

**Draft Resolutions of the Board of Directors on the items of the agenda of the Ordinary Meeting of Shareholders of Attica Bank S.A. of 5<sup>th</sup> July 2022.**

**Item 1: a) Announcement of the election of the members of the BoD in replacement of the members resigned, according to article 82 par.1 of Law 4548/2018, and b) Appointment of independent non-executive members of the Board of Directors.**

a) It is announced to the General Meeting in accordance with article 82 par. 1 of Law 4548/2018 that the Board of Directors:

1. At its meeting on 15<sup>th</sup> July 2021 elected as new independent members of the Board of Directors to replace the remaining two (2) of those who resigned during the meeting of the Board of Directors of 30-11-2020 independent non-executive members of the Board of Directors, Mrs. Charikleia Vardakari and Venetia Koussia, with the same terms. According to the decision of the Board of Directors dated 15-07-2021, following the Minutes of 15-07-2021 of the Nomination and Remuneration Committee for Members of the Board of Directors, it was ascertained that the two independent members - Charikleia Vardakari and Venetia Koussia, at the time of their election, both fulfill the criteria of independence of article 4 of law 3016/2002, as well as the criteria of independence of article 9 par. 1, 2, 3 and 4 of Law 4706/2020, as well as the suitability criteria set forth in the Suitability and Nomination Policy for members of the Board of Directors of the Bank.
2. At its meeting on November 24<sup>th</sup>, 2021, following the 24-11-2021 Minutes of the Nomination and Remuneration Committee for Members of the Board of Directors, a new non-executive member of the Board of Directors Mr. Avraam (Minos) Moissis of Ezra was elected as a representative of the Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the rights concerning this law. For this member it has been verified that he meets the suitability criteria provided in the Suitability and Nomination Policy for members of the Board of Directors of the Bank. The abovementioned election is valid further to the application of the provisions of L. 3864/2010 and the indication of the Fund is maintained in any case until the end of the term of office of the aforementioned Board of Directors.
3. At its meeting on February 8<sup>th</sup>, 2022, after the resignation of Mr. Theodoros Pantalakias, both from the position of member of the Board of Directors and from the position of Chief Executive Officer, and Mr. Elias Betsis and Mr. Christos-Stergios Glavanis from members of the Board of Directors, the BoD elected, following the Minutes from 08-02-2022 of the Nomination and Remuneration Committee for Members of the Board of Directors, as a new member Mr. Michail Andreadis, attributing to him the status of executive member (with the date of commencement of his duties on 14-2-2022), and as new non-executive members Mrs. Irini Maragkoudaki and Mr. Markos Koutis. It has been verified, as far as for these members, by the aforementioned Committee that they fulfill the suitability criteria provided by the Suitability and Nomination Policy for members of the Board of Directors of the Bank. The election of the abovementioned members is valid for the residual term of office of the Board of Directors.

At the same meeting, Mr. Konstantinos Tsagkaropoulos resigned from the position of Vice-Chairman of the Board of Directors. According to the relevant decision of the Board of Directors, following the Minutes of 08-02-2022 of the Nomination and Remuneration Committee for Members of the Board of Directors, it was verified that after the abovementioned resignation from the position of Vice-Chairman of the Board of Directors, Mr. Tsagkaropoulos meet the criteria of independence of article 9 par. of the Bank and the Board of Directors appointed him the status of an independent non-executive member in replacement of Mr. Glavanis.

4. At its meeting on March 24, 2022, after accepting the resignations of the independent non-executive members of the Board of Directors, Mr. Sotirios Karkalakos, Mr. Konstantinos Tsagkaropoulos and Mrs. Venetia Koussia, the BoD elected Mr. Ioannis Zographakis, Aimillios Giannopoulos and Grigorios Zarifopoulos in replacement of the aforementioned members with the same terms. According to the BoD Resolution of 24.03.2022 and following the 23-03-2022 Minutes of the Nomination and Remuneration Committee for Members of the Board of Directors, it was verified that the three independent members Mr. Ioannis Zographakis, Mr. Aimillios Giannopoulos and Mr. Grigorios Zarifopoulos met the independence criteria of article 9 par. 1, 2, 3 and 4 of law 4706/2020, as well as the suitability criteria set forth in the Suitability and Nomination Policy for members of the Board of Directors of the Bank.

At the same meeting, the Board of Directors elected, following the Minutes from 23-03-2022 of the Nomination and Remuneration Committee for Members of the Board of Directors, Mr. Patrick Horend as a non-executive member of the Board of Directors in order to complete its 11-member composition. For this member it has been verified that he meets the suitability criteria set forth in the Suitability and Nomination Policy for members of the Board of Directors of the Bank.

