

**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 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, towards the aim of achieving 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 quorum required	Minimum majority required
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 in 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 the 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 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 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 3.51 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, and the determination of the record date for the exercise of the pre-emptive rights of the existing shareholders of the Bank.

	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 Law 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.

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 preferred shares in accordance with article 38 of Law 4548/2018, as amended in force and also the framework for issuing preferred shares (issue of non-voting preferred shares, privilege of receiving cumulative fixed annual return, issue with or without pre-emptive rights of existing shareholders, return of defined interest, etc.). The General Meeting may take a decision on the issuance of preferred shares which it will exercise, in a way that will be recommended by a newer proposal of the Board of Directors to the General Meeting and under the conditions and requirements of the legal framework. Also, the General Meeting grants authority to the Board of Directors for the aforementioned. Finally, the Board of Directors recommends to the General Meeting the granting of authority in order to specify, with a later resolution, the more specific terms and conditions for the issuance of the preferred shares and, more generally, to proceed with any necessary or intentional act, action or legal action for the implementation of the above.

	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 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 Law 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 Management Executive resignation issues.

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			

The Chairman of the Board of Directors
Konstantinos Makedos