

**Draft Resolutions/Comments of the Board of Directors
on the items of the agenda of
the Ordinary Meeting of Shareholders of Attica Bank S.A.
to be held on June 17th 2011**

1st Item

Approval of the Board of Directors' and the Auditors' Reports on the annual financial statements for the financial year 2010 (1 January – 31 December 2010).

The Board of Directors proposes to the General Meeting the approval of the Board of Directors' and Auditors' Reports on the annual financial statements of the Bank on a stand-alone and consolidated basis for the financial year 2010, which will have been distributed the Shareholders attending the General Meeting.

2nd Item

Approval of the annual financial statements of the Bank on a stand-alone and consolidated basis for the financial year 2010 (1 January – 31 December 2010). Profit appropriation.

The Board of Directors proposes the approval of the stand-alone and consolidated Financial Statements and the table of profit appropriation for the financial year 2010.

Taking into consideration the provisions of Laws 3723/2008 and 3756/09 according to which the banks participating in the Government Support Plan are not allowed to distribute dividends on common shares, unless dividends comes in the form of shares, the Board of Directors will propose to the General Meeting that no dividend be distributed.

3rd Item

Release of the Members of the Board of Directors and the Auditors of the Bank from any liability for indemnity regarding the annual financial statements and management for the financial year 2010 (1 January – 31 December 2010).

The General Meeting shall resolve on discharging the members of the Board of Directors and the Auditors from any liability for damages with respect to the financial year 2010.

4th Item

Nomination of two (2) regular and two (2) substitute Certified Auditors for the Bank's and the Group's consolidated financial statements for 2011, and determination of their remuneration.

The Board of Directors, following relevant proposal of the Bank's Audit Committee, proposes to the General Meeting that the regular audit of the Bank's and the Group's consolidated financial statements for the period from 1.1.2011 to 31.12.2011 be assigned to KPMG SA.

5th Item

Approval of wages and fees paid to the executive and non-executive Members of the Board of Directors and the Members of the Audit Committee for the financial year 2010 (1 January – 31 December 2010).

The Board of Directors proposes that the General Meeting approves the wages and fees paid to the executive and non-executive members of the Board of Directors and the Members of the Audit Committee during 2010 (1.1.2010-31.12.2010) amounting to 433,870.54 euros gross.

6th Item

Preliminary approval of the wages and fees to be paid to the Members of the Board of Directors of the Bank in 2011. Determination of the remuneration of the members of the Audit Committee for the financial year 2011.

The Board of Directors proposes that the General Meeting provides its preliminary approval of the wages and fees to be paid to the Members of the Board of Directors and the Audit Committee of the Bank for the financial year 2011. More precisely, the Board of Directors proposes that the abovementioned wages and fees remain at the same level with those paid in 2010.

7th Item

Delegation of authority to Members of the Board of Directors and Managers of the Bank to participate in the Board of Directors or the management of affiliated companies of the Bank pursuing similar or related business goals, in accordance with article 23, par. 1 of the Law 2190/1920.

The Board of Directors proposes the delegation of authority to Members of the Board of Directors and Managers of the Bank to participate in the Board of Directors or the management of affiliated companies of the Bank pursuing similar or related business goals.

8th Item

Ratification of the provisional appointment of a member of the Audit Committee of the Bank. Appointment of new member in the Audit Committee of the Bank.

The Board of Directors proposes that the General Meeting a) Ratifies the provisional appointment of Mr. Georgios Paleodimos to the post of the Chairman of the Audit Committee who replaced Mr. Zafiroopoulos after executive duties were assigned to him b) that it appoints Mr. Georgios Paleodimos Chairman of the Audit Committee.

9th Item

Other matters- Announcements

At the moment the Board of Directors does not intend to make any announcements, unless until the date of the General Meeting important issues arise which need to be communicated to the General Meeting.