



 **attica bank**

**DRAFT RESOLUTIONS / COMMENTS OF THE BOARD OF DIRECTORS ON THE ITEMS OF
THE AGENDA OF THE ORDINARY GENERAL MEETING OF JULY 16th 2024**

The Board of Directors invites the shareholders of Attica Bank S.A. to discuss and decide on the following items on the agenda of the Ordinary General Meeting:

Item 1: Announcement of the election of executive member of the Board of Directors.

The General Meeting announces that the Board of Directors of the Bank at its meeting of 20-10-2023, having accepted the proposal of the Chairman of the Corporate Governance, Nominations, Human Resources and Remuneration Committee regarding the obligation to appoint a second executive member of the BoD, following a relevant recommendation by the Bank of Greece and in compliance with the provisions of the current legislative framework (article 13 of L. 4261/2014), elected Mrs. Vasiliki (Valerie) Skoubas of Christos, Chief Financial Officer (CFO) of the Bank, as a new executive member of the BoD.

For this member, it has been verified that the required eligibility criteria are met in accordance with the Policy of Suitability and Nomination of Candidate BoD Members and according to the current legislative regulatory framework, while with its election the following are met: i) the requirements of article 5 of Law 4706/2020, regarding the required number of independent members of the BoD, as their number amounts to at least 1/3 of the number of members of the Board of Directors, and ii) the requirements of article 3 par.1.b of law 4706/2020 regarding adequate gender representation on the Bank's Board of Directors

This constitutes an announcement and is not subject to vote.

Item 2: Appointment of independent non-executive members of the Board of Directors.

At its meeting of 20-10-2023, the Board of Directors decided that due to the reduction of the number of independent non-executive members (to four (4)), as a result of the resignation of the independent non-executive member of the BoD Mr. Michael Kefalogiannis on 10-10-2023 and in accordance with article 9 par. 4 Law 4706/2020, the number of independent non-executive members of the Board of Directors will be determined by the next General Meeting of the Bank, while a relevant reference was included in the Bank's announcement posted on its website, which will remain posted until the next General Meeting.

Following the abovementioned, the Board of Directors recommends to the General Meeting to set the number of independent non-executive members of the Board of Directors at four (4). With

the aforementioned determination of the number of independent non-executive members of the BoD, the requirements of article 5 of L. 4706/2020 are met, regarding the required number of independent members of the BoD, as their number amounts to at least 1/3 of the number of members of the Board of Directors.

It is noted that Mr. Ioannis Zographakis, Mr. Efthimios Kyriakopoulos, Mr. Aimilios Giannopoulos and Mrs. Charikleia Vardakari remain independent non-executive members of the Board of Directors.

For the abovementioned independent non-executive members, the fulfilment of the independence criteria of article 9 par. 1, 2, 3 and 4 of Law 4706/2020 has been verified, as well as the eligibility criteria provided for in the Bank's Suitability and Nomination Policy.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 3: Filing and Approval of the Management Report of the Board of Directors and of the Audit Report of the Statutory Auditors of the Bank for the Annual Financial Statements that relate to the corporate fiscal year 2023 (01.01.2023 - 31.12.2023).

The Board of Directors files for approval to the General Meeting the Management Report of the Board of Directors and the Audit Report of the Statutory Auditors for the corporate fiscal year 2023, which are included in the Annual Financial Report for the fiscal year 2023 which was approved by the Board of Directors of the Bank on 07/03/2024 and has been disclosed and will remain available at the official website of the Bank via the following link:

<https://www.atticabank.gr/media/en/file/2024/04/31.12.2023-annual-report.pdf>

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 4: Filing and Approval of the Financial Statements on an individual and consolidated basis for the corporate fiscal year 2023 (01.01.2023 - 31.12.2023) and on the Annual Financial Report 2023.

The Board of Directors files for approval to the General Meeting the Financial Statements for the corporate fiscal year 2023 on an individual and consolidated basis (01.01.2023 – 31.12.2023), as well as the Annual Financial Report, as these were approved by the Board of Directors of the Bank on 07/03/2024, which have been posted and will remain available at the official website of the Bank via the following link:

<https://www.atticabank.gr/media/en/file/2024/04/31.12.2023-annual-report.pdf>

According to the legislative and regulatory framework currently in force, the Board of Directors recommends to the General Meeting the non-distribution of dividend (either in cash or in the form of shares) to the holders of ordinary shares.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 5: Approval in accordance with article 108 of Law 4548/2018 of the overall management conducted during the corporate fiscal year 2023 (01.01.2023 - 31.12.2023) and release of the auditors for the said corporate fiscal year.

The General Meeting of the Bank is asked to approve, in accordance with article 108 of Law 4548/2018, the overall management conducted during the corporate fiscal year 2023 (01.01.2023 - 31.12.2023) and the release of the auditors for the said corporate fiscal year.

		Minimum quorum required	Minimum majority required
Ordinary Meeting	General	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat Meeting	General	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 6: Appointment of Statutory Auditors (Ordinary and Alternate) for the corporate fiscal year 2024 (01.01.2024 - 31.12.2024).