The election of the aforementioned members is valid for the residual term of office of the Board of Directors.

b) It is further announced to the General Meeting that the current composition fulfills the provisions of the resolutions of the Ordinary General Meeting dated 15.07.2021, which set the number of independent members at 1/3 of the number of members of the Board of Directors, while it has been verified that according to the Minutes from 23-03-2022 of the Nomination and Remuneration Committee for Members of the Board of Directors that was announced to the BoD meeting of 24.03.2022 that three independent members Mr. Ioannis Zographakis, Mr. Aimillios Giannopoulos and Mr. Grigorios Zarifopoulos, meet both the independence criteria of article 9 par. 1, 2, 3 and 4 of law 4706/2020, as well as the suitability criteria set forth in the Suitability and Nomination Policy for members of the Board of Directors of the Bank.

Following the above, the Board of Directors proposes to the General Meeting to confirm that the number of independent members of the Board shall be at least one third (1/3) of the total number of its members, rounded to the nearest whole number, and certify the status of the following members as independent:

- i) to the member of the Board of Directors Venetia Koussia, who was elected by the BoD in replacement of a resigned independent member, according to the abovementioned, for the period from 15-07-2021 until her resignation (24-03-2022)
- ii) to the member of the Board of Directors Konstantinos Tsagkaropoulos for the period from 08-02-2022 until the date of his resignation (23-3-2022)

iii) to the member of the Board of Directors Charikleia Vardakari, who was elected by the BoD to replace a resigned independent member, according to the abovementioned, for the period from 15-07-2021 until the end of the term of office of the current Board of Directors, i.e. until 02-09-2023

iv) to the members of the Board of Directors Ioannis Zographakis, Aimillios Giannopoulos and Grigorios Zarifopoulos, who were elected by the Board of Directors in order to replace the resigned independent members, according to the aforementioned, for the period until the end of the term of office of the current Board of Directors, i.e. until 02-09-2023.

	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)
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 and b) Redefining of Audit Committee.**

a) In accordance to 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, it is announced to the General Meeting that: **i)** following the decision of the Board of Directors dated 08-02-2022, Mrs. Charikleia Vardakari, independent Non-Executive Member of the Board of Directors, and Mr. Avraam Moissis, Vice-Chairman and Non-Executive Member of the Board of Directors, corresponding members of the Audit Committee were appointed for a period until the end of the term of office of the Audit Committee (which coincides with the term of office of the Board of Directors), further to the resignations of Mr. Michail Andreadis and Mr. Alexios Pelekis, by the abovementioned Committee, **ii)** following the decision of the Board of Directors dated 24-03-2022, Mr. Aimillios Giannopoulos, Independent Non-Executive Member of the Board was appointed as a member of the Audit Committee for a period until the

end of the term of office of the Audit Committee (which coincides with the term of office of the Board of Directors) further to the resignation from 23-03-2022 of Mrs. Charikleia Vardakari by the abovementioned Committee, and **iii)** following the decision of the Board of Directors dated 08-02-2022, it was decided that Mr. Christos - Stergios Glavanis will remain at his position, who resigned on the same date from a member of the Board of Directors, as a member of the Audit Committee in the terms as a third party, not a member of the Board of Directors, according to article 44 par. f) paragraph b of Law 4449/2017. For Mr. Glavanis, according to the Nomination and Remuneration Committee for Members of the Board of Directors Minutes of 08.06.2022, that as announced to the BoD at its meeting of 08.06.2022, meets the independence criteria of art.9 of L.4706/2020.

b) According to the provisions of article 44 of L. 4449/2017 (Government Gazette A'7 / 24.01.2017), as in force after its amendment by article 74 of law 4706/2020 (Government Gazette A'136 / 17.07.2020), the Bank, as a public interest entity, must maintain an Audit Committee, consisting of at least three (3) members, most of whom must be independent of the audited entity, in accordance with the applicable regulatory framework. The type of the Audit Committee, the term of office, the number and the qualities of its members are decided by the General Meeting of the Company's shareholders and the Audit Committee may consist of: (a) A Committee of the Board of Directors, consisting of non-executive members or (b) An Independent Committee, consisting of either non-executive members of the Board of Directors and third parties, or only third parties. Third party means any person who is not a member of the Board of Directors. (c) An Independent Committee, consisting only of third parties. The members of the Audit Committee must have in their entirety sufficient knowledge of the sector in which the Bank operates, while at least one (1) member of the Audit Committee, who is independent of the Company, must have sufficient knowledge and experience in auditing or accounting. Today, the Audit Committee, according to resolution of the General Meeting of 07-07-2021 is a four-member Joint Committee consisting of two (2) third parties - non-members of the Board, independent of the Bank, one (1) non-executive member of the Board and one (1) independent non-executive Board member.

