

Announcement, 23/6/2015

Attica Bank: Resolutions of the Ordinary General Meeting of Shareholders, 23/6/2015.

In accordance with art. 4.1.3.3 of the Regulation of the Athens Stock Exchange as it currently applies, Attica Bank S.A. announces that the Ordinary General Meeting of its common shareholders was held on June 23rd 2015. The Meeting was attended by 34 shareholders that were entitled to participate in the General Meeting in accordance with the provisions of art. 28 of Law 2190/20, representing 564,535,466 shares, that is, 53.98% of the paid in common share capital of the Bank consisting of 1,045,794,145 common shares in total. More precisely:

1. The General Meeting **unanimously** approved the Board of Directors' and the auditors' reports on the annual financial statements of the year 2014 (1.1.2014 - 31.12.2014)
2. The General Meeting **unanimously** approved the Bank's and the Group's financial statements and loss appropriation account for 2014 (01.01.2014 - 31.12.2014). No dividend on both common and preference shares issued in accordance with Law 3723/08 will be distributed due to the absence of distributable funds, and no payment of interest on the convertible bond loan issued by the Bank on 3/7/2013, will take place, according to article 7.5 of the issuance programme of the said bond loan.
3. The General Meeting **unanimously** discharged the members of the Board of Directors and the auditors from any liability concerning the financial statements and management for 2014 (1.1.2014 - 31.12.2014).
4. The General Meeting appointed **unanimously** KPMG Certified Auditors S.A. as auditors of the financial statements of the Bank and the Group for 2015 and elected Mr. Anastasios Panagidis (SOEL ID no. 37581) and Mr. Ioannis Acheilas (SOEL ID No. 12831) as regular auditors, and Mr. Michail Kokkinos (SOEL ID No. 12701) and Mrs. Chrisoula Douka (SOEL ID No. 37551) as substitute auditors. The General Meeting also determined the auditors' remuneration.
5. The General Meeting **unanimously** approved the 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 2014 (1.1.2014 – 31.12.2014).
6. The General Meeting **unanimously** approved the amendment of articles 13, 16 and 18 of the Bank's Articles of Association and its codification.
7. The General Meeting elected by majority a new Board of Directors consisting of thirteen members with a 3-year tenure of office, incorporating as additional, non-executive member and representative of the Greek State Ms Stefania Georgakakou-Koutsounikou, by virtue of the provisions of L.3723/2008. The General Meeting appointed Mr Nikolaos Lionis, Mr Athanasios Presvelos, Mr Ilias Pertziniadis and Mr Antonios Protonotarios as independent, non – executive members of the Board of Directors.

Shares represented in the General Meeting		FOR		AGAINST		BLANK / ABSTAINED	
Number of shares	Percentage of the common share capital	Shares - Votes	Percentage of the shares represented in the General meeting	Shares - Votes	Percentage of the shares represented in the General meeting	Shares - Votes	Percentage of the shares represented in the General meeting
564,535,466	53.98%	561,607,442	99.48%	605,164	0.11%	2,322,860	0.41%

8. **The General Meeting unanimously** ratified the composition of the Bank's Audit Committee.

The General Meeting **unanimously** determined the composition of a new Audit Committee of the Bank, which consists of the following non-executive members of the Board of Directors: Mr Nikolaos Lionis (Chairman), Mr Athanasios Presvelos (Member) and Mr Nikolaos Bakatselos (Member).

Furthermore, the General Meeting ratified by majority the composition of the Remuneration Committee of the Bank.

Shares represented in the General Meeting		FOR		AGAINST		BLANK / ABSTAINED	
Number of shares	Percentage of the common share capital	Shares - Votes	Percentage of the shares represented in the General meeting	Shares - Votes	Percentage of the shares represented in the General meeting	Shares - Votes	Percentage of the shares represented in the General meeting
564,535,466	53.98%	554,580,529	98.24%	-	-	9,954,937	1.76%

9. The General Meeting approved by majority the contracts of the executive and non-executive members of the Board of Directors in accordance with art.23a of Law 2190/1920.

Shares represented in the General Meeting		FOR		AGAINST		BLANK / ABSTAINED	
Number of shares	Percentage of the common share capital	Shares - Votes	Percentage of the shares represented in the General meeting	Shares - Votes	Percentage of the shares represented in the General meeting	Shares - Votes	Percentage of the shares represented in the General meeting
564,535,466	53.98%	561,607,442	99.48%	605,164	0.11%	2,322,860	0.41%

10. The General Meeting **unanimously** approved the severance pay provided to the resigned Chief Executive Officer, Mr Gkikas Manalis.

11. The General Meeting provided by majority its preliminary approval of the wages and compensation to be paid to the executive and non-executive members of the Board of Directors for 2015. The General meeting also determined the remuneration of the members of the Audit Committee and of the non-executive members of the BoD participating in the High Credit Approval Committee, the NPL Committee of the BoD, the Risk Management Committee, the Remuneration Committee, the Corporate Governance and Nominations Committee and the Strategic Planning and Communication Committee for 2015. The General Meeting also determined the remuneration to be paid to the secretaries of the abovementioned committees and other bodies for 2015.

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564,535,466	53.98%	561,607,442	99.48%	605,164	0.11%	2,322,860	0.41%

12. The General Meeting **unanimously** authorized the members of the Board of Directors and the managers of the Bank to participate in the Boards of Directors or the management of Group Companies pursuing similar ends (Law 2190/1920, art. 23, par.1) following previous approval by the Bank's BoD .

13. This item will be discussed on the 1st Repeat General Meeting to be held on Monday 06/07/2015 at 12:00 p.m. at 54 Akadimias Street (Vikela Room), Athens due to the lack of the required majority determined by the law.

14. No additional items were discussed.

ATTICA BANK S.A