



**ATTICA BANK S.A.**  
**NOTICE OF THE ORDINARY GENERAL MEETING**  
**OF COMMON SHAREHOLDERS**  
**(G.C.R. No. 255501000 - Company Registration No. 6067/06/B/86/06)**

Pursuant to the provisions of Law 4548/2018 “Reform of the law of Sociétés Anonymes”, as amended and in force, and the relevant provisions of Law 2396/1996 on dematerialized shares as well as the Bank’s Articles of Association 33 and 34 and the Board of Directors’ resolution dated 06/06/2019, the holders of common shares of “ATTICA BANK S.A.” (the “Bank”), whose registered office is in Athens (at 23 Omirou Street), are invited to the Bank’s Ordinary General Meeting to be held at 12:00 p.m. on Tuesday 02/07/2019 in Athens, at 54 Akadimias Street (Vikela Room, ground floor).

**AGENDA**

1. Ratification of the election of a new Member of the Board of Directors, who replaced a Member who resigned, in accordance with article 82 par. 1 of Law 4548/2018.
2. Approval of the overall management during the financial year 2018 (01.01.2018 - 31.12.2018) in accordance with article 108 of Law 4548/2018 and release of the auditors for the same financial year.
3. Election of new Board of Directors, appointment of independent non-executive members of the BoD and nomination of Audit Committee Members.
4. Approval of the contracts of executive and non-executive Members of the Board of Directors falling within article 99 of Law 4548/2018.
5. Submission and approval of the BoD Members’ Remuneration Policy, in accordance with articles 110 and 111 of Law 4548/2018.
6. Approval of fees and remuneration paid to the executive and non-executive Members of the Board of Directors and the Members of the Audit Committee for the financial year 2018 (01.01.2018 - 31.12.2018).
7. Preliminary approval of fees and remuneration to be paid to the executive and non-executive Members of the Board of Directors for the financial year 2019. Determination of the remuneration of the Members of the Audit Committee for the financial year 2019.

8. Submission and approval of the Board of Directors' and the Auditors' Reports on the annual financial statements for the financial year 2018 (01.01.2018 - 31.12.2018).
9. Submission and approval of the annual financial statements on a stand-alone and consolidated basis for the financial year 2018 (01.01.2018 - 31.12.2018), and the Annual Financial Report.
10. Election of two (2) regular and two (2) substitute Certified Auditors for the Bank's stand-alone and the Group's consolidated financial statements for 2019, and determination of their remuneration.
11. Granting of permission to Members of the Board of Directors and Managers to participate in the Board of Directors or the Management of Companies pursuing similar or related business goals, in accordance with article 98 par. 1 of Law 4548/2018.
12. Amendment of articles 2 (purpose) and 20 (responsibilities of the Board of Directors) and restatement of the Bank's Articles of Association, in accordance with the provisions of Law 4548/2018, pursuant to article 183 par. 1 of the above Law.
13. Renewal of the Bank's insurance policies for the period 2019-2020.
14. Other Issues

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 Ordinary General Meeting to be held on Tuesday 16/07/2019, at 12:00 p.m., in Athens, at 54 Akadimias Street (Vikela Room, ground floor).

It is noted that no new notice of the 1st Repeat Ordinary General Meeting will be published, in accordance with article 130 par. 2 of Law 4548/2018 as in force.

In accordance with article 121 par. 4 of Law 4548/2018, as amended and in force, 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 (D.S.S.) managed by the Hellenic Central Securities Depository (H.C.S.D.) and kept in Hellenic Exchanges S.A. ("HELEX"), in which the shares of the Bank are recorded, is entitled to participate in the Ordinary General Meeting as well as the Repeat Ordinary General Meeting. Each common share is entitled to one vote. The shareholder status must exist at the start of the fifth day before the date of the General Meeting (record date), i.e. on 27/06/2019, as stipulated in article 124 par. 6 of Law 4548/2018 as in force. 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. The above record date also applies in the case of a postponed or repeat meeting, provided that the postponed or repeat meeting is no more than thirty (30) days from the record date. The shareholder status on the Record Date can be proved through the direct electronic connection of the Bank to the records of the D.S.S.

To participate and vote in the 1st Repeat General Meeting of 16/07/2019, shareholders must be registered in the Bank's records at the start of 27/06/2019 (record date). The exercise of the said rights, does not require the freezing of the shares of the beneficiary or the observance of any other similar process that may restrict the ability to sell and transfer them 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 vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies for one or more General Meetings and for a specific period of time. Legal persons may participate in the General Meeting by appointing up to three (3) natural persons as their proxies. However, if the shareholder owns shares of the Bank that are held in more than one Investor Securities Account, 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 to shareholders in assessing the risk that the proxy may serve 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 legal person or 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 another legal person or entity controlled by such shareholder;
- c) is an employee or an auditor of the Bank, or of a controlling shareholder or another legal person or entity controlled by such shareholder;
- d) is a spouse or close relative (1st degree) of a natural person referred to in (a) to (c) hereinabove.

