

## ANNOUNCEMENT OF 05.07.2022

### RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

Attica Bank Societe Anonyme Banking Company (hereinafter: "the Bank"), pursuant to article 4.1.3.3. of the Athens Stock Exchange Regulation, announces that, on 5<sup>th</sup> July 2022, Tuesday at 12:00, the Annual Ordinary General Meeting of Shareholders was held, who are holders of common shares, remotely through teleconferencing (with the use of audiovisual or electronic means), according to L. 4548/2018 "Reform of the law of Societes Anonymes", as amended and in force, the relevant provisions of L. 2396/1996 on dematerialized shares, the Bank's Articles of Association 34 and 37 and, due to the current state of emergency and in conformance with the preventive measures against the spread of covid-19, from the premises of the Athens Stock Exchange, with the meeting being transmitted to the sixth floor of the building of TMEDE, on 3-5 Palaion Patron Germanou str. and under the provisions of art.125 of L.4548/2018 in which they participated, in person or by proxy of shareholders, representing 1,196,780,633 common registered shares with voting rights out of 1,224,229,445 common shares in total, i.e. 97.76% of the Bank's total paid up common share capital, forming the quorum required by Law.

The General Meeting decided the following as regards to the items of the agenda:

***Item 1: a) Announcement of the election of the members of the BoD in replacement of the members resigned, according to article 82 par.1 of Law 4548/2018, and b) Appointment of independent non-executive members of the Board of Directors.***

a) It was announced in accordance with article 82 par. 1 of Law 4548/2018 that the Board of Directors:

1. At its meeting on 15<sup>th</sup> July 2021 elected as new independent members of the Board of Directors to replace the remaining two (2) of those who resigned during the meeting of the Board of Directors of 30-11-2020 independent non-executive members of the Board of Directors, Mrs. Charikleia Vardakari and Venetia Koussia, with the same terms. According to the decision of the Board of Directors dated 15-07-2021, following the Minutes of 15-07-2021 of the Nomination and Remuneration Committee for Members of the Board of Directors, it was

ascertained that the two independent members - Charikleia Vardakari and Venetia Koussia, at the time of their election, both fulfill the criteria of independence of article 4 of law 3016/2002, as well as the criteria of independence of article 9 par. 1, 2, 3 and 4 of Law 4706/2020, as well as the suitability criteria set forth in the Suitability and Nomination Policy for members of the Board of Directors of the Bank.

2. At its meeting on November 24<sup>th</sup>, 2021, following the 24-11-2021 Minutes of the Nomination and Remuneration Committee for Members of the Board of Directors, a new non-executive member of the Board of Directors Mr. Avraam (Minos) Moissis of Ezra was elected as a representative of the Financial Stability Fund, in accordance with the provisions of Law 3864/2010 and the rights concerning this law. For this member it has been verified that he meets the suitability criteria provided in the Suitability and Nomination Policy for members of the Board of Directors of the Bank. The abovementioned election is valid further to the application of the provisions of L. 3864/2010 and the indication of the Fund is maintained in any case until the end of the term of office of the aforementioned Board of Directors.

3. At its meeting on February 8<sup>th</sup>, 2022, after the resignation of Mr. Theodoros Pantalakis, both from the position of member of the Board of Directors and from the position of Chief Executive Officer, and Mr. Elias Betsis and Mr. Christos-Stergios Glavanis from members of the Board of Directors, the BoD elected, following the Minutes from 08-02-2022 of the Nomination and Remuneration Committee for Members of the Board of Directors, as a new member Mr. Michail Andreadis, attributing to him the status of executive member (with the date of commencement of his duties on 14-2-2022), and as new non-executive members Mrs. Irini Maragkoudaki and Mr. Markos Koutis. It has been verified, as far as for these members, by the aforementioned Committee that they fulfill the suitability criteria provided by the Suitability and Nomination Policy for members of the Board of Directors of the Bank. The election of the abovementioned members is valid for the residual term of office of the Board of Directors.

