

**DRAFT RESOLUTIONS OF THE BOARD OF DIRECTORS / COMMENTS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS, HOLDERS OF ORDINARY SHARES OF "ATTICA BANK BANKING SOCIÉTÉ ANONYME" DATED JULY 6<sup>th</sup> <sup>1</sup>**

According to article 123 par. 4 of Law 4548/2018, companies listed in an organised stock exchange are obligated, to *inter alia* post at their official website, from the date the invitation to the general meeting is published until the date the general meeting is held, a draft of the resolutions adopted for each item of the proposed Agenda or if no resolution has been proposed for approval, comments of the Board of Directors for each item of the Agenda.

Based on the above and in view of the conduct of the Ordinary General Meeting of the shareholders, holders of ordinary shares of the Bank on 06-07-2023, the suggestions/proposals of the Board of Directors on each item of the Agenda of the Ordinary General Meeting are presented, in order for the shareholders to resolve thereon.

It is noted that in order for the fees set out in items 8 and 9 of the Agenda of the General Meeting, the resolutions have been adopted by all competent bodies of the Bank, as provided for by the law and the Regulations of the Bank, while as regards the proposal for the selection of the audit firm that will undertake the audit of the financial statements for the fiscal year 2023, the relevant meeting of the Audit Committee has preceded.

**1<sup>st</sup> ITEM: Announcement of the election of members of the Board of Directors in substitution of resigned ones according to article 82 par. 1 of Law 4548/2018**

According to article 82 par. 1 of Law 4548/2018 it is announced in the General Meeting the following:

- i. The Board of Directors, in its meeting dated 08-02-2023, further to the Minutes of the Nomination & Remuneration Committee dated 08-02-2023 elected Ms Vassiliki Skoumpa as new member of the Board of Directors, in substitution of the executive member Ms Irini Maragoudaki who resigned during the meeting of the Board of Directors dated 02-02-2023, with the same as above capacity, i.e. as executive member. The eligibility criteria provided for in the BoD Members Nomination Eligibility Policy of the Bank, are met for the person in question. The election of the above member will apply for the remaining term of office of the Board of Directors.

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<sup>1</sup> Draft Resolutions of the Board of directors adopted during its meeting dated 15-06-2023 and posted on the same date.

- ii. The Board of Directors, in its meeting dated 07-06-2023, further to the Minutes of the Nomination & Remuneration Committee dated 07-06-2023 elected Mr. Riccardo Lambiris and Ms. Marianna Politopoulou as new members of the Board of Directors, in substitution of resigned non executive members Mr. Markos Koutis and Patrick Horend during the meeting of the Board of Directors dated 02-02-2023, with the same as above capacity, i.e. as non executive member. The eligibility criteria provided for in the BoD Members Nomination Eligibility Policy of the Bank, are met for the persons in question.

The above constitute an announcement and shall not be subject to a voting process.

**2<sup>nd</sup> ITEM: Election of the new Board of Directors and appointment of independent non-executive members**

a) Further to the Minutes dated 15-06-2023 of the Nomination & Remuneration Committee and based on that Minutes and the details and information set out therein in accordance with the provisions of article 18 of Law 4706/2020, the Board of Directors suggests to the General Meeting the election of a new 13<sup>th</sup> member of the Board of Directors for a three years term of office, i.e. from 06-07-2023 to 05-07-2026, which is prolonged in accordance with par. 1 of article 85 of Law 4548/2018 until the end of the deadline within which the immediate next General Meeting must convene and until the adoption of the relevant resolution, which will comprise the following members:

1. Ioannis Zografakis
2. Eleni Vrettou
3. Michalis Kefalogiannis
4. Efthimios Kiriakopoulos
5. Riccardo Lambiris
6. Marianna Politopoulou
7. Aimilios Giannopoulos
8. Charikleia Vardakari
9. Christos Alexakis
10. Despoina Doxaki
11. Theodoros Karakasis
12. Konstantinos Adamopoulos
13. Avraam (Minos) Moissis, as representative of the Hellenic Financial Stability Fund, due to the participation thereof in the share capital of the of the Bank, pursuant to the provisions of Law 3864/2010.

It is noted that according to the Minutes of the meeting of the Nomination & Remuneration Committee dated 15-06-2023, which was announced to the Board of Directors in its meeting dated

15-06-2023, it has been verified that the above members of the Board of Directors meet the eligibility criteria provided for in the BoD Members Nomination Eligibility Policy of the Bank with a critical date for checking the fulfillment of the criteria on the date of the General Meeting.

b) Next, the Board of Directors files to the General Meeting for approval, the appointment of the following persons as independent non-executive members of the Board of Directors, whose number accounts for at least 1/3 of the total number the members of the Board of Directors.

