

**Draft Resolutions/Comments of the Board of Directors
on the items of the agenda of the Extraordinary Meeting of Shareholders of Attica Bank S.A.
of 30th December 2022**

Item 1: Increase of the nominal value of the existing common registered shares from €0.07 to €10.50 by simultaneously reducing the total number of the existing common shares of the Bank by merging 150 shares into one share (reverse split), and, if required for the purpose of achieving an integer number of shares, subsequent increase of the Bank's share capital by capitalizing part of the existing special reserve. Corresponding amendment of article 5 of the Bank's Articles of Association and granting of relevant authorizations to the Bank's Board of Directors.

The Board of Directors recommends to the General Meeting to take a preparatory decision of the reduction of the total number of existing common shares of the Bank with their merge (reverse split) and in particular to apply the ratio 150 of old shares for each new share, which will result in the share capital consisting of 9,971,190 shares, of a nominal value of € 10.50 each. At the same time, in order to achieve the above integer number of shares, the Board of Directors proposes an increase of the share capital by € 7.63 with a corresponding capitalization of part of the existing special reserve. In the context of the change in the nominal value of the share, the Board of Directors proposes to amend Article 5 by adding a new paragraph at the end of Article 5 as follows: ARTICLE 5 - SHARE CAPITAL "*Pursuant to the resolution of the Extraordinary General Meeting of Shareholders of 30.12.2022, the increase in the nominal value of each existing common share was approved from 0.07 euro (€ 0.07) to ten and 0.50 euro (€10.50) , with a simultaneous reduction, due to merge, of the total number of the existing common shares of the Bank from 1,495,678,391 shares to 9,971,190 common registered voting shares with a nominal value of ten and 0.50 euro (€10.50) each (reverse split) and the subsequent increase of the share capital of the Bank by the amount of seven and 0.63 euro (€7.63) by capitalization of part of the reserve above par, in order to achieve an integer of new shares. Following the above, the total share capital of the Bank amounts to € 104,697,495.00 and is divided into 9,971,190 common, registered shares of a nominal value of ten euro and fifty cents (€ 10.50) each*"

	Minimum required	quorum	Minimum required	majority
Extraordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank		1/2 of the total voting rights (represented) plus one vote (represented)	
1st Repeat General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank			

Item 2: Reduction of the Bank's share capital by the amount of €104,198,395.50 through a reduction of the nominal value of each share from €10.50 to €0.05, with the aim of formation of a special reserve, pursuant to article 31 par. 2 Law 4548 /2018. Corresponding amendment of article 5 of the Bank's Articles of Association and granting of relevant authorizations to the Bank's Board of Directors.

Following the aforementioned in Item 1, the Board of Directors informs the General Meeting of Shareholders that apart from the reverse split a further reduction of the Bank's share capital is recommended. In this context, the Board of Directors proposes to the General Meeting the reduction of the share capital of the Bank up to the amount of € 104,198,935.50 by reducing the nominal value of each share to the amount of € 0.05 with the aim of the formation of a special reserve, pursuant to Article 31 par. 2 of Law 4548/2018.

As a consequence of the above change in the share capital of the Bank, the Board of Directors proposes to amend Article 5 by adding a new paragraph at the end of that article of its Articles of Association as follows: ARTICLE 5 - SHARE CAPITAL "*Pursuant to the resolution of the Extraordinary General Meeting of Shareholders of 30.12.2022, the reduction of the Bank's share capital to the amount of € 104,198,935.50 was approved, by reducing the nominal value of each common share from ten and 0.50 euro (€10.50), to 0.05 euro (€0.05), without modifying the total number of common shares, with the aim of the formation of a special reserve, pursuant to Article 31 par. 2 of Law 4548/2018. Following the above, the total share capital of the Bank amounts to four hundred ninety eight thousand five hundred fifty nine and 0.50 euro (€498,559.50) and is divided into 9,971,190 common registered shares with a nominal value of 0.05 euro (€0.05) each.*"

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

Item 3: Increase of the Bank's share capital by an amount of €1,753,136.55 with the possibility of partial coverage pursuant to article 28 of Law 4548/2018, by issuing up to 35,062,731 new common registered shares of a nominal value of €0.05 each and disposal through a public offer and with pre-emption rights in favor of the existing shareholders of the Bank, at an offer price of € 13.50 per share, through public offering with pre-emptive rights in favor of the existing shareholders of the Bank. Granting of relevant authorizations to the Bank's Board of Directors.

