

**ANNOUNCEMENT OF 15/09/2021****RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ATTICA BANK BANKING SOCIÉTÉ ANONYME**

Attica Bank Banking Société Anonyme (hereinafter: the "Bank"), according to article 4.1.3.3 of the Athens Stock Exchange Regulation, announces that on Wednesday September 15, 2021, at 12:00, the Extraordinary General Meeting of the Shareholders-holders of the Bank's ordinary Shares was remotely held by teleconference (with the use of audio & visual or electronic means) pursuant to Law 4548/2018 "Reform of the law on sociétés anonymes", as amended and currently in force, the relevant provisions of Law 2396/1996 on dematerialized securities, articles 34 and 37 of the Articles of Association of the Company, as well as due to the extraordinary conditions that prevail and in the context of prevention of the Covid-19 dissemination, from the Headquarters of the Athens Stock Exchange with live streaming of the meeting at the hall of the 6<sup>th</sup> floor of the building of TMEDE located at 3-5 Palaion Patron Germanou Str, pursuant to the conditions of article 125 of Law 4548/2018, in which shareholders representing 378,565,844 ordinary, registered shares with voting rights, out of the total of 461,253,987 ordinary shares, i.e. a shareholding percentage of 82.07% % on the total paid up share capital of the Bank with voting rights participated either in person or by proxy, thus establishing the quorum required by the law. The Extraordinary Meeting adopted the following resolutions for the items of the Agenda:

***1<sup>st</sup> ITEM: Increase of the nominal value of the existing ordinary registered shares from €0.30 to €18.00 with simultaneous reduction of the total number of the existing ordinary shares of the Bank, by means of the integration of sixty (60) shares into one (1) (reverse split), and for the purposes of obtaining an integer number of shares, subsequent increase of the share capital of the Bank with capitalisation of part of the existing special reserves. Respective amendment of article 5 of the Articles of Association of the Bank and granting of relevant authorisations to the Board of Directors of the Bank.***

On the 1<sup>st</sup> item of the Agenda and after taking into account the relevant suggestion of the Board of Directors, the General Meeting of the Shareholders, with a majority of 99.9994% on the votes represented in the Meeting (votes in favour: 378,563,643, votes against: 2,201, absent: 0).

**(a)** Approved the increase of the nominal value of each existing ordinary registered share of the Bank from thirty cents of Euro (€0.30) to Euro eighteen (€18.00), with simultaneous reduction of the total number of the existing ordinary shares of the Bank from four hundred and sixty one million, two hundred and fifty four thousand and thirteen (461,254,013) to seven million, six hundred and eighty seven thousand, five hundred and sixty seven (7,687,567) new ordinary registered shares of the Bank with voting rights, each of a nominal value of Euro eighteen (€18.00), by means of the integration of sixty (60) existing shares into one (1) new share of the Bank (reverse split). In order for the above integer number of shares to result, the Meeting approves the increase of the share capital before the reverse split, by the amount of Euro two and ten cents (€2.10) with respective capitalisation of the existing special reserves formed in 2015 for the decrease of the share capital.

**(b)** Approved the respective with the above amendment of Article 5 of the Articles of Association of the Bank, with the addition of a new paragraph at the end of article 5 as follows:

*"By virtue of the resolution of the Extraordinary General Meeting of the Shareholders dated 15.09.2021, the increase of the nominal value of every existing ordinary share from Euro 0.30 (€0.30), to Euro eighteen (€18.00) was approved, with parallel decrease, due to conjunction, of the total number of existing ordinary shares of the Bank from 461.254.013 shares to 7,687,567 ordinary registered shares with voting rights, each of a nominal value of Euro eighteen (€18.00) (reverse split).*

*In order for the above integer number of shares to result, it was approved that a share capital increase would precede the reverse split, by the amount of €2.10 with respective capitalization of part of the existing special reserves formed in 2015 for the decrease of share capital."*

