



**Announcement, 27/06/2018**

**Attica Bank: Resolutions of the Ordinary General Meeting of Shareholders**

Attica Bank S.A. ('the Bank'), in accordance with art. 4.1.3.3 of the Regulation of the Athens Stock Exchange as currently in force, announces that:

i) The Ordinary General Meeting of its shareholders which was held on Wednesday, June 27, 2018, at 10:00am in Athens at 54 Akadimias Street (Vikela Hall), was attended by **18 Shareholders** voting in person or by proxy, representing **378,787,718** common, registered, bearing voting rights shares out of **461,254,013** common shares in total, that is **82.12%** of the paid in common share capital of the Bank, achieving the quorum required by law.

ii) Following the election of the Chairman and the Secretaries of the General Meeting and before the discussion of the issues on the agenda, the Chairman of the General Meeting on behalf of the Board of Directors informed the attending shareholders that the procedures held in parallel and aiming to finding investors to participate in the share capital increase as well as investors for the sale of the subordinated bond resulting from the NPE's securitization of approximately 700 million euro, have not been completed yet, as the offers submitted by interested investors are still evaluated by Rothschild International, acting as the Bank's advisor, so that the Board of Directors could make a proposal to the General Meeting.

For this reason, and because the items related to the capital increase in favor of entering the Investor's Bank (Issue 13) and the approval of a NPE's subordinated bond sale in conjunction with the management of non-performing loans (Issue 18) which have been discussed at the General Meeting of 27 June 2018 are relevant and interrelated in substance with items 5, 7, 8, 14, 15, 16 and 17, the Board of Directors proposed to the General Meeting to suspend the meeting and continue the discussion and decision-making only on above mentioned issues on Wednesday, July 18, 2018 at 10.00am in the Vikela Hall on its ground floor on 54, Akadimia Street.

The General Meeting unanimously approved the above proposal of the Board of Directors of the Bank.

Therefore, for items 5, 7, 8, 13, 14, 15, 16, 17 and 18 of the agenda, namely:

Item 5: Election of Board of Directors and appointment of independent, non-executive members.

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Item 7: Approval of the contracts of executive and non-executive members of the Board of Directors under article 23a of codified law 2190/1920.

Item 8: Election of a new Audit Committee.

Item 13: Increase in the share capital of the Bank by the issuance up to 200,000,000 of new common registered shares up to the amount of 60,000,000 euros in accordance with Law 3604/2007, as in force, in cash and with the abolition of the preference rights of the old shareholders in favor of new investors. Amendment of article 5 of the Bank's Article of Association ( Statute ) and authorization to the Bank's Board of Directors to implement the decision of the General Assembly on the share capital increase of the Bank and the final amount of fund raising.

Item 14: Submission of the Report of the Board of Directors to the General Meeting regarding the reasons for the abolition of the pre-emptive rights of the old shareholders and the proposed issue price of the new shares, according to article 13 par. 2190/1920, as in force.

Item 15: Total redemption of the preferred shares of the Hellenic Republic, according to the decision of the Extraordinary General Meeting of 22-12-2017, with a total nominal value of 100,199,999.90, in order for the redemption to take place with an exchange of i) partly in cash and ii) partly with the delivery to the Greek State of subordinated bonds in accordance with paragraph 1a of article 1 of Law 3723/2008, as in force.

Item 16: Decrease of the Bank's share capital through the cancellation of the preference shares acquired following the decision of the above Item 15 and corresponding amendment of article 5 of the Bank's Articles of Association.

Item 17: Provision of general authorization to the Board of Directors of the Bank to specify the terms of the share capital increase under Item 13, all relevant or related issues relating to the increase and to carry out the necessary material acts and transactions in pursuance of the above, as well as to implement any required action on the above mentioned items 15 and 16.

Item 18: Approval of the sale of the subordinated debt resulting from the 700 million euros NPE's portfolio securitization and the non-performing loan management plan by an investor who has submitted a binding offer. Provision of authorization to the Board of Directors to complete the relevant procedures, including true sale and derecognition of the relevant receivables.

The General Meeting decided unanimously to suspend the meeting and continue the discussion and decision-making on above issues on Wednesday, July 18, 2018, at 10:00am in the Vikela Hall on its ground floor on 54, Akadimias Street.