1. Michalis Kefalogiannis
2. Efthimios Kiriakopoulos
3. Ioannis Zografakis
4. Aimilios Giannopoulos
5. Charikleia Vardakari

It is noted that according to the Minutes of the meeting of the Nomination & Remuneration Committee dated 15-06-2023 which was announced to the Board of Directors in its meeting dated 15-06-2023, it has been verified that the above independent members meet both the independency criteria set out in article 9 par. 1, 2, 3 and 4 of Law 4706/2020, as well as the eligibility criteria provided for in the BoD Members Nomination Eligibility Policy of the Bank, with a critical date for checking the fulfillment of the criteria on the date of the General Meeting.

The analytical curriculum vitae of the above members of the Board of Directors are posted at the official website of the Bank [https://www.atticabank.gr/en/investors/useful-info/general-meetings?folder=2023%255C07\\_2023](https://www.atticabank.gr/en/investors/useful-info/general-meetings?folder=2023%255C07_2023)

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

**3<sup>rd</sup> ITEM: Designation of the nature of the Audit Committee, the term of office, the number and the competencies of the members thereof according to article 44 par. 1(b) of Law 4449/2017 and election of new Audit Committee**

According to the provisions of article 44 of Law 4449/2017 (Gov. Gazette A 7/24.01.2017), as amended and currently in force, the Bank, as a public interest entity, is obligated to establish an Audit Committee which will be composed by at least three (3) members, which in their majority must be independent from the audited entity, in accordance with the regulatory framework in force from time to time. The nature of the Audit Committee, the term of office, the number and the competencies of its members shall be determined by the General Meeting of the shareholders of the Bank and the Audit Committee may consist: (a) a committee of the Board of Directors, composed by non-executive members thereof and its members shall be appointed by the Board of Directors or (b) a (Mixed) Independent Committee, which is composed by non-executive members of the Board of Directors and third parties and its members are appointed by the General Meeting; a third party is every person who is not a member of the Board of Directors; or (c) an Independent Committee, which is composed only by third parties and its members are appointed by the General Meeting. All members of the Audit Committee must have adequate knowledge of the sector in which the Bank is active, while at least one (1) member of the Committee, who is independent from the Bank, must have adequate knowledge and experience in auditing and accounting operations.

The Audit Committee of the Bank was initially elected during the Extraordinary General Meeting dated 02-09-2020 with a three years term of office, i.e. until 02-09-2023.

The nature of the Audit Committee was anew specified by virtue of a resolution of the Ordinary General Meeting dated 05-07-2022 and currently constitutes a (mixed) four-members independent Committee, composed by one (1) third independent party – non-member of the Board of Directors, one (1) non-executive member of the Board of Directors, and two (2) independent non-executive members of the Board of Directors and their term of office expires on 02-09-2023.

In the context of the election of the new Board of Directors in accordance with the above and pursuant to article 44 of Law 4449/2017, as well as the Operation Regulation of the Audit Committee, the Board of Directors suggests to the General Meeting to approve the following in relation to the nature, the term of office, the number and the competencies of the members of the Audit Committee:

The Audit Committee will be a (joint) independent committee, composed by 5 members.

The term of office of the Audit Committee is proposed to be respective to the term of office of the Board of Directors.

Following the above, the Board of Directors suggests to the General Meeting in accordance with everything set out above, the election of a new (joint) independent 5member Audit Committee, whose composition is proposed, after the Nomination & Remuneration Committee verified that the independent members thereof meet the independency criteria set out in article 9 of Law 4706/2020, as follows:

- 1) Christos - Stergios Glavanis, third party – non BoD member, who meets the independency criteria set out in article 9 of Law 4706/2020, as Chairman of the Committee.
- 2) Aimilios Giannopoulos, Independent Non-executive Member of the BoD, who meets the independency criteria set out in article 9 of Law 4706/2020.
- 3) Efthimios Kiriakopoulos, Independent Non-executive Member of the BoD, who meets the independency criteria set out in article 9 of Law 4706/2020.
- 4) Avraam (Minos) Moissis, Non-executive Member, representative of the Hellenic Financial Stability Fund.
- 5) Konstantinos Adamopoulos, non-executive member of the BoD

The Committee will be reconstituted with the above composition while pursuant to article 44 of Law 4449/2017 the Chairman of the Committee is elected among its members and is independent from the Bank.

More specifically, the member of the Committee Mr. Christos - Stergios Glavanis, has adequate knowledge and experience in auditing (and accounting) and has the qualifications set out in article 44 par. 1(g) of Law 4449/2017.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

**4<sup>th</sup> Item: Filing and Approval of the Management Report of the Board of Directors and of the Audit Report of the Statutory Auditors of the Bank for the Annual Financial Statements that relate to the corporate fiscal year 2022 (01.01.2022 - 31.12.2022)**

The Board of Directors files for approval to the General Meeting the Management Report of the Board of Directors and the Audit Report of the Statutory Auditors for the corporate fiscal year 2022, which are included in the Annual Financial Report for the fiscal year 2022 which was approved by the Board of Directors of the Company on 28/04/2023 and has been posted and will remain available at the official website of the Bank via the following link:

<https://www.atticabank.gr/el/investors/investor-financial-results/periodical-financial-data?folder=2022>