Following the suggestion of the Audit Committee of the Bank, the Board of Directors recommends to the General Meeting to approve the assignment of the ordinary audit of the individual and the consolidated financial statements of the Bank for the corporate fiscal year 2024 (01.01.2024 - 31.12.2024) to the audit firm “Grant Thornton” with an annual fee of €434 thousands plus VAT and an additional fee of the amount of € 99.2 thousands plus VAT for the issuance of the Annual Tax Certificate, which is reasonable, corresponds to the market conditions based on the tasks of the audit firm and was evaluated in accordance with the framework currently in force. It is noted that Grant Thornton was appointed for the first time to conduct the ordinary audit of the Bank for the financial year 2023. The conduct of the ordinary audit has been assigned to Mr. Xynas (SOEL Reg. No 34081) and Mr. Kazas (SOEL Reg. No 55641) and in case of impediment, Mr. Michalios (SOEL Reg. No 25131) and Mrs. Gerasimopoulou (SOEL Reg. No 32071) have been appointed as alternate auditors.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 7: Filing of the Remuneration Report for the corporate fiscal year 2023 pursuant to article 112 of Law 4548/2018 and approval of remuneration and compensation of the members of the Board of Directors for the corporate fiscal year 2023 (01.01.2023 - 31.12.2023)

The Board of Directors files to the General Meeting for discussion and approval, the Remuneration Report for the fiscal year 2023 pursuant to article 112 of L. 4548/2018, which has been audited by the competent bodies of the Bank. The vote of the shareholders is advisory. The annual Remuneration Report is available at the official website of the Bank via the following link: <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/>

An analysis of the remunerations/compensations and relevant explanations as well as the conditions of the relevant agreements are presented in detail in the above Remuneration Report for the fiscal year 2023.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 8: Preliminary approval of the remuneration and compensation of the members of the Board of Directors for the period until the next Ordinary General Meeting

The Board of Directors suggests to the General Meeting to permit, pursuant to article 109 par. 4 of L. 4548/2018 the granting of remuneration, compensation and benefits to the members of the Board of Directors until the next Ordinary General Meeting, as provided in the 2023 Remuneration Report.

The total remuneration and compensation of members of the Board of Directors the fiscal year 2024 shall not exceed the amount of € 1.6 mln on an annual basis.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 9: Filing of the Annual Report of the Audit Committee in accordance with article 44 of Law 4449/2017

Pursuant to the provisions of article 44, par. 1(i) of L. 4449/2017, the Board of Directors files to the General Meeting the Annual report of the Audit Committee for the year 2023, which has been posted and will be available at the official website of the Bank via the following link: <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/>

The Annual report of the Audit Committee is filed to the General Meeting in accordance with article 44, par. 1(i) of Law 4449/2017, as currently in force, and it is not subjected to a voting process.

Item 10: Filing of the Report of the Independent Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020

Pursuant to the provisions of article 9, par. 5 of Law 4706/2020, the Board of Directors files to the General Meeting the report of the independent members of the Board of Directors for 2023, which has been posted and will be available at the official website of the bank at the following link: <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/> and it is not subjected to a voting process.

Item 11: Approval of the revised Remuneration Policy of the members of the Board of Directors according to art. 110 and 111 of L. 4548/2018

The Board of Directors, taking into account the relevant recommendation of the Corporate Governance, Nominations, Human Resources and Remuneration Committee of the Company (pursuant to article 11 par. a' of Law 4706/2020), at its meeting of 20.06.2024, recommends to the Annual General Meeting of the Shareholders of the Bank for approval, on 16.07.2024, the revised Remuneration Policy of the Members of the Board of Directors of the Bank, (pursuant to article 110 par. 2 (d) and 111 par. 2 of Law 4548/2018). The final draft of the revised Policy has been posted on the Bank's website current address <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/>. The main modifications made to the existing Policy are briefly described below, while they are highlighted in a distinct way in the posted draft of the revised Policy:

1. Update of the Policy based on the current legislative regulatory framework and compliance within the provisions of Law 3864/2010.
2. Addition of provisions related to equal pay and work of equivalent value between the sexes, ESG risk management and acceptable risk-taking.
3. Update of the procedure for the payment of remuneration and expenses to the members of the Board of Directors, taking into account the current legislative framework.
4. Formatting of the text regarding the framework of fixed remuneration paid so as to better reflect the distinction between covered operating expenses (which are not considered remuneration according to the Policy as applicable and applied and as revised) and other paid benefits (e.g. pension plan, life insurance and hospital care).
5. Specification of the criteria taken into account for determining the fixed remuneration of the Executive Members of the Board of Directors.
6. Update of the framework for the payment of Variable Remuneration to the Executive Members of the Board of Directors.
7. Update of the terms mentioned in the contracts for the provision of services of members of the Board of Directors.
8. Addition of a paragraph so as to prevent conflicts of interest.

9. Update of governance issues regarding the approval and revision of the Remuneration Policy.