

Draft Resolutions/Comments of the Board of Directors on the items of the agenda of the Ordinary Meeting of Shareholders of Attica Bank S.A.

Item 1. Ratification of members of the Board of Directors in replacement of resigned members pursuant to article 82 par.1 of Law 4548/2018.

At the General Meeting it is announced, in accordance with Article 82(1) of Law 4548/2018 that during the meeting of 30 November 2020, after the departure of the non-executive member of the Board of Directors Mr Konstantinos Mitropoulos and the resignations of the four (4) independent members of the Board of Directors Georgios Doukidis, Eleni Koliopoulou, Charitonas Kyriazis and Andreas Taprantzis, the Board of Directors elected as new independent members to replace two (2) of the resigned non-executive members of the Board of Directors Mr Sotiris Karkalakos and Christos-Stergios Glavanis, whereas it is clarified that in replacement of the non-executive member of the Board of Directors Mr Konstantinos Mitropoulos, the Board of Directors elected Mr Ilias Betsis, as non-executive member.

Furthermore, the Board of Directors recommends to the General Meeting to confer the capacity of independent members to the two above members of the Board of Directors, namely Mr Sotiris Karkalakos and Mr Christos-Stergios Glavanis, who were elected by the Board in replacement of the resigned independent members for the period until the end of the term of the current Board of Directors, namely until 02-09-2023.

In addition, the Board of Directors states to the General Meeting that it has approved the Suitability and Nomination Policy for members of the Board of Directors, which is adapted to the provisions of Law 4706/2020.

Pursuant to the decision of the Board of Directors dated 06-07-2021, and pursuant to the Minutes of the Nomination and Remuneration Committee for Members of the Board of Directors dated 05-07-2021, it has been ascertained that the two above independent members, namely from their election on 30-11-2020 and to date, fulfill both the criteria of independence of Article 4 of Law 3016/2002, as well as the criteria of independence of Article 9, paragraphs 1, 2, 3 and 4 of Law 4706/2020, as well as the suitability criteria set forth in the Nomination Policy for members of the Board of Directors of the Bank.

Finally, the General Meeting is called to decide that the number of independent members of the Board of Directors shall amount to one third (1/3) of the total number of its members, rounded up to the closest integer, and to grant the mandate to the Board of Directors to implement the above decision appointing replacement(s) to fill the necessary positions of independent members.

The Board of Directors notes to the General Meeting that in the immediate future and until the implementation of the relevant provisions of Law 4706/2020 it will take the necessary actions to

adapt to the requirements of Article 3(1b) of the above law on minimum gender representation on the Board of Directors.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 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

b) Appointment of Audit Committee member pursuant to article 44 par.1 (f) case a' of L.4449/2017

A. In accordance with the provisions of Article 44(1)(f)(a) of Law 4449/2017 on the Audit Committee: "In the event of the resignation, death or loss of the capacity of member, the Board of Directors appoints from its existing members the new member to replace the member who was absent for the period until the expiry of his/her term, in accordance, as applicable, with paragraphs 1 and 2 of Article 82 of Law 4548/2018 (OG Issue A 104), which is applied accordingly. When the member of the previous subparagraph is a third party, non-member of the Board of Directors, the Board of Directors appoints a third party, non-member of the Board of Directors, as temporary replacement, and the next General Meeting shall proceed, either to the appointment of the same member or the election of another, for the period until the expiry of his/her term on the Audit Committee".

Pursuant to the foregoing:

a) It is announced to the General Meeting that Christos-Stergios Glavanis, independent non-executive member of the Board of Directors, was appointed by decision of the Board of Directors dated 30-11-2020 as member of the Audit Committee for the period until the expiry of the term of the Audit Committee (which coincides with the term of the Board of Directors), further to the resignation of Ms Eleni Koliopoulou, independent member of the Board of Directors by the above Committee.