**(c)** It authorised the Board of Directors of the Bank (i) to implement the above resolutions of the General Meeting and if so required, for the specification and finalisation of the conditions and the procedure of the reverse split and the capitalisation of part of the above reserves, for the purposes of obtaining an integer number of new shares, as well as for any relevant matter, (ii) to resolve and regulate any fractional rights on the shares, (iii) to conjugate (if it deems it expedient) the

resolution adopted for the present item of the Agenda with the resolution adopted for the 2<sup>nd</sup> item of the Agenda so as to obtain a single approval by the competent authorities, (iv) to supplement/amend the relevant sizes in the respective amendment of article 5 of the Articles of Association of the Bank, as well as to appoint a member or employee of the Bank to sign and file any document required before the public authorities and agencies ad for the conduct of the necessary acts for the implementation of the above resolutions.

***2<sup>nd</sup> Item: Decrease of the share capital of the Company by the amount of €136,838,692.60, via the reduction of the nominal value of each share from €18.00 to €0.20, for the purposes of forming special reserves, in accordance with article 31 par. 2 of Law 4548/2018. Respective amendment of article 5 of the Articles of Association of the Bank and granting of relevant authorisations to the Board of Directors of the Bank. Revocation of the resolution adopted for 15<sup>th</sup> Item of the Ordinary General Meeting dated 07/07/2021 "Decrease of the share capital of the Company by an amount of up to €85,000,000.00 with the reduction of the nominal value of all shares thereof, for the purposes of forming the special reserves provided for by article 31 par. 2 of Law 4548/2018 and amendment of article 5 of the Articles of Association of the Bank which relates to the Share Capital.***

On the 2<sup>nd</sup> item of the Agenda and after taking into account the suggestion of the Board of Directors, the General Meeting of the shareholders, of 99.9994% on the votes represented in the Meeting (votes in favour: 378,563,643, votes against: 2,201, absent: 0).

**(a)** Revoked the resolution dated July 7, 2021 of the Ordinary General Meeting of the shareholders of the Bank adopted for the 15<sup>th</sup> item of the Agenda of the said General Meeting for the reduction of the share capital of the Bank by an amount of up to €85,000,000.

**(b)** Approved the decrease of the share capital by the amount of Euro one hundred and thirty six million, eight hundred and thirty eight thousand, six hundred and ninety two and sixty cents (€136,838,692.60), by means of the reduction of the nominal value of each ordinary share from Euro eighteen (€18.00) to twenty cents of Euro (€0.20), without changing the total number of the ordinary registered shares of the Bank, as such number has been shaped following the corporate acts set out in the

1<sup>st</sup> Item of the Agenda and the formation of special reserves of the same value, pursuant to article 31 par. 2 of Law 4548/2018.

(c) Approved the respective with the above amendment of article 5 of the Articles of Association of the Bank, with the addition of a new paragraph at the end of article 5 as follows:

*"By virtue of the resolution of the Extraordinary General Meeting of the Shareholders dated 15.09.2021, the decrease of the share capital of the Bank was approved, by the amount of €136,838,692.60, via the decrease of the nominal value of each ordinary share from Euro eighteen (€18.00), to twenty cents of Euro (€0.20), without changing the total number of the ordinary shares, for the purposes of forming special reserves, in accordance with article 31 par. 2 of Law 4548/2018.*

*Following the above, the total share capital of the Bank amounts to Euro 1,537,513.40 divided into 7,687,567 ordinary, registered shares, each of a nominal value of twenty cents of Euro (€0.20)."*

(d) It authorised the Board of Directors of the Bank to implement the above resolution of the General Meeting for the decrease of the share capital of the Bank and if so required, for the specification and finalisation of the conditions and the procedure of the above share capital decrease, as well as to appoint a member or employee of the Bank to sign and file any document required before the public authorities and agencies ad for the conduct of the necessary acts for the implementation of the above resolutions.

