

**NOTICE OF THE ORDINARY GENERAL MEETING**  
**OF COMMON SHAREHOLDERS**  
**(G.E.MI. no 255501000 - Company Registration No. 6067/06/B/86/06)**

Pursuant to the provisions of L.4548/2018 "Reform of the law of Sociétés Anonymes", as amended and in force, the relevant provisions of L. 2396/1996 on dematerialized shares, the Bank's Articles of Association 34 and 37 and due to the current state of emergency and in conformance with the preventive measures against the spread of the coronavirus and following the Board of Directors' resolution of 16/06/2021, the holders of common shares of the banking societe anonyme company under the company name "ATTICA BANK SOCIETE ANONYME BANKING COMPANY" (the Bank), with registered office in Athens (23, Omirou str.), are invited to the Bank's Ordinary General Meeting that shall be held remotely through teleconferencing (with the use of audiovisual or electronic means), on Wednesday 07/07/2021, at 12:00 p.m. in Athens, in the Athex Stock Exchange premises with broadcast of the meeting to the hall located on the 6<sup>th</sup> floor of TMEDE's building on 3-5 Palaion Patron Germanou str., under the provisions of art.125 of L.4548/2018 in order to discuss and decide on the following items of the Agenda:

**AGENDA**

1. Ratification of the election of new members of the BoD in replacement of the members resigned, according to article 82 par.1 of Law 4548/2018.
2. a) Announcement of replacement of independent BoD member - member of Audit Committee pursuant to article 44 par.1 (f) case a' of L.4449/2017 and b) Appointment of Audit Committee member pursuant to article 44 par.1 (f) case a' of L.4449/2017.
3. Approval of the Board Director Suitability Policy and Nomination Policy.
4. Publication of contract, which is executed and falls within the scope of art.99 of L.4548/2018 and according to the art.97 par.1b of L.4548/2018.
5. Amendment of articles 8 (Issuance of Bond Loan), 28 (Net Profit) and 29 (Dividends) of the Bank's Articles of Association according to article 149<sup>A</sup> of L.4261/2014.
6. Renewal of the insurance policies of the Bank for the period 2021-2022.
7. Granting of permission pursuant to article 98 par. 1 of Law 4548/2018 to members of the Board of Directors and the Directors to participate in Boards of Directors or in the Management of Companies that pursue same or similar purposes and are related to the Bank within the meaning of Law 4548/2018 or that are of interest to the Bank due to its participation in their share capital or under contracts.
8. Submission and approval of the Board of Directors' and the Auditors' Reports of the Annual Financial Statements for the financial year 2020 (01.01.2020 - 31.12.2020).
9. Submission and approval of the Annual Financial Statements on a stand-alone and consolidated basis for the financial year 2020 (01.01.2020 - 31.12.2020) and the Annual Financial Report.

10. Approval of the overall management of the financial year 2020 (01.01.2020 - 31.12.2020) according to article 108 of Law 4548/2018 and release of auditors from any liability for the same financial year.
11. Appointment of the Bank's Certified Auditors' (regular and substitute) for the financial year 2021 (01.01.2021 - 31.12.2021).
12. Submission and approval of the Remuneration Report for the financial year 2020 pursuant to article 112 of L. 4548/2018, and approval of fees and remuneration paid to the members of the BoD for the financial year 2020 (01.01.2020 - 31.12.2020).
13. Preliminary approval of fees and remuneration to be paid to the members of the Board of Directors for the period until the next Ordinary General Meeting.
14. Submission of the Annual Report of the Audit Committee pursuant to article 44 of Law 4449/2017.
15. Reduction of the Company's share capital by €85,000,000.00 through a reduction of the par value of its total shares for the purposes of building up a special reserve pursuant to article 31, par. 2, Law 4548/2018, and amendment of article 5 of the Bank's Articles of Association regarding Share Capital.
16. Activation of the provisions of article 27A, Law 4172/2013 ("DTC"), building up of special reserve, free issuance of warrants for common shares in favor of the Greek State, increase in share capital through the capitalization of the special reserve and the respective amendment of article 5 of the Articles of Association regarding Share Capital and granting to the Board of Directors the authority to undertake all necessary actions.
17. Granting of authority to the Bank's Board of Directors so that the latter may decide on the increase of the Bank's share capital under article 24, par. 1(b) of Law 4548/2018 and amendment of article 5 of the Bank's Articles of Association regarding Share Capital.
18. Other Issues - Announcements