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

**5<sup>th</sup> ITEM: Filing and Approval of the Financial Statements on an individual and consolidated basis for the corporate fiscal year 2022 (01.01.2022 - 31.12.2022) and on the Annual Financial Report 2022**

The Board of Directors files for approval to the General Meeting the Financial Statements for the corporate fiscal year 2022 on an individual and consolidated basis (01.01.2022 – 31.12.2022), as well as the Annual Financial Report, as these were approved by the Board of Directors of the Bank on 28/04/2023, which have been posted and will remain available at the official website of the Bank via the following link: <https://www.atticabank.gr/el/investors/investor-financial-results/periodical-financial-data?folder=2022>

According to institutional and regulatory framework currently in force, the Board of Directors suggests to the General Meeting the non-distribution of a dividend (either in cash or in the form of shares) to the holders of ordinary shares.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting	

	rights	
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**6<sup>th</sup> ITEM: Approval in accordance with article 108 of Law 4548/2018 of the overall management conducted during the corporate fiscal year 2022 (01.01.2022 - 31.12.2022) and release of the auditors for the said corporate fiscal year**

The General Meeting of the Bank is asked to approve, in accordance with article 108 of Law 4548/2018, the overall management conducted during the corporate fiscal year 2022 (01.01.2022 - 31.12.2022) and the release of the auditors for the said corporate fiscal year.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

**7<sup>th</sup> ITEM: Appointment of Statutory Auditors (Ordinary and Alternate) for the corporate fiscal year 2023 (01.01.2023 - 31.12.2023)**

Following the suggestion of the Audit Committee of the Bank, the Board of Directors suggests to the General Meeting to approve the assignment of the ordinary audit of the individual and the consolidated financial statements of the Bank for the corporate fiscal year 2023 (01.01.2023 - 31.12.2023) to the audit firm Grant Thornton with an annual fee of €398 thousands plus the corresponding VAT and an additional fee of the amount of € 99.2 thousands plus the corresponding VAT for the issuance of the Annual Tax Certificate, which is reasonable, corresponds to the market conditions based on the tasks of the audit firm and was evaluated in accordance with the framework currently in force. The conduct of the ordinary audit has been assigned to Mr. Xynas (SOEL Reg. No 34081) and Mr. Kazas (SOEL Reg. No 55641) and in case of impediment, Mr. Michalios (SOEL Reg. No 25131) and Ms. Gerasimopoulou (SOEL Reg. No 32071) have been appointed as alternate auditors.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

**8<sup>th</sup> ITEM: Filing of the Remuneration Report for the corporate fiscal year 2022 pursuant to article 112 of Law 4548/2018 and approval of remuneration and compensation of the members of the Board of Directors for the corporate fiscal year 2022 (01.01.2022 - 31.12.2022)**

The Board of Directors files to the General Meeting for discussion and approval, the Remuneration Report for the fiscal year 2022 pursuant to article 112 of Law 4548/2018, which has been audited by the competent bodies of the Bank. The vote of the shareholders is advisory. The annual Remuneration Report is available at the official website of the Bank via the following link: <https://www.atticabank.gr/el/investors/useful-info/general-meetings?folder=2023>

An analysis of the remunerations/compensations and relevant explanations as well as the conditions of the relevant agreements are presented in detail in the above Remuneration Report for the fiscal year 2022.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting	



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**9<sup>th</sup> ITEM: Preliminary approval of the remuneration and compensation of the members of the Board of Directors for the period until the next Ordinary General Meeting**

- A. The Board of Directors suggests to the General Meeting to permit, pursuant to article 109 par. 4 of Law 4548/2018 the granting of remuneration, compensation and benefits to the members of the Board of Directors until the next Ordinary General Meeting, as provided in the 2022 Remuneration Report.

The total remuneration and compensation of members of the Board of Directors the fiscal year 2023 shall not exceed the amount of € 1.5 mln on an annual basis, as in the previous fiscal year.

- B. In regards to the Remuneration Policy of the BoD members, the BoD suggests to the General Meeting that the already approved, by the Ordinary General Meeting of 22-07-2019, remains in force.

It is noted that following the assumption of duties of the new BoD, based on the above (item b), this item will be revised and if it is required will be inserted as a new item in a next General Meeting of the Bank's Shareholders.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

**10<sup>th</sup> ITEM: Amendment of the Articles of Association of the Bank**

The Board of Directors suggests to the General Meeting the amendment of articles 6, 13, 14, 15, 16, 33 and 36 of the Articles of Association of the Bank in a manner so as to be in line with the provisions of Law 4706/2020, as amended and currently in force, of Law 4548/2018 on Sociétés Anonymes, in the context of the additional options provided for and of Law 4261/2014, as follows:

