

DRAFT RESOLUTIONS/ COMMENTS OF THE BOARD OF DIRECTORS ON THE AGENDA ITEMS OF THE EXTRAORDINARY GENERAL ASSEMBLY OF 26-02-2025

The Board of Directors invites the shareholders of Attica Bank Société Anonyme (the “Bank”) to discuss and make decisions on the following agenda items on the agenda of the Extraordinary General Assembly:

ITEM 1: Amendment of Articles 2 (Purpose), 3 (Registered Office), 15 (Convening of the Board) and 33 (Convene a General Meeting and the place thereof) of the Bank’s Articles of Association

	Minimum quorum required	Minimum majority required
Extraordinary General Assembly	1/5 of the total number of common shares with voting rights issued by the Bank	½ of the total voting rights present or represented plus one vote present or represented
Repeat General Assembly	Any represented portion of the common shares with voting rights issued by the Bank	

The Board of Directors proposes to the General Meeting the amendment of the following articles of the Bank's Articles of Association:

- Article 2 (Purpose) with the amendment/rewording of the existing clause 2.7.
- Article 3 (Registered Office). In the context of the relocation of the Bank's administration buildings to a building located in the Municipality of Chalandri and taking into account Articles 7 and 117 of Law 4548/2018, the Board of Directors proposes to the General Meeting the amendment of the Bank's Registered Office from the Municipality of Athens to the Municipality of Chalandri, Attica and consequently the amendment of the relevant Article 3 (Registered Office) of the Articles of Association.
- Article 15 (Convocation of the Board of Directors), in order to provide the Bank's Board of Directors with the possibility to meet outside its registered office.
- Article 33 (Convocation of a General Meeting and the place thereof), to comply with the wording of the Law 4548/2018.

In particular, Articles 2, 3, 15 and 33 of the Bank's Articles of Association are amended as follows:

AMENDMENT OF ARTICLES (CHANGES WITH MARK-UP)	ARTICLES AFTER THE INCORPORATION OF AMENDMENTS
ARTICLE 2 PURPOSE 1..... 2. The Bank's purposes includes, but is not limited to, the following business and activities: 2.1..... 2.2..... 2.3..... 2.4..... 2.5..... 2.6..... 2.7. . Cooperation with insurance companies for the distribution of insurance products pursuant to the	ARTICLE 2 PURPOSE 1..... 2. The Bank's purposes includes, but is not limited to, the following business and activities: 2.1..... 2.2..... 2.3..... 2.4..... 2.5..... 2.6.....

legislation in force each time The distribution of insurance products, within the meaning of Art. 4583/2018, as currently in force, in the name and on behalf of one or more insurance companies (Insurance Agent) 2.8..... 2.9..... 2.10..... 2.11..... 2.12..... 2.13..... 2.14..... 2.15..... 2.16..... 2.17..... 2.18..... 2.19..... 2.20..... 3..... 4.....	2.7. The distribution of insurance products, within the meaning of Art. 4583/2018, as currently in force, in the name and on behalf of one or more insurance companies (Insurance Agent) 2.8..... 2.9..... 2.10..... 2.11..... 2.12..... 2.13..... 2.14..... 2.15..... 2.16..... 2.17..... 2.18..... 2.19..... 2.20..... 3..... 4.....
ARTICLE 3 REGISTERED OFFICE The Municipality of Athens Chalandri, Attica is hereby defined as the company's registered office, but the company is entitled to establish and/or abolish by decision of the Board of Directors branches or agencies in any other town of Greece and abroad. The terms, the nature and the extent of the works of these branches and agencies and the rights of their Directors or Agents are each time determined by the relevant resolution of the Board of Directors regarding the establishment thereof and the procuration granted to the Directors and Agents as well as by circular letter of the Administration, notified to the public.	ARTICLE 3 REGISTERED OFFICE The Municipality of Chalandri, Attica is hereby defined as the company's registered office, but the company is entitled to establish and/or abolish by decision of the Board of Directors branches or agencies in any other town of Greece and abroad. The terms, the nature and the extent of the works of these branches and agencies and the rights of their Directors or Agents are each time determined by the relevant resolution of the Board of Directors.
ARTICLE 15 CONVENING OF THE BOARD 1. The Board of Directors shall be held ordinarily at the Bank's registered office, or outside it at least once every calendar month. The date and time thereof, and the items on the agenda shall be specified and communicated to the other members by the Chairman or the deputy Chairman by means of a written invitation at least two business days before the meeting is held and at least five (5) working days if the meeting is to be held elsewhere than the Company's registered offices. The invitation must clearly state the items on the agenda, otherwise resolutions may adopted only if all BoD members are present or represented and if no one objects to the resolution adoption. 2. 3. The Board meetings shall be validly held at any place other than the Bank's registered office, in	ARTICLE 15 CONVENING OF THE BOARD 1. The Board of Directors shall be held ordinarily at the Bank's registered office, or outside it at least once every calendar month. The date and time thereof, and the items on the agenda shall be specified and communicated to the other members by the Chairman or the deputy Chairman by means of a written invitation at least two business days before the meeting is held and at least five (5) working days if the meeting is to be held elsewhere than the Company's registered offices. The invitation must clearly state the items on the agenda, otherwise resolutions may adopted only if all BoD members are present or represented and if no one objects to the resolution adoption. 2. 3. The invitation to the BoD members may stipulate that the BoD meeting shall be held through teleconference as regards some or all members thereof. The BoD may convene in the