The Board of Directors recommends to the General Meeting to take a decision on the appointment of Mr Christos-Stergios Glavanis as member of the Audit Committee and to confer the capacity of independent non-executive member of the Board of Directors to the above person for the period until the expiry of its term, given that pursuant to the relevant decision of the Board of Directors

dated 06-07-2021 and pursuant to the decision of the Nomination and Remuneration Committee for Members of the Board of Directors dated 05-07-2021, it has been ascertained that from his election and to date, he fulfills both the criteria of independence of Article 4 of Law 3016/2002, as well as the criteria of independence of Article 9, paragraphs 1, 2, 3 and 4 of Law 4706/2020, as well as the suitability criteria set forth in the Nomination Policy for members of the Board of Directors of the Bank.

b) By the same above decision of the Board of Directors, the resigned Chairman of the Audit Committee and independent non-member of the Board of Directors Mr Dimitris Tzanninis, was replaced by the also independent non-member of the Board of Directors Mr Michael Andreadis. The Board of Directors and in accordance with Article 44(1)(f) of Law 4449/2017 recommends to the General Meeting to take a decision on the appointment of Mr Michael Andreadis as member of the Audit Committee for the period until the expiry of the term of the Audit Committee, given that pursuant to the relevant decision of the Board of Directors dated 06-07-2021 and pursuant to the decision of the Nomination and Remuneration Committee for Members of the Board of Directors dated 05-07-2021, it has been ascertained that from his election and to date, he fulfills both the criteria of independence of Article 4 of Law 3016/2002, as well as the criteria of independence of Article 9, paragraphs 1, 2, 3 and 4 of Law 4706/2020, as well as the suitability criteria set forth in Article 44 of Law 4449/2017, in the Regulation of the Audit Committee, as well as in the Nomination Policy for members of the Board of Directors of the Bank.

Finally it has been ascertained that the criteria of independence of Article 4 of Law 3016/2002, as well as the criteria of independence of Article 9, paragraphs 1, 2, 3 and 4 of Law 4706/2020, as well as the suitability criteria set forth in Article 44 of Law 4449/2017, in the Regulation of the Audit Committee, as well as in the Nomination Policy for members of the Board of Directors of the Bank are fulfilled for the appointed by the General Meeting of 02-09-2020 independent non-member of the Board of Directors and member of the Audit Committee Mr Papagiannopoulos.

B. Further to the above replacements of members of the Audit Committee, the Board of Directors recommends to this General Meeting to take a decision on the re-designation of the Audit Committee, which shall constitute a four-member independent Committee with members of the Board of Directors and third parties with a three-year term, which shall end on 02-09-2023 (beginning from the initial election of the Committee during the Extraordinary General Meeting of 02-09-2020) consisting of two (2) third parties – non-members of the Board of Directors, independent from the Bank within the meaning of Article 9 of Law 4706/2020, one (1) non-executive member of the Board of Directors and one (1) independent non-executive member of the Board of Directors within the

meaning of Article 9 of Law 4706/2020. The composition of the Audit Committee with the term of all its members until the above expiry of its term (02-09-2023) is as follows:

1. Michael Andreadis, third party – non-member of the Board of Directors, independent from the Bank within the meaning of Article 9 of Law 4706/2020;

2. Stavros Papagiannopoulos, third party – non-member of the Board of Directors, independent from the Bank within the meaning of Article 9 of Law 4706/2020, with sufficient knowledge and experience in auditing (and accounting) and member of the Committee with the qualifications of Article 44(1)(g) of Law 4449/2017;

3. Alexios Pelekis, non-executive member of the Board of Directors;

4. Christos-Stergios Glavanis, independent non-executive member of the Board of Directors, within the meaning of Article 9 of Law 4706/2020.

The Committee with the above composition will be composed into a body, whereas in accordance with Article 44 of Law 4449/2017, the Chairman of the Committee is appointed by its members.

Especially for the composition of the Audit Committee, the provisions of Article 44 of Law 4449/2017 apply, according to which the members of the Committee must have sufficient knowledge in the banking and in the financial sector in general.

Especially the member of the Committee Mr Stavros Papagiannopoulos, who is independent, has sufficient knowledge and experience in auditing (and accounting) and is still a member of the Committee with the qualifications of Article 44(1)(g) of Law 4449/2017. The relevant documentation of his special knowledge and qualifications is already known to the supervisory authorities.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 3. Approval of the Board of Director's Suitability Policy

The Board of Directors submits for approval to the General Meeting, following the respective recommendation of the Board Nomination Committee and guided by the principle of transparency as well as the best principles of corporate governance, the Board of Director's Suitability Policy, in accordance with Article 3 par. 3 of Law 4706/2020.