***3<sup>d</sup> Item: Supplementation/Amendment of the powers granted during the Ordinary General Meeting dated 07/07/2021 to the Board of Directors of the Bank for the adoption of a resolution for the increase of the share capital thereof and mainly in order to entitle the Board of Directors to limit or abolish the pre-emption right of the existing shares, pursuant to articles 24 par. 1 and 27 par. 4 of Law 4548/2018.***

On the 3<sup>rd</sup> item of the Agenda and after taking into account the suggestion of the Board of Directors, the General Meeting of the shareholders, with a majority of 96.55%, on the votes represented in the Meeting (votes in favour: 365.517.070, votes against: 2.201, absent: 13.046.573), approved the amendment and supplementation of the resolution of the Ordinary General Meeting of the Shareholders of the Bank dated July 7, 2021 for the 17<sup>th</sup> Item of the Agenda of the said General Meeting, authorising the Board of Directors, pursuant to article 24 par. 1 of Law 4548/2018, to resolve, with the quorum and majority provided for by the law, the increase of the

share capital of the Bank by an amount that cannot exceed by three times the paid up share capital of the Bank which exists on the date the said powers are granted to the Board of Directors (7.7.2021), i.e. up to €415,128,611.70, with the issuance of new ordinary registered shares with voting rights and to determine the particular terms and the time schedule of such increase with its relevant resolution adopted in accordance with the applicable provisions of Law 4548/2018, including but not limited to, the structure of the increase, the manner, the procedure, the price at which the new shares will be offered, the power for limitation or abolition of the pre-emption right of the existing shareholders, pursuant to the provisions of article 27, par. 4 of Law 4548/2018, the capacity of the investors who will be entitled to participate in the increase, the allocation criteria between various categories of investors in Greece and/or abroad, as well as to resolve for the conclusion of the necessary agreements or arrangements with foreign and/or domestic mediators, arrangers, leading or servicing Banks and/or other enterprises for the provision of investment services and in general, to proceed with any necessary, required action or legal act for the implementation of the increase, including the relevant amendment of the Articles of Association of the Company. The Board of Directors may exercise the above powers once or in part. The above authorisations shall be valid and effective for a period of five (5) years.

### **Other Announcements**

#### **A) Announcement of the election of members of the Board of Directors in substitution of resigned ones, pursuant to article 82 par. 1 of Law 4548/2018.**

During the meeting of the Board of Directors dated November 30, 2020, after the resignation of four independent members of four independent members of the BoD, i.e. of Mr Georgios Doukidis, Ms Eleni Koliopoulou, Mr Chariton Kiriazis and Mr Andreas Taprantis, the Board of Directors elected Mr Sotiris Karkalakos and Mr Christos-Stergios Glavanis as new independent members in substitution of the two resigned non-executive members. In the Ordinary General Meeting of the Shareholders of the Bank dated 07-07-2021 it was announced that according to article 82 par. 1 of Law 4548/2018 in its meeting dated November 30, 2020, the Board of Directors elected Mr Sotiris Karkalakos and Mr Christos-Stergios Glavanis as new independent members in substitution of the two resigned non-executive members. Furthermore, the General Meeting resolved that the number of independent members of the Board of Directors will at least amount to one-third (1/3) of the total number of members, rounded-up to

the closest integer (i.e. for a 9-member composition, at least 3 independent members, permitted and maximum number, if so resolved by the General Meeting) and instructed the BoD to implement the above resolution appointing substitute(s) in order to fill in the vacancies of independent members and to proceed with the necessary actions for the adjustment to the requirements of article 3 par.1(b) of Law 4706/2020 for the minimum representation of all genders in the BoD.

In performance of the above resolution of the General Meeting and further to the Minutes dated 15-7-2021 of the Committee for the Nomination of Candidate Members of the BoD and wages, the Board of Directors of 15.07.2021 elected Ms Chariklia Vardakari and Ms Venetia Koussia, in substitution of the remaining two (2) resigned independent non-executive members of the BoD during the Meeting of the BoD, with the same competencies (independent non-executive members). The two as above independent members may meet – already from the day of their election- both the independency criteria set out in article 4 of Law 3016/2002 and the independency criteria set out in article 9, par. 1, 2, 3 and 4 of Law 4706/2020, as well as the eligibility criteria provided for in the Candidate Members of the BoD Nomination Policy of the Bank.