AMENDMENT OF ARTICLES (CHANGES WITH MARK-UP)	ARTICLES AFTER THE INCORPORATION OF AMENDMENTS
<p style="text-align: center;">Article 6</p> <p style="text-align: center;"><b>SHARE CAPITAL INCREASE – PREEMPTION RIGHT – SHARE CAPITAL DECREASE</b></p> <p>1. ....</p> <p>2. ....</p> <p>3. ....</p> <p>4. ....</p> <p>5. In case the share capital increase is performed by payment in cash or in case a bond loan is issued via public offering and issuance of a prospectus, the provisions of article 22 of Law 4706/2020, as currently in force, shall apply.</p> <p><del>5-6</del>.....</p> <p><del>6-7</del>.....</p> <p><del>7-8</del>.....</p> <p><del>8-9</del>.....</p> <p><del>9-10</del>.....</p> <p><del>10-11</del>.....</p> <p><del>11-12</del>.....</p>	<p style="text-align: center;">Article 6</p> <p style="text-align: center;"><b>SHARE CAPITAL INCREASE – PREEMPTION RIGHT – SHARE CAPITAL DECREASE</b></p> <p>1.....</p> <p>2.....</p> <p>3.....</p> <p>4.....</p> <p>5. In case the share capital increase is performed by payment in cash or in case a bond loan is issued via public offering and issuance of a prospectus, the provisions of article 22 of Law 4706/2020, as currently in force, shall apply.</p> <p>6.....</p> <p>7.....</p> <p>8.....</p> <p>9.....</p> <p>10.....</p> <p>11.....</p> <p>12.....</p>

<p style="text-align: center;"><b>ARTICLE 13</b> <b>COMPOSITION AND TERM OF OFFICE</b></p> <p>1. ....</p> <p>2. The Board comprises executive and non-executive members and independent members in conformity with the terms and consequences of Law <del>3016/2002</del> 4706/2020, as amended. <del>At least two of the non-executive members must be independent and they are appointed by the General Meeting.</del> The capacity of the members of the Board as executive or non-executive is determined by the Board. <b>The independent non-executive members are appointed by the General Meeting or are appointed by the Board of Directors in accordance with par. 4 of article 9 of Law 4706/2020, and are at least one-third (1/3) of the total number of members and in any case, they cannot be less than two (2). In case of a fraction, this is rounded-up to the immediate next integer.</b></p> <p>3. ....</p>	<p style="text-align: center;"><b>ARTICLE 13</b> <b>COMPOSITION AND TERM OF OFFICE</b></p> <p>1. ....</p> <p>2. The Board comprises executive and non-executive members and independent members in conformity with the terms and consequences of Law 4706/2020, as amended. The capacity of the members of the Board as executive or non-executive is determined by the Board. The independent non-executive members are appointed by the General Meeting or are appointed by the Board of Directors in accordance with par. 4 of article 9 of Law 4706/2020, and are at least one-third (1/3) of the total number of members and in any case, they cannot be less than two (2). In case of a fraction, this is rounded-up to the immediate next integer.</p> <p>3. ....</p>
<p style="text-align: center;"><b>ARTICLE 14</b> <b>FORMATION OF THE BOARD OF DIRECTORS INTO A BODY CORPORATE</b></p> <p>The Board of Directors, following its election by the General Meeting of shareholders, is convened, formed into a body corporate and its members elect, by secret voting, the Chairman, the Vice Chairman, the Chief Executive Officer(-s) and/or Designated Director(-s) and their Alternates. The Board also elects among its members or not the General Directors and their Alternates.</p> <p>The Chairman may also be a Managing or Designated Director, <b>following the approval by the Bank of Greece or the Hellenic Capital Market Commission.</b></p> <p>The Chairman of the Board presides at all meetings and introduces the matters to be discussed and directs its proceedings, if all necessary approvals are given pursuant</p>	<p style="text-align: center;"><b>ARTICLE 14</b> <b>FORMATION OF THE BOARD OF DIRECTORS INTO A BODY CORPORATE</b></p> <p>The Board of Directors, following its election by the General Meeting of shareholders, is convened, formed into a body corporate and its members elect, by secret voting, the Chairman, the Vice Chairman, the Chief Executive Officer(-s) and/or Designated Director(-s) and their Alternates. The Board also elects among its members or not the General Directors and their Alternates.</p> <p>The Chairman may also be a Managing or Designated Director, following the approval by the Bank of Greece or the Capital Market Commission.</p> <p>The Chairman of the Board presides at all meetings and introduces the matters to be discussed and directs its proceedings, if all necessary approvals are given pursuant</p>