In view of the above, after the above replacements of the members of the Audit Committee and in order for the Chairman of the Risk Management Committee to participate in the Audit Committee, who is also an independent non-executive member of the Board, the Board of Directors proposes to the General Meeting to take a decision on the redefinition of the Audit Committee, which will be a four-member Joint Committee with members of the Board. and third parties with a three-year term, which expires on 02-09-2023 (starting from the initial election of the Committee at the Extraordinary General Meeting of 02-09-2020) consisting of one (1) third person - non-member of the BoD, independent of the Bank within the meaning of article 9 of L. 4706/2020, which meets the conditions of independence of the above article, one (1) non-executive member of the BoD, and two (2) independent non-executive members of the BoD within the meaning of article 9 of L. 4706/2020 that meet the conditions of independence of the above article. The composition of the Audit Committee with a term of all its members until the end of its term (02-09-2023) is proposed, after verification for the independent members of the fulfillment of the independence criteria of article 9 of L. 4706/2020 from the Nomination and Remuneration Committee for Members of the Board of Directors, as follows:

- i) Christos – Stergios Glavanis, third party, non-member of the Board of Directors, who meets the criteria of independence of Article 9 of L. 4706/2020, with sufficient knowledge and experience in auditing (and accounting) and a member of the Committee with the qualifications of article 44 par. 1.g. of L. 4449/2017
- ii) Ioannis Zografakis, independent non-executive member of the Board of Directors, who meets the criteria of independence of Article 9 of L. 4706/2020.
- iii) Aimillios Giannopoulos, independent non-executive member of the Board of Directors, who meets the criteria of independence of Article 9 of L.4706/2020.
- iv) Avraam Moissis, Vice-Chairman of the BoD, non-executive member, Representative of the Financial Stability Fund.

The Committee with the above composition will be reconstituted into a body, while according to article 44 of L. 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 L. 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. Christos - Stergios Glavanis, 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 par. 1.g. of L. 4449/2017. The relevant documentation of his special knowledge and qualifications is already known to the supervisory authorities and will be repeated if required.

	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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

### **Item 3: Submission and approval of the Board of Directors' and the Auditors' Reports on the annual financial statements for the financial year 2021 (01.01.2021 - 31.12.2021).**

The Board of Directors submits for approval to the General Meeting the Board of Directors' and the Certified Auditors' Reports for the financial year 2021, which are included in the 2021 Annual Financial Report approved by the Bank's Board of Directors on 02/05/2022 and are published and remain available on the Bank's website:

<https://www.atticabank.gr/en/investors/investor-financial-results/periodical-financial-data?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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 4: Submission and approval of the annual Financial Statements on a stand-alone and consolidated basis for the financial year 2021 (01.01.2021 - 31.12.2021) and the Annual Financial Report of 2021.**

The Board of Directors submits for approval to the General Meeting the Financial Statements for the financial year 2021 on a standalone and consolidated basis (01.01.2021 – 31.12.2021), as well as the Annual Financial Report, as approved by the Bank's Board of Directors on 02/05/2022 and are published and remain available on the Bank's website: <https://www.atticabank.gr/en/investors/investor-financial-results/periodical-financial-data?folder=2021>.

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) shall 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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 5: Approval of the overall management during the financial year 2021 (01.01.2021 - 31.12.2021) 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 2021 (01.01.2021 - 31.12.2021) 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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 6: Election of the Bank's Certified Auditors' (regular and substitute) for the financial year 2022 (01.01.2022 - 31.12.2022).**

The Board of Directors proposes 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 2022 (01.01.2022 - 31.12.2022) to the auditing firm KPMG Certified Auditors S.A. with an annual remuneration of the amount of €265k plus VAT and an additional fee of €60k for the issuance of the Annual Tax Certificate, 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. The regular audit is assigned to Mr. Anastasios Kiriakoulis (A.M. SOEL 39291) and in case of in case of impediment is assigned to substitute member Mr. Dimitrios Tanos (A.M. SOEL 42241).