With regards to item 3 of the agenda, the Board of Directors brings to the attention of the Bank's shareholders its report dated 9.12.2022, in accordance with paragraph 4.1.3.13.2 of the Regulations of the Athens Stock Exchange and article 22 par. 1 and 2 of L.4706/2020, and recommends to the General Meeting:

(a) The increase of the Company's share capital, by an amount of €1,753,136.55 (the "**Increase**"), with the possibility of partial coverage in accordance with article 28 of L. 4548/2018, with the issuance up to 35,062,731 new, common, intangible, registered voting shares with a nominal value of €0.05 each (the "**New Shares**"), with payment in cash and with a preemptive right in favor of the Bank's existing shareholders, at an offer price of € 13.50 per share, through public offering with pre-emptive rights in favor of the existing shareholders of the Bank. The holders of preemptive rights in the Increase will be entitled to acquire New Shares at a ratio of 3.51640385951927 New Shares for each old share of the Company. The difference between the nominal value of the New Shares and their offer price, i.e. a total of €471,593,731.95, in case of full coverage of the Increase, will be credited to the Bank's equity account "Share premium".

(b) No fractions of the New Shares shall be issued and the New Shares resulting from the Increase shall be entitled to a dividend from the profits of the next fiscal year (01.01.2023-31.12.2023) and thereafter, in accordance with the applicable legislation and the Company's Articles of Association,

provided that the Ordinary General Meeting of the Bank decides on the distribution of dividends for the said year and, in addition, since the New Shares have been credited to the accounts of the beneficiaries identified through the Intangible Securities System (S.A.T.) managed by the company "Hellenic Central Securities Depository Societe Anonyme", on the cut-off date of the right to a dividend.

(c) The setting of a deadline for payment of the capital increase which shall not exceed four (4) months from the registration of the resolution for the Increase to the General Electronic Commercial Registry.

(d) The definition of a deadline of fourteen (14) days for the exercise of the pre-emptive rights of existing shareholders, in accordance with article 26 par. 2 of Law 4548/2018.

The following will have the right to participate in the share capital increase:

(i) all the shareholders of the Company, who will be registered in individual or customer accounts at the S.A.T., on the record date, as long as they retain these rights at the time of their exercise, and

(ii) those who acquire pre-emptive rights during their trading period on the Athens Stock Exchange.

(e) In the event that after the timely exercise or redemption of the pre-emptive rights there are unallocated New Shares, these shall be allocated at the discretion of the Board of Directors, in accordance with article 26 par. 4 of L. 4548/2018.

(f) The amendment of article 5 of the Bank's Articles of Association with the addition of a new paragraph at the end of article 5 as follows: *ARTICLE 5 SHARE CAPITAL "With the resolution of the Extraordinary General Meeting of shareholders dated 30.12.2022, it was decided to increase the share capital of the Bank by €1,753,136.55 with the issuance of 35,062,731 new common registered shares with a nominal value of €0.05 each, with a pre-emptive right in favor of the Bank's existing shareholders. The difference between the nominal value of the New Shares and their offer price, i.e. a total of €471,593,731.95, in case of full coverage of the Increase, will be credited to the Bank's equity account "Share premium" Following the above, the total share capital of the Bank amounts to €2,251,696.05 and is divided into 45,033,921 common registered shares with a nominal value of 0.05 euro (€0.05) each."*

(g) The granting of authorization to the Board of Directors: (i) to set the offer price of the New Shares, in accordance with article 25 par. 2 of Law 4548/2018 and to complete the missing details in the Articles of Association following the above amendment, (ii) to determine the procedure for the offering of the New Shares with public offering, and (iii) to take, in general, any necessary action for the implementation of the Increase, and to determine any other matter of the Increase and the public offering of the New Shares, to in any necessary action, act or proceeding for the purposes of effecting the Increase, including, the drafting and submission to the Capital Market Commission of the

prospectus for the purposes of the public offering and the listing for trading of the New Shares on the Athens Stock Exchange, the determination of the record date for the exercise of the pre-emptive rights of the existing shareholders of the Bank, the determination of the exact timeline of the share capital increase and the schedule in general, etc.

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

Item 4: Amendment of article 9 of the Bank's Articles of Association that will provide the possibility of issuing preference shares pursuant to article 38 of L. 4548/2018, definition of the framework for issuing preference shares, decision for issuing the relevant shares. Granting of relevant authorizations to the Bank's Board of Directors. Other Issues – Announcements.