At the same meeting, Mr. Konstantinos Tsagkaropoulos resigned from the position of Vice-Chairman of the Board of Directors. According to the relevant decision of the Board of Directors, following the Minutes of 08-02-2022 of the Nomination and Remuneration Committee for Members of the Board of Directors, it was verified that after the abovementioned resignation from the position of Vice-Chairman of the Board of Directors, Mr. Tsagkaropoulos meet the criteria of independence of article 9 par. of the Bank and the Board of Directors appointed him the status of an independent non-executive member in replacement of Mr. Glavanis.

4. At its meeting on March 24, 2022, after accepting the resignations of the independent non-executive members of the Board of Directors, Mr. Sotirios Karkalakos, Mr. Konstantinos Tsagkaropoulos and Mrs. Venetia Koussia, the BoD elected Mr. Ioannis Zographakis, Aimillios Giannopoulos and Grigorios Zarifopoulos in replacement of the aforementioned members with the same terms. According to the BoD Resolution of 24.03.2022 and following the 23-03-2022 Minutes of the Nomination and Remuneration Committee for Members of the Board of Directors, it was verified that the three independent members Mr. Ioannis Zographakis, Mr. Aimillios Giannopoulos and Mr. Grigorios Zarifopoulos met the independence criteria of article 9 par. 1, 2, 3 and 4 of law 4706/2020, as well as the suitability criteria set forth in the Suitability and Nomination Policy for members of the Board of Directors of the Bank.

At the same meeting, the Board of Directors elected, following the Minutes from 23-03-2022 of the Nomination and Remuneration Committee for Members of the Board of Directors, Mr. Patrick Horend as a non-executive member of the Board of Directors in order to complete its 11-member composition. For this member it has been verified that he meets the suitability criteria set forth in the Suitability and Nomination Policy for members of the Board of Directors of the Bank.

The election of the aforementioned members is valid for the residual term of office of the Board of Directors.

b) **Decided unanimously** that the current composition fulfills the provisions of the resolutions of the Ordinary General Meeting dated 15.07.2021, which set the number of independent members at 1/3 of the number of members of the Board of Directors, while it has been verified that according to the Minutes from 23-03-2022 of the Nomination and Remuneration Committee for Members of the Board of Directors that was announced to the BoD meeting of 24.03.2022 that three independent members Mr. Ioannis Zographakis, Mr. Aimillios Giannopoulos and Mr. Grigorios Zarifopoulos, meet both the independence criteria of article 9 par. 1, 2, 3 and 4 of law 4706/2020, as well as the suitability criteria set forth in the Suitability and Nomination Policy for members of the Board of Directors of the Bank.

Following the above, it was **unanimously decided** that the number of independent members of the Board shall be at least one third (1/3) of the total number of its members, rounded to the nearest whole number, and certify the status of the following members as independent:

- i) to the member of the Board of Directors Venetia Koussia, who was elected by the BoD in replacement of a resigned independent member, according to the abovementioned, for the period from 15-07-2021 until her resignation (24-03-2022)
- ii) to the member of the Board of Directors Konstantinos Tsagkaropoulos for the period from 08-02-2022 until the date of his resignation (23-3-2022)
- iii) to the member of the Board of Directors Charikleia Vardakari, who was elected by the BoD to replace a resigned independent member, according to the abovementioned, for the period from 15-07-2021 until the end of the term of office of the current Board of Directors, i.e. until 02-09-2023
- iv) to the members of the Board of Directors Ioannis Zographakis, Aimillios Giannopoulos and Grigorios Zarifopoulos, who were elected by the Board of Directors in order to replace the resigned independent members, according to the aforementioned, for the period until the end of the term of office of the current Board of Directors, i.e. until 02-09-2023.