The text of the Board Director Suitability Policy submitted for approval is available on the Bank's website: <https://www.atticabank.gr/en/investors/useful-info/general-meetings?folder=2021>

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 4. Publication of a concluded agreement that falls under the scope of article 99, L. 4548/2018, pursuant to article 97, par. 1b, L. 4548/2018

During the General Meeting it is announced that by its resolution of 17-12-2020 (BoD Minutes no. 1336/17-12-2020) the Bank's Board of Directors granted a special permission pursuant to articles 99-101 of Law 4548/18 to the Bank so that the latter may rent a real estate property owned by T.M.E.D.E., located in the Municipality of Athens, on 3-5 Paleon Patron Germanou, for the purposes of covering its operational needs. The "Public Works Engineers Fund" is related to the Bank in its capacity as the major shareholder in the Bank holding 46.32% and the Chairman of the fund is a member of the Bank's Board of Directors and the Bank's Chairman. The said decision was made based on the Evaluation Report of 16-12-2020 drafted by Mr. Bournis, a certified public accountant (SOEL R.N. 25151) in the auditing company "Deloitte Certified Public Accountants SA".

The relevant excerpt from the Board of Directors minutes (no. 1336/17-12-2020) was registered in the General Commercial Registry (G.E.MI.) on 06-05-2021 with Registration Number 2467195.

Subsequently, the BoD minutes of 31-03-2021 was registered in the General Commercial Registry (G.E.MI.) on 06-05-2021 with Registration Number 2540512 confirming (item 10) that the 10-day period stipulated in par. 3, article 100, Law 4548/2018 expired, i.e. no shareholder requested the convocation of the General Meeting in order to decide on the granting of special permission to

conclude a lease contract regarding the renting by the Bank of a real estate property owned by T.M.E.D.E. (Related Party) located in the Municipality of Athens, on 3-5 Paleon Patron Germanou, 3-5, for the purposes of covering its operational needs (hereinafter “Transaction”) and thus, the said Transaction was considered to be definitively valid pursuant to par. 3, article 100, Law 4548/2018 in conjunction with the Bank’s Board of Directors resolution of 17-12-2020.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 5. Amendment of articles 8 (Bond Loan Issuance), 28 (Net Profit) and 29 (Dividends) of the Articles of Association pursuant to article 149A of Law 4261/2014

In order to ensure the Bank’s conformance with article 149A of Law 4261/2014, amended by article 23 of Law 4701/2020 pursuant to which financial institutions are exempted from the obligation to pay a minimum dividend, stipulated in articles 160 and 161 of Law 4548/2018, the Board of Directors proposes to the General Meeting to approve the following adjustments-amendments to the Bank's Articles of Association:

- a) article 8 (BOND LOAN ISSUANCE), paragraph 9, by removing the sentence: “before or after receiving a minimum dividend pursuant to article 161 of Law 4548/2018”
- b) article 28 (NET PROFIT), paragraph 2, point (c), by removing point (c) and renaming point (d) to point (c), and
- c) article 29 (DIVIDENDS), paragraph 6

In particular, the proposed wording for articles 8 (BOND LOAN ISSUANCE) paragraph 9, article 28 (NET PROFIT), paragraph 2 and article 29 (DIVIDENDS), paragraph 6 of the Articles of Association following the amendment thereof is as follows:

“ARTICLE 8

BOND LOAN ISSUE

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9. The GM may resolve by simple quorum and majority on the issuing of a bond loan granting bondholders the right to receive, in addition to or instead of interest, a specified percentage of the profits, ~~before or after receiving a minimum dividend, pursuant to article 161 of Law 4548/2018,~~ or to receive another benefit depending on the Company's results. The provision of paragraph 1, article 24, Law 4548/2018 applies accordingly.”

“ARTICLE 28

NET PROFITS

1. The Company's net profits are reflected in the profit and loss account and are those resulting in application of the legislation in force.
2. Net profits, provided that they can be distributed and to the extent that they can be distributed, pursuant to the regulatory framework in force, shall be distributed by GM resolution as follows:
 - a) The amounts of credit funds in the profit and loss account that do not constitute realized profits are deducted.
 - b) A percentage shall be deducted to apply towards an ordinary reserve building up, as provided for by the law, to an amount equal at least to 1/20 of net profits. Fund retention for these purposes shall no longer be mandatory when the level of the ordinary reserve reaches an amount equal at least to 1/3 of the share capital.
 - ~~c) The required portion of the funds shall be retained for minimum dividend payment as required pursuant to Article 161 of Law 4548/2018.~~
 - δc) The remaining net profits, as well as any other profits, that may result and be distributed pursuant to the aforementioned, may distributed by GM resolutions”.

