

SUPPLEMENT NO. 1 DATED 15 DECEMBER 2021 TO THE PROSPECTUS DATED 18 NOVEMBER 2021



(incorporated as a société anonyme under the laws of the Hellenic Republic)

This supplement (the "**Prospectus Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the prospectus (the "**Prospectus**"), within the meaning of Article 6 and Article 10 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") of Attica Bank S.A. ("**Attica Bank**" or the "**Issuer**"), which comprises (i) a summary (the "**Summary**"), as approved by the HCMC on 18 November 2021, (ii) a registration document, as approved by the Hellenic Capital Market Commission (the "**HCMC**") on 4 October 2021, as supplemented by way of a supplement, as approved by the HCMC on 18 November 2021 (the "**Registration Document**"), and (iii) a securities note (the "**Securities Note**"), as approved by the HCMC on 18 November 2021, relating to (i) the offering to the public of 1,200,000,000 new ordinary registered shares with voting rights and a nominal value of €0.20 each in the share capital of the Issuer (the "**New Ordinary Shares**") to be issued by Attica Bank (the "**Public Offering**"); and (ii) the admission to trading (the "**Admission**") of the New Ordinary Shares on the Main Market of the Regulated Securities Market of the Athens Stock Exchange ("**ATHEX**").

Withdrawal right

Investors who have already agreed to subscribe for New Ordinary Shares before the date of this Prospectus Supplement shall have the right, exercisable within three (3) working days after the publication of this Prospectus Supplement, to withdraw their subscription for such New Ordinary Shares. The last day on which such right of withdrawal can be exercised shall be 20 December 2021.

In particular:

- (a) the right of withdrawal is only granted to those investors who had already agreed to subscribe for New Ordinary Shares before this Prospectus Supplement was published;
- (b) the period in which investors can exercise their right of withdrawal shall commence on 16 December 2021 and shall expire on 20 December 2021, at 02:00 p.m., Athens time; and
- (c) investors may contact the Participants of the Securities Accounts or file a relevant request at branches of Attica Bank, during business days and hours, should they wish to exercise the right of withdrawal.

Investing in the New Ordinary Shares involves risks. Prospective investors should read the entire Prospectus and, in particular, the "Risk Factors" beginning on page 13 of the Registration Document and on page 9 of the Securities Note, when considering an investment in the New Ordinary Shares.

This Prospectus Supplement constitutes a supplement for the purposes of Article 23(1) of the Prospectus Regulation and will be valid for a period of twelve (12) months from its approval by the board of directors of the HCMC. In the event of any significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus, as supplemented by this Prospectus Supplement, which may affect the assessment of the New Ordinary Shares and which arises or is noted between the time when this Prospectus Supplement is approved and the closing of the Public Offering or the time when the trading of the New Ordinary Shares begins, whichever occurs later, a new supplement shall be published in accordance with Article 23 of the Prospectus Regulation, without undue delay, in accordance with at least the same arrangements made for the publication of the Prospectus.

The board of directors of the HCMC approved this Prospectus Supplement on 15 December 2021 only in connection with the information furnished to investors, as required under the Prospectus Regulation, and Delegated Regulation (EU) 2019/980 of 14 March 2019, and only as meeting the standards of completeness, comprehensibility and consistency provided for in the Prospectus Regulation. The approval of this Prospectus Supplement by the HCMC shall not be considered as an endorsement of Attica Bank or of the quality of the Attica Bank's securities. Prospective investors should make their own assessment as to the suitability of investing in Attica Bank's securities.

The date of this Prospectus Supplement is 15 December 2021.

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A. DEFINITIONS AND GLOSSARY

Terms given a defined meaning in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Prospectus Supplement.

B. PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL

1. GENERAL INFORMATION

The drafting and distribution of this Prospectus Supplement have been made in accordance with the provisions of applicable law. This Prospectus Supplement includes all information required by the Prospectus Regulation, Delegated Regulation (EU) 2019/980 of 14 March 2019, the applicable provisions of Law 4706/2020 and the enabling relevant decisions of the HCMC, relevant to Attica Bank and its securities.

Prospective investors seeking additional information and clarifications related to this Prospectus Supplement may contact Attica Bank, during working days and hours, at 23, Omirou Street, 106-72 Athens, Greece (Mr Nikolaos Koutsogiannis, Chief Financial Officer, +30 210 3669230 and Mr Georgios Triantafyllopoulos, Chief Transformation and Administration Officer, +30 210 3669174).

2. THIRD-PARTY INFORMATION

Any information included in this Prospectus Supplement deriving from third-party sources is marked as such, it identifies the source of any such information that has been reproduced accurately and, so far as Attica Bank is aware and is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Any market data used in this Prospectus Supplement has been obtained from Attica Bank's internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications, including, without limitation, reports, and press releases prepared and issued by the IMF, the Hellenic Statistical Authority ("ELSTAT"), the Bank of Greece, the Hellenic Bank Association, Eurostat, the European Commission, the Public Debt Management Agency and the ATHEX, as well as the Stability Programme of the Hellenic Republic for the period 2020-2023, and the Monthly Statistical Bulletins of the ECB. Market research, publicly available information and industry publications generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Attica Bank accepts responsibility for accurately extracting and reproducing the same but accepts no further or other responsibility in respect of the accuracy or completeness of such information.

Unless explicitly provided otherwise or the context otherwise requires, all statistical data pertaining to Attica Bank's market position that is indicated to be derived from the Bank of Greece are the product of Attica Bank's internal calculations and analysis using data provided by the Bank of Greece.

3. APPROVAL BY THE COMPETENT AUTHORITY

This Prospectus Supplement was approved on 18 November 2021 by the board of directors of the HCMC (1, Kolokotroni and Stadiou, 105 62 Athens, Greece, telephone number: +30 210 3377100, <http://www.hcmc.gr/>), as competent authority pursuant to the Prospectus Regulation, as applicable, and Law 4706/2020. The board of directors of the HCMC approved this Prospectus Supplement only as meeting the standards of completeness, comprehensibility and consistency provided for in the Prospectus Regulation, and this approval shall not be considered as an endorsement of Attica Bank or of the quality of Attica Bank's securities. In making an investment decision, prospective

investors must rely upon their own examination and analysis as to their investment in Attica Bank's securities.

4. PERSONS RESPONSIBLE

The natural persons who are responsible for drawing up this Prospectus Supplement, on behalf of Attica Bank, and are responsible for this Prospectus Supplement, as per the above, are Mr Nikolaos Koutsogiannis, Chief Financial Officer and Mr Georgios Triantafyllopoulos, Chief Transformation and Administration Officer. Their address is the address of Attica Bank: 23, Omirou Street, 106-72 Athens, Greece. Attica Bank, the members of the Board and the natural persons who are responsible for drawing up this Prospectus Supplement on Attica Bank's behalf are responsible for its contents pursuant to article 60 of Law 4706/2020.

For further details on the composition of the members of the Board see section 8 "*Administrative Management, Supervisory Bodies and Senior Management—Management and corporate governance of Attica Bank—Board of Directors*" of the Registration Document.

Attica Bank, the members of the Board and the natural persons who are responsible for drawing up this Prospectus Supplement on Attica Bank's behalf declare that they have been informed and agree with the content of this Prospectus Supplement and certify that, after they exercised due care for this purpose, the information contained herein, to the best of their knowledge, is true, this Prospectus Supplement makes no omission likely to affect its import, and it has been drafted in accordance with the provisions of the Prospectus Regulation, Delegated Regulation (EU) 2019/980 of 14 March 2019 and the applicable provisions of Law 4706/2020.

5. DISTRIBUTION OF THIS PROSPECTUS SUPPLEMENT

This Prospectus Supplement will be made available to investors, in accordance with Article 21, paragraph 2 of the Prospectus Regulation, in electronic form on the following websites:

- Attica Bank: <http://www.atticabank.gr/en/>
- ATHEX: <http://www.helex.gr/el/web/guest/company-prospectus>
- HCMC: http://www.hcmc.gr/el_GR/web/portal/elib/deltia

In addition, printed copies of this Prospectus Supplement, will be made available to investors at no extra cost, if requested, at the address of Attica Bank: 23, Omirou Street, 106-72 Athens, Greece.

1 SUMMARY

1.1 WHO IS THE ISSUER OF THE NEW ORDINARY SHARES

The information set out below supplements section 2.1 of the Summary, entitled "*Who is the Issuer of the New Ordinary Shares*".