<p>to the regulatory framework in force.</p> <p>When the Chairman is absent or impeded, the Alternate Chairman presides at the meetings of the Board.</p> <p>In the event of absence of the Chairman and the Alternate Chairman, the shareholder holding the largest number of shares with voting rights may temporarily perform the Chairman's duties.</p>	<p>to the regulatory framework in force.</p> <p>When the Chairman is absent or impeded, the Alternate Chairman presides at the meetings of the Board.</p> <p>In the event of absence of the Chairman and the Alternate Chairman, the shareholder holding the largest number of shares with voting rights may temporarily perform the Chairman's duties.</p>
<p style="text-align: center;"><b>ARTICLE 15</b> <b>CONVOCACTION OF THE BOARD OF DIRECTORS</b></p> <p>1.. 2..... 3..... 4. The invitation to the BoD members may contemplate that the BoD meeting may be held <del>the Board may meet</del> by teleconference regarding certain or all members thereof. <b>The Board may convene in the same manner if all members grant their consent.</b> In this case the invitation to the Directors shall include the information and technical instructions necessary for their participation in the teleconference.</p> <p>In any case, any Director may request that the meeting is held by teleconference regarding it, if it resides in a country different than the one where the meeting is held or on other important grounds such as illness or disability or <b>an epidemic/pandemic.</b></p>	<p style="text-align: center;"><b>ARTICLE 15</b> <b>CONVOCACTION OF THE BOARD OF DIRECTORS</b></p> <p>1.. 2..... 3..... 4. The invitation to the BoD members may contemplate that the BoD meeting may be held by teleconference regarding certain or all members thereof. The Board may convene in the same manner if all members grant their consent. In this case the invitation to the Directors shall include the information and technical instructions necessary for their participation in the teleconference.</p> <p>In any case, any Director may request that the meeting is held by teleconference regarding it, if it resides in a country different than the one where the meeting is held or on other important grounds such as illness or disability or an epidemic/pandemic.</p>
<p style="text-align: center;"><b>ARTICLE 16</b> <b>ADOPTION OF RESOLUTIONS - DIRECTOR REPRESENTATION</b></p> <p>1. The Board shall form a quorum and validly adopt resolutions when one half plus one of the Directors is present or represented. In order to form quorum any resulting fraction is not taken into consideration. <b>As regards the meetings of the Board of Directors that deal with the</b></p>	<p style="text-align: center;"><b>ARTICLE 16</b> <b>ADOPTION OF RESOLUTIONS - DIRECTOR REPRESENTATION</b></p> <p>1. The Board shall form a quorum and validly adopt resolutions when one half plus one of the Directors is present or represented. In order to form quorum any resulting fraction is not taken into consideration. As regards the meetings of the Board of Directors that deal with the preparation of the financial statements of the Bank or whose</p>

<p>preparation of the financial statements of the Bank or whose Agenda includes items for whose approve the adoption of a resolution by the General Meeting with increased quorum and majority is required pursuant to Law 4548/2018, the Board of Directors is at quorum when at least two (2) independent non-executive members thereof are present.</p> <p>2. The resolutions of the Board of Directors are validly adopted by absolute majority of the votes of Directors present or represented. In the event of equal votes, the Chairman of the Board shall have the casting vote.</p> <p>3. Each Director is vested with one vote. Each Director may duly represent only one of the other Directors by means of a special written authorisation addressed to the Board of Directors or by means of a statement which is entered into the Minutes.</p> <p>4. Board members may not appoint persons other than Board members to represent them on the Board.</p>	<p>Agenda includes items for whose approve the adoption of a resolution by the General Meeting with increased quorum and majority is required pursuant to Law 4548/2018, the Board of Directors is at quorum when at least two (2) independent non-executive members thereof are present.</p> <p>2. The resolutions of the Board of Directors are validly adopted by absolute majority of the votes of Directors present or represented. In the event of equal votes, the Chairman of the Board shall have the casting vote.</p> <p>3. Each Director is vested with one vote. Each Director may duly represent only one of the other Directors by means of a special written authorisation addressed to the Board of Directors or by means of a statement which is entered into the Minutes.</p> <p>4. Board members may not appoint persons other than Board members to represent them on the Board.</p>
<p style="text-align: center;"><b>ARTICLE 33</b> <b>CONVOCAION OF THE GENERAL MEETING AND</b> <b>PLACE OF MEETING</b></p> <p>1.....</p> <p>2.....</p> <p>3.....</p> <p>4. By virtue of the relevant resolution of the Board of Directors, the General Meeting may not convene in a physical place, but may instead be entirely held with the participation of all participants remotely, with electronic means, in accordance with the provisions and conditions of the legislation currently in force.</p>	<p style="text-align: center;"><b>ARTICLE 33</b> <b>CONVOCAION OF THE GENERAL MEETING AND</b> <b>PLACE OF MEETING</b></p> <p>1.....</p> <p>2.....</p> <p>3.....</p> <p>4. By virtue of the relevant resolution of the Board of Directors, the General Meeting may not convene in a physical place, but may instead be entirely held with the participation of all participants remotely, with electronic means, in accordance with the provisions and conditions of the legislation currently in force.</p>
<p style="text-align: center;"><b>ARTICLE 36</b> <b>EXCEPTIONAL QUORUM</b></p> <p>1. Exceptionally, with respect to resolutions related to the change in the Company's nationality, object, increase in shareholders' liability, ordinary increase of the Company's share capital, except for an increase imposed by the provisions of the law or an increase through</p>	<p style="text-align: center;"><b>ARTICLE 36</b> <b>EXCEPTIONAL QUORUM</b></p> <p>1. Exceptionally, with respect to resolutions related to the change in the Company's nationality, object, increase in shareholders' liability, ordinary increase of the Company's share capital, except for an increase imposed by the provisions of the law or an increase through</p>