***Item 2: a) Announcement of replacement of independent BoD member - member of Audit Committee pursuant to article 44 par.1 (f) case a' of L.4449/2017 and b) Redefining of Audit Committee.***

a) **It was announced that:** i) following the resolutions of the Board of Directors dated 08-02-2022, Mrs. Charikleia Vardakari, independent Non-Executive Member of the Board of Directors, and Mr. Avraam Moissis, Vice-Chairman and Non-Executive Member of the Board of Directors, corresponding members of the Audit Committee were appointed for a period until the end of

the term of office of the Audit Committee (which coincides with the term of office of the Board of Directors), further to the resignations of Mr. Michail Andreadis and Mr. Alexios Pelekis, by the abovementioned Committee, **ii**) following the decision of the Board of Directors dated 24-03-2022, Mr. Aimillios Giannopoulos, Independent Non-Executive Member of the Board was appointed as a member of the Audit Committee for a period until the end of the term of office of the Audit Committee (which coincides with the term of office of the Board of Directors) further to the resignation from 23-03-2022 of Mrs. Charikleia Vardakari by the abovementioned Committee, and **iii**) following the decision of the Board of Directors dated 08-02-2022, it was decided that Mr. Christos - Stergios Glavanis will remain at his position, who resigned on the same date from a member of the Board of Directors, as a member of the Audit Committee in the terms as a third party, not a member of the Board of Directors, according to article 44 par. f) paragraph b of Law 4449/2017.

b) It was unanimously decided the redefinition of the Audit Committee which will be a four-member Joint Committee with members of the Board. and third parties with a three-year term, which expires on 02-09-2023 (starting from the initial election of the Committee at the Extraordinary General Meeting of 02-09-2020) consisting of one (1) third person - non-member of the BoD, independent of the Bank within the meaning of article 9 of L. 4706/2020, which meets the conditions of independence of the above article, one (1) non-executive member of the BoD, and two (2) independent non-executive members of the BoD within the meaning of article 9 of L. 4706/2020 that meet the conditions of independence of the above article. The composition of the Audit Committee with a term of all its members until the end of its term (02-09-2023) is proposed, after verification for the independent members of the fulfillment of the independence criteria of article 9 of L. 4706/2020 from the Nomination and Remuneration Committee for Members of the Board of Directors, as follows:

- i) Christos – Stergios Glavanis, third party, non-member of the Board of Directors, who meets the criteria of independence of Article 9 of L. 4706/2020, with sufficient knowledge and experience in auditing (and accounting) and a member of the Committee with the qualifications of article 44 par. 1.g. of L. 4449/2017
- ii) Ioannis Zografakis, independent non-executive member of the Board of Directors, who meets the criteria of independence of Article 9 of L. 4706/2020.
- iii) Aimillios Giannopoulos, independent non-executive member of the Board of Directors, who meets the criteria of independence of Article 9 of L.4706/2020.
- iv) Avraam Moissis, Vice-Chairman of the BoD, non-executive member, Representative of the Financial Stability Fund.

The Committee with the above composition will be reconstituted into a body, while according to article 44 of L. 4449/2017, the Chairman of the Committee is appointed by its members.

Especially the member of the Committee Mr. Christos - Stergios Glavanis, who is independent, has sufficient knowledge and experience in auditing (and accounting) and is still a member of the Committee with the qualifications of article 44 par. 1.g. of L. 4449/2017.

**Item 3: Submission and approval of the Board of Directors' and the Auditors' Reports on the annual financial statements for the financial year 2021 (01.01.2021 - 31.12.2021).**

Approved unanimously the Board of Directors' and the Certified Auditors' Reports for the Annual Financial Statements of the fiscal year 2021 (01.01.2021 – 31.12.2021)

**Item 4: Submission and approval of the annual Financial Statements on a stand-alone and consolidated basis for the financial year 2021 (01.01.2021 - 31.12.2021) and the Annual Financial Report of 2021.**

Approved unanimously the Financial Statements for the financial year 2021 on a standalone and consolidated basis (01.01.2021 – 31.12.2021), as well as the Annual Financial Report, and decided that no dividend (either in cash or in shares) shall be distributed to holders of common shares, according to the institutional and legal framework, as in force.