Following the election of the above persons (i) the conditions of article 5 of Law 4706/2020 were met, in conjunction with the resolutions of the General Meeting of the Shareholders in respect of the necessary number of the independent members of the BoD along with (ii) the conditions of article 3 par. 1(b) of Law 4706/2020 with regard to the sufficient representation of all genders in the BoD of the Bank.

Following the above, the election of Ms Venetia Koussia and Ms Chariklia Vardakari is announced to the Extraordinary General Meeting, pursuant to article 82 par. 1 of Law 4548/2018, as new members of the Board of Directors in substitution of resigned members for the period until the end of the term of office of the current Board of Directors (i.e. until 2-9-2023) and the vesting on both members of the capacity of the independent member of the BoD.

**B) Announcement – Information in the context of the provisions of article 27A of Law 4172/2013 and the Act of the Ministerial Council No 28/6.7.2021 as amended by the Act of the Ministerial Council No 34/25-08-2021 ("DTC").**

The Chairman of the General Meeting mentioned the following. The Ordinary General Meeting of the Shareholders of the Bank dated 07-07-2021, unanimously approved, in performance of the provisions of article 27A of Law 4172/2013 ("DTC")

and in accordance therewith, the formation of special reserves (which correspond to 100% of the tax requirement), of the amount of €151,854,439.86 which is exclusively purported for the increase of the share capital, the free of charge (without consideration) issuance of the share certificates ("securities") of acquisition rights to the Hellenic Republic and the conversion, at no consideration, of the securities into ordinary shares with the capitalisation of the special reserves already formed.

Further to the said resolution of the General Meeting, the Board of Directors, in the context of implementing the provisions of article 27A of Law 4172/2013 ("DTC") as well as of the relevant articles of the Act of the Ministerial Council No 28/06.07.2021, in its meeting dated 12-08-2021 verified, pursuant to the provision of article 27A of Law 4172/2013 the formation of the special reserves (which corresponds to 100% of the tax requirement), of the amount of €151,854,439.86 which is exclusively purported for the increase of the share capital, as well as the collection of the said amount by the Hellenic Republic and resolved for the issuance of the securities, their delivery to the Hellenic Public and the exercise of the acquisition rights (pre-emption right) by the existing shareholders or third parties. More specifically, the Bank issued on 16-08-2021, 992,512,679 free of charge (no consideration) certificates for the acquisition rights of ordinary shares (the "securities") in favour of the Hellenic Republic in accounting form and delivered the ownership thereof to the Hellenic Republic, by means of crediting them to the Securities Account maintained by the Hellenic Republic in the Central Securities Depository. The existing shareholders are entitled to acquire the above securities in proportion to their shareholding percentage in the share capital on the date the General Meeting of 07-07-2021 was held, at an acquisition price of Euro 0.1530 per certificate, while if after the exercise of the acquisition right by the existing shareholders any securities remain undisposed, these would be allocated to the existing shareholders and to third investors who have subscribed for the acquisition of undisposed securities at the said acquisition price. The deadline within which the existing shareholders or third investors are entitled to exercise the acquisition right for the said securities elapses on 15.09.2021.

In this General Meeting, the increase of the nominal value of the existing ordinary registered shares from €0.30 to €18.00 is included in the items of the Agenda, with simultaneous reduction of the total number of existing ordinary shares of the Bank via the integration of sixty (60) shares (into one (1)) (reverse split). The affirmative resolution on the item, in conjunction with article 8 of the Act of the Ministerial Council as currently in force, entails the *ipso facto* reduction of the share securities, by means of the integration of sixty securities (60) into (1), thus the number

of securities which remains to the ownership of the Hellenic Republic or has been acquired by shareholders or third parties according to the above-described procedure, will correspond to the new reduced number of securities. More specifically, following the said reduction the 992,512,679 securities, with an Acquisition Price of Euro 0.1530 per security, are reduced to 16,541,878 certificates and the Acquisition Price of each such security is readjusted due to the integration, to Euro 9.18 per security.