“ARTICLE 29

DIVIDENDS

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- .
- .
6. **By GM resolution adopted by simple quorum and majority, and pursuant to the regulatory framework in force distributable profits as minimum dividend may be distributed in the form of shares in Greek or foreign companies, listed in a regulated stock market, or in the form of equity shares owned by the Company, provided that they are also listed, and subject to the principle of equal treatment of shareholders.**
7.”

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 6. Renewal of the Bank's Insurance Contracts concerning the period 2021-2022.

The Board of Directors proposes to the General Meeting to approve the renewal for the period 2021-2022, of the insurance contracts covering the civil, professional liability of members of BoD and executives, damages due to electronic crime, assets/electronic insurance and general responsibilities related to the Bank's operational activity, with a total cost of € 1,234,763, following resolution of the BoD on 26.05.2021.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 7. Granting of permission pursuant to article 98 par. 1 of L. 4548/2018 to members of the Board of Directors and the Directors to participate in Boards of Directors or in the Administration 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.

The Board of Directors proposes to the General Meeting to approve the granting of permission, pursuant to article 98 par. 1 of Law 4548/2018, to members of the Board of Directors and the Directors, exclusively as regards their participation in Boards of Directors or in the Administration 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.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 8. Submission and approval of the Board of Directors' and the Auditors' Reports on the annual financial statements for the financial year 2020 (01.01.2020 - 31.12.2020).

The Board of Directors submits for approval to the General Meeting the Board of Directors' and the Certified Auditors' Reports for the financial year 2020, which are included in the 2020 Annual Financial Report approved by the Bank's Board of Directors on 10/05/2021 and are published and remain available on the Bank's website: <https://www.atticabank.gr/en/investors/investor-financial-results/periodical-financial-data?folder=2020>.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 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.

The Board of Directors submits for approval to the General Meeting the Financial Statements for the financial year 2020 on a standalone and consolidated basis (01.01.2020 – 31.12.2020), as well as the Annual Financial Report, as approved by the Bank's Board of Directors on 10/05/2021 and are published and remain available on the Bank's website:

<https://www.atticabank.gr/en/investors/investor-financial-results/periodical-financial-data?folder=2020>.

In accordance with the current institutional and regulatory framework, the Board of Directors proposes to the General Meeting that no dividend (either in cash or in shares) should be distributed to holders of common shares.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 10. Approval of the overall management during the financial year 2020 (01.01.2020 - 31.12.2020) pursuant to article 108 of Law 4548/2018 and dismissal of the auditors for the same financial year.

The General Meeting of the Bank is requested to approve the overall management during the financial year 2020 (01.01.2020 - 31.12.2020) pursuant to article 108 of L. 4548/2018 and the dismissal of the auditors for the same financial year.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 11. Election of the Bank’s Certified Auditors’ (regular and substitute) for the financial year 2021 (01.01.2021 - 31.12.2021).

The Board of Directors recommends to the General Meeting, further to the recommendation of the Bank’s Audit Committee, to approve the assignment of the regular audit of the individual and consolidated financial statements of the Bank for the fiscal year 2021 (01.01.2021 - 31.12.2021) to the auditing firm KPMG Certified Auditors SA.

Based on the above recommendation, the remuneration of the auditing firm on an annual basis was set at the amount of € 270 thousand, a remuneration which is reasonable, corresponds to market conditions based on the work of the auditing firm, and was evaluated according to the applicable framework.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 12. Submission and approval of the remuneration report for the financial year 2020 pursuant to article 112 of Law 4548/2018, and approval of fees and remuneration paid to the members of the Board of Directors for the financial year 2020 (01.01.2020 - 31.12.2020).