Greece, provided that at any such meeting all BoD members are present or represented and no BoD member objects to the meeting being held or to resolutions being adopted thereat. 4.3 The invitation to the BoD members may stipulate that the BoD meeting shall be held through teleconference as regards some or all members thereof. The BoD may convene in the same way provided that all members thereof agree. In this case the invitation to the BoD members shall include the information and technical instructions necessary for their participation in the teleconference. In any case, any BoD member may request that the meeting is held by teleconference regarding him, if he resides in a country different than the one where the meeting is held or on other important grounds such as illness or disability.	same way provided that all members thereof agree. In this case the invitation to the BoD members shall include the information and technical instructions necessary for their participation in the teleconference. In any case, any BoD member may request that the meeting is held by teleconference regarding him, if he resides in a country different than the one where the meeting is held or on other important grounds such as illness or disability.
ARTICLE 33 CONVENE A GENERAL MEETING AND THE PLACE THEREOF 1. 2. The GM must meet at the Company's registered office, or within the boundaries of any other municipality in the registered office's prefecture-region, or within those of an adjacent municipality or in the region of the municipality in which the Athens Exchange is registered, at least once each financial year, at the latest until the tenth (10th) calendar day of the ninth month after the end of the financial year, in order to resolve on the approval of the annual financial statements and the election of auditors (ordinary general meeting).The ordinary general meeting may also resolve on any other matter that falls within its jurisdiction. 3. 4.....	ARTICLE 33 CONVENE A GENERAL MEETING AND THE PLACE THEREOF 1. 2. The GM must meet at the Company's registered office, or within the boundaries of any other municipality in the registered office's region, or within those of an adjacent municipality or in the region of the municipality in which the Athens Exchange is registered, at least once each financial year, at the latest until the tenth (10th) calendar day of the ninth month after the end of the financial year, in order to resolve on the approval of the annual financial statements and the election of auditors (ordinary general meeting).The ordinary general meeting may also resolve on any other matter that falls within its jurisdiction. 3. 4.....

ITEM 2: Election of new Board of Directors and appointment of independent non-executive members.

	Minimum quorum required	Minimum majority required
Extraordinary General Assembly	1/5 of the total number of common shares with voting rights issued by the Bank	½ of the total voting rights present or represented plus one vote present or represented
Repeat General Assembly	Any represented portion of the common shares with voting rights issued by the Bank	

In accordance with Article 13 of the Bank's Articles of Association, the company is managed by the Board of Directors, which consists of seven (7) to fifteen (15) members, elected by the General Meeting of Shareholders by vote and by absolute majority. The term of office of the Board of Directors shall be three years, and may be extended until the expiry of the period within which the next Ordinary General Meeting

must be convened and until the relevant resolution is adopted.

Furthermore, according to the same article, the Board of Directors is composed of executive and non-executive members and independent members and the status of the members as executive or non-executive is determined by the Board of Directors. The independent non-executive members shall be elected by the general meeting or appointed by the Board of Directors in the cases referred to in paragraph 4 of Article 9 of Law No. 9. 4706/2020, shall not be less than one third (1/3) of the total number of its members and, in any case, shall not be less than two (2). The Directors, whether shareholders or not, are always eligible for re-election and freely recallable.

In this context, the Board of Directors, taking into account the aforementioned provisions of the Bank's Articles of Association, the relevant provisions of Law no. 4548/2018 and article 3.7. of the Merger and Investment Agreement between the Hellenic Financial Stability Fund and "Thrivest Holding Ltd" ("Investment Agreement") as ratified by article 1 of Law No. 5127/2024 and following the Minutes of 28-01-2025 and 4.2.2025 of the Corporate Governance, Nominations, Human Resources and Remuneration Committee, recommends to the General Assembly the election of a new 13-member Board of Directors with a three-year term of office, i.e. from 26-02-2025 to 26-02-2028, which is extended in accordance with paragraph 1 of Art. 85 of Law No. 4548/2018 until the expiry of the deadline within which the next ordinary general meeting must be convened and until the relevant decision is taken and the new 13-member Board of Directors shall consist of the following members:

1. *Ioannis Zographakis*
2. *Eleni Vrettou*
3. *Avraam (Minos) Moses,*
4. *Vasiliki (Valerie) Skoubas*
5. *Aimilios Giannopoulos*
6. *Christos Alexakis*
7. *Despina Doxaki*
8. *Aimilios Stasinakis*
9. *Nikolaos Vougioukas*
10. *Panagiotis Liargkovas*
11. *Konstantinos Makedos*
12. *Nikolaos Bakos*
13. *Konstantinos Irodotou*

The Corporate Governance, Nominations, Human Resources and Remuneration Committee of the Bank, at its meeting of 28.01.2025 and 4.2.2025, after a relevant evaluation, decided that the aforementioned candidates of the Board of Directors meet the minimum eligibility criteria provided for in the current legislative and regulatory framework (L. 4261/2014, L. 4548/2018, L. 3864/2010 και L. 4706/2020, BoG's EXCO Acts 224/21.12.2023) and the Bank's internal governance framework for the eligibility criteria for Board members as well as in the Relationship Framework Agreement between the Bank and the Hellenic Financial Stability Fund.

