

**Integrated Report of the Board of Directors of the bank “ATTICA BANK S.A.” in accordance with art. 9 par. 1 of Law 3016/2002, articles 4.1.4.1.1 and 4.1.4.1.2. of the Athens Stock Exchange Regulation for the increase of the common share capital of the Bank, through the payment of cash and the issuance of new, common, registered, shares, in favour of the existing common shareholders, on the one hand, and through private placement to a limited number of investors in Greece and/or abroad [(strategic investor(s))], which does not constitute Public Offering, with restriction of pre-emption rights of existing shareholders (pursuant to article 13 par. 10 of Law 2190/1920) on the other hand, to the Extraordinary General Meeting**

*The Board of Directors of “ATTICA BANK S.A.” (the “Bank”) proposes to the Extraordinary General Meeting of the Bank the increase of the common 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 common, registered shares, in favor of the existing common shareholders, on the one hand, and through private placement to a limited number of investors in Greece and/or abroad [(strategic investor(s))], which shall not constitute a public offering, with restriction of pre-emption rights of existing shareholders (pursuant to article 13 par. 10 of Law 2190/1920) on the other hand, in order to raise funds of up to € 434.000.000. This increase is proposed to take place after the increase of the nominal value of each common, registered, bearing voting right share of the Bank with simultaneous consolidation and decrease of the total number of the Bank’s common shares (reverse split) and the subsequent reduction of the Bank’s share capital through the reduction of the nominal value of common registered shares in order to set off accumulated losses in accordance to article 4 of Law 21/90/1920.*

*This Report is prepared to be submitted to the Extraordinary General Meeting to be held on September 30<sup>th</sup> 2014 or at any other General Meeting, or repeat after interruption or postponement in accordance with Article 9 par. 1, of Law 3016/2002, art. 4.1.4.1.1. and 4.1.4.1.2. of the Athens Stock Exchange Regulation for the increase of the common share capital of the Bank and art.13 par.10 of Law 2190/1920 for the restriction of pre-emption rights.*

*Based on the above, the Board of Directors informs the shareholders of the Bank as follows:*

**A. 1. Increase of Share Capital – Terms of Increase**

*Following the publication by the Bank of Greece of the results on the diagnostic stress test for the capital needs of the Bank, the Bank submitted to the Bank of Greece a capital action plan that includes both individual recapitalization measures to be implemented within a reasonable time and increase of the share capital and participated in consultations with the supervisory Authority. After that, the Bank of Greece proceeded to an assessment of the Bank in order to meet the required capital adequacy ratios in accordance with, and beyond those specified in, the European Regulation 575/2013 and eventually BoG specifically required the Bank to cover capital requirements amounting to Euro 433.200.000 until 03.10.2014.*

*Meanwhile, after the publication from the Bank of Greece of the results on the simulation of extreme conditions (stress test) for the capital needs of the Bank, the management of the Bank appointed a group of financial advisors (UBS, Lazard Freres, PricewaterhouseCoopers Business Solutions S.A., Clayton) in order to assist in attracting strategic investor(s)-shareholder(s), who will undertake to cover a significant part of the capital needs and they will contribute know how to the Bank in order to improve the capital adequacy and competitive position of the Bank in the domestic banking environment also in view of the contemporary developments. Such organized process is progressing under confidentiality conditions and,*

following the submission of letters of intent from 15 investors in early August, it is provided that binding offers will be submitted by interested investment shapes for the 22 September 2014.

In this context, the Bank shall proceed to share capital increase by issuing new common, registered, bearing voting rights shares, with the following proposed terms (hereinafter, the **Increase**):

**(a) Increase – Funds to be raised:** The share capital of the Bank is proposed to be increased so as to raise funds of up to € 434.000.000 (including any share premium account amount), by means of cash and the issuance of new, intangible, common, registered, bearing voting rights, shares of nominal value of € 0,30 each, (following the planned actions of reserve split, namely after the planned increase of the nominal value of the existing shares to..... € ,with their consolidation at a ratio of ..... existing shares for 1 new share and after the decrease of the Bank's share capital through a new decrease of the nominal value of the existing shares to €0,30) (hereinafter, the **New Shares**).

Fractional share rights of the New Shares shall not be issued from the Increase and the New Shares shall be entitled to receive any dividend from the profit for the year 2014, to the extent that the Bank shall be allowed by the current legislation to allocate dividends to its shares.