	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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 7: Submission and approval of the remuneration report for the financial year 2021 pursuant to article 112 of L. 4548/2018, and approval of fees and remuneration paid to the members of the Board of Directors for the financial year 2021 (01.01.2021 - 31.12.2021).**

The Board of Directors submits for discussion and approval to the General Meeting the Remuneration Report for the fiscal year 2021 in accordance with Article 112 of L. 4548/2018, which has been reviewed by the competent bodies 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/en/investors/useful-info/general-meetings?folder=2022>

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 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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 8. 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 2021 Remuneration Report.
- For the other members, the continuation of the granting of fees-remuneration and other benefits as applied during the previous fiscal years and described in the 2021 Remuneration Report.

The total fees and remuneration of members of the Board of Directors for 2022 shall not exceed the amount of €1.5 million on an annual basis, same as in previous 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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 9: 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 L. 4449/2017, the annual report of the Audit Committee for the year 2021; the report is available on the Bank's website via the link: <https://www.atticabank.gr/en/investors/useful-info/general-meetings?folder=2022>

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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 10: 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.**

The Board of Directors proposes to the General Meeting to approve the granting of permission, pursuant to article 98 par. 1 of L. 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 or in order to act in any of the other cases of this article, provided that it is preceded by a reasoned decision of the Board of Directors which will establish that there is no substantial impediment

The participation in companies that do not pursue similar or similar purposes is regulated by the Law and the Policies of the Bank.

	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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 11: Renewal of the Bank's Insurance Contracts concerning the period 2022-2023.**

The Board of Directors proposes to the General Meeting to approve the renewal for the period 2022-2023, 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 € 1,139,191, following resolution of the BoD on 08.06.2022.

	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)
Repeat Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank	

**Item 12: 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 L. 4548/2018, as amended, and with the respective amendment of article 5 of the Bank's Articles of Association regarding its Share Capital.

In the context of the abovementioned authority, the Board of Directors will have the opportunity to determine the more specific terms and schedule of the Increase with its relevant decision in accordance with the applicable provisions of Law 4548/2018, including, indicatively and not restrictively, the structure of the Increase, the manner, the procedure and the offering price of the new shares, the restriction or abolition of the pre-emptive right of the existing shareholders according to articles 24 par. 1 and 27 par. 4 of Law 4548/2018, the status of investors who will be entitled to participate in it, the criteria for distribution among the various categories of investors in Greece and / or abroad, the distribution of any unallocated shares, the conclusion of the necessary contracts or agreements with foreign and / or domestic intermediaries, organizers, coordinators or managers of banks and / or other companies providing investment services, etc. and in general, to take any necessary, required or deliberate act, action or legal act to implement the increase, including the relevant amendment of the Company's Articles of Association.

Pursuant to the aforementioned article of L. 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 one-off or partially.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
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)
Repeat Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	

**Item 13: a) Activation of the provisions of article 27A, L. 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.**

**b) Reduction of the Company's share capital through a reduction of the nominal value of each share for the purpose of building up a special reserve pursuant to article 31, par. 2, L. 4548/2018, relevant amendment of article 5 of the Bank's Articles of Association regarding Share Capital and granting of relevant authorizations to the Bank's Board of Directors.**

a) The Bank, following the resolutions of the General Meetings of 06.07.2015 and 22.11.2015 was subject to the special framework of article 27A of Law 4172/2013, as amended, for the conversion of deferred tax assets (DTA) to an amount receivable as cleared and settled claim 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 31.12.2021 and after the activation of the provisions of article 27A in the fiscal year 2020 and the collection of the amount of €151,854,439.86. The accounting result after taxes for the fiscal year 2021 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, with 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 clear and settled claims against the Greek State takes place.

The amount of the cleared and settled claim is determined by multiplying the total amount of the deferred tax asset stipulated by the percentage represented by the accounting loss after taxes for the fiscal year on total equity, as the latter is stated in the Bank'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)] and amounts to € 22,817,998.42

Taking into account that the accounting result after taxes for the year 2021 is a loss, according to the legally audited and approved corporate financial statements by the regular general meeting of the Bank's shareholders and for the purposes of implementing the above the BoD proposes again to the General Meeting the activation of the provisions of article 27A of L.4172/2013, as amended, by converting deferred tax claims on temporary differences into final and settled claims against the Greek State, the formation 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 cleared and settled tax claim, while as market value means the average of their stock exchange price, weighted on the volume of transactions during the previous thirty (30) working days from the date when the aforementioned tax asset becomes receivable (par. 2 last sub. par. of L.4172/2013)), the conversion - without remuneration - of warrants into common shares through the capitalization of the special reserve and the respective amendment of article 5 of the Articles of Association regarding Share Capital.