The last paragraph under the heading "*Major Shareholders*", as well as the second table therein, shall be deleted in their entirety and replaced with the following:

"As at 11 November 2021 and Admission, respectively, there will be no options or other dilutive instruments in issue in respect of the Ordinary Shares of Attica Bank. Save for the Transaction Term Sheet and the implementation of the investments in Attica Bank by the Private Investors pursuant to it, Attica Bank is not aware of any arrangement, the operation of which may, at a subsequent date, result in a change in control of Attica Bank.

The table below sets out Attica Bank's shareholding structure after the Share Capital Increase, taking into account the commitments made by e-EFKA, TMEDE and the HFSF, under the assumptions, according to the announcement made on ATHEX by the Issuer on 13 December 2021, that: (a) the HFSF shall subscribe for New Ordinary Shares of a total value of the maximum amount specified in the Transaction Term Sheet, *i.e.* €153,765,391, (b) other existing Shareholders do not subscribe for New Ordinary Shares, and (c) the remaining New Ordinary Shares are allocated to Ellington as per the provisions of the Transaction Term Sheet, hence the Share Capital Increase is subscribed for in full:

Shareholders ⁽¹⁾	Number of Ordinary Shares	Percentage %
e-EFKA	125,586,839	10.26%
TMEDE	179,930,077	14.70%
HFSF	785,360,056	64.15%
Ellington	131,702,795	10.76%
Other Shareholders (<5%)	1,649,678	0.13%
Total	1,224,229,445	100%

⁽¹⁾ One Ordinary Share corresponds to one voting right."

1.2 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?

The information set out below supplements section 2.3 of the Summary, entitled "*What Are The Key Risks That Are Specific To The Issuer?*".

Paragraphs (b) and (c) shall be deleted in their entirety and replaced with the following:

"(b) There can be no assurance that the Issuer's planned credit expansion targets using new share capital as envisaged in the Business Plan, or under the new business plan of the Issuer to be developed pursuant to the Transaction Term Sheet, will be achieved in the anticipated timeframe or at all and the expected benefits of this strategy may not materialise, which could have a material adverse effect on its business, financial condition and results of operations.

(c) Attica Bank's management, business decisions and operations may be affected by the HFSF and/or the Private Investors."

1.3 KEY INFORMATION ON THE OFFER OF THE NEW ORDINARY SHARES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

The information set out below supplements section 4.1 of the Summary, entitled "*Under Which Conditions And Timetable Can I Invest In The New Ordinary Shares?*".

1.3.1 Under the heading "*General Terms and Conditions*", all references to "8 December 2021" shall be deleted and replaced with "17 December 2021".

1.3.2 After the second paragraph under the heading "*General Terms and Conditions*", the following shall be added:

"Following the HFSF's public announcement on 7 December 2021 about the successful completion of the exclusive negotiations between the HFSF and the Private Investors, and receipt on 8 December 2021 by Attica Bank of a letter from the HFSF whereby the HFSF informed Attica Bank about its decision to exercise its pre-emptive right in respect of 15,220,674 out of the 16,533,102 Ordinary Shares held by it, on the same day the Board approved:

- (a) the extension of the period for exercising the pre-emptive rights under the New Ordinary Shares until 17 December 2021; and
- (b) the granting of a right of free withdrawal from subscriptions for New Ordinary Shares to investors who have already exercised their pre-emptive rights, which may be exercised until the end of the period for exercise of pre-emptive rights, *i.e.* until 17 December 2021.

Following receipt by Attica Bank of two (2) letters sent by the HFSF and TMEDE on 13 December 2021, informing Attica Bank about the key terms of the Transaction Term Sheet, on 14 December 2021 the Board resolved to, *inter alia*, file a supplement to the Prospectus within the meaning of article 23 of the Prospectus Regulation, and grant a right of withdrawal to those investors who had already agreed to subscribe for New Ordinary Shares before the supplement was published, exercisable within three (3) working days after the publication of such supplement."

The last two (2) paragraphs under the heading "*General Terms and Conditions*" shall be deleted in their entirety and replaced with the following:

"The following Shareholders have committed to subscribe for New Ordinary Shares as follows:

- In a letter addressed to the Issuer, dated 4 November 2021, the HFSF, in its capacity as shareholder of Attica Bank (holding 16,533,102 Ordinary Shares, corresponding to 68.24% of the Existing Issued Share Capital of Attica Bank) has committed to subscribe for New Ordinary Shares up to the percentage of its current participation. Further, in a letter received by the Issuer on 8 December 2021 the HFSF informed Attica Bank about its decision to exercise its pre-emptive rights in respect of 15,220,674 out of the 16,533,102 Ordinary Shares held by it, and in accordance with the terms of the Transaction Term Sheet, as notified to Attica Bank on 13 December 2021, the HFSF shall participate in the Share Capital Increase for an amount of up to €153,765,391, by exercising its pre-emptive rights and subscribing for the corresponding New Ordinary Shares.
- In a letter addressed to the Issuer dated 3 November 2021, TMEDE, in its capacity as shareholder of Attica Bank (holding 3,561,102 Ordinary Shares, corresponding to 14.70% of the Existing Issued Share Capital of Attica Bank) has committed to exercise in full its corresponding pre-emptive rights.
- In a letter addressed to the Issuer dated 4 November 2021, e-EFKA, in its capacity as shareholder of Attica Bank (holding 2,485,563 Ordinary Shares, corresponding to 10.30% of the Existing Issued Share Capital of Attica Bank) has committed to:
 - (i) exercise in full its corresponding pre-emptive rights; and
 - (ii) maintain its participation percentage in the share capital of Attica Bank for a period of six (6) months after the commencement of trading of the New Ordinary Shares.

Other than the above, to the knowledge of the Issuer, no major Shareholder or member of the Issuer's management, supervisory or administrative bodies intends to subscribe for New Ordinary Shares, and no other person intends to subscribe for more than five per cent. of the Public Offering."

1.3.3 The heading "*Expected Timetable*" shall be deleted in its entirety and replaced with the following:

Date	Event
05.11.2021	Attica Bank's Board approves the Share Capital Increase
18.11.2021	Approval of Prospectus by the HCMC
18.11.2021	Publication of announcement regarding the availability of the Prospectus in the Daily Statistical Bulletin of the ATHEX and on the Issuer's website
18.11.2021	Publication of the Prospectus
18.11.2021	ATHEX approval for the commencement of trading and exercise of pre-emptive rights*
18.11.2021	Announcement of the date of detachment of the pre-emptive rights and the period of trading and exercise of pre-emptive rights
19.11.2021	Last day of trading of Existing Ordinary Shares with pre-emptive rights
22.11.2021	Detachment of pre-emptive rights and adjustment of share price
23.11.2021	Record date for the beneficiaries of pre-emptive rights
24.11.2021	Crediting of pre-emptive rights on the Securities Accounts of the beneficiaries
25.11.2021	Commencement of trading and exercise of pre-emptive rights
03.12.2021	Last day of trading of pre-emptive rights
15.12.2021	Approval of Prospectus Supplement by the HCMC
15.12.2021	Publication of announcement regarding the availability of the Prospectus Supplement in the Daily Statistical Bulletin of the ATHEX and on the Issuer's website
15.12.2021	Publication of the Prospectus Supplement
16.12.2021	Commencement of exercising of Withdrawal Right**
17.12.2021	Last day of exercising of pre-emptive rights
20.12.2021	Last day of exercising of Withdrawal Right
20.12.2021	Allocation and disposal of any unsubscribed New Ordinary Shares
21.12.2021	Certification of payment of the Share Capital Increase
21.12.2021	Announcement on the subscription of the Share Capital Increase
22.12.2021	ATHEX approval for the admission to trading of the New Ordinary Shares*
22.12.2021	Announcement on the date of admission to trading of the New Ordinary Shares
23.12.2021	Commencement of trading of New Ordinary Shares

* Subject to the competent ATHEX committee meeting on that date.

** Pursuant to a decision of the Board, dated 8 December 2021, investors were granted the right of free withdrawal from subscriptions for New Ordinary Shares, exercisable already prior to the publication of the Prospectus Supplement, from 9 December 2021.

Investors should note that the above timetable is indicative and subject to change, in which case Attica Bank will duly and timely inform the investors pursuant to a public announcement. The admission to trading of the New Ordinary Shares is subject to ATHEX approval, which is given following the submission of the required supporting documentation and inspection thereof by ATHEX."

1 ΠΕΡΙΛΗΠΤΙΚΟ ΣΗΜΕΙΩΜΑ

1.1 ΠΟΙΟΣ ΕΙΝΑΙ Ο ΕΚΔΟΤΗΣ ΤΩΝ ΝΕΩΝ ΚΟΙΝΩΝ ΜΕΤΟΧΩΝ;

Οι πληροφορίες που παρατίθενται κατωτέρω συμπληρώνουν την ενότητα 2.1 του Περιληπτικού Σημειώματος με τίτλο "Ποιος είναι ο Εκδότης των Νέων Κοινών Μέτοχων;".