It is pointed out that in case that, from the process of attracting strategic investor(s)-shareholder(s), arises specific interest in their participating in the recapitalization of the Bank, through two consecutive increases of share capital, without any other delay than the compliance with the formalities required, then the present increase of share capital with restriction of pre-emption rights may be restricted in amount (in comparison with the above mentioned maximum amount of € 434 million) pursuant to the resolution of the competent Extraordinary General Meeting, so that the remaining amount of the capital requirements be covered with additional participation of the relevant interested, strategic investor(s)-shareholder(s), as well (and all other interested investors), in the immediately following increase of share capital, for which all legitimate formalities shall be followed without delay, also utilizing the resolution of the Extraordinary General Meeting on the 4th Item of the Agenda.

In any event, in the case of partial coverage of the share capital increase, it is proposed that the share capital be increased pursuant to art 13a of Law 2190/1920, by the amount that has been covered.

**(b) Issue price:** The issue price of the New Shares (hereinafter, the **Issue Price**) is proposed to be determined by the Extraordinary General Meeting which shall approve the Increase and the restriction of the preemptive rights of the existing shareholders, after taking into account the issue price which shall result from the process of the submission of binding offers by the interested strategic investor(s) with the assistance of the aforementioned group of financial advisors and which shall be subject to the Bank's evaluation in accordance with the legitimate corporate interest of the Bank.

The Issue Price shall be common for all investors who shall subscribe for New Shares, by participating in the Increase. The Issue Price shall not be less than €0,30 per new share (article 14 Law 2190/1920).

**(c) Coverage of/Subscription in the Share Capital Increase:**

The Increase with respect to the coverage of capital needs of the Bank is proposed to be covered exclusively through payment of cash.

The New Shares shall be allocated:

- On the one hand, at the amount of € [x], (which shall be determined by the Extraordinary General Meeting) through private placement to strategic investor(s)-shareholder(s) in Greece and/or abroad, which shall not constitute a public offering with restriction of pre-emptive rights of the existing shareholders according to the process which is currently in progress and depending on its results, with the assistance of the financial advisors of the Bank, at the discretion of the Extraordinary General Meeting and, subsequently, the authorized Board of Directors of the Bank. Those investors shall constitute in any case the “qualified investors”, within the meaning of Law 3401/2005.
- On the other hand, at the amount of € [y], (which shall be determined by the Extraordinary General Meeting), with pre-emptive rights of the existing shareholders, at a ratio of ....new shares for (1) existing share.

(a) More specifically, it is proposed that .....new common, registered, with bearing voting rights, shares of a nominal value of €0,30, with pre-emptive rights, be issued and allocated. The term for exercising the pre-emptive rights for the acquisition of common shares, shall last fifteen (15) days.

The exercise of pre-emptive rights for the share capital increase is rendered to:

- (i) All registered with the Register of the Athens Stock Exchange (hereinafter, the **HELEX**) shareholders, on the second working day following the ex-rights date, pursuant to article 5.2. of Athens Exchange Rulebook, as it shall be determined and announced by the BoD of the Bank late on, and
- (ii) Those who shall acquire pre-emptive rights, during their trading in the Athens Exchange.

(b) In the case that there are New Shares not subscribed for following the exercise of pre-emptive rights, (hereinafter the **Unsubscribed Shares**), the employees of the Bank and its affiliates (hereinafter the **Employees**) shall have the opportunity to express their will in writing in order to obtain Unsubscribed Shares at the issue price, up to .....shares per Employee (hereinafter the **Employees’ Right**). This right shall be granted to individuals who work in the Bank or its affiliates (by means of an employment contract or a service contract), who are included in the employment lists of ....., and to all employees who are not included in these lists and were temporarily absent (i.e. due to studies, military service, unpaid leave). The Employees’ Right shall be exercised simultaneously to the exercise of pre-emptive rights, through the filing of the relevant declaration to the Bank’s Human Recourses Department and the commitment of an amount kept with a bank account at the Bank, up to the amount that corresponds to the total funds that are necessary for the exercise of the Employees’ Right. The employees who shall exercise the Employees’ Right, shall be entitled to subscribe for any share not subscribed for, either through the operators of investors’ accounts, either through the branches of the Bank and in their capacity as investors under (a), pursuant to the procedure described below (point (c) herein).