The proxy shall vote in accordance with the instructions of the shareholder, if available, and is required to keep a record of the voting instructions for at least one (1) year from the date of the General Meeting, or in case of postponement, of the last Repeat Meeting where the authorization to participate was used. Any non-compliance of the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive for achieving the majority.

The appointment and revocation of the appointment of a proxy shall be made in writing and shall be notified to the Bank at least forty eight (48) hours before the date of the General Meeting, i.e. until 30/06/2019. In case of non-compliance with the provisions of article 128 par. 4 of Law 4548/2018, these shareholders participate in the General Meeting, unless the General Assembly refuses such participation for a legitimate reason justifying the refusal.

The Bank shall make available the form to be used for appointing proxies on its website ([www.atticabank.gr](http://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 (3-5 Dim. Gounari and Plapouta Str., 2nd floor, 12131, Peristeri) or sent by fax to 210 2002788. Shareholders should confirm that the form has been successfully received by the Bank by calling 210 3669571, 210 3669576 on 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 Shareholders attending the Meeting in person at the place where it is held, nor do they provide for the possibility of Shareholders voting by distance.

## **MINORITY RIGHTS**

1. If shareholders representing one twentieth (1/20) of the paid-up share capital so request, the 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 at least **fifteen (15)** days prior to the General Meeting, i.e. by 17/06/2019. The said request should be accompanied by justification or a draft resolution to be approved by the General Meeting, and **thirteen (13)** days prior to the General Meeting, i.e. by 19/06/2019, 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 paragraph 4 of article 123 of Law 4548/2018. If those items are not disclosed, the requesting shareholders are entitled to request the postponement of the General Meeting in accordance with paragraph 5 of article 141 of Law 4548/2018 and to proceed to the disclosure themselves, in accordance with the second subparagraph of this paragraph, at the expense of the Bank.

2. Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft decisions for items that are included in the initial or any revised agenda of the General Meeting. The request must reach the Board of Directors at least seven (7) days before the date of the General Meeting, and the draft decisions shall be made available to shareholders in accordance with the provisions of paragraph 3 of article 123 of Law 4548/2018 at least six (6) days before the date of the General Meeting, i.e. by 26/06/2019. The Board of Directors is not obliged to include items in the agenda nor publish or disclose them together with justification and the draft decisions that are submitted by shareholders, if their content is obviously in contrast with the law or accepted principles of morality.

3. If shareholders representing one twentieth (1/20) of the paid-up share capital so request, the chairman of the Meeting is obliged to postpone decision-making by the Ordinary General Meeting once only, for all or certain items of the agenda, by setting the date for continuation of the meeting as requested in the shareholders' request, which shall not be more than twenty (20) days from the date of postponement. The General Meeting following the postponement is a continuation of the previous Meeting and a repeat of the publication formalities of an invitation to shareholders is not required, whilst new shareholders can also participate at that meeting, in compliance with the provisions of paragraph 6 of article 124 of Law 4548/2018.

4. If any shareholder so requests, and provided that the said request is filed with the Bank at least five (5) full days before the General Meeting, i.e. by 26/06/2019, 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 the items on the agenda. The obligation to provide information does not apply when the relevant information is already available on the Bank's website, particularly in the form of questions and answers. In addition, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the Ordinary General Meeting the amounts that, over the previous two years, have been paid to each member of the Board of Directors or to Directors of the Bank, as well as any benefit to those persons for whatever reason or by whatever contract of the Bank with them. In all of the abovementioned cases, the Board of Directors may refuse to provide the information for good, substantial reasons, and this should be recorded in the minutes. Such reasons might be, where appropriate, the representation of the requesting shareholders at the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may answer once to shareholder requests of the same content.

5. If shareholders representing one tenth (1/10) of the paid-up capital of the Bank so request, and provided that the said request is filed with the Bank within the period referred to in the preceding paragraph, i.e. by 26/06/2019 at the latest, 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 refuse to provide such information for good, substantial reasons and this should be recorded in the minutes. Such a reason might be, where appropriate, the representation of the requesting shareholders at the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the respective members of the Board of Directors have received the relevant information in a sufficient manner.

6. In all cases of article 141 of Law 4548/2018, the requesting shareholders are required to prove their shareholder status and, with the exception of the first subparagraph of paragraph 6 of the above Law, the number of shares they hold as at the time of exercising the relevant right. Proof of shareholding may be evidenced by any legal means and, at all events, on the basis of information certified to the Bank by the Central Securities Depository, in case of register services provision, or through the

participants and registered intermediaries in the Central Securities Depository in any other case.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The information under par. 3 and 4 of article 123 of Law 4548/2018, including the invitation to the General Meeting, the proxy appointment form and the draft resolutions on all items of the agenda shall be made available in electronic form on the website of the Bank [www.atticabank.gr](http://www.atticabank.gr). Hard copies of the full text of the draft resolutions and any documents specified in par. 4 of article 123 of Law 4548/2018 can be obtained from the Custody & Financial Operations Support Department, Shareholder Registry and Corporate Announcements Office (3-5 Dim. Gounari and Plapouta Str., 2nd floor, 12131, Peristeri).

Athens, 06/06/2019

By order of the Board of Directors  
The Vice-Chairman of the BoD