**Item 5: Approval of the overall management during the financial year 2021 (01.01.2021 - 31.12.2021) pursuant to article 108 of Law 4548/2018 and dismissal of the auditors for the same financial year.**

Approved unanimously the overall management during the financial year 2021 (01.01.2021 - 31.12.2021) pursuant to article 108 of L. 4548/2018 and the dismissal of the auditors for the same financial year.

**Item 6: Election of the Bank's Certified Auditors' (regular and substitute) for the financial year 2022 (01.01.2022 - 31.12.2022).**

Approved unanimously the assignment of the regular audit of the individual and consolidated financial statements of the Bank for the fiscal year 2022 (01.01.2022 - 31.12.2022) to the auditing firm KPMG Certified Auditors S.A.

**Item 7: Submission and approval of the remuneration report for the financial year 2021 pursuant to article 112 of L. 4548/2018, and approval of fees and remuneration paid to the members of the Board of Directors for the financial year 2021 (01.01.2021 - 31.12.2021).**

Approved unanimously the Remuneration Report for the fiscal year 2021 in accordance with Article 112 of L. 4548/2018 as well as the approval of wages and compensation of the members of the BoD for the fiscal year 2021 (01.01.2021-31.12.2021).

The analysis of the amounts of remuneration/compensation and the relevant explanations as well as the terms of the contracts are presented in detail in the above Remuneration Report for the fiscal year 2021.

**Item 8. Preliminary approval of the wages and the remuneration to be paid to the members of the Board of Directors for the period until the next Ordinary General Meeting.**

**Allowed unanimously** pursuant to article 109 §4 of L.4548/2018, the provision of fees, remuneration and benefits to the members of the Board of Directors until the next Ordinary General Meeting. The total fees and remuneration of members of the Board of Directors for 2022 shall not exceed the amount of €1.5 million on an annual basis, same as in previous year. Detailed information on the proposal for the pre-approval of wages for the period until the next ordinary general meeting is available on the Bank's website.

**Item 9: Submission of the Annual Audit Committee's Report pursuant to article 44 of Law 4449/2017.**

**Took into account** the annual report of the Audit Committee for the year 2021 in accordance to article 44 of L. 4449/2017.

**Item 10: Granting of permission pursuant to article 98 par. 1 of L. 4548/2018 to members of the Board of Directors and the Directors to participate in Boards of Directors or in the Administration of Companies that pursue same or similar purposes.**

**Approved unanimously** the granting of permission, pursuant to article 98 par. 1 of L. 4548/2018, to members of the Board of Directors and the Directors, exclusively as regards their participation in Boards of Directors or in the Administration of Companies that pursue same or similar purposes or in order to act in any of the other cases of this article, provided that it is preceded by a reasoned decision of the Board of Directors which will establish that there is no substantial impediment. The participation in companies that do not pursue similar or similar purposes is regulated by the Law and the Policies of the Bank.

**Item 11: Renewal of the Bank's Insurance Contracts concerning the period 2022-2023.**

**Approved unanimously** the renewal for the period 2022-2023, of the insurance contracts of the Bank.

**Item 12: Granting of authority to the Bank's Board of Directors so that the latter may decide on the increase of the Bank's share capital under article 24, par. 1(b) of Law 4548/2018 and amendment of article 5 of the Bank's Articles of Association regarding Share Capital.**

**Approved unanimously** the granting of authority to the Bank's Board of Directors so that the latter may decide on the increase of the Bank's share capital under article 6, par. of the Bank's Articles of Association in conjunction with the stipulations of article 24, par. 1b) of L. 4548/2018, as amended, and with the respective amendment of article 5 of the Bank's Articles of Association regarding its Share Capital.

In the context of the abovementioned authority, the Board of Directors will have the opportunity to determine the more specific terms and schedule of the Increase with its relevant decision in accordance with the applicable provisions of Law 4548/2018, including, indicatively and not restrictively, the structure of the Increase, the manner, the procedure and the offering price of the new shares, the restriction or abolition of the pre-emptive right of the existing shareholders according to articles 24 par. 1 and 27 par. 4 of Law 4548/2018, the status of investors who will be entitled to participate in it, the criteria for distribution among the various categories of investors in Greece and / or abroad, the distribution of any unallocated shares, the conclusion of the necessary contracts or agreements with foreign and / or domestic intermediaries, organizers, coordinators or managers of banks and / or other companies providing investment services, etc. and in general, to take any necessary, required or deliberate act, action or legal act to implement the increase, including the relevant amendment of the Company's Articles of Association.