<p>capitalisation of reserves and the decrease in share capital, unless if the latter is in conformity with paragraph 5 of article 21 or paragraph 6 of article 49 of Law 4548/2018, concerning a change in profit appropriation method, a merger, split-off, transformation, revival, extension of duration or dissolution, delegation or renewal of powers to the Board to decide for the share capital increase as per paragraph 1 of article 24 of Law 4548/2018, <b>the approval of derogations in the use of funds raised in accordance with article 22 of Law 4706/2020, the disposal of assets in accordance with article 23 of Law 4706/2020</b> and in any other case provided for by law where the General Meeting shall resolve by increased quorum and majority, the meeting shall be at quorum and validly resolve on the items of the initial agenda when shareholders representing half (1/2) of the paid-up share capital are present or represented thereat.</p> <p>2.....</p>	<p>capitalisation of reserves and the decrease in share capital, unless if the latter is in conformity with paragraph 5 of article 21 or paragraph 6 of article 49 of Law 4548/2018, concerning a change in profit appropriation method, a merger, split-off, transformation, revival, extension of duration or dissolution, delegation or renewal of powers to the Board to decide for the share capital increase as per paragraph 1 of article 24 of Law 4548/2018, raised in accordance with article 22 of Law 4706/2020, the disposal of assets in accordance with article 23 of Law 4706/2020 and in any other case provided for by law where the General Meeting shall resolve by increased quorum and majority, the meeting shall be at quorum and validly resolve on the items of the initial agenda when shareholders representing half (1/2) of the paid-up share capital are present or represented thereat.</p> <p>2.....</p>
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	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

**11<sup>th</sup> ITEM: Filing of the Annual Report of the Audit Committee for the transactions within the year 2022 in accordance with article 44 of Law 4449/2017**

In conformity with the provisions of article 44, par. 1(i) of Law 4449/2017, the Board of Directors files to the General Meeting the Annual report of the Audit Committee for the transactions within the year 2022, which has been posted and will be available at the official website of the Bank via the following link: <https://www.atticabank.gr/el/investors/useful-info/general-meetings?folder=2023>. The Annual report of the Audit Committee within the year 2022 is filed to the General Meeting in accordance with article 44, par. 1(i) of Law 4449/2017, as currently in force, and it is not subjected to a voting process.

**12<sup>th</sup> ITEM. Filing of the Report of the Independent Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020**

In conformity with the provisions of article 9, par. 5 of Law 4706/2020, the Board of Directors files to the General Meeting the report of the independent members of the Board of Directors for 2022, which has been posted and will be available at the official website of the bank at the following link: <https://www.atticabank.gr/el/investors/useful-info/general-meetings?folder=2023> and it is not subjected to a voting process.

**13<sup>th</sup> ITEM. Disclosure of the agreements concluded which fall under the scope of application of article 99 of Law 4548/2018, in accordance with article 97 par. 1(b) of Law 4548/2018.**

A) It is announced in the General Meeting that by virtue of its resolution dated 14-12-2022, the Board of Directors of the bank (Minutes of the BoD No 1397/14-12-2022) granted a special



authorisation, in accordance with articles 99-101 of Law 4548/18, for the granting of a Pledge and Financial Collateral to the Hellenic Financial Stability Fund (the "HFSF") on an account of the Bank which is kept in the Bank of Greece, as well as for the conclusion of a relevant agreement. The HFSF deposited in the said account the amount that corresponds to its participation in the concluded Share Capital Increase of the Bank of approximately €329 m. and until the completion thereof, in accordance with the provisions of Law 4548/2018, while the relevant agreement describes the terms and conditions for the deposit of the above amount by the HFSF, the reasons for which the HFSF participated, as well as the terms and conditions either for the withdrawal of the above amount by the Bank in the account for the Share Capital Increase or for the activation of the pledge and the collection of the amount by the HFSF. The above transaction was subject to the conditions of article 100 par. 3 of Law 4548/2018.

The Hellenic Financial Stability Fund (HFSF) is a related party to the Bank, being the major shareholder thereof, since it holds 1,039,572,091 ordinary registered shares in the Bank, which correspond to a percentage of 69.5% of its total share capital.

The above resolution was adopted based on the Evaluation Report dated 13-12-2022 that was drafted by Mr Konstantinos Stamelos, Certified Auditor-Accountant (SOEL Reg. No 26841), member of the Audit Firm "RSM Greece S.A.". The relevant extract of the Minutes of the Board of Directors (No 1397/14-12-2022) was registered in the General Commercial Registry (G.E.MI.) on 15-12-2022 with Registration Code 3372416. Next on 04-05-2023, the Minutes of the BoD No 1405/16-03-2023 was registered in the General Commercial Registry (G.E.MI.) with Registration Code 3586844, with which it was ascertained that the ten (10) days deadline set out in par. 3 of article 100 of Law 4548/2018 elapsed without effect, i.e. no shareholder requested the convocation of the General Meeting for the adoption of a resolution in relation to the special authorisation; consequently, the agreement is deemed definitely valid in accordance with par. 3 of article 100 of Law 4548/2018, in conjunction with the resolution of the Board of Directors of the Bank dated 14-12-2022.