In the event that the quorum required by Law regarding all or some items of the agenda is not formed, the holders of common shares are invited to a -Repeat Ordinary General Meeting that shall be held on Monday, 19/07/2021, at 12:00 p.m., through teleconferencing in Athens, in the Athex Stock Exchange premises with broadcast of the meeting to the hall in the hall located on the 6<sup>th</sup> floor of TMEDE's building on 3-5 Palaion Patron Germanous str. with the following teleconferencing process (with the use of audiovisual electronic means).

It is noted that no new notice of the Repeat Ordinary General Meeting shall be published, pursuant to article 130 par. 2 of Law 4548/2018 as in force.

According to the Regulation (EU) 2018/1212 of the European Commission as in force, the Ordinary General Meeting will be held, taking into account the provisions of the above-mentioned regulation.

Pursuant to article 121 par. 4 of Law 4548/2018, as amended and in force, the Bank informs shareholders of the following:

### **A. RIGHT TO PARTICIPATE IN THE GENERAL MEETING**

In the ordinary General Meeting, as well as in the Repeat General Meeting the natural persons or corporate entities are entitled to participate and vote that have the shareholder status at the start of the fifth day before the date of the General Meeting (record date), i.e. on 02/07/2021. Each common share confers the right of one vote.

The said record date also applies in the case of a postponed or repeat meeting, provided that the postponed or repeat meeting shall not be later than thirty (30) days from the record date.

For the Bank, any person appearing as a shareholder (i.e. holder of common registered shares of the Bank) registered in the electronic registry of the Bank's dematerialized shares in the Dematerialized Securities System (D.S.S.), managed by the "Hellenic Central Securities Depository" (H.C.S.D.), or those identified as such through registered intermediaries or other intermediaries, in line with the legislative provisions (L.4548/2018, L.4569/2019, L. 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of the Hellenic Central Securities Depository, (F.E.K.B/1007/16.03.2021) has the right to participate in the Ordinary General Meeting.

The shareholder status on the Record Date shall be proven through a direct electronic connection of the Bank to the records of the D.S.S. or through intermediaries in line with the above provisions. A shareholder may participate in the General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason justifying this refusal in accordance with the applicable provisions (art.19 para.1 L.4569/2018, art. 124 of Law 4548/2018).

In the event that a Repeat General Meeting is held on 19/07/2021, shareholders registered in the Bank's registry of shareholders on the original record date (start of 02/07/2021) shall have the right to participate and vote. The exercise of the said rights does not require the freezing of the beneficiary's shares or the observance of any other similar procedure that may restrict the ability to sell and transfer such shares during the period between the Record Date and the General Meeting.

The meeting shall be held exclusively in Greek.

### **B. PROCEDURE FOR PARTICIPATING, WATCHING AND VOTING IN PERSON IN THE GENERAL MEETING THROUGH TELECONFERENCING**

In order for shareholders to participate and vote in the Ordinary General Meeting of 7<sup>th</sup> July 2021 or any Repeat General Meeting held remotely in real time through teleconferencing without physical presence, shareholders or any proxy thereof are required to create and use an online account on the electronic platform developed by Hellenic Exchanges-Athens Stock Exchange S.A. for the purposes of providing services to listed companies regarding the conduction of General Meetings remotely in real time through teleconferencing on the webpage <https://axia.athexgroup.gr>. To access the electronic platform, a computer or a smartphone or tablet with a browser installed and Internet connection are required.

To create an account for the shareholder or the proxy thereof on the said platform, a valid email and the mobile phone of the shareholder or any proxy thereof are required.

If, on accessing the internet platform the above information entered by the shareholder does not match the data registered in the Dematerialized Securities System and have been provided to the Company by the Hellenic Central Securities Depository or by the intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

To this end, shareholders are requested to contact without delay the Securities Account Operator where they keep the Bank's shares or any other intermediary providing them custody services as regards the Bank's shares, as appropriate, in order to communicate or/and update a valid email address and a mobile phone number (in the case of a corporate entity of their legal representative) for the purposes of their identification. If shareholders have not completed the aforementioned identification process, they shall not be able to register and participate in the General Meeting.