Pursuant to the aforementioned article of L. 4548/2018, this authority shall be valid for five (5) years and the share capital increase may be up to an amount equal to three times the Bank's paid up capital on the date that the said authorities are granted to the Board of Directors. The Board of Directors can exercise the aforementioned authority one-off or partially.

**Item 13: a) Activation of the provisions of article 27A, 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 granting to the Board of Directors the authority to undertake all necessary actions.**  
**b) Reduction of the Company's share capital through a reduction of the nominal value of each share for the purpose of building up a special reserve pursuant to article 31, par. 2, L. 4548/2018, relevant amendment of article 5 of the Bank's Articles of Association regarding Share Capital and granting of relevant authorizations to the Bank's Board of Directors.**

a) **It unanimously approved** the activation of the provisions of article 27A of Law 4172/2013 ("DTC"), and according to them, the formation of a special reserve (corresponding to 100% of the tax claim, i.e. EURO 22,817,998.42 ), which is intended exclusively for the increase of the share capital, the free (without compensation) issuance of the title deeds to the Greek State [which correspond to common shares with a total market value equal to one hundred percent (100%) of the amount of the final and cleared tax claim, while their market value means the average of their stock market price, weighted based on the volume of transactions, during the previous thirty (30) working days from the date it becomes receivable or, according to the above , tax claim], the conversion, without consideration, of the securities into common shares with the capitalization of the special reserve that has been formed and corresponding amendment of article 5 of the articles of association regarding the Share Capital.

**It further unanimously approved** that the exercise of the redemption right by the existing shareholders is done at the redemption price and as their market value, following a relevant recommendation of the Board of Directors [on the basis of which the volume of transactions was estimated, as it will be formed during the previous thirty (30) working days from the date on which the above claim will become receivable] was unanimously set at 0.07 EUROS. Consequently, it was unanimously decided that the redemption right should be exercised by submitting an application to the Bank's Shareholder Service Unit, within a period of fifteen (15) working days, which will begin on the first working day after fifteen (15) days have passed from the date of issuance of the securities, with payment of the redemption price simultaneously with the exercise of the right from the date of issuance of the securities. The Board of Directors is unanimously authorized to modify the above time intervals depending on the progress and requirements of the process. The above-mentioned securities that will be converted into common shares can also be issued at a premium and are freely transferable by their owners.

**Finally, it unanimously approved** the granting of authority to the Bank's Board of Directors in order to take all the necessary actions for the implementation of the above as well as to determine the more specific conditions and the timetable for the activation and implementation of the DTC, the increase of the share capital by capitalization of the special reserve and the corresponding amendment of article 5 of the articles of association, such as indicatively to determine the market value and the number of documentary securities and to take all the necessary actions to carry out the issuance, admission to trading and conversion of the securities.

b) **It was unanimously decided** the reduction of the Bank's share capital by amount of €159,149,827.85 by reducing the nominal value of each share from €0.20 to €0.07, with the aim of forming an equal amount of special reserve amount according to article 31 par.2 of L. 4548/2018, as amended, accordingly amending article 5 of the bank's articles of association regarding share capital.

Furthermore, **it was unanimously decided** the amendment of article 5 by adding a new paragraph at the end of said article of the Articles of Association as follows and based on the amounts decided by the General Meeting: « *According to the resolutions of the*



*Ordinary General Meeting of shareholders of 05.07.2022, the reduction of the Bank's share capital by the amount of € 159,149,827.85 was approved, through a reduction of the nominal value of each common share from € 0.20 to € 0.07, without change of the total number of common shares, with the aim of forming an equal amount of special reserve, in accordance with article 31 par. 2 L. 4548/2018. After the above, the total share capital of the Bank amounts to Euro 85,696,061.15 and is divided into 1,224,229,445 common, registered shares, with a nominal value of seven euro cents (€ 0.07) each. »*

**Finally, it was unanimously decided** the granting of authority to the Bank's Board of Directors so that the latter may take undertake all necessary actions in order to implement the aforementioned corporate action.