In particular, for the assessment and determination of the suitability of the candidates for Board members, the following were taken into account: - the adequacy of knowledge, skills and experience - reputation honesty and integrity - the absence of any conflict of interest and independence of thought and will, as well as the sufficient time available for the performance of their duties and responsibilities.

It was further assessed and found that the nominee members are not subject to a material conflict of interest.

Furthermore, the Board of Directors proposes to the General Assembly to approve the appointment of the following persons as independent non-executive members of the Board of Directors, whose number amounts to at least 1/3 of the number of the members of the Board of Directors and therefore the requirements of article 5 of Law no. 4706/2020 regarding the required number of independent non-executive members of the Board of Directors.

1. Zographakis Ioannis
2. Aimilios Giannopoulos
3. Alexakis Christos
4. Liargkovas Panagiotis
5. Stasinakis Aimilios
6. Konstantinos Irodotou

The abovementioned members meet the independence criteria of article 9 par. 1, 2, 3 and 4 of Law No. 4706/2020, as well as the suitability criteria provided for in the Bank's internal governance framework, in accordance with the assessment of the Corporate Governance, Nominations, Human Resources and Remuneration Committee of 28.01.2025 and 4.2.2025.

It is noted that with the election of the proposed members of the Board of Directors:

- The requirements for adequate representation of women on the Board of Directors in accordance with the provision of a. 3 par. 1 v. 4706/2020 with the proposal to elect three (3) women out of a total of thirteen (13) members.
- The requirements of the legislative and regulatory framework for independent members of the Board of Directors are met by appointing four independent members representing one third of the total number of members of the Board of Directors in accordance with the provision of a. 5 of Law no. 4706/2020.

The detailed curricula vitae of the above candidates for the Board of Directors, are available on the Bank's website at the following link <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/>.

ITEM 3: Definition of the type of the Audit Committee, the term of office, the number and the status of its members pursuant to article 44 par. 1 letter b) of Law 4449/2017 and election of a new Audit Committee

	Minimum quorum required	Minimum majority required
Extraordinary General Assembly	1/5 of the total number of common shares with voting rights issued by the Bank	½ of the total voting rights present or represented plus one vote present or represented
Repeat General Assembly	Any represented portion of the common shares with voting rights issued by the Bank	

In the context of the election of a new Board of Directors as described above and in accordance with article 44 par. 1(b) of Law 4449/2017, as well as the Regulation of the Audit Committee, the Board of Directors proposes to the General Assembly to approve the following regarding the type, term of office, number and qualities of the members of the Audit Committee:

- The Audit Committee will be a committee of the Board of Directors, composed exclusively of non-executive members of the Board of Directors
- The Audit Committee will consist of five (5) members of which three (3) will be independent
- The term of office of the Audit Committee is proposed to be the same as that of the Board of Directors.
- Its members will be appointed by the Board of Directors of the Bank in accordance with Article 44 par. 1 (c) of the Law of the Bank. 4706/2020 and will meet the criteria set forth in the aforementioned article.
- The Audit Committee, after the appointment of its members by the Board of Directors, will be constituted as a body, and in accordance with Article 44 of Law 4449/2017, the Chairman of the Committee will be appointed from among its independent members.
- The members of the Committee will meet the requirements of article 44 of Law 4449/2017.

ITEM 4 : Settlement of issues of resigned Board Member/Management Executive.

	Minimum quorum required	Minimum majority required
Extraordinary General Assembly	1/5 of the total number of common shares with voting rights issued by the Bank	½ of the total voting rights present or represented plus one vote present or represented
Repeat General Assembly	Any represented portion of the common shares with voting rights issued by the Bank	

Following his resignation of 06.12.2024, Mr. Vartholomaïos received compensation amounting to an amount equal to the value of his annual gross salary and expenses, following the drawing up of a relevant agreement and on the basis of the more specific terms provided for therein. The above payment was made in accordance with the main terms of the Agreement of 18-12-2020 between Mr. Vartholomaïos and Pancrēta Bank, as amended by the Agreement of 01-08-2023 and approved by resolution of the 08-09-2023 Ordinary General Meeting of the absorbed Pancrēta Bank.

ITEM 5: Other items

The Chairman of the BoD

Ioannis Zographakis