The Bank shall also publish on its website further instructions regarding the participation in the General Meeting through teleconferencing and shall also send them via email to the shareholders who have completed the aforementioned registration procedure on the platform of Hellenic Exchanges-Athens Stock Exchange S.A. and have the right to participate in the Ordinary General Meeting or any Repeat General Meeting. The Bank may also apply and communicate any specialized implementation procedures regarding the remote participation and use of electronic means required for the participation on the Bank's website.

For any inquiries and information, shareholders can contact the Bank's Shareholders Support Department by email to [custodyservices@atticabank.gr](mailto:custodyservices@atticabank.gr) or by phone at 210 3669570, 210 3669571 and 210 3669577 everyday on working days and hours. In addition, from the date of publication of this notice until the completion of the General Meeting, a help desk will be available in order to provide information and support to shareholders and the proxies thereof by phone at 210 3366120 or by email to [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders who will participate in the General Meeting through teleconferencing in real time are taken into account regarding the quorum and majority formation and they will be able to exercise their rights effectively during the General Meeting. By activating the teleconferencing application (Cisco Webex) through the link in the beginning of the General Meeting, the shareholders will be able:

- a) to watch the General Meeting through electronic or audiovisual means,
  - b) to speak before and address the General Meeting during the meeting,
- and, at the same time, through the internet platform they will have the ability to:
- c) to vote in real time during the General Meeting on the items of the agenda. As regards voting, there are three options for every item of the agenda: FOR, AGAINST, ABSTAIN. The vote is final and cannot be revoked.
  - d) to receive information regarding the registration of their vote.

### **C. PROCEDURE FOR PARTICIPATING AND VOTING BY PROXY**

The shareholder may participate in the General Meeting and cast a 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 specified period of time. Legal persons may appoint up to three (3) natural persons as their proxies. In order to log into the system, a unique valid email and a unique mobile phone number (of a shareholder or proxy/representative) must be designated. Therefore, if more than one proxies are appointed, for the purposes of identification, the information regarding the first appointed proxy/representative shall be taken into account. However, if the shareholder owns shares of the Bank that are held in more than one Securities Account, such limitation shall not prevent the shareholder from appointing separate proxies for the shares appearing in each Securities Account in relation to the Ordinary General Meeting. A proxy acting for more than one shareholders may vote differently for each shareholder. The shareholder's proxy must communicate to the Bank, before the beginning of the General Meeting, any particular event that may be useful to the shareholders in order for them to estimate the risk of the proxy serving other interests apart from the shareholder's. In the sense of this paragraph, conflict of interest may arise, in particular when a proxy:

a) is a shareholder controlling the Bank or another legal person or entity controlled by such shareholder,

b) is a member of the Board of Directors or in general of the Bank's administration or of a shareholder controlling the Bank or another legal person or entity controlled by a shareholder controlling the Bank,

c) is an employee or auditor of the Bank or of a shareholder controlling the Bank or another legal person or entity controlled by a shareholder controlling the Bank,

d) is a spouse or a first degree relative of a natural person referred to under points (a) to (c) hereinabove.

The proxy shall vote in accordance with the shareholder's instructions, if any, 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 General Meeting's resolutions, even if the proxy's vote was decisive for achieving majority. The Bank shall not be liable for non-compliance with the instructions which is a matter concerning the relationship between the shareholder and the representative.

The appointment and revocation or replacement of a shareholder's representative or proxy shall be made either in writing or by electronic means and shall be notified to the Bank at least forty eight (48) hours before the specified date of the General Meeting, i.e. until 05/07/2021. In the event of shareholders-legal persons, the Bank reserves the right to inspect the authorization and representation thereof. In case of non-compliance with the provisions of article 128 par. 4 of Law 4548/2018, such shareholders shall participate in the General Meeting, unless the General Meeting rejects such participation on important grounds justifying such rejection.

As soon as the Bank receives the aforementioned information, and based on the representative's email and mobile phone number, as stated on the form of representation, the representative's account on the electronic platform shall be created. The representative shall be informed via email to activate their account in order to be able to exercise the shareholder's rights

pursuant to the aforementioned stipulations and the specific provisions and terms pursuant to point B above. The representative's /proxy's email and mobile phone number must be filled in on the relevant form of appointment in order for them to be able to participate in the General Meeting.

