

ATTICA BANK S.A.
(Business Registry No.255501000 - Registration No. 6067/06/B/86/06)

**INVITATION OF THE SHAREHOLDERS WITH ORDINARY SHARES
TO THE EXTRAORDINARY GENERAL MEETING OF ATTICA BANK S.A**

In accordance with Law 2190/1920 “re: Societes Anonymes”, as currently in force, Law 3723/2008 as in force, and the relative provisions of Law 2396/1996 on dematerialized shares, as well as, articles 33 and 34 of the Bank’s Articles of Association and following the resolution of the Bank’s Board of Directors dated 29/11/2017, the Shareholders, with common shares, 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 Friday, December 22nd 2017 at 54 Akadimias Street (Vikela Room), Athens.

AGENDA

1. Briefing regarding the resolution of the Board of Directors of 29.11.2017 for the securitization of the portfolio of non-performing loans / credits with value of up to 900 million euros, in accordance with the provisions of Law 3156/2003.
2. Increase of the nominal value of each common share of the Bank with simultaneous decrease of the number of the Bank’s common shares (reverse split). Amendment of article 5 of the Bank’s Articles of Association and granting of relevant authorizations to the Board of Directors.
3. Reduction of the common share capital of the Bank through the reduction of the nominal value of each common, with voting right, share of the Bank up to the amount of 652,313,351 million euros aiming at: a) the write-off of accumulated losses up to 419,253,000 euros and b) the formation of a special reserve of 233,060,351 million euros. Following the above mentioned reduction of the share capital, the nominal value of each share will be determined at 0.30 euros without modification of the total number of the common shares. Amendment of article 5 of the Bank’s Articles of Association and granting of relevant authorizations to the Board of Directors.
4. Increase of the common share capital of the Bank through the issuance of 660,000,000 new common, registered shares in accordance with Law 3604/2007 (as in force) up to the amount of one hundred ninety eight million euros (€ 198 million) in cash and with preemption right in favor of the existing shareholders. Following the above increase, and in the case that it is fully covered, the total common share capital of the Bank will amount to 247,492,667 euros divided into 824,975,557 common shares with nominal value of 0.30 euros each. Granting of authorization to the Board of Directors to allocate at its free discretion any unsubscribed shares to shareholders of the Bank or not, amendment of article 5 of the Bank’s Articles of Association and granting relevant authorizations to the Board of Directors.

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5. Acquisition of the preference shares of Law 3723/2008, as in force, with partial use of the share capital of the above mentioned increase or through the issuance of an ordinary bond loan of subordinated claim, in accordance with the provisions of Law 3723/2008, as in force.
6. Granting authorization to the Board of Directors of the Bank to a) increase the share capital of the Bank through the issuance of new shares at the maximum amount permitted amount according to Law 2190/1920 and b) issue bond loan with convertible securities up to the maximum amount permitted on the basis of Law 2190/1920 and according to article 13, paragraph 1 and article 3a paragraph 1 of Law 2190/1920 and the provisions of Law 3864/2010 (as in force).
7. Granting general authorization to the Board of Directors to specify the terms of the share capital increase according to items 2,3,4 of the agenda, all matters related or associated with the share capital increase, the conclusion of the terms of the bond loan according to item 5 and all material acts and legal transactions in execution of the above.
8. Other announcements

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

- 1st Repeat Extraordinary General Meeting to be held on Thursday 04/01/2018 at 12:00 p.m. at 54 Akadimias Street (Vikela Room), Athens.
- 2nd Repeat Extraordinary General Meeting to be held on Thursday 18/01/2018 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 AND VOTE 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 at the latest 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.

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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 17/12/2017 (Record Date), i.e. at the start of the 5th day before the date of the Extraordinary General Meeting of 22/12/2017, and the relevant certificate (or the electronic verification) of shareholder status must have been received by the Bank by 19/12/2017, 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 Extraordinary General Meeting, participants must have their shareholder status on 31/12/2017, that is, the 4th day before date of the 1st Repeat Extraordinary General Meeting (Record Date of the 1st Repeat Extraordinary General Meeting). The relevant printed or electronic certificate has to be sent to the Bank by 01/01/2018, that is, on the 3rd day before the 1st Repeat Extraordinary General Meeting.

To participate in the 2nd Repeat Extraordinary General Meeting, participants must have their shareholder status on 14/01/2018, that is, at the start of the 4th day before the 2nd Repeat Extraordinary General Meeting (Record Date of the 2nd Repeat Extraordinary General Meeting). The relevant printed or electronic certificate has to be sent to the Bank the latest by 15/01/2018, that is, on the 3rd day before the 2nd Repeat Extraordinary 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 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 of the management of the Bank, or of a controlling shareholder or an entity controlled by such shareholder;

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(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 Sub-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 Extraordinary General Meeting, provided that the said request is communicated to the Board by 07/12/2017, i.e. at least fifteen (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 on 09/12/2017, 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 1/20th 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 16/12/2017 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 15/12/2017, 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 17/12/2017, i.e. at least five (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.

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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 1/5th of the paid-up capital of the Bank so request, and provided that the said request is filed with the Bank by 17/12/2017, i.e. at least five (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 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 Sub-Department, Shareholder Registry and Corporate Announcements Office (2nd floor, 23 Omirou Street, Athens).

Athens, 29/11/2017

The Chairman of the BoD

Panagiotis Roumeliotis