The Board of Directors submits for discussion and approval to the General Meeting the Remuneration Report for the fiscal year 2020 in accordance with Article 112 of Law 4548/2018, which has been checked by the competent officers of the Bank. The shareholders’ vote is advisory. The annual remuneration report is available on the Bank’s website at the following link: <https://www.atticabank.gr/el/investors/useful-info/general-meetings?folder=2021>

The analysis of the amounts of remuneration/compensation and the relevant explanations as well as the terms of the contracts, are presented in detail in the above Remuneration Report for the fiscal year 2020.

It is noted that the contracts and the cooperation of the Chairman, Vice-Chairman and the executive members are maintained as they were in the previous fiscal year and with the exact same contractual terms, as with the previous composition of the Board of Directors and based on the respective capacities of each.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 13. Preliminary approval of the wages and the remuneration to be paid to the members of the Board of Directors for the period until the next Ordinary General Meeting.

The Board of Directors proposes to the General Meeting to allow, pursuant to article 109 §4 of L.4548/2018, the provision of fees, remuneration and benefits to the members of the Board of Directors until the next Ordinary General Meeting as following:

- For the Chairman of the Board and the executive members who have concluded an employment contract with the Bank, the granting of fees, remuneration and benefits as stipulated in their contracts and as analyzed in the 2020 Remuneration Report.
- For the other members, the continuation of the granting of fees-remuneration and other benefits as applied during the previous financial year 2020 and as analyzed in the 2020 Remuneration Report.

The total fees and remuneration of members of the Board of Directors shall not exceed the amount of €1.5 million on an annual basis, same as in previous year.

Detailed information on the proposal of the preliminary approval of the remunerations to be paid until the next ordinary general meeting is available on the Bank's website via the link:

<https://www.atticabank.gr/el/investors/useful-info/general-meetings?folder=2021>

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 14. Submission of the Annual Audit Committee’s Report pursuant to article 44 of Law 4449/2017.

The Board of Directors submits to the General Meeting, in accordance with the article 44, par.1 (case i) of Law 4449/2017, the annual report of the Audit Committee for the year 2020;the report is available on the Bank’s website via the link: <https://www.atticabank.gr/en/investors/useful-info/general-meetings?folder=2021>

The Annual Audit Committee report is submitted to the General Meeting pursuant to the article 44, par.1 (g) of L.4449/2017, as in force and is not subject to voting.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	½ of the total voting rights (present or represented) plus one vote (present or represented)
1st Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

Item 15. Reduction of the Company’s share capital up 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

The Board of Directors proposes to the Ordinary General Meeting of shareholders the reduction of the company’s share capital up to €85,000,000.00, decreased by the same amount of its current share capital with respective reduction of the total of its shares, for the purposes of building up a special reserve up to the above amount, pursuant to article 31, par. 2, Law 4548/2018, as amended and in force, and the respective amendment of article 5 of the Bank’s Articles of Association regarding Share Capital.

The aforementioned corporate deed does not create any cost and, therefore, does not have any impact on the Bank’s profitability and does not change its total regulatory capital in any way.

Furthermore, the Board of Directors proposes to the Ordinary General Meeting of shareholders the granting of authority to the Bank’s Board of Directors so that the latter may undertake all necessary actions in order to implement the said corporate deed.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/2 of the total common, paperless shares, with voting rights issued by the Bank	2/3 of the total voting rights (present or represented)
1st Repeat Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	

Item 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.

Under the General Meeting resolutions of 06.07.2015 and 22.11.2015, the Bank was subject to the special framework of article 27A of Law 4172/2013, as amended, in regard to the conversion of deferred tax assets (DTA) to an amount receivable identified as certain and of a fixed amount against the Greek State on the following occasions:

- Deferred tax on the amount of accumulated provisions from credit risk.
- Deferred tax on the remaining amount of a debit difference resulting from the depreciation of Greek Government Bonds.

The balance of the two aforementioned categories on 30.06.2015 and is stated in the financial statements submitted to the General Meeting for approval, as well as the said deferred tax asset, after the annual depreciation, from 2011 until 31.12.2020. Given that the accounting result after taxes for the fiscal year 2020 is loss, according to the company’s financial statements that have been lawfully audited and approved by the Bank’s Ordinary General Meeting of shareholders, the Board of Directors proposes to the Ordinary General Meeting the activation of the provisions of article 27A of the aforementioned Law, as amended, with the conversion of the deferred tax assets on temporary differences to receivables that have been identified as definitive and of a fixed amount against the Greek State.