The Bank shall make available on its <https://www.atticabank.gr/en/investors/useful-info/general-meetings?folder=2021> the relevant "Form of proxy appointment" and "Form of revocation of the proxy appointment" for the appointment or the revocation or the replacement of proxy. These forms, filled in and signed by the shareholder, must be sent by post to the Subdivision of Custody & Financial Operations Support, Department of Custody of Clients, Mutual Funds and Register of shareholders (3-5 Dim. Gounari and Plapouta Str., 2nd floor, 12131, Peristeri) or sent by email to [custodyservices@atticabank.gr](mailto:custodyservices@atticabank.gr). The beneficiary is requested to confirm that the form of appointment of proxy has been successfully sent and received by the Bank by calling at 210 3669570, 210 3669571, 210 3669577 on working days and hours.

Granting a power of attorney can be freely revoked, and if more than one forms of appointment of proxy are sent to the Bank, the last one received within the specified deadline shall be taken into account.

### **MINORITY RIGHTS**

1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include in the agenda of the already convened General Meeting additional items provided that the Board of Directors receives the relevant request at least **fifteen (15)** days before the date of the General Meeting, i.e. by 22/06/2021. The request to include additional items in the agenda shall be accompanied by a justification or a draft resolution to be approved at the General Meeting and the revised agenda shall be published in the same way, as the previous agenda, **thirteen (13) days** before the date of the General Meeting, i.e. by 24/06/2021, and, at the same time, shall be made available to shareholders on the Bank's website, along with the justification or the draft resolution filed by the shareholders, pursuant to the stipulations of paragraph 4 of article 123 of Law 4548/2018. If such items are not published, the shareholders filing the request have the right to request the postponement of the General Meeting, pursuant to paragraph 5 of article 141 of Law 4548/2018, and publish them themselves, pursuant to the stipulations of the second case 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 resolutions on items included in the original or revised agenda of a General Meeting. Such request must be submitted to the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. by 30/06/2021, and the draft resolutions must be made available to the shareholders pursuant to the stipulations 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 01/07/2021. The Board of Directors is not obliged to include items in the agenda nor publish or disclose them along with the justification and draft resolutions filed by the shareholders, if the content thereof is obviously contrary to the law and to the accepted principles of morality.

3. At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up share capital, the Chairman of the General Meeting is obliged to postpone only once the decision-making by the ordinary General Meeting on all or any of the items, and set the date to

continue the meeting on the date specified in the shareholders' request; such date shall not be later than twenty (20) days as of the date of the postponement. Such General Meeting constitutes a continuation of the previous one and a repeat of the publication formalities of an invitation to shareholders is not required, whilst new shareholders may also participate therein, in compliance with the provisions of par. 6 of article 124 of Law 4548/2018.

4. At the request of any shareholder filed with the Bank at least five (5) full days before the date of the General Meeting, i.e. by 01/07/2021, the Board of Directors shall provide the General Meeting with any such specific information on the Bank's affairs as may be requested, 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 paid to those persons for whatever reason or under whatever contract concluded between the Bank and them. In all of the aforementioned 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 in the Board of Directors, pursuant to articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may give a single response to shareholder requests of the same content.

5. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, filed with the Bank within the period specified in the previous paragraph, i.e. by 01/07/2021, the Board of Directors is obliged to provide the General Meeting with information on the course of the Bank's business affairs and financial status. The Board of Directors may refuse to provide such 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 in the Board of Directors, pursuant to 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 case of paragraph 6 of the above Law, the number of shares held by them at the time of exercising the relevant right. Shareholder status may be proven by all legal means and, on all occasions, on the basis of information received by the Bank from the Central Securities Depository, if register services are provided, or by 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 forms of appointment and revocation of a proxy and the draft resolutions on all items of the agenda shall be made available in electronic form on the Bank's website [www.atticabank.gr](http://www.atticabank.gr). The full text of the draft resolutions and any documents specified in par. 4 of article 123 of Law 4548/2018 can be obtained, in electronic form, from the Subdivision of Custody &

Financial Operations Support, Department of Custody of clients, Mutual Funds and Register of shareholders (3-5 Dim. Gounari and Plapouta Str., 2nd floor, 12131, Peristeri).

Athens, 16/06/2021

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