Η τελευταία παράγραφος στην υποενότητα "Κύριοι Μέτοχοι" καθώς και ο δεύτερος πίνακας διαγράφονται στο σύνολό τους και αντικαθίστανται ως εξής:

"Κατά την 11 Νοεμβρίου 2021 και την Εισαγωγή, αντίστοιχα, δεν θα υπάρχουν δικαιώματα προτίμησης ή άλλες εκδοθείσες αξίες που μειώνουν τη συμμετοχή στο μετοχικό κεφάλαιο. Με εξαίρεση τη Συμφωνία Βασικών Όρων Συναλλαγής και την υλοποίηση των επενδύσεων στην Attica Bank από τους Ιδιώτες Επενδυτές δυνάμει αυτής, δεν υπάρχει γνωστή στον Εκδότη συμφωνία, της οποίας η εφαρμογή θα μπορούσε, σε μεταγενέστερη ημερομηνία, να επιφέρει αλλαγές όσον αφορά τον έλεγχο του Εκδότη.

Στον παρακάτω πίνακα παρατίθεται η μετοχική σύνθεση της Attica Bank μετά την Αύξηση, λαμβάνοντας υπόψη τις δεσμεύσεις που έγιναν από το e-ΕΦΚΑ, το ΤΜΕΔΕ και το ΤΧΣ, υπό τις παραδοχές, σύμφωνα με την ανακοίνωση του Εκδότη στο Χ.Α. στις 13 Δεκεμβρίου 2021, ότι: (α) το ΤΧΣ θα εγγραφεί για Νέες Κοινές Μετοχές συνολικής αξίας ίσης με το μέγιστο ποσό που προβλέπεται στη Συμφωνία Βασικών Όρων, ήτοι €153.765.391, (β) οι λοιποί υφιστάμενοι Μέτοχοι δεν συμμετέχουν στην κάλυψη Νέων Κοινών Μετοχών, και (γ) οι εναπομείνουσες Νέες Κοινές Μετοχές κατανέμονται στην Ellington σύμφωνα με τις διατάξεις της Συμφωνίας Βασικών Όρων Συναλλαγής, και επομένως η Αύξηση θα καλυφθεί πλήρως:

Μέτοχοι ⁽¹⁾	Αριθμός Κοινών Μετοχών	Ποσοστό %
e-ΕΦΚΑ	125.586.839	10,26%
ΤΜΕΔΕ	179.930.077	14,70%
ΤΧΣ	785.360.056	64,15%
Ellington	131.702.795	10,76%
Λοιποί Μέτοχοι (<5%)	1.649.678	0,13%
Σύνολο	1.224.229.445	100%

⁽¹⁾ Μια Κοινή Μετοχή αντιστοιχεί σε ένα δικαίωμα ψήφου"

1.2 ΠΟΙΟΙ ΕΙΝΑΙ ΟΙ ΒΑΣΙΚΟΙ ΚΙΝΔΥΝΟΙ ΠΟΥ ΑΦΟΡΟΥΝ ΕΙΔΙΚΑ ΤΟΝ ΕΚΔΟΤΗ

Οι πληροφορίες που παρατίθενται κατωτέρω συμπληρώνουν την ενότητα 2.3 του Περιληπτικού Σημειώματος με τίτλο "Ποιοι Είναι οι Βασικοί Κίνδυνοι που Αφορούν Ειδικά τον Εκδότη,"

Οι παράγραφοι (β) και (γ) διαγράφονται και αντικαθίστανται ως εξής:

"(β) Δεν μπορεί να παρασχεθεί καμία διαβεβαίωση ότι οι σχεδιαζόμενοι από τον Εκδότη στόχοι για αύξηση της παροχής πιστώσεων μέσω της χρήσης νέων κεφαλαίων, όπως προβλέπεται στο Επιχειρηματικό Σχέδιο, ή στο νέο επιχειρηματικό σχέδιο του Εκδότη το οποίο θα διαμορφωθεί σύμφωνα με τη Συμφωνία Βασικών Όρων Συναλλαγής, θα επιτευχθούν στο αναμενόμενο χρονοδιάγραμμα ή και στο σύνολό τους, ενώ τα οφέλη αυτής της στρατηγικής μπορεί να μην επιτευχθούν, γεγονός που μπορεί να έχει ουσιώδη δυσμενή επίδραση στην επιχειρηματική δραστηριότητα, στη χρηματοοικονομική κατάσταση και στα λειτουργικά αποτελέσματα.

(γ) Η διοίκηση της Attica Bank, οι επιχειρηματικές αποφάσεις και η λειτουργία της μπορεί να επηρεαστούν από το ΤΧΣ ή/και τους Ιδιώτες Επενδυτές."

1.3 ΒΑΣΙΚΕΣ ΠΛΗΡΟΦΟΡΙΕΣ ΓΙΑ ΤΗ ΔΗΜΟΣΙΑ ΠΡΟΣΦΟΡΑ ΤΩΝ ΝΕΩΝ ΚΟΙΝΩΝ ΜΕΤΟΧΩΝ ΚΑΙ ΤΗΝ ΕΙΣΑΓΩΓΗ ΜΕΤΟΧΩΝ ΠΡΟΣ ΔΙΑΠΡΑΓΜΑΤΕΥΣΗ ΣΕ ΡΥΘΜΙΖΟΜΕΝΗ ΑΓΟΡΑ

Οι πληροφορίες που παρατίθενται κατωτέρω συμπληρώνουν την ενότητα 4.1 του Περιληπτικού Σημειώματος "Υπό ποιες Προϋποθέσεις και Χρονοδιάγραμμα Μπορώ να Επενδύσω Στις Νέες Κοινές Μετοχές;"

1.3.1 Κάτω από τον τίτλο "Γενικοί όροι και προϋποθέσεις", όλες οι αναφορές στην "8 Δεκεμβρίου 2021" διαγράφονται και αντικαθίστανται σε "17 Δεκεμβρίου 2021".

1.3.2 Μετά τη δεύτερη παράγραφο κάτω από τον τίτλο "Γενικοί όροι και προϋποθέσεις", προστίθενται οι ακόλουθες παράγραφοι:

"Μετά τη δημόσια ανακοίνωση του ΤΧΣ στις 7 Δεκεμβρίου 2021 σχετικά με την επιτυχή ολοκλήρωση των αποκλειστικών διαπραγματεύσεων μεταξύ του ΤΧΣ και των Ιδιωτών Επενδυτών και τη λήψη από την Attica Bank στις 8 Δεκεμβρίου 2021 επιστολής του ΤΧΣ με την οποία το ΤΧΣ ενημέρωσε την Attica Bank για την απόφασή του να ασκήσει το δικαίωμα προτίμησης για 15.220.674 από τις συνολικά 16.533.102 κοινές μετοχές που κατέχει, την ίδια ημέρα το Διοικητικό Συμβούλιο ενέκρινε:

- (α) την παράταση της περιόδου για την άσκηση δικαιωμάτων προτίμησης ως προς τις Νέες Κοινές Μετοχές έως τις 17 Δεκεμβρίου 2021· και
- (β) τη χορήγηση δικαιώματος υπαναχώρησης από εγγραφές για Νέες Κοινές Μετοχές σε επενδυτές που έχουν ήδη ασκήσει τα δικαιώματα προτίμησης τους, δυνάμενου να ασκηθεί μέχρι το τέλος της περιόδου άσκησης των δικαιωμάτων προτίμησης, δηλαδή έως τις 17 Δεκεμβρίου 2021.

Μετά την λήψη από την Attica Bank δύο (2) επιστολών που εστάλησαν από το ΤΧΣ και το ΤΜΕΔΕ στις 13 Δεκεμβρίου 2021, με τις οποίες ενημέρωναν την Attica Bank για τους βασικούς όρους του της Συμφωνίας Βασικών Όρων Συναλλαγής, το ΔΣ ενέκρινε στις 14 Δεκεμβρίου 2021, μεταξύ άλλων, την υποβολή Συμπληρώματος του Ενημερωτικού Δελτίου, κατά την έννοια του άρθρου 23 του Κανονισμού για το Ενημερωτικό Δελτίο, και την παροχή δικαιώματος υπαναχώρησης σε όσους επενδυτές είχαν ήδη εγγραφεί για Νέες Κοινές Μετοχές πριν από τη δημοσίευση του Συμπληρώματος, το οποίο δύναται να ασκηθεί εντός τριών (3) εργάσιμων ημερών μετά τη δημοσίευση του Συμπληρώματος."