According to Law 2190/1920 the repetition of the formalities for the publication of the invitation is not required for such readjournal meeting of 18/7/2018 and new shareholders may also participate with record date 14/07/2018, that is, at the start of the 4th day before the General Meeting. The relevant printed or electronic certificate has to be received by the Bank by 15/07/2018, subject to the provisions of articles 27 par. 2 and 28a of CL 2190/1920.

iii) After the above the General Meeting unanimously adopted the following resolutions:

**Item 1: Submission and approval of the Board of Directors' and the Auditors' Reports on the annual Financial Statements for the financial year 2017 (01/01/2017 – 31/12/2017)**

The General Meeting unanimously approved the Board of Directors' and the Auditors' Reports on the annual Financial Statements for the financial year 2017 (01/01/2017 – 31/12/2017), which are included in the Annual Financial Report for the year 2017, approved by the Bank's Board of Directors on 15.03.2018

**Item 2: Submission and approval of the financial statements on a stand-alone and consolidated basis for the financial year 2017 (01.01.2017 – 31.12.2017), of the financial results for the year 2017 and of the table of the results appropriation.**

The General Meeting unanimously approved the Bank's and the Group's financial statements, the profit and loss account and the statement of changes in equity for 2017 (01.01.2017 - 31.12.2017). No dividend will be distributed to common shareholders and no return will be paid on the preference shares issued in accordance with Law 3723/08 due to the lack of distributable funds.

**Item 3: Discharge of the Members of the Board of Directors and the Certified Auditors from any liability for indemnity regarding the annual financial statements and management for the financial year 2017 (01.01.2017-31.12.2017).**

The General Meeting unanimously discharged the members of the Board of Directors and the auditors from any liability for indemnity regarding the annual

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financial statements and management for the financial year 2017 (01.01.2017-31.12.2017).

**Item 4: Ratification of the election of Member of the Board of Directors who replaced Member who resigned, in accordance with article 18, par. 7 of Law 2190/1920.**

The General Meeting unanimously ratified the election of Mr. Stavros Papagiannopoulos to replace the resigning member, Mr. Efstathios Anagnostou for the remaining of the current Board of Directors' term (ending 2019), as approved by the BoD on December 22, 2017.

**Item 6: Election of two (2) regular and two (2) substitute Certified Auditors for the audit of the Bank's stand-alone and Group's consolidated financial statements for 2018 and determination of their remuneration.**

The General Meeting unanimously appointed KPMG Certified Auditors S.A. as auditors of the financial statements of the Bank and the Group for 2018 and elected Mr. Ioannis Acheilas (SOEL ID No. 12831) and Mr. Charalampos Syrounis (SOEL ID No. 19071) as regular auditors and Mr. Anastasios Panagidis (SOEL ID No. 37581) and Mr. Michail Kokkinos (SOEL ID No. 12701) as substitute auditors. The General Meeting also determined the auditors' remuneration.

**Item 9: 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 2017 (01.01.2017-31.12.2017).**

The General Meeting unanimously approved the wages and compensation paid to the executive and non-executive Members of the Board of Directors, the Members of the Audit Committee and the other Committees of the BoD, as well as the Secretary of the Board of Directors and the secretaries of the committees of the Board for the financial year 2017 (01.01.2017-31.12.2017).**Item 10: 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 2018. Determination of the remuneration of the members of the Audit Committee for the financial year 2018.**

The General Meeting unanimously provided its preliminary approval for the wages and compensation to be paid to the members of the BoD, the members of the Audit Committee and the other Committees of the BoD, as well as the Secretary of the Board and the secretaries of the committees of the Board for 2018.

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**Item 11: 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**

The General Meeting unanimously authorized the members of the Board of Directors and the managers of the Bank to participate in the Boards of Directors or the management of Companies pursuing similar ends (Law 2190/1920, art. 23, par.1) following previous approval by the Bank's BoD.

**Item 12: Insurance Contracts.**

The General Meeting unanimously approved the renewal of the insurance contracts covering the civil, professional liability of members of BoD and executives, damages due to electronic crime and general responsibilities related to the Bank's operational activity, following a decision of the BoD.

**Item 19: Other announcements**

No additional items were discussed.

Note: The resolutions on issues 9 and 10 were also approved by the representative of the State, who has been appointed in accordance with the provisions of Law 3723/2008.

**ATTICA BANK S.A**