The receivable that has been identified as definitive and of a fixed amount is determined by multiplying the total amount of the deferred tax asset stipulated above by the percentage represented by the accounting loss after taxes for the fiscal year on total equity, as the latter is stated in the legal

person's annual financial statements that have been drafted for the same fiscal year, not including the accounting loss for the fiscal year [Tax Asset = Amount of the Deferred Tax Asset in financial statements X accounting loss after tax for the fiscal year/(equity - accounting loss after tax for the fiscal year)].

For the purposes of implementing the above and pursuant to article 27A of Law 4172/2013, the BoD proposes to the General Meeting the building up of a special reserve (equal to 100% of the tax asset) intended exclusively for the increase in share capital, the free (without remuneration) issuance of warrants in favor of the Greek State (that are equivalent to common shares of a total market value equal to one hundred per cent (100%) of the definitive and of a fixed amount tax asset, while the market value thereof means the average of their stock exchange price weighted based on the transaction volume during the previous thirty (30) working days from the date when the aforementioned tax asset becomes receivable), the conversion -without remuneration- of warrants to common shares through the capitalization of the special reserve built up and the respective amendment of article 5 of the Articles of Association regarding Share Capital.

Within a reasonable period, the existing shareholders can exercise a call option regarding conversion rights. In this way, shareholders are given the possibility to maintain their participation percentage by paying the relevant cost to the Greek State. If the said right is not exercised, the Greek State may transfer the rights as well as the shares acquired by the conversion of these rights at any time and to anyone against remuneration. The acquisition of conversion rights, the exercise thereof, the exercise of call option and the transfer thereof do not constitute a public offering.

It is noted that the aforementioned warrants that will be converted to common shares can be also issued above par and can be freely transferred by the holders thereof.

Furthermore, the Board of Directors proposes to the Ordinary General Meeting of shareholders the granting of authority to the Bank's Board of Directors so that the latter may undertake all necessary actions in order to implement the above.

Lastly, the aforementioned legal provision provides for the issuance of a Ministerial Board Deed regarding the arrangement of any issues related to the implementation of the mechanism, such as monitoring and certification of the annual balance of the definitive receivable of a fixed amount against the Greek State that has not been set-off, the method of payment thereof to the Bank, whether in cash or in cash equivalent, as defined in Standard 7 of the International Accounting Standards, the main terms governing conversion rights, the transfer thereof, the transfer value, the time and process of exercising the call option by the shareholders, the time when these become tradable in a regulated market, etc. This Deed is expected to be issued. Following the issuance thereof, the Bank's BoD may proceed to supplementary propositions regarding this issue.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/2 of the total common, paperless shares, with voting rights issued by the Bank	2/3 of the total voting rights (present or represented)
1st Repeat Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	

Item 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.

The Board of Directors proposes to the Ordinary General Meeting of shareholders the 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 6, par. of the Bank’s Articles of Association in conjunction with the stipulations of article 24, par. 1b) of Law 4548/2018, as amended, and with the respective amendment of article 5 of the Bank’s Articles of Association regarding its Share Capital. Pursuant to the aforementioned article of Law 4548/2018, this authority shall be valid for five (5) years and the share capital increase may be up to an amount equal to three times the Bank’s paid up capital on the date that the said authorities are granted to the Board of Directors. The Board of Directors can exercise the aforementioned authority in a single or in several actions.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/2 of the total common, paperless shares, with voting rights issued by the Bank	2/3 of the total voting rights (present or represented)
1st Repeat Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	

Item 18. Other Issues - Announcements

At the General Meeting it is announced that, pursuant to the decision of the Bank's Board of Directors dated 31-03-2021, further to the recommendation of the competent Nomination and Remuneration Committee for Members of the Board of Directors, and the relevant opinion of an independent legal advisor specializing in labour and insurance law, approved the terms of termination of the contract of the outgoing Chairman of the Board of Directors of the Bank with the payment of a compromise amount equal to the remuneration of one (1) year.

A summary of these recommendations in the form of comments/draft resolutions of the General Meeting, with reference to the quorum and majority required for each item, shall be published on the Bank's website pursuant to the provisions of article 123, par. 4 of Law 4548/2018, as in force.

Please approve these recommendations in their entirety as well as the publishing thereof.

The Chairman of the Board of Directors