1.3.3 Οι δύο (2) τελευταίες παράγραφοι υπό τον τίτλο "Γενικοί όροι και προϋποθέσεις" διαγράφονται στο σύνολό τους και αντικαθίστανται ως εξής:

"Οι παρακάτω Μέτοχοι έχουν δεσμευθεί να εγγραφούν για την κάλυψη Νέων Κοινών Μετοχών ως εξής:

- Σε επιστολή προς τον Εκδότη με ημερομηνία 4 Νοεμβρίου 2021, το ΤΧΣ, υπό την ιδιότητά του ως μέτοχος της Attica Bank, κατέχοντας 16.533.102 Κοινές Μετοχές, που αντιστοιχούν στο 68,24% του Υφιστάμενου Εκδοθέντος Μετοχικού Κεφαλαίου της Attica Bank, έχει δεσμευτεί να εγγραφεί για Νέες Κοινές Μετοχές έως το ποσοστό της τρέχουσας συμμετοχής του. Περαιτέρω, με επιστολή που έλαβε ο Εκδότης στις 8 Δεκεμβρίου 2021, το ΤΧΣ ενημέρωσε την Attica Bank για την απόφασή του να ασκήσει τα δικαιώματα προτίμησης για 15.220.674 μετοχές από τις συνολικά 16.533.102 που κατέχει και σύμφωνα με τους όρους της Συμφωνίας Βασικών Όρων Συναλλαγής, όπως γνωστοποιήθηκε στην Attica Bank στις 13 Δεκεμβρίου 2021, το ΤΧΣ θα συμμετάσχει στην Αύξηση για ποσό έως €153.765.391, ασκώντας τα δικαιώματα προτίμησης του και εγγραφόμενο για την κάλυψη των αντίστοιχων Νέων Κοινών Μετοχών.
- Σε επιστολή προς τον Εκδότη με ημερομηνία 3 Νοεμβρίου 2021, το ΤΜΕΔΕ, υπό την ιδιότητά του ως μέτοχος της Attica Bank, κατέχοντας 3.561.102 Κοινές Μετοχές, που αντιστοιχούν στο 14,70% του Υφιστάμενο Εκδοθέντος Μετοχικού Κεφαλαίου της

Attica Bank, έχει δεσμευτεί να ασκήσει πλήρως τα αντίστοιχα δικαιώματα προτίμησής του.

- Σε επιστολή προς τον Εκδότη με ημερομηνία 4 Νοεμβρίου 2021, ο e-ΕΦΚΑ, υπό την ιδιότητά του ως μέτοχος της Attica Bank, κατέχοντας 2.485.563 Κοινές Μετοχές, που αντιστοιχούν στο 10,30% του Υφιστάμενου Εκδοθέντος Μετοχικού Κεφαλαίου της Attica Bank, έχει δεσμευτεί να:

- (i) ασκήσει στο σύνολό τους τα δικαιώματα προτίμησης που του αντιστοιχούν, και
- (ii) να διατηρήσει το ποσοστό συμμετοχής του στο μετοχικό κεφάλαιο της Attica Bank για περίοδο έξι (6) μηνών μετά την έναρξη της διαπραγμάτευσης των Νέων Κοινών Μετοχών.

Πέραν των ανωτέρω, ο Εκδότης δεν γνωρίζει άλλους βασικούς Μετόχους ή μέλη διοικητικών, διαχειριστικών ή εποπτικών οργάνων που σκοπεύουν να καλύψουν Νέες Κοινές Μετοχές ούτε άλλα πρόσωπα τα οποία σκοπεύουν να καλύψουν περισσότερο από 5 τοις εκατό της Δημόσιας Προσφοράς."

1.3.4 Ο τίτλος «*Αναμενόμενο Χρονοδιάγραμμα*» διαγράφεται στο σύνολό του και αντικαθίσταται ως εξής:

Ημερομηνία	Γεγονός
05.11.2021	Έγκριση της Αύξηση από το ΔΣ της Attica Bank
18.11.2021	Έγκριση του Ενημερωτικού Δελτίου από την ΕΚ
18.11.2021	Δημοσίευση της ανακοίνωσης σχετικά με τη διάθεση του Ενημερωτικού Δελτίου στο Ημερήσιο Δελτίο Τιμών του Χ.Α. και στην ιστοσελίδα του Εκδότη
18.11.2021	Δημοσίευση του Ενημερωτικού Δελτίου
18.11.2021	Έγκριση του Χ.Α. για την έναρξη της διαπραγμάτευσης και την άσκηση των δικαιωμάτων προτίμησης*
18.11.2021	Ανακοίνωση για την ημερομηνία αποκοπής των δικαιωμάτων προτίμησης και για την περίοδο διαπραγμάτευσης και άσκησης των δικαιωμάτων προτίμησης
19.11.2021	Τελευταία ημέρα διαπραγμάτευσης των Υφιστάμενων Κοινών Μετοχών με δικαιώματα προτίμησης
22.11.2021	Αποκοπή των δικαιωμάτων προτίμησης και προσαρμογή της τιμής της μετοχής
23.11.2021	Ημερομηνία καταγραφής για τους δικαιούχους των δικαιωμάτων προτίμησης
24.11.2021	Πίστωση των δικαιωμάτων προτίμησης στους Λογαριασμούς Αξιογράφων των δικαιούχων
25.11.2021	Έναρξη της διαπραγμάτευσης και άσκηση των δικαιωμάτων προτίμησης
03.12.2021	Τελευταία ημέρα της διαπραγμάτευσης δικαιωμάτων προτίμησης
15.12.2021	Έγκριση του Συμπληρώματος από την ΕΚ
15.12.2021	Δημοσίευση της ανακοίνωσης σχετικά με τη διάθεση του Συμπληρώματος στο Ημερήσιο Δελτίο Τιμών του Χ.Α. και στην ιστοσελίδα του Εκδότη
15.12.2021	Δημοσίευση του Συμπληρώματος
16.12.2021	Έναρξη άσκησης Δικαιώματος Υπαναχώρησης**
17.12.2021	Τελευταία ημέρα άσκησης δικαιωμάτων προτίμησης
20.12.2021	Τελευταία ημέρα άσκησης Δικαιώματος Υπαναχώρησης
20.12.2021	Κατανομή και διάθεση αδιάθετων Νέων Κοινών Μετοχών
21.12.2021	Πιστοποίηση καταβολής της Αύξησης
21.12.2021	Ανακοίνωση για την κάλυψη της Αύξησης

- 22.12.2021 Έγκριση του Χ.Α. για την εισαγωγή προς διαπραγμάτευσης των Νέων Κοινών Μετοχών*
- 22.12.2021 Ανακοίνωση για την ημερομηνία εισαγωγής προς διαπραγμάτευση των Νέων Κοινών Μετοχών
- 23.12.2021 Έναρξη της διαπραγμάτευσης Νέων Κοινών Μετοχών

* Με την επιφύλαξη της συνεδρίασης της αρμόδιας επιτροπής του Χ.Α. την ημερομηνία αυτή.

** Σύμφωνα με την απόφαση του ΔΣ με ημερομηνία 8 Δεκεμβρίου 2021, χορηγήθηκε στους επενδυτές δικαίωμα ελεύθερης υπαναχώρησης από εγγραφές για Νέες Κοινές Μετοχές, δυνάμενο να ασκηθεί πριν τη δημοσίευση του Συμπληρώματος, από τις 9 Δεκεμβρίου 2021.

Οι επενδυτές θα πρέπει να σημειώσουν ότι το ως άνω χρονοδιάγραμμα είναι ενδεικτικό και υπόκειται σε αλλαγές, οπότε στην περίπτωση αυτή η Attica Bank θα ενημερώσει εγκαίρως και καταλλήλως τους επενδυτές μέσω δημόσιας ανακοίνωσης. Η εισαγωγή των Νέων Κοινών Μετοχών προς διαπραγμάτευση υπόκειται στην έγκριση του Χ.Α., η οποία χορηγείται μετά την υποβολή των απαιτούμενων εγγράφων και τον έλεγχο τους από το Χ.Α.."

2 REGISTRATION DOCUMENT

2.1 DEFINITIONS AND GLOSSARY

The information set out below supplements the section of the Registration Document entitled "**Definitions and Glossary**".