A. The Board of Directors recommends to the General Meeting of shareholders the amendment of article 9 of the Bank's Articles of Association in such a way that envisages the possibility of issuing preference shares in accordance with article 38 of L. 4548/2018, as amended in force and also the framework for issuing preferred shares (issue of non-voting preference shares, option of receiving cumulative fixed annual return, issue with or without pre-emptive rights of existing shareholders, return of defined interest, etc.), as follows:

«ARTICLE 9

PREFERRED SHARES - REDEEMABLE SHARES

1. *The share capital increase is also feasible through the issuance of preference shares, with or without voting rights, convertible or not into common shares, or into preference shares of another class by a resolution of the General Meeting with an increased quorum and majority and under the provisions of L.4548 /2018 and the provisions of Law as in force, the option of which is defined by the General Meeting, in accordance with the provisions of Law as in force.*

5
This translation is unofficial and is intended solely, on a non-reliability basis and as a convenience, to the non-Greek-reading public. For any questions related to the accuracy of the information contained in the translation, please refer to the Greek version of the document which is the official and prevailing version. Attica Bank S.A. shall not be responsible, in any manner, for direct, indirect, special or consequential losses or any other kind of damages howsoever arising out of the use of this translation.

In the case that no dividend is distributed for one or more years, the option in favor of the shares concerns the preferential payment of dividends also for the years in which no dividend was distributed.

2. Preference shares may provide a fixed dividend or may only participate partially in the company's profits or carry other privileges on assets, including the deduction of certain interest. The withdrawal of a certain interest is feasible, provided that the preference shares will not participate in the profits of the company for a certain period of time, determined at the time of their issue. The rights granted by the preference shares are subject to the limitations of article 159 of L. 4548/2018. Preference shares, issued with the same class confer the same rights.

3. Preference shares may also be issued as convertible into common shares or into preference shares of another class. The conversion, terms and deadlines thereof are in accordance with the decision to issue the shares and the relevant provision of the Articles of Association. The right of conversion is exercised by the preferred shareholder individually with his declaration to the company and the conversion is valid from the receipt of this declaration.

4. The general meeting can, with an increased quorum and majority and under the provisions of paragraphs 3 and 4 of article 25 of L. 4548/2018, decide to convert part of the common shares into preference shares, based on the principle of equal treatment of shareholders. This paragraph applies accordingly in the case of conversion of preference shares into preference shares of another class.

5. The privileges provided by the preference shares and the limitation of the right to vote may change over time in accordance with the provisions of the Articles of Association. However, the privileges remain the same during each fiscal year.

6. The Bank, in addition to and regardless of the provisions of paragraphs 1-5 of this article, may issue preference shares, without voting rights, which will have the privilege of cumulative deduction of a fixed annual return during the years from 2027 to 2032, before the Bank's common shares and regardless of the distribution of dividend to the Bank's other shareholders, and provided that after the payment of the said amount, the Bank's capital adequacy ratios on a stand-alone and consolidated basis meet the minimum ratios set by the Bank of Greece. This return will be calculated cumulatively, i.e. if in one year all or part of the fixed annual return is not distributed, the undistributed part will be transferred for distribution in the following years. After the distribution of the total amount of the preferential yield or after the expiration of the fiscal year 2032, the said shares will be redeemable by the Bank at their nominal value.

7. The increase of the share capital is also permitted by issuing redeemable shares as referred to in article 39 of L. 4548/2018. These shares can also be issued as preference shares with or without voting rights, in accordance with article 38 of Law 4548/2018. The acquisition is made by declaration

of the Company, in accordance with the provisions of the Articles of Association and is valid only upon payment of the acquisition price.

8. By resolution of the general meeting of shareholders taken with an increased quorum and majority, it may be decided to convert part of the existing shares into redeemable shares, in accordance to the principle of equal treatment of shareholders. If there are more classes of shares, the resolution of the general meeting to convert existing shares into redeemable shares is subject to the approval of the class or classes of shares affected by this decision, with the corresponding application of paragraph 5 of article 29 of Law 4548/2018. »

B. The Board of Directors further recommends to the General Meeting of shareholders to take a resolution on the issuance of preference shares in accordance with the provision of par. 6 of article 9 of the Bank's Articles of Association, as amended and in force as aforementioned, and to authorize the Board of Directors to determine the number of of preference shares, the total and annual amount of the fixed annual return, the abolition or not of the pre-emptive right of the existing shareholders, the procedure and terms of disposal of the preference shares, any other matter related to the issue of the preference shares, any other issue related to the issuance of the preference shares, and more generally, to undertake any necessary, or intentional action or legal action for the implementation of the above, under the terms and provisions of L. 4548/2018, as in force and applied, and of the legal framework.