(c) In the case that following the above under (a) and (b) herein, shares not taken up continue to exist, the persons mentioned under (a) herein, shall be entitled to oversubscription rights (hereinafter the **Oversubscription Right**) in order to acquire a number of new shares, which shall not exceed two times the number of new shares resulting from the exercise of preemptive rights, that they held at the ex-rights date and/or they bought during the trading of the pre-emptive rights in the Athens Exchange, at the issue price, provided that these persons have exercised in full their pre-emptive rights. The Oversubscription Right shall be exercised simultaneously to the exercise of pre-emptive rights, either through the operators of investors’ accounts, either through the branches of the Bank. In the case that the Oversubscription Right is exercised through the branches of the Bank (and not through the operators of investors’ accounts), then the filing of a relevant declaration to the branches of the Bank and at the same time the deposit (by committing a relevant amount kept with a bank account at the Bank up to the same amount) of the amount that corresponds to the total funds for the

*Unsubscribed Shares for which the Oversubscription Right is exercised, is required.*

*(d) After the closing of the period of the exercise of the Pre-emptive Rights, the Employees' Rights and the Oversubscription Rights, the Board of Directors of the Bank shall convene in order to ascertain the number of any shares not subscribed for. In the case that, following the above, unsubscribed shares continue to exist, the Board of Directors shall allocate them at its free discretion, as per applicable law.*

*(e) The term of the exercise of the pre-emptive rights shall last fifteen (15) calendar days. The beginning and the expiration of the term of the exercise of the pre-emptive rights, and the ex-rights date as well, shall be determined by the Board of Directors of the Bank, within the term, as provided by law. The relevant announcement –invitation shall be published in the daily press.*

*(f) The pre-emptive right is transferable and it shall be traded in the Athens Exchange up until four (4) working days before the date of the expiration of its exercise.*

*It is proposed that the Extraordinary General Meeting should determine or grant relevant authorization in respect of the maximum amount of each part of the offering, (namely through private placement by means of restriction of pre-emptive rights and with exercise of pre-emptive rights), as well as the possibility of proportionate change of each of them, depending on the results of the process of the exercise of the pre-emptive rights, by taking firstly into account the binding offers of the interested eligible strategic investor(s), which will be submitted in the immediate future and before the date of the General Meeting.*

*The period for subscription of the Increase is proposed to be the maximum, as specified in the legislation in force [namely, four (4) months from the date on which the decision was taken by the Extraordinary General Meeting on the Increase and the setting of the Issue Price of the New Shares, which may be extended by the Board of Directors for one (1) more month].*

*At this point, the Board of Directors informs the shareholders, that the majority shareholder of the Bank, ETAA-TSMEDE, has already expressed (through its notification of 1/9/2014) to the Bank its official intention to support actively the recapitalization of the Bank, by participating in the share capital increase of the Bank, so that its stake in the (post-recapitalization) common share capital be from 34% (minimum) to 51% (maximum), by subscribing for an amount between 108 million Euro (minimum) to 221 million Euro (maximum) (depending on the final issue price of the new shares). The final investment decision of the majority shareholder with respect to the precise amount/percentage of its participation in the new common share capital of the Bank, within the above limits, shall be determined, after the final offers of the interested strategic investors and based on the final structure and pricing of the share capital increase, as the latter will be resolved upon by the competent General Meeting of the Bank. Such final investment decision of the majority shareholder shall be disclosed at session of the General Meeting to the remaining of the shareholders attending the GM and to the public.*

***(d) Pre-emptive rights:***

*The restriction of pre-emptive rights according to Law and the Articles of Association of the Bank is proposed for the grounds, which are mentioned in section B herein.*

***(e) Granting of authorizations to the Bank's Board of Directors:***

*The granting of authorization to the Board of Directors is proposed in order to (i) further specify the terms of the Increase of the Share Capital, including the negotiation and final drafting of the contractual documents by means of which, the qualified investors who shall participate in the private placement, shall undertake to subscribe for New Shares, the negotiation with the members of candidate investor vehicles, as well as every other procedural or technical details in respect of the Offering, (ii) further specify the conducting and completion of the process of*