The following new definitions shall be included:

"Ellington"	Ellington Solutions S.A. together with ES GINI Investments Limited (the latter acting as an investment vehicle advised by Ellington Solutions S.A.) or any investment fund(s) and/or legal entity/ies managed and controlled by the aforementioned companies, to which their investment in Attica Bank pursuant to the Transaction Term Sheet may be transferred.
"Private Investors"	Collectively TMEDE and Ellington.
"Prospectus Supplement"	The supplement which has been drafted by the Issuer in accordance with article 23 of Prospectus Regulation solely for the purpose of the Public Offering and Admission, that has been approved by the board of directors of the HCMC.
"Transaction Term Sheet"	A legally binding term sheet dated 9 December 2021, between HFSF, TMEDE, Ellington Solutions S.A. and ES GINI Investments Limited (the latter acting as an investment vehicle advised by Ellington Solutions S.A.) setting out the general framework for their investment in the Issuer.

2.2 RISK FACTORS

The information set out below supplements section 1 of the Registration Document entitled "**Risk Factors**".

Risk factors under numbers 1, 2, 3 and 5 in section 1.1 (*RISKS RELATING TO THE ISSUER'S BUSINESS*) shall be deleted in their entirety and replaced by the following:

1. Failure to timely meet the applicable capital adequacy ratios through the successful completion of the Share Capital Increase or of any other capital action contemplated in the Business Plan may lead to the implementation of one or more resolution measures and/or the request of public financial support for Attica Bank, which will have a material adverse effect on Shareholders (or holders of other capital instruments) and/or its business, financial condition, results of operations and prospects.

As at 30 June 2021, the Issuer's capital adequacy ratios, Common Equity Tier 1 (CET 1) ratio, Tier 1 (T1) ratio, and overall capital ratio stood at 3.1%, 3.1% and 6.4%, respectively, which are lower than the required thresholds under the CRR.

In accordance with Pillar I of the Basel Framework, the Issuer needs to maintain, on a continuous basis, a common Equity Tier 1 (CET 1) ratio of 4.5%, a Tier 1 (T1) ratio of 6.0% and an overall capital ratio of 8.0%.

Based on the SREP, conducted by the Bank of Greece on an annual basis, the capital adequacy ratios that should be met by the Issuer are as follows: Common Equity Tier 1 (CET 1) Ratio: 9.52%; Tier 1 (T1) ratio: 11.53%; and overall capital ratio: 14.21%. Based on the Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2020 (or Interim Reviewed Consolidated

Financial Statements as at and for the six-month period ended 30 June 2021), for the Issuer to comply with these minimum ratios it requires €180 million, €240 million and €300 million (or €200 million, €260 million and €320 million), respectively.

The immediate restoration of the Issuer's total capital ratio is a major priority for the Issuer, so its management has undertaken a series of capital actions, including the securitisations described in section 11.6 "*Securitisations*" and the Share Capital Increase, that will further enhance its capital ratios. Such capital actions are fully described in the Issuer's capital plan, which is an integral part of the 2021 to 2023 business plan of Attica Bank approved by the Board on 28 April 2021 (the "**Business Plan**"). In case of failure of the Share Capital Increase and of the other capital actions, resolution measures may be activated by the competent authorities that could lead to bail in, or precautionary recapitalisation and other recapitalisation measures by the HFSF, or other measures described in the BRRD. Partial success of all capital actions that will not lead to compliance with the thresholds defined in SREP may also lead to a similar process. In this regard please also refer to the risks described under section 1.4 paragraph 1 "*The Bank Recovery and Resolution Directive may have a material adverse effect on the Group's and the Issuer's business, financial condition, results of operations and prospects*" and section 1.4 paragraph 3 "*The Issuer is required to maintain minimum capital ratios, and changes in regulation may result in uncertainty about its ability to achieve and maintain required capital levels and liquidity*".

The Issuer is carrying out the Share Capital Increase to attract fresh equity and restore the Issuer's capital adequacy ratios in order to meet its Business Plan goals which include the doubling of its loan book in 3 years. The successful completion of such Share Capital Increase will significantly increase the Issuer's capital adequacy ratios, with remaining DTC balances falling well below 33% of CET1. In particular, if the Share Capital Increase is subscribed for in full, the capital adequacy ratio (CET1) of the Issuer on a *pro forma* and standalone basis, shall increase by approximately 8.8 pps (from 3.1% to 11.9%). It is, however, noted that according to the Transaction Term Sheet, following completion of the Share Capital Increase, the HFSF and the Private Investors shall procure that Attica Bank will proceed with the conduct of a due diligence to be completed by no later than 31 March 2022. In case there is no reasonable assurance until mid-January 2022 that the pre-rating of the senior notes of the outstanding securitisations of Attica Bank by a credit rating agency will be timely completed, a specialised firm in securitisation transactions will be appointed to assess the potential losses through the inclusion of such securitisations in HAPS. The purpose of the aforementioned actions shall be to quantify any provisioning gap regarding the overall Attica Bank's exposures and identify actions to record in the annual financial statements of the financial year 2021 to cover any additional provisions, which could potentially result in further capital restoration actions.

On 13 December 2021 Attica Bank was notified that the HFSF and the Private Investors entered into the Transaction Term Sheet in relation to their investment in Attica Bank, including their participation in the Share Capital Increase (for further information please refer to section 9.1 "*Major Shareholders-The Transaction Term Sheet*"). Failure to raise the equity needed for the restoration of the Issuer's capital adequacy ratios through the Share Capital Increase or future capital actions and/or the transactions contemplated under the Transaction Term Sheet, as well as any provisioning gap regarding Attica Bank's overall exposures that may be identified through the actions that shall be carried out pursuant to the Transaction Term Sheet may force the regulatory authorities to subject Attica Bank to resolution measures and/or Attica Bank to request public financial support which will have a material adverse effect on its Shareholders (or holders of other capital instruments) and/or its business, financial condition, results of operations and prospects. For more information regarding the Issuer's capital action plans please refer to sections 11.1 "*Capital Management*" and 16 "*Profit Forecasts*".

It is also noted that according to the Transaction Term Sheet, the HFSF and the Private Investors have

agreed that a 5 year strategic business plan will be developed and adopted by Attica Bank; it follows that the Business Plan from 2022 onwards could be amended and there can be no assurance as to its content.

2. *There can be no assurance that the Issuer's planned credit expansion targets using new share capital as envisaged in the Business Plan, or under the new business plan of the Issuer to be developed pursuant to the Transaction Term Sheet, will be achieved in the anticipated timeframe or at all and the expected benefits of this strategy may not materialise, which could have a material adverse effect on its business, financial condition and results of operations.*

The Business Plan envisages the raising of €300 million worth of fresh equity over a three-year time period, in order to finance the doubling of the Issuer's loan book by the end of 2023. The Issuer's capital adequacy ratio obligations and the amounts that it would need to raise through a share capital increase are described in paragraph 11.1 "*Capital Management - Capital adequacy ratios*" within section 11 "*Information on the capital of the Group*".

There can be no assurance that the Issuer's planned credit expansion targets using new share capital as envisaged in the Business Plan (including from the Share Capital Increase) will be achieved in the anticipated timeframe or at all. The Issuer's ability to implement its planned credit expansion and achieve significant new lending volumes depends on a variety of factors, some of which are outside of the Issuer's control, including, *inter alia*, delays in the recovery of the Greek economy and in particular loan demand or other adverse global macroeconomic developments, market disruptions and unexpected increases in funding costs. Therefore, even if the Share Capital Increase is successful, there can be no assurance that the Issuer will be able to successfully implement its strategy and achieve the goals it has set for credit expansion within the expected timeframe or at all, and the expected benefits of this strategy may not materialise (see sections 6.4 "*Asset Quality and NPEs*", 11.1 "*Capital Management*" and 16 "*Profit Forecasts*"). This, in turn, could have a material adverse effect on the Issuer's business, financial condition and results of operations.

It is also noted that according to the Transaction Term Sheet, the HFSF and the Private Investors have agreed that a 5 year strategic business plan will be developed and adopted by Attica Bank; it follows that the Business Plan from 2022 onwards could be amended and there can be no assurance as to its content.

3. *Attica Bank's management, business decisions and operations may be affected by the HFSF and/or the Private Investors.*

Following the Conversion of the Warrants, the HFSF has become a Shareholder pursuant to the last subparagraph of the DTC Law and currently holds 68.2% of the total Ordinary Shares and voting rights of Attica Bank. Accordingly, it is the largest Shareholder. Moreover, as a result of the HFSF's shareholding in Attica Bank, its rights under Law 3864/2010 (the "**HFSF Law**") and the relationship framework agreement to be concluded with the Issuer (the "**Relationship Framework Agreement**"), the HFSF will have additional rights unrelated to its percentage shareholding in the capital of the Issuer.