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

Item 5: Granting authority to the Bank's Board of Directors for the issuance of the Bank's warrants pursuant to articles 56 par. 2, 24 par. 1(b) and 27 par. 4 of L. 4548/2018 and the disposal of these shares by the Board of the Directors, with or without pre-emptions rights in favor of the existing shareholders of the Bank.

With the regards of the 5th issue, the Board of Directors recommends the granting of authority to issue, in accordance with articles 56 par. 2, 24 par. 1(b) and 27 par. 4 of L. 4548/2018, warrants of the Bank, pursuant to the aforementioned provisions, determining the conditions thereof, with or without exclusion of the pre-emptive right of the existing shareholders of the Bank. The issuance of warrants by the Board of Directors based on the above authority will be decided under the conditions and within the limits of paragraph 1(b) of article 24 of Law 4548/2018, i.e. the authority will be valid for five (5) years. Through the issuance of warrants, a total amount of €490,000,000 will be raised (in addition to those raised through the share capital increase under the 3rd item of the agenda).

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

Item 6: Submission of the Independent BoD members Report in accordance with article 9 par.5 of L.4706/2020.

The independent non-executive members of the Board of Directors jointly submit their Report to the Extraordinary General Meeting, in compliance with the provisions of article 9 par. 5. L. 4706/2020 on "*Corporate governance of societe anonyme; contemporary capital market, integration into the Greek legislation of Directive (EU) 2017/828 of the European Parliament and of the Council, measures for the implementation of Regulation (EU) 2017/1131 and other provisions*" and the relevant guidelines of the Capital Market Commission, and is not subject to vote. The report will be posted and will remain available on the Bank's website.

Item 7: Arrangement of issues of resignation of Management Executive.

According to the 29-08-2022 resolution of the Committee for the Nomination of Board of Directors' members and Remuneration, the Board of Directors at its meeting of 31-08-2022, has approved in essence the terms of the resignation of the former CEO Mr. Andreadis, as stated in the minutes of the Nomination of Board of Directors' members and Remuneration Committee, while regarding the formality of the completion of the process and the acquiring of the necessary approvals, the provisions of the legal and regulatory framework should be applied. After receiving a relevant opinion from an independent legal specialist in labor and insurance law, the Board of Directors submits the issue to the General Meeting for approval, with the payment of compensation equal to one year's wages and coverage of benefits.

	Minimum required	quorum	Minimum required	majority
Extraordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank		1/2 of the total voting rights (represented) plus one vote (represented)	
1st Repeat General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank			

Item 8: Other items – Announcements

Announcement of the election of a member of the Board of Directors in replacement of a resigned in accordance with article 82 par. 1 of L. 4548/2018.

The meeting of the Board of Directors on August 31, 2022 after the resignation of Mr. Michail Andreadis, from the position of the member of the Board of Directors as well as from the position of the Chief Executive Officer, with a resignation date of 31-8-2022, the Board of Directors elected, following the 29-08-2022 Minutes of the Nomination and Remuneration Committee for Members of the Board of Directors, as a new member of Ms. Eleni Vrettou, with the status of executive member (with a start date to exercise her executive duties of 16-09-2022). For Mrs. Vrettou, it has been verified by the above Committee that she meets the eligibility criteria provided for in the Suitability and Nomination policy for Members of the Board of Directors and in the legal framework.

With her election, i) the conditions of article 5 of L. 4706/2020 are met in conjunction with the resolutions of the General Meeting of shareholders regarding the required number of independent members of the Board of Directors, and ii) the requirements of article 3 par.1.b of L. 4706/2020 regarding adequate representation by gender on the Bank's Board of Directors.

Following the above, the Board of Directors announces to the Extraordinary General Meeting, in accordance with article 82 par. 1 of L. 4548/2018, the election of Mrs. Eleni Vrettou as a new executive member of the Board of Directors in replacement of a resigned executive member for the period until the end of the term of the current Board of Directors. (ie until 01-09-2023).

The item is not subject to vote.

The Chairman of the Board of Directors
Konstantinos Makedos