*drafting of the Prospectus for the listing of the New Shares in the Helex Group of companies – Athens Stock Exchange (hereinafter, the **HELEX**) and its approval from the Capital Market Commission, (iii) take all necessary actions for the successful completion of the issuance and offer of the new common shares, including the granting of permissions and approvals from the Bank of Greece, the Capital Market Commission, the Athens Stock Exchange, the Ministry of Development, as well as the rest supervisory and regulatory authorities, iv) in the case that the share capital increase is subscribed in part, to amend (by means of a decision on the confirmation of the coverage of the share capital increase), article 5 of the Articles of Association of the Bank so as to reflect the amount of capital that will result following the provisions of art. 13a, par. 1 and 2 of Law 2190/1920, v) to decide on any other relevant issue regarding the Increase.*

#### **A.2. Information regarding the use of proceeds of the last share capital increase.**

*Below are included the Bank's Report dd. 28.3.2014 regarding the use of proceeds resulting from the last share capital increase and the relevant Evaluation Report from the Auditor dd. 31.3.2014 in respect of the use of the raised funds resulting from the increase of the share capital of the Bank through the payment of cash and the exercise of preemptive rights of the existing shareholders, according to the resolution of the General Meeting of the Bank's shareholders dated 18.2.2013.*

## ATTICA BANK S.A.

### REPORT ON THE USE OF FUNDS RAISED FROM THE SHARE CAPITAL INCREASE AND FROM THE ISSUANCE OF CONVERTIBLE BOND LOAN PAID IN CASH

It is notified in accordance with the decision of the Athens Stock Exchange 25/17.07.2008 and the Hellenic Capital Market Commission Board of Director's decision 7/448/11.10.2007 that:

a) by the Bank's share capital increase through cash payment and pre-emptive rights granted to existing shareholders at a ratio of 19 new common shares for each existing common share, through Public Offering of 664,689,407 new common, bearing voting rights, shares with nominal value of € 0.30 each and offer price € 0.30 per new share, in accordance with the Bank's First Repeat Extraordinary General Meeting of Shareholders held on 18.02.2013 and approved by the Board of Directors of Athens Stock Exchange held on 08.07.2013, were raised funds amounting at € 199,406,822.10.

b) by the issuance of a Convertible Bond Loan ("CBL"), in accordance with art.3a of C.L. 2190/1920 and art.8 of Law 3156/2003, by converting 664,689,407 mandatorily convertible bonds into registered common shares of the Bank, after five years and by abolishing the pre-emptive right of all existing shareholders in favor of the Bank's (existing and/or new) shareholders who will have previously participated in the share capital increase through payment in cash, at a ratio of one (1) new Share to one (1) Bond (i.e. for each new share subscribed when exercising pre-emptive rights in the SCI, investors have the right to subscribe for one Bond) and with issue price of each convertible bond of €0.30, were raised funds amounting at € 199,406,822.10.

The Bank's total raised funds amounted at € 398,813,644.20. The costs of the share capital increase and of the Convertible Bond Loan issuance, amounted at €3,371,070.16 and were covered entirely by the funds raised from the aforementioned share capital increase. Therefore, the net amount of the share capital increase, deducting the expenses, amounted at € 395,442,574.04.

The Bank's share capital increase and the issuance of the Convertible Bond Loan were certified by the Board of Directors meeting held on 02.07.2013. The Committee of Imports and Corporate Actions of Athens Stock Exchange at the meeting held on 08.07.2013 approved for trading by the Athens Stock Exchange 664,689,407 new shares. The new shares were listed on 10.07.2013.

TABLE FOR THE USE OF PROCEEDS FROM THE SHARE CAPITAL INCREASE AND THE ISSUANCE OF A CONVERTIBLE BOND LOAN			
			(Amounts in €)
Description of the use of raised funds	Amount of funds raised	Funds utilized until 31.12.2013	Balance of funds as at 31.12.2013
Enhancement of Bank's capital adequacy ratios	398,813,644.20	398,813,644.20	-
Issue costs of new shares	(3,371,070.16)	(3,371,070.16)	-
<b>Total</b>	<b>395,442,574.04</b>	<b>395,442,574.04</b>	<b>-</b>

Athens, 28 March 2014

THE CHAIRMAN  
OF THE BOARD

IOANNIS P. GAMVRILIS  
I.D. No AZ 995770

THE CHIEF EXECUTIVE  
OFFICER (C.E.O.)

GIKAS G. MANALIS  
I.D. No AH 137583

THE CHIEF FINANCIAL  
OFFICER (C.F.O.)