The new reduced number of securities will be converted, following the end of the securities trading according to what's mentioned below, to an equal (i.e. reduced) number of shares.

According to the Act of the Ministerial Council, after the end of the above procedure for the exercise of the rights of other shareholders, these securities constitute securities that will be listed in the Athens Stock Exchange on a date resolved by the BoD within the time limits set out by the Act of the Ministerial Council. The trading of the securities will start at the adjusted Acquisition Price of each security, as concluded in accordance with everything mentioned above, i.e. at Euro 9.18 per security. According to article 9 of the Act of the Ministerial Council, trading of securities expires within fifteen (15) days from the date their trading commences and next they will be *ipso facto* converted, in accordance with article 7 of the Act of the Ministerial Council, to ordinary registered shares of the Bank at a ratio of one security for one share.

In order for the securities to be listed in the Athens Stock Exchange as well as in order for them to be converted into shares, a Prospectus will be filed to the Capital Market Commission for approval, pursuant to the provisions of Regulation (EU) 2017/1129 in order to be published for the investor's information. To that end, the Bank has assigned to its advisors AXIA Ventures Group Ltd and EUROXX Securities the preparation of the relevant Prospectus.

## **ATTICA BANK BANKING SOCIÉTÉ ANONYME**



**VOTING RESULTS AT THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ATTICA BANK S.A. HELD ON 15.09.2021**

	ITEMS OF THE AGENDA	PARTICIPATION		IN FAVOUR		AGAINST		ABSTAIN	
		VALID VOTES CAST	% OF THE SHARE CAPITAL	VALID VOTES CAST	% OF THE SHARE CAPITAL	VALID VOTES CAST	% OF THE SHARE CAPITAL	VALID VOTES CAST	% OF THE SHARE CAPITAL
1	Increase in the nominal value of existing ordinary registered shares from € 0.30 to € 18.00 by simultaneously reducing the total number of existing ordinary shares of the Bank by merging 60 shares into one (reverse split), and, if required for the purpose of achieving an integer number of shares, subsequent increase in the share capital of the Company by capitalizing part of existing special reserve. Corresponding amendment to Article 5 of the Bank's Articles of Association and provision of relevant authorizations to the Board of Directors of the Bank.	378,565,844	82.07%	378,563,643	99.9994%	2,201.000	0.0006%	0	0%
2	Reduction of the Bank's share capital by €136,838,692.60, by reducing the nominal value of each share from €18.00 to €0.20, with the aim of the formation of a special reserve pursuant to Article 31 par. 2 of Law 4548/2018. Corresponding amendment to Article 5 of the Bank's Articles of Association and provision of relevant authorizations to the Board of Directors of the Bank. Revocation of the resolution on Item 15 of the Ordinary General Meeting of 07/07/2021 "Reduction of the share capital of the Company by an amount up to € 85,000,000.00 with a reduction of the nominal value of all its shares, with the aim of the formation of a special reserve pursuant to Article 31 par. 2 of Law 4548/2018 and the amendment to Article 5 of the Bank's Articles of Association concerning the Share Capital".	378,565,844	82.07%	378,563,643	99.9994%	2,201.000	0.0006%	0	0%
3	Supplementation / Amendment of the powers conferred at the Ordinary General Meeting of 07/07/2021 to the Board of Directors of the Bank for a resolution to increase its share capital, in order to provide, in particular, the possibility for the Board of Directors to limit or abolish the pre-emption right of the existing shareholders, in accordance with Articles 24 par. 1 and 27 par. 4 of Law 4548/2018.	378,565,844	82.07%	365,517,070	96.5531%	2.201	0,0006%	13,046,573	3.4463%