#### **Item 14: Other Issues - Announcements**

**It was announced** that, following the resolution of 30-03-2022 of the Board of Directors of the Bank, further to the relevant decision of the competent Nomination and Remuneration Committee for Members of the Board of Directors, the terms of termination contract of the resigned CEO Mr. Theodoros Pantalakis were approved.

**ATTICA BANK S.A.**

**VOTING RESULTS AT THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ATTICA BANK S.A. HELD ON 05.07.2022**

	ITEMS OF THE AGENDA	PARTICIPATION		IN FAVOUR		AGAINST		ABSTAIN	
		VALID VOTES CAST	% OF THE SHARE CAPITAL	VOTES	% OF THE VALID VOTES CAST	VOTES	% OF THE VALID VOTES CAST	VOTES	% OF THE VALID VOTES CAST
1.a	Announcement of the election of the members of the BoD in replacement of the members resigned, according to article 82 par.1 of Law 4548/2018.	<i>The item is not subject to vote.</i>							
1.b	Appointment of independent non-executive members of the Board of Directors.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
2.a	Announcement of replacement of independent BoD member - member of Audit Committee pursuant to article 44 par.1 (f) case a' of L.4449/2017	<i>The item is not subject to vote.</i>							
2.b	Redefining of Audit Committee.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
3	Submission and approval of the Board of Directors' and the Auditors' Reports on the annual financial statements for the financial year 2021 (01.01.2021 - 31.12.2021).	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
4	Submission and approval of the annual Financial Statements on a stand-alone and consolidated basis for the financial year 2021 (01.01.2021 - 31.12.2021) and the Annual Financial Report of 2021.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
5	Approval of the overall management during the financial year 2021 (01.01.2021 - 31.12.2021) pursuant to article 108 of Law 4548/2018 and dismissal of the auditors for the same financial year.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
6	Election of the Bank's Certified Auditors' (regular and substitute) for the financial year 2022 (01.01.2022 - 31.12.2022).	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
7	Submission and approval of the remuneration report for the financial year 2021 pursuant to article 112 of L. 4548/2018, and approval of fees and remuneration paid to the members of the Board of Directors for the financial year 2021 (01.01.2021 - 31.12.2021).	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
8	Preliminary approval of the wages and the remuneration to be paid to the members of the Board of Directors for the period until the next Ordinary General Meeting.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-

9	Submission of the Annual Audit Committee's Report pursuant to article 44 of Law 4449/2017.	<i>The item is not subject to vote.</i>							
10	Granting of permission pursuant to article 98 par. 1 of L. 4548/2018 to members of the Board of Directors and the Directors to participate in Boards of Directors or in the Administration of Companies that pursue same or similar purposes.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
11	Renewal of the Bank's Insurance Contracts concerning the period 2022-2023.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
12	Granting of authority to the Bank's Board of Directors so that the latter may decide on the increase of the Bank's share capital under article 24, par. 1(b) of Law 4548/2018 and amendment of article 5 of the Bank's Articles of Association regarding Share Capital.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
13.a	a) Activation of the provisions of article 27A, 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 granting to the Board of Directors the authority to undertake all necessary actions.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
13.b	Reduction of the Company's share capital through a reduction of the nominal value of each share for the purpose of building up a special reserve pursuant to article 31, par. 2, L. 4548/2018, relevant amendment of article 5 of the Bank's Articles of Association regarding Share Capital and granting of relevant authorizations to the Bank's Board of Directors.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-
14	Other Issues - Announcements.	1,196,780,633	97.76%	1,196,780,633	100%	-	-	-	-