As a result of the above, the HFSF has certain rights regarding certain corporate actions of the Issuer requiring Shareholder approval, the functioning and decision making of the Board, the Issuer's business, strategy and future prospects. No assurance can be given that, in exercising such rights, the HFSF's interests will always be aligned with the interests of other Shareholders. For more information on certain special rights of the HFSF as a Shareholder, see section 15.7 "*Regulation and Supervision of Banks in Greece—The HFSF—Special rights of the HFSF*" and "*Regulation and Supervision of Banks in Greece*

—*The HFSF— The Relationship of HFSF with Attica Bank - The Relationship Framework Agreement*".

Furthermore, pursuant to article 10 of the HFSF Law, the HFSF establishes, with the assistance of an independent consultant, the criteria for the evaluation of members of the Board and its committees and any additional committees the HFSF deems necessary, taking into account international best practices. The HFSF also issues specific recommendations for changes and improvements in the corporate governance of Attica Bank under the Relationship Framework Agreement in accordance with the provisions of the HFSF Law. Furthermore, the HFSF, pursuant to article 10 of the HFSF Law, is entitled to appoint a Director and has the power to veto, through such Director, decisions relating to dividend distributions, remuneration policies and other specifically enumerated commercial and management decisions. For more information on the special rights afforded to the HFSF, see section 15.7 "*Regulation and Supervision of Banks in Greece—The HFSF—Special rights of the HFSF*" and "*Regulation and Supervision of Banks in Greece —The HFSF— The Relationship of HFSF with Attica Bank - The Relationship Framework Agreement*". See also section 8.2 "*Administrative, Management and Supervisory Bodies and Senior Management—Board of Directors*".

Consequently, pursuant to the HFSF Law and the Relationship Framework Agreement, the HFSF has certain rights regarding the functioning and decision making of the Board and the exercise of such rights might have a material adverse effect on the interests of the remaining Shareholders.

Further to the above, on 13 December 2021 Attica Bank was notified that the HFSF and the Private Investors entered into the Transaction Term Sheet in relation to their investment in Attica Bank (for further information please refer to section 9.1 "*Major Shareholders-The Transaction Term Sheet*"). Under the Transaction Term Sheet, among other arrangements, the HFSF and the Private Investors are committing to make a second investment in Attica Bank by no later than three (3) months following the publication of its 2021 annual financial statements. Such second investment shall result in the Private Investors holding a percentage of approximately 68% of the share capital of the Attica Bank and shall consist of a share capital increase either with pre-emptive rights or without and potentially a third share capital increase, or an issuance by Attica Bank of warrants or any other alternative financial instrument such as a convertible bond loan. In addition, the HFSF and the Private Investors shall nominate, within the corporate legal provisions, members of the Board in accordance with their shareholding in Attica Bank as such will be at any given point in time, while, until such time as the Private Investors obtain 68% of the registered share capital of Attica Bank, certain measures and transactions of major importance (as such shall be defined in more detail in a shareholders' agreement to be entered into between the HFSF and the Private Investors) may only be carried out following approval of (i) all members of the Board and/or (ii) the General Meeting (for further information please refer to section 9.1 "*Major Shareholders-The Transaction Term Sheet – (c) Other terms – (ii) Board Composition and (iii) Reserved Matters*"). Consequently, the actions of HFSF and/or the Private Investors contemplated under the Transaction Term Sheet may have a material adverse effect on the interests of the remaining Shareholders."

5. *The Issuer may be unable to successfully deliver the strategic initiatives envisaged in its Business Plan, which may adversely affect its business, capital adequacy, financial condition and results of operations.*

The Issuer is implementing a new business and operational model, including significant investment in its IT infrastructure, and expanding its offering of digital services. To achieve its strategic goals (as set out in section 5.5 "*2021 to 2023 Business Plan*"), the Issuer is implementing new projects with the purpose of improving the quality of the digital services it provides while also transforming its existing branch network from a traditional network to a hybrid model with supply points of digital products and

services that meet the needs of its customers. Attica Bank's priority is the increase of its revenue through the expansion of its product variety and improvement of operational efficiency.

The implementation of the Business Plan is, however, subject to conditions and various risks that are beyond the Issuer's control, including market conditions and the macroeconomic environment in jurisdictions outside of Greece, and regulatory approvals. There is no assurance that the Issuer will be able to successfully realise its expected business development or that the anticipated benefits will materialise therefrom. In particular, please refer to sections 6.4 "Asset Quality and NPEs", 11.1 "*Information on the capital of the Group—Capital Management*" and 16 "*Profit Forecasts*". If the Issuer is unable to successfully execute its Business Plan, it could have a material adverse effect on its business, capital adequacy, financial condition and results of operations. It is also noted that according to the Transaction Term Sheet, the HFSF and the Private Investors have agreed that a 5 year strategic business plan will be developed and adopted by Attica Bank; it follows that the Business Plan from 2022 onwards could be amended and there can be no assurance in relation to its content.

2.3 GROUP'S BUSINESS OVERVIEW

The information set out below supplements section 5 of the Registration Document entitled "**Group's Business Overview**".

The following paragraph shall be added at the end of sub-section "*5.5 2021 to 2023 Business Plan*":

"According to the Transaction Term Sheet, the HFSF and the Private Investors have agreed that a 5 year strategic business plan will be developed and adopted by Attica Bank. Also the HFSF and the Private Investors have agreed on certain general principles that shall be implemented through Attica Bank's business plan in the next 10-year period. It follows that the Business Plan from 2022 onwards could be amended, pursuant to the mutual agreement between the HFSF and the Private Investors and there can be no assurance in relation to its content".

2.4 TREND INFORMATION

The information set out below supplements section 6 of the Registration Document entitled "**Trend Information**".

The following paragraph shall be added before the last two (2) paragraphs of sub-section "*6.8 Deferred Tax Assets And Capital Actions*":

"Further actions pursuant to the Transaction Term Sheet

In the context of the Transaction Term Sheet, entered into on 9 December 2021, between the HFSF and the Private Investors (jointly the "**Parties**") it has been agreed *inter alia* that the Parties are committing to make a second investment in Attica Bank by no later than three (3) months following the publication of its 2021 annual financial statements, and TMEDE and Ellington are to finally hold a percentage of approximately 68% of the share capital of Attica Bank. Such second investment shall consist of a share capital increase either with pre-emptive rights or without (the "Second SCI") and potentially a "Third Capital Injection". The Third Capital Injection (if any) shall be structured either as a third share capital increase, or as an issuance by Attica Bank of warrants or any other alternative financial instrument such as a convertible bond loan to be agreed between the Parties. For more information about the Transaction Term Sheet, please refer to section "*9.1 Major Shareholders - The Transaction Term Sheet - (b) Further actions and Second Investment*"."

2.5 MAJOR SHAREHOLDERS

The information set out below supplements section 9 of the Registration Document entitled "**Major Shareholders**".

The last paragraph of sub-section "9.1 Major Shareholders" shall be deleted in its entirety and replaced with the following:

"Save for the Transaction Term Sheet, Attica Bank is not aware of any arrangement, the operation of which may, at a subsequent date, result in a change in control of Attica Bank.

The Transaction Term Sheet

On 13 December 2021 and on 14 December 2021, Attica Bank was notified by the HFSF and TMEDE about the key terms of the Transaction Term Sheet entered into on 9 December 2021, between the HFSF and the Private Investors (jointly the "**Parties**"), as follows:

(a) Participation in the Share Capital Increase

The Parties shall participate in the Share Capital Increase as follows:

- (i) The HFSF shall participate for an amount of up to €153,765,391, by exercising its pre-emptive rights and subscribing to the corresponding New Ordinary Shares to allow Ellington to be allotted unsubscribed New Ordinary Shares as per below;
- (ii) the Private Investors, namely TMEDE and Ellington, shall participate for a total amount of €62,000,000 as follows:
 - TMEDE shall exercise its pre-emptive rights in full and subscribe for the corresponding New Ordinary Shares; and
 - Ellington shall acquire any and all of the unsubscribed New Ordinary Shares, being both any unsubscribed New Ordinary Shares resulting from any minority Shareholders not exercising their pre-emptive rights as well as unsubscribed New Ordinary Shares resulting from HFSF not exercising its pre-emptive rights in full, as mentioned above; and
- (iii) if the amount of the unsubscribed New Ordinary Shares allocated to Ellington by Attica Bank, is not sufficient to allow Ellington, together with TMEDE, to participate in the Share Capital Increase for the total amount of €62,000,000, the difference between the amount of €62,000,000 and the amount actually paid by the Private Investors for acquiring New Ordinary Shares, shall increase Ellington's participation in the Second Investment (as defined below).