The existing shareholders can exercise their redemption right regarding conversion rights. In this way, shareholders have the option to maintain their participation percentage by paying the relevant cost to the Greek

State.

The exercise of the redemption right by the existing shareholders is performed at the redemption price, by submitting an application to the Custody Department of the Bank, within a period decided by the regular general meeting and which cannot be less than fifteen (15) days and exceeds thirty (30) days from the date of issue of warrants. The Board of Directors proposes to the General Meeting to set as a period of time within which the existing shareholders can exercise the right of redemption of warrants of five (5) working days, which will begin on the first working day after the expiration of fifteen (15) days from the date of issue of the warrants, with payment of the redemption price at the same time as the exercise of the right and to be authorized to be able to modify the above time intervals according to the evolution and the requirements of the process.

The acquisition of conversion rights, the exercise thereof, the exercise of call option and the transfer thereof do not constitute a public offering.

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.

According to article 7 of the Cabinet Act 28 / 06.07.2021: *"1. After the expiration of the total deadline provided in article 6 of this Act, the warrants are transferable securities within the meaning of par. 44 of article 4 of law 4514/2018 (A '14) and circumstance e of par. 3 of article 1 of law 3371/2005 (A '178) and are freely transferable and negotiable in a regulated market. 2. The warrants are admitted to trading on a regulated market, within the meaning of par. 21 of article 4 of law 4514/2018 at the request of the legal entity, together with the required supporting documents, if this is allowed by the rules of the regulated market. The commencement of trading of warrants takes place at the redemption price of each warrant, as specified in paragraph 2 of article 6 of this Act within a period decided by the board of directors of the legal entity and which may not be less than five (5) days and exceed the fifteen (15) days from the expiration date of the redemption period, as specified in Article 6 of this Act. The trading of the securities ends within fifteen (15) days from the date of the start of their trading. The listed warrants shall be kept and transferred in accordance with the terms and procedures of the relevant central repository where they are held and of the regulated market in which they were traded."*

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 as well as to specify the special conditions and the timetable of DTC activation and implementation, the Share Capital Increase with capitalization of special reserve and the relevant amendment of Article 5 of the Articles of Association of the Bank such as to determine the market value and the number of warrants and to take all the necessary actions for the issuance, admission to trading and conversion of securities.

The Board of Directors notifies the General Meeting that the issues related to the implementation of the mechanism, such as monitoring and certification of the annual balance of the definitive receivable of the cleared and settled claim against the Greek State that has not been set-off, the method of payment 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 redemption right by the shareholders, the time when these become tradable in a regulated market, etc. are specified in No 28/6-7-2021 Cabinet Act as amended by No 34/28-08-2021 Cabinet Act.

b) As mentioned, the market value of the warrants and the corresponding shares means the average of their stock price weighted based on the volume of transactions, during the previous thirty (30) working days from the date the tax claim becomes receivable (paragraph 2 last sub. par. of law 4172/2013). Furthermore, the shares corresponding to the documentary titles can be issued in favor of the par value (article 5 par. 6 of act no. 28 / 6-7-2021 of the Cabinet Act), and it is not possible to issue them under the par value.

The nominal value of the Bank's value currently amounts to € 0.20. The average stock price of the share weighted based on the trading volume, during the previous thirty (30) working days with reference date today is calculated at 0.104. Therefore, it becomes necessary to reduce the nominal value of each share (and consequently of the share capital) in order to allow the issuance of warrants in favor of the State and their conversion into shares, in the context of activation of the provisions of article 27A of L. 4172/2013 ("DTC"), at par without equity shares being issued.

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.

Given the above, the Board of Directors proposes to the Ordinary General Meeting of shareholders the reduction of the share capital of the Bank by reducing the nominal value of each share in order to form a special reserve according to article 31 par.2 of L.4548/2018, as amended in force, amending accordingly article 5 of the bank's articles of association regarding share capital, according to amounts that will be proposed by the Board of Directors with a newer suggestion. at the General Meeting and in a way that meets the requirements of the regulatory framework.

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 aforementioned corporate deed.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
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)
Repeat Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	



**Item 14: Other Issues - Announcements**

It is announced at the General Meeting that, following the resolution of 30-03-2022 of the Board of Directors of the Bank, further to the relevant decision of the competent Nomination and Remuneration Committee for Members of the Board of Directors, the terms of termination contract of the resigned CEO Mr. Theodoros Pantalakis were approved following the payment of the outstanding gross wages for the remaining period until the end of his contract, i.e. until 01.09.2023.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
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)
Repeat Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank	

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

**The Chairman of the Board of Directors**  
**Konstantinos Makedos**