



**ATTICA BANK S.A.
NOTICE OF ORDINARY GENERAL MEETING
OF COMMON SHAREHOLDERS**

(Business Registry No.255501000 - Registration No. 6067/06/B/86/06)

Pursuant to the provisions of Law 2190/1920 ("Companies Act") and of Law 2396/1996 on dematerialized shares, and to the Bank's Articles of Association (Articles 33 and 34) and the Board of Directors' resolution dated 27/5/2015, the common Shareholders of Attica Bank S.A., whose registered office is at 23 Omirou Street, Athens, Greece, are invited to the Bank's Annual Ordinary General Meeting to be held at 12:00 p.m. on Tuesday 23/6/2015 at 54 Akadimias Street (Vikela Room), Athens.

AGENDA

1. Approval of the Board of Directors' and the Auditors' Reports on the annual financial statements for the financial year 2014 (01.01.2014–31.12.2014).
2. Approval of the annual financial statements of the Bank on a stand-alone and consolidated basis for the financial year 2014 (01.01.2014–31.12.2014) and of the financial results appropriation table.
3. Discharge of the Members of the Board of Directors and the external auditors of the Bank from any liability for indemnity regarding the annual financial statements and management for the financial year 2014 (01.01.2014–31.12.2014).
4. Election of two (2) regular and two (2) substitute Certified Auditors for the audit of the Bank's stand-alone and the Group's consolidated financial statements for 2015, and determination of their remuneration.
5. Approval of wages and fees paid to the executive and non-executive Members of the Board of Directors and the Members of the Audit Committee for the financial year 2014 (01.01.2014–31.12.2014).
6. Amendment of articles 13, 16 and 18 of the Bank's Articles of Association. Codification of the Bank's Articles of Association.
7. Election of new Board of Directors and appointment of independent members of the BoD. Integration of the appointed representative of the Greek State to the BoD, as an additional member of the BoD according to the provisions of Law 3723/2008.
8. Ratification of the appointment of Members of the Audit Committee and the Remuneration Committee of the Bank. Appointment of new Members of the Audit Committee.
9. Approval of contracts of the executive and non-executive members of the Board of Directors falling under article 23a of Law 2190/1920.
10. Approval of the severance pay provided to the resigned Chief Executive Officer.
11. Preliminary approval of the wages and fees to be paid to the executive and non-executive Members of the Board of Directors of the Bank in 2015. Determination of the remuneration of the members of the Audit Committee for the financial year 2015.
12. Grant of authority to Members of the Board of Directors and Managers of the Bank to participate in the Board of Directors or the management of companies pursuing similar or related business goals, in accordance with article 23, par. 1 of Law 2190/1920.
13. Approval of the Bank's accession to the special framework of L. 4303/2014 regarding the conversion of deferred tax assets for claims from temporary differences into final and settled claims against the Greek State. Authorization to the Board of Directors to proceed with all necessary actions for the implementation of the aforesaid decision.

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14. Other Announcements

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

- 1st Repeat General Meeting to be held on Monday 06/07/2015 at 12:00 p.m. at 54 Akadimias Street (Vikela Room), Athens.
- 2nd Repeat General Meeting to be held on Friday 17/07/2015 at 12:00 p.m. at 54 Akadimias Street (Vikela Room), Athens.

In accordance with articles 26 par. 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 managed by Hellenic Exchanges S.A. ("HELEX", formerly the Central Securities Depository), 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 the relevant written certificate issued by HELEX until the third day prior to the General Meeting. 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 18/6/2015 (Record Date), i.e. at the start of the 5th day before the date of the General Meeting of 23/6/2015, and the relevant certificate (or the electronic verification) of shareholder status must have been received by the Bank by 20/6/2015, i.e. on the 3rd day before the date of the General Meeting. Only those 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 1st Repeat General Meeting, participants must have their shareholder status on 2/7/2015, that is, at the start of the 4th day before the 1st Repeat General Meeting (Record Date of the 1st Repeat General Meeting). The relevant printed or electronic certificate has to be sent to the Bank by 3/7/2015, that is, 3 days before the 1st Repeat General Meeting.

To participate in the 2nd Repeat General Meeting, participants must have their shareholder status on 13/7/2015, that is, at the start of the fourth day before the 2nd Repeat General Meeting (record date of the 2nd Repeat General Meeting). The relevant certificate or electronic file has to be sent to the Bank by 14/7/2015, that is, 3 days before the 2nd 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

The shareholder may participate in the General Meeting and may vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. Legal entities may participate in the General Meeting by appointing up to three (3) natural persons as proxies. However, if the

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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:

(a) is a controlling shareholder of the Bank or is another entity controlled by such Shareholder;

(b) 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;

(c) is an employee or an auditor of the Bank, or of a controlling shareholder or an entity controlled by such shareholder;

(d) is a spouse or close relative (1st degree) of a natural person referred to in (a) to (c) herein above.

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 three (3) days before the date of the 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 Street, Athens) or sent by fax to +30 210 3669428, +30 210 3669426, at least three (3) days before the date of the 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 within working days and hours. The Articles of Association of 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 8/6/2015, i.e. at least fifteen (15) days prior to the General Meeting.

The said request should be accompanied by justification or a draft resolution to be approved by the General Meeting and on 10/6/2015, i.e. thirteen (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 article 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 17/6/2015 at the latest, i.e. at least six (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 16/6/2015, i.e. at least seven (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 17/6/2015, i.e. at least five (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

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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 17/6/2015, i.e. at least five (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 par.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 par.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 Street, Athens).

Athens, 27/05/2015

By order of the Board of Directors

The Chairman of the BoD
Ioannis Gamvrilis

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