(b) Further actions and Second Investment

Following completion of the Share Capital Increase, the Parties shall procure that Attica Bank will proceed with the conduct of a due diligence (the "**DD Exercise**") to be completed by no later than 31 March 2022. In case there is no reasonable assurance until mid-January 2022 that the pre-rating of the outstanding securitizations of Attica Bank by a credit rating agency will be timely completed, a reputable, independent and specialized firm in securitization transactions will be appointed to assess the potential losses through the inclusion of such securitizations in HAPS (the "**Hercules Assessment**").

The purpose of the DD Exercise & potential Hercules Assessment shall be to quantify any provisioning gap regarding the overall Attica Bank's exposures and identify actions to record in the annual financial statements of the financial year 2021 to cover the additional provisions.

Following completion of the above, the Parties are committing to make a second investment in Attica Bank by no later than three (3) months following the publication of its 2021 annual financial statements, and TMEDE and Ellington are to finally hold a percentage of approximately 68% of the share capital of Attica Bank. Such second investment shall consist of a share capital increase either with pre-emptive

rights or without (the "**Second SCI**") and potentially a "**Third Capital Injection**" (the Second SCI together with the Third Capital Injection, the "Second Investment").

The Third Capital Injection (if any) shall be structured either as a third share capital increase, or as an issuance by Attica Bank of warrants or any other alternative financial instrument such as a convertible bond loan to be agreed between the Parties.

The amount of the Second SCI and the Third Capital Injection (to the extent required), as well as the number of Ordinary Shares to be issued to each of the Parties will be based on an adjustment mechanism depending on the precise size of the provisions that should be accounted for regarding the overall exposures of Attica Bank as a result of (a) the conduct of the DD Exercise, (b) the Hercules Assessment (if required) and (c) any dilutive effect by a DTC Conversion, if any, occurring between the Second SCI and the Third Capital Injection.

Each of the Private Investors undertakes to participate in the Second Investment on a *pari passu* basis. In the event any of the Private Investors fails to invest all or part of the amounts to which it has committed to invest, the other Private Investor undertakes to invest for such amounts.

(c) Other terms

(i) Transformation Actions

The Parties have agreed to procure that a number of transformation actions take place in Attica Bank, included in *inter alia* a five (5) year strategic business plan to be agreed among them.

(ii) Board Composition

The Parties shall nominate, within the corporate legal provisions, members of the Board in accordance with their shareholding in Attica Bank as such will be at any given point in time. In particular, for as long as HFSF's participation in Attica Bank's share capital exceeds 50%, the majority of the members of the Board shall be proposed by the HFSF and, where appropriate, appointed and/or nominated by the HFSF, while the remaining members of the Board shall be appointed and/or nominated by the Private Investors. Upon the HFSF's participation in Attica Bank's share capital dropping below 50%, in addition to the HFSF representative appointed directly to the Board pursuant to the provisions of the HFSF Law, the HFSF retains always the right to appoint another two members of the Board, for so long as it holds at least 25% in the share capital of Attica Bank, and one member of the Board, for so long as it holds less than 25% in the share capital of Attica Bank, while the rest of the members of the Board shall be proposed and, where appropriate, appointed and/or nominated by the Private Investors who are expected to hold the majority of the Ordinary Shares. Attica Bank is not aware of any further arrangements in relation to such matters.

(iii) Reserved Matters

Without prejudice to Law 4548/2018 and the applicable regulatory framework, which currently governs the activities of the HFSF and provides for certain veto rights (see section 15.7 "*The HFSF*" subparagraph "*Special Rights of the HFSF*" of the Registration Document), until such time as the Private Investors obtain 68% of the registered share capital of Attica Bank certain measures and transactions of major importance may only be carried out following approval of (i) all members of the Board and/or (ii) the General Meeting (the "**Reserved Matters**"). The arrangements of the Parties with respect to the Reserved Matters shall be defined in more detail in a shareholders' agreement to be entered into between the HFSF and the Private Investors."

2.6 REGULATORY DISCLOSURES

The information set out below supplements section 13 of the Registration Document entitled "**Regulatory Disclosures**".

At the end of the heading "*(e) Disclosures related to corporate governance of the Issuer*", the following paragraph shall be added:

"24 November 2021 – Attica Bank announced that the Board, at its meeting held on 24 November 2020, elected, following the suggestion of the HFSF, as a new non-executive member of the Board Mr. Avraam Moissis of Ezra, as a representative of the HFSF.

(For the detailed announcement please refer to: <https://www.atticabank.gr/en/group/news/latest-news/133-announcements/2114-attica-bank-announcement-of-24112021-en>)"

3 SECURITIES NOTE

3.1 DEFINITIONS AND GLOSSARY

The information set out below supplements the section of the Securities Note entitled "**Definitions and Glossary**".

The following new definitions shall be included:

"Ellington"	Ellington Solutions S.A. together with ES GINI Investments Limited (the latter acting as an investment vehicle advised by Ellington Solutions S.A.) or any investment fund(s) and/or legal entity/ies managed and controlled by the aforementioned companies, to which their investment in Attica Bank pursuant to the Transaction Term Sheet may be transferred.
« Ellington »	Η εταιρεία Ellington Solutions A.E. από κοινού με την εταιρεία ES GINI Investments Limited (με την τελευταία να ενεργεί ως επενδυτικό όχημα το οποίο συμβουλεύει η Ellington Solutions A.E.) ή τυχόν επενδυτικά κεφάλαια ή/και νομικά πρόσωπα τα οποία διαχειρίζονται ή ελέγχουν οι προαναφερθείσες εταιρείες, στα οποία η επένδυσή τους στην Attica Bank δύναται να μεταβιβαστεί σύμφωνα με τη Συμφωνία Βασικών Όρων Συναλλαγής.
"Private Investors" « Ιδιώτες Επενδυτές »	Collectively TMEDE and Ellington. Από κοινού το TMEDE και η Ellington.
"Prospectus Supplement"	The supplement which has been drafted by the Issuer in accordance with article 23 of Prospectus Regulation solely for the purpose of the Public Offering and Admission, that has been approved by the board of directors of the HCMC.
« Συμπλήρωμα »	Το συμπλήρωμα που έχει συνταχθεί από τον Εκδότη σύμφωνα με το άρθρο 23 του Κανονισμού για το Ενημερωτικό Δελτίο αποκλειστικά για το σκοπό της Δημόσιας Προσφοράς και της Εισαγωγής και έχει εγκριθεί από το διοικητικό συμβούλιο της ΕΚ.
"Transaction Term Sheet"	A legally binding term sheet dated 9 December 2021, between HFSF, TMEDE, Ellington Solutions S.A. and ES GINI Investments Limited (the latter acting as an investment vehicle advised by Ellington Solutions S.A.) setting out the general framework for their investment in the Issuer.
« Συμφωνία Βασικών Όρων Συναλλαγής »	Η δεσμευτική συμφωνία βασικών όρων συναλλαγής με ημερομηνία 9 Δεκεμβρίου 2021, μεταξύ του ΤΧΣ, του TMEDE της Ellington Solutions A.E. και της ES GINI Investments Limited (με την τελευταία να ενεργεί ως επενδυτικό όχημα το οποίο συμβουλεύει η Ellington Solutions A.E.), στην οποία τίθεται το γενικό πλαίσιο για την επένδυσή τους στον Εκδότη.
"Withdrawal Right"	The right of withdrawal of those investors who had already agreed to subscribe for New Ordinary Shares, exercisable from 16 December 2021 until the third (3 rd) working day after the publication of the Prospectus Supplement, <i>i.e.</i> until 20 December 2021.
« Δικαίωμα Υπαναχώρησης »	Το δικαίωμα υπαναχώρησης όσων επενδυτών έχουν ήδη συμφωνήσει να καλύψουν Νέες Κοινές Μετοχές, το οποίο ασκείται από την 16 Δεκεμβρίου 2021 έως την τρίτη (3 ^η) εργάσιμη ημέρα από τη δημοσίευση του Συμπληρώματος, ήτοι έως την 20 Δεκεμβρίου 2021.

3.2 INFORMATION CONCERNING THE SECURITIES TO BE OFFERED AND ADMITTED TO TRADING

The information set out below supplements section 4 of the Securities Note entitled "**Information Concerning The Securities To Be Offered And Admitted To Trading**".

After the last paragraph of Sub-section "*4.1 Share Capital*" the following paragraph shall be added:

"Upon implementation of the investment in Attica Bank contemplated under the Transaction Term Sheet and provided that the conditions under article 7 of Law 3461/2006 are met and that no exemption to the obligation thereunder applies, the Private Investors shall be obliged to submit a mandatory tender offer for the acquisition of the Ordinary Shares."