B) It is announced to the General Meeting that by virtue of its resolution dated 24-04-2023, the Board of Directors of the Bank (Minutes of the BoD No 1408/24-04-2023) granted a special authorisation in accordance with articles 99-101 of Law 4548/2018, for the acceptance of the terms and conditions of the Investment Agreement between the Hellenic Financial Stability Fund (HFSF), the company Thrivest Holding Ltd, the Pancreta Bank Société Anonyme and the Bank, for the participation of the HFSF, Thrivest and Pancreta Bank in the share capital increase of the Bank currently in progress and their investment in the Bank, to the extent the assumption of the relevant obligations relates to the HFSF, in accordance with the particular conditions of the above Investment Agreement. Based on the above Agreement, the Bank and the HFSF establish a relationship, in the sense of the Bank's carrying out of acts and actions against the other parties for

its implementation. The above transaction is subject to the provisions of article 100 par. 3 of Law 4548/2018.

The above resolution was adopted based on the Evaluation Report dated 24-04-2023 that was drafted by Mr Konstantinos Stamelos, Certified Auditor-Accountant (SOEL Reg. No 26841), member of the Audit Firm "RSM Greece S.A.".

The relevant extract of the Minutes of the Board of Directors (No 1408/24-04-2023) was registered in the General Commercial Registry (G.E.MI.) on 10-05-2023 with Registration Code 3596941.

The ten (10) days deadline set out in par. 3 of article 100 of Law 4548/2018 elapsed without effect, i.e. as ascertained in the Minutes No 1414//08/06/2023 of the Board of Directors, whose publication is pending in GEMI, i.e. no shareholder requested the convocation of the General Meeting for the adoption of a resolution in relation to the special authorisation in accordance with articles 99-101 of Law 4548/2018; consequently, the agreement is deemed definitely valid in accordance with par. 3 of article 100 of Law 4548/2018.

**14<sup>th</sup> ITEM: Granting of consent in accordance with article 98 par. 1 of Law 4548/2018 to members of the Board of Directors and the Managers of the Bank for their participation in the Board of Directors or the Administration of Companies pursuing the same or similar business objects**

The Board of Directors suggests to the General Meeting to approval in accordance with article 98 par. 1 of law 4548/2018 the granting of consent to members of the Board of Directors and Managers of the Bank for their participation in Boards of Directors or the Administration of Companies pursuing the same or similar business objects with those of the Bank or in order to act as provided for in any of the other cases set out in the article in question, provided that a justified resolution of the Board of Directors will precede, which will verify that there is no substantial impediment whatsoever.

The participation in companies not pursuing the same or similar business objects is regulated in accordance with the Law and the Policies of the Bank.

	<b>Minimum quorum required</b>	<b>Minimum majority required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented

Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	
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**15th ITEM: Activation of the provisions of article 27A of 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 other provisions concerning the inclusion within the framework of the provisions of the aforementioned article.**

By virtue of the resolutions of the General Meetings dated 06.07.2015 and 22.11.2015 the Bank was subjected to the special regime of article 27A of Law 4172/2013, as amended and currently in force for the conversion of deferred tax credits to certain and cleared credits (receivables) against the Hellenic Republic, for the following cases:

- Deferred tax on the amount of the accumulated provisions from credit risk.
- Deferred tax on the remainder of the debit difference that resulted from the impairment of the Greek State Bonds.

The balance of the above two categories on 30.06.2015 is depicted in the financial statements that were filed for approval to the General Meeting, as well as the deferred tax asset, following the annual amortization, from 2011 to 31.12.2021 and after the activation of article 27A in the fiscal year 2020 and the collection of the amount of Euro 151,854,439.86. Article 27A was activated in the fiscal year 2021 and the amount of Euro 22,817,998.42 was collected. The accounting result after taxes for the fiscal year 2022 is recorded as loss, according to the corporate financial statements that were lawfully audited and approved by the Ordinary General Meeting of the Shareholders of the Bank. With the activation of the provisions of article 27A of the abovementioned law, as amended and currently in force, the deferred tax credits on personal differences are converted into definite and cleared credits (receivables) against the Hellenic Republic. The amount of the definite and cleared credits (receivables) is specified by multiplying the total amount of the deferred tax credits specified, by the percentage represented by the accounting loss, after tax, for the fiscal year on the total equity, as depicted in the relevant annual financial statements of the Bank, which have been prepared for the relevant accounting period, not including the accounting loss of the fiscal year [Tax Credits = Amount of Deferred Tax Credits of

financial statements x accounting loss after tax, of the fiscal year /(equity - accounting loss after tax of the fiscal year] and amounts to Euro 63,944,501.88.

