/09/2014, i.e. at least 15 days prior to the General Meeting.

The said request should be accompanied by justification or a draft resolution to be approved by the Extraordinary General Meeting and on 17/09/2014, i.e. 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 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 by 24/09/2014 at the latest, i.e. at least 6 days prior to the 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 by 23/09/2014, i.e. at least 7 days prior to the General Meeting.

(c) If any shareholder so requests, and provided that the said request is filed with the Bank by 24/09/2014, i.e. at least 5 full days before the 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 by 24/09/2014, i.e. at least 5 full days prior to the 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 HELEX or verification of shareholder status through direct electronic connection of the Bank with the records held by HELEX serve as such proof.

AVAILABLE DOCUMENTS AND INFORMATION

The information required under article 27.3 of Law 2190/1920, including the invitation to the 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. 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 (2nd floor, 23 Omirou str., Athens).

Athens, 05/09/2014

By order of the Board of Directors

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