3.3 TERMS AND CONDITIONS

The information set out below supplements section 5 of the Securities Note entitled "**Terms and Conditions**".

3.3.1 Under the heading "*Resolutions of the Board held on 17 November 2021*" and immediately preceding the heading "*Procedure for the exercise of pre-emptive rights*", the following headings shall be included:

"Resolutions of the Board held on 8 December 2021

Following the HFSF's public announcement on 7 December 2021 about the successful completion of the exclusive negotiations between the HFSF and the Private Investors, and receipt on 8 December 2021 by Attica Bank of a letter from the HFSF whereby the HFSF informed Attica Bank about its decision to exercise its pre-emptive right in respect of 15,220,674 out of the 16,533,102 Ordinary Shares held by it, on the same day the Board approved:

- (a) the extension of the period for exercising the pre-emptive rights on the New Ordinary Shares until 17 December 2021; and
- (b) the granting of a right of free withdrawal from subscriptions for New Ordinary Shares to investors who have already exercised their pre-emptive rights, which may be exercised until the end of the period for exercise of pre-emptive rights, i.e. until 17 December 2021."

"Resolutions of the Board held on 14 December 2021

Following receipt by Attica Bank of two (2) letters sent by the HFSF and TMEDE on 13 December 2021, informing Attica Bank about the key terms of the Transaction Term Sheet, on 14 December 2021 the Board resolved to, *inter alia*, file a supplement to the Prospectus, within the meaning of article 23 of the Prospectus Regulation, and grant a right of withdrawal to those investors who had already agreed to subscribe for New Ordinary Shares before the supplement was published, exercisable within three (3) working days after the publication of the supplement."

3.3.2 Under the heading "*Procedure for the exercise of pre-emptive rights*", all references to "8 December 2021" shall be deleted and replaced by "17 December 2021".

3.3.3 Under the last paragraph of the heading "*Withdrawal*", the following paragraph shall be added:

"In accordance with Article 23 paragraph 2a of the Prospectus Regulation, investors who have already agreed to subscribe for New Ordinary Shares before the date of the Prospectus Supplement shall have the right, exercisable within three (3) working days after the publication of the Prospectus Supplement, to withdraw their subscription for New Ordinary Shares. The final date of the right of withdrawal shall be 20 December 2021.

In particular:

- (a) the right of withdrawal is only granted to those investors who had already agreed to subscribe for New Ordinary Shares before the Prospectus Supplement was published;
- (b) the period in which investors can exercise their right of withdrawal shall commence on 16 December 2021¹ and shall expire on 20 December 2021, at 02:00 p.m., Athens time; and
- (c) investors may contact the Participants of the Securities Accounts or file a relevant request at branches of Attica Bank, during business days and hours, should they wish to exercise the right of withdrawal."

3.3.4 The paragraphs under the heading "*Commitments of HFSF, TMEDE and e-EFKA*" shall be deleted in their entirety and replaced with the following:

"Commitments of the HFSF, TMEDE and e-EFKA

The following Shareholders have committed to subscribe for New Ordinary Shares as follows:

- In a letter addressed to the Issuer dated 4 November 2021, the HFSF, in its capacity as shareholder of Attica Bank (holding 16,533,102 Ordinary Shares, corresponding to 68.24% of the Existing Issued Share Capital of Attica Bank) has committed to subscribe for New Ordinary Shares up to the percentage of its current participation. Further, in a letter received by the Issuer on 8 December 2021, the HFSF informed Attica Bank about its decision to exercise its pre-emptive rights in respect of 15,220,674 out of the 16,533,102 Ordinary Shares held by it, and in accordance with the terms of the Transaction Term Sheet, as notified to Attica Bank on 13 December 2021, the HFSF shall participate in the Share Capital Increase for an amount of up to €153,765,391, by exercising its pre-emptive rights and subscribing for the corresponding New Ordinary Shares.
- In a letter addressed to the Issuer dated 3 November 2021, TMEDE, in its capacity as shareholder of Attica Bank (holding 3,561,102 Ordinary Shares, corresponding to 14.70% of the Existing Issued Share Capital of Attica Bank) has committed to exercise in full its corresponding pre-emptive rights.
- In a letter addressed to the Issuer dated 4 November 2021, e-EFKA, in its capacity as shareholder of Attica Bank (holding 2,485,563 Ordinary Shares, corresponding to 10.30% of the Existing Issued Share Capital of Attica Bank), has committed to:
 - (i) exercise in full its corresponding pre-emptive rights; and
 - (ii) maintain its participation percentage in the share capital of Attica Bank for a period of six (6) months after the commencement of trading of the New Ordinary Shares.

Other than the above, to the knowledge of the Issuer, no major Shareholder or member of the Issuer's management, supervisory or administrative bodies intends to subscribe for New Ordinary Shares, and no other person intends to subscribe for more than five per cent of the Public Offering."

3.4 ADMISSION TO TRADING AND DEALING ARRANGEMENTS

The information set out below supplements section 6 of the Securities Note entitled "**Admission To Trading And Dealing Arrangements**".

The table included in this section shall be deleted in its entirety and replaced as follows:

¹ Pursuant to a decision of the Board, dated 8 December 2021, investors were granted the right of free withdrawal from subscriptions for New Ordinary Shares, exercisable already prior to the publication of the Prospectus Supplement, from 9 December 2021.

Date	Event
05.11.2021	Attica Bank's Board approves the Share Capital Increase
18.11.2021	Approval of Prospectus by the HCMC
18.11.2021	Publication of announcement regarding the availability of the Prospectus in the Daily Statistical Bulletin of the ATHEX and on the Issuer's website
18.11.2021	Publication of the Prospectus
18.11.2021	ATHEX approval for the commencement of trading and exercise of pre-emptive rights*
18.11.2021	Announcement of the date of detachment of the pre-emptive rights and the period of trading and exercise of pre-emptive rights
19.11.2021	Last day of trading of Existing Ordinary Shares with pre-emptive rights
22.11.2021	Detachment of pre-emptive rights and adjustment of share price
23.11.2021	Record date for the beneficiaries of pre-emptive rights
24.11.2021	Crediting of pre-emptive rights on the Securities Accounts of the beneficiaries
25.11.2021	Commencement of trading and exercise of pre-emptive rights
03.12.2021	Last day of trading of pre-emptive rights
15.12.2021	Approval of Prospectus Supplement by the HCMC
15.12.2021	Publication of announcement regarding the availability of the Prospectus Supplement in the Daily Statistical Bulletin of the ATHEX and on the Issuer's website
15.12.2021	Publication of the Prospectus Supplement
16.12.2021	Commencement of exercising of Withdrawal Right**
17.12.2021	Last day of exercising of pre-emptive rights
20.12.2021	Last day of exercising of Withdrawal Right
20.12.2021	Allocation and disposal of any unsubscribed New Ordinary Shares
21.12.2021	Certification of payment of the Share Capital Increase
21.12.2021	Announcement on the subscription of the Share Capital Increase
22.12.2021	ATHEX approval for the admission to trading of the New Ordinary Shares*
22.12.2021	Announcement on the date of admission to trading of the New Ordinary Shares
23.12.2021	Commencement of trading of New Ordinary Shares

* Subject to the competent ATHEX committee meeting on that date.

** Pursuant to a decision of the Board, dated 8 December 2021, investors were granted the right of free withdrawal from subscriptions for New Ordinary Shares, exercisable already prior to the publication of the Prospectus Supplement, from 9 December 2021.

3.5 DILUTION

The information set out below supplements section 8 of the Securities Note entitled "**Dilution**".

The paragraph immediately before the second table and the second table included in this section shall be deleted in their entirety and replaced as follows:

"The table below sets out Attica Bank's shareholding structure after the Share Capital Increase, taking into account the commitments made by e-EFKA, TMEDE and the HFSF, under the assumptions, according to the announcement made on ATHEX by the Issuer on 13 December 2021, that: (a) the HFSF shall subscribe for New Ordinary Shares with a total value of the maximum amount specified in the Transaction Term Sheet, *i.e.* €153,765,391, (b) other existing Shareholders do not subscribe for New Ordinary Shares, and (c) the remaining New Ordinary Shares are allocated to Ellington as per the provisions of the Transaction Term Sheet, hence the Share Capital Increase is subscribed for in full:

Shareholders ⁽¹⁾	Number of Ordinary Shares	Percentage %
e-EFKA	125,586,839	10.26%
TMEDE	179,930,077	14.70%
HFSF	785,360,056	64.15%
Ellington	131,702,795	10.76%
Other Shareholders (<5%)	1,649,678	0.13%
Total	1,224,229,445	100%

⁽¹⁾ One Ordinary Share corresponds to one voting right."