Taking into account that the accounting result after taxes for the fiscal year 2022 is loss, according to the corporate financial statements that were lawfully audited and approved by the Ordinary General Meeting of the Shareholders of the Bank and in implementation of the above, the Board of Directors suggests to the Board of Directors the anew activation of the provisions of article 27A of Law 4172/2013, as amended and currently in force, with the conversion of the deferred tax credits on personal differences, into definite and clear credits (receivables) against the Hellenic Republic, the formation of special reserves (which corresponds to 100% of the tax credits (receivables)), which is exclusively purported for the share capital increase, the free-of-charge (with no consideration) issuance of certificates of acquisition rights to the Hellenic Republic (which correspond to ordinary shares of a total market value equal to one hundred per cent (100%) of the amount of the definite and cleared tax credits (receivables), while the market value is the average of the stock exchange price of the ordinary share, weighted based on the trading volume during the past thirty (30) business days from the date the tax credits (receivables) become due and payable (par. 2 last subparagraph of Law 4172/2013), the free-of-charge conversion, of the certificates into ordinary shares with the capitalisation of the special reserves formed and the respective amendment of article 5 of the Articles of Association with respect to the Share Capital.

The existing shareholders are entitled to exercise the acquisition right of the conversion rights. In this manner, shareholders are granted the opportunity to preserve their holding, by paying the relevant cost to the Hellenic Republic.

The exercise of the acquisition right by the existing shareholders is at the acquisition price, by filing a request to the Shareholders Service Division of the Bank, within a deadline resolved by the Ordinary General Meeting which may not be less than fifteen (15) days or higher than thirty (30) days from the date the warrants will be issued. The Board of Directors suggests to the General Meeting to define as the period of time within which the existing shareholders shall be entitled to exercise the acquisition right for the certificates, the period of fifteen (15) days, which will commence on the first business day after the lapse of fifteen (15) days from the date the certificates will be issued, with payment of the acquisition price in parallel with the exercise of the acquisition right and to authorise the Board of Directors to be able to modify the above periods of time with respect to the progress and the requirements of the relevant procedure.

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

The above warrants that will be converted into ordinary shares, may be issued above par and can be freely transferred by their holders.

According to article 7 of the Act of the Ministerial Council No 28/06.07.2021: "1. *After the end of the aggregate deadline provided for in article 6 of this Act, certificates constitute securities in the sense of par. 44 of article 4 of Law 4514/2018 (Gov. Gazette A 14) and case par. 3(e) of article 1 of Law 3371/2005 (Gov. Gazette A 178) and are therefore freely transferable and tradable in a regulated market, in the sense of par. 21 of article 4 of Law 4514/2018, upon the request of the legal entity, along with the necessary supporting documents, if so permitted by the rules of the regulated market. The securities start to be traded each at its acquisition price, as specified in par. 2 of article 6 of this Act, within a deadline which is defined by the Board of Directors of the legal entity which cannot be less than five (5) days or higher than fifteen (15) days from the end of the period within which the acquisition right can be exercised, as such is specified in article 6 of this Act. Trading of securities ends within fifteen (15) days from their first trading date. Listed securities are kept and transferred in accordance with the conditions and the procedures of the relevant central securities depository that holds them and of the regulated market in which they were listed for trading.*"

In addition, the Board of Directors suggests to the Ordinary General Meeting of the Shareholders to grant the power to the Board of Directors of the Company to proceed with all necessary actions for the implementation of the above as well as in order to determine the particular conditions and the time schedule for the activation and implementation of the DTC, the share capital increase with the capitalization of the special reserves and the respective amendment of article 5 of the Articles of Association of the Bank, including but not limited to, to specify the market value and the number of warrants and to proceed with all necessary actions for the implementation of the issuance, the listing for trading and the conversion of the securities. Finally, the Board of Directors suggests to the Ordinary General Meeting of Shareholders, the granting of special authorization to the Bank's Board of Directors in order to carry out all necessary actions for the termination of the Bank's inclusion in the framework of the provisions of Art. 27A of L.4172/2013.

The Board of Directors informs the General Meeting that any issues related to the application of the mechanism, such as monitoring and certifying the non-offset annual balance of the definite and cleared credits (receivables) against the Hellenic Republic, the payment manner thereof to the Bank, which is either with cash or cash equivalent, as such are specified in Standard 7 of the International Accounting Standards (IAS 7), the main conditions governing the conversion rights, their transfer, the transfer value, the time and the procedure for the exercise of the acquisition right by the shareholders, the time at which the securities are rendered tradable in an organised market etc. are regulated by the Act No 28/6-7-2021 of the Ministerial Decision, as amended by the Act No 34/25-08-2021 of the Ministerial Council.

	<b>Minimum</b>	<b>quorum</b>	<b>Minimum</b>	<b>majority</b>
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	<b>required</b>	<b>required</b>
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

#### **16<sup>th</sup> ITEM: Other Issues – Announcements**

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We kindly request the approval of this proposal in its entirety as well as the approval of the relevant posting.

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