CHRISTOS K. MARANTOS  
I.D. No M 481653  
E.C.G. LICENCE No 17216/A'

## **Report of factual findings in connection with the “Table of Use of Funds Raised” (Translated from the original in Greek)**

To the Board of Directors of ATTICA BANK S.A.

In accordance with the request of the Board of Directors of ATTICA BANK S.A. (the “Bank”), we have performed the procedures enumerated below in accordance with the rules and the regulations of the Athens Stock Exchange and the relevant legislation of the capital market with respect to the “Table of Use of Funds Raised” (the “Table”) which relates to the share capital increase and the issuance of a convertible bond loan contributed in cash which took place in 2013. The management of the Bank is responsible for preparing the aforementioned Table. Our engagement was undertaken in accordance with the International Standard on Related Services (4400) applicable to “Engagements to perform Agreed – Upon procedures regarding Financial Information”. Our responsibility is the performance of the agreed upon procedures enumerated below and to report our findings.

### **Procedures:**

- 1) We compared the amounts presented as used funds in the accompanying “Table of Use of Funds Raised” with the corresponding amounts recorded in the books and records of the Bank for the relevant period.
- 2) We examined the completeness of the Table and the consistency of its contents with the relevant Prospectus issued by the Bank as well as with other relevant decisions and announcements made by the Bank’s officials.

### **Findings:**

- a) The amounts indicated as used funds included as payments in the attached “Table of Use of Funds Raised”, agrees to the books and records of the Bank for the relevant period.
- b) The content of the Table includes the minimum information that is required according to the rules and regulations of the Athens Stock Exchange and the relevant legislation of the capital market and is consistent with the information included in the Prospectus, as well as, the relevant decisions and announcements made by the officials of the Bank.

Because the above procedures do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, we do not express any other assurance except as discussed above. Had we performed additional procedures or had we performed an audit or review, other matters might have come to our attention, except those included above.

This report is addressed only to the Board of Directors of the Bank in the context of its obligation according to the rules of Athens Stock Exchange and the legislations of the capital market. Consequently, this report should not be used for other purpose as it is limited to data included above and does not extend to the financial information prepared by the Bank for the year ended 31 December 2013, for which we issued an audit report dated 31 March 2014.

Athens, 31 March

2014 KPMG

Certified Auditors

A.E.

AM SOEL 114

Marios T. Kyriacou  
Certified Auditor Accountant  
AM SOEL 11121

Ioannis Achilas  
Certified Auditor Accountant  
AM SOEL 12831

**A.3. Information from which the investment plan of the issuer, its timetable and step plan as well as the specific analysis of the use of proceeds should be concluded with adequacy and clarity.**

The Share Capital Increase takes place in accordance with the capital requirements as set by the Bank of Greece and the total amount of the funds to be raised from the Increase shall exclusively cover the capital needs of the Bank, according to the legislation in force, in particular the raising of the new funds up to €434.000.000 is intended (after deducting the costs for issuance):

- i. to cover the capital needs (of the amount of €434.000.000) that the Bank of Greece has defined and imposed,
- ii. to reinforce the capital position of the Bank, so as to be more flexible in its capital basis, given the rules of application of Basel III provisions.

No other use of the funds to be raised is foreseen by the Board of Directors of the Bank.

**A.4. Information regarding the Issue Price.**

The Issue Price of the New Shares is proposed to be determined by the Extraordinary General Meeting which shall approve the Increase and the issuance of New Shares, after taking into account the issue price which shall result from the process of the submission of binding offers by the interested qualified investors with the assistance of the group of financial advisors.

The issue price shall be common for all investors participating in the Increase, who shall subscribe for New Shares. The issue price shall not be less than €0,30 per new share (article 14 of Law 2190/1920) and can be higher than the market price at the date of the detachment of the pre-emptive rights.

**B. Grounds of/Reasons for the Restriction of the pre-emption rights of the common and preferred shares in the Increase**

The proposed restriction is considered the most appropriate based on the following:

After the disclosure of the results on the diagnostic test of Blackrock for the Bank's capital needs by the Bank of Greece, the submission of a capital action plan by the Bank to the competent supervisory Authority, the consultation procedure between the Bank and its advisors on the one hand, and the Bank of Greece on the other hand and the assessment of the aforementioned competent supervisory Authority, the Bank was notified on 11.8.2014 by the Bank of Greece (BoG) with respect to the final calculation of its capital needs, so that the equity of Bank can cover the risks that the latter has undertaken or may undertake in accordance with, and beyond, those specified in article 1 of the European Regulation 575/2013. According to the said decision of the BoG, the Bank has to cover the total capital requirements of Euro 433.200.000 until 03.10.2014. Under these circumstances, the Board of Directors proposes the full reinstatement of the capital adequacy of the Bank through coverage of the above mentioned increase, inter alia, also with the participation of strategic investor(s)-shareholder(s), according to the process which is in progress and depending on its results, and the restriction of pre-emptive rights of the existing shareholders of the Bank for the following reasons:

In the present share capital increase the restriction of pre-emptive rights is appropriate and necessary, in order to facilitate the process of attracting the candidate strategic investors as well (apart from the institutional and private existing shareholders), to enhance the process of the total coverage of the amount of the capital increase and provides the flexibility required for its due completion. The timing for the transaction in view of: i) the time limit set by the supervising Authority for the recapitalization of the Bank and ii) submission and validity of the binding offers by investors, according to international business practice, justify and render necessary the completion of the Bank's capital increase by taking into account their desired



participation in the share capital of the Bank, with the note that its precise amount shall be determined by the Extraordinary General Meeting of the shareholders. Furthermore, it is estimated that the expansion of the shareholder base will have a positive impact on the free float and marketability of the Bank's shares.

On the other hand, it is considered that potential full granting of pre-emptive rights to existing shareholders, given the circumstances of the process of attracting strategic investors, the unpredictable nature of international capital markets and the risk of deterioration of financial conditions for raising funds by capital institutions the forthcoming period of time in a European level (due also to the scheduled disclosure of the stress test results by the European Central Bank) combined with the significant amount of the scheduled capital increase of the Bank, may substantially hinder the possibility of attracting private funds to the Bank by qualified strategic investor(s)-shareholder(s) in accordance with the ongoing process, with the assistance of the Bank's financial advisors. Therefore the acceleration of the relevant corporate procedure by means of restriction of pre-emptive rights of existing shareholders is a significant condition for the pursuit of additional capital for the Bank without delay, aiming at restoring its capital adequacy and continuing its operation. Moreover, the proposed participation of the existing shareholders with pre-emptive and Oversubscription Rights in a part of the share capital increase, is considered to secure, insofar as possible, under the current circumstances (namely before the submission and evaluation of the binding offers of the eligible strategic investors), the maintenance of their dynamic position in the share capital of the Bank, subject to the legal requirements for their investment participation, and without undermining the corporate interest for securing the viability and capital adequacy of the Bank.

The proposed restriction of the pre-emptive rights is considered an adequate, necessary and not disproportionate measure in order for the Bank to increase possibilities for the coverage of its capital needs, considering the simultaneous proposal of the BoD to the EGM so that a considerable amount of the capital increase is covered by the exercise of pre-emptive and Oversubscription Rights of the existing, common shareholders.. In view of the above and the present conditions, the Board of Directors considers that the announced investment interest of the major existing shareholder ETAA-TSMEDE to participate in the capital increase by an amount between 108 million up to 221 million Euros can be fully employed, provided that all legal requirements for its participation are met, as well as the investment interest of all other existing minority shareholders.

Taking into account all above, the Board of Directors considers that the present circumstances, reasons, proposed structure and the feasible timetable of the scheduled share capital increase, adequately justify its aforementioned herein proposal. In particular, it is considered that the legitimate corporate interest of the Bank and the envisaged benefit for the Bank and its shareholders from attracting the most suitable strategic investor(s) that shall also definitely contribute to the full coverage of the Increase and raising of the necessary capital, justifies the (partial) restriction of pre-emptive rights of existing shareholders, while at the same time, the acceleration of the relevant procedures, due to the partial restriction of pre-emptive rights, which is proposed in accordance with the relevant provisions of law (art. 13 par. 10 L. 2190/1920), may significantly contribute for the Bank to take advantage of, with the least possible delay, the financial circumstances and the results of the progressing process of seeking strategic investor(s)-shareholder(s)s (with the submission of binding offers in the immediate future, before the meeting of the EGM).

Athens, 5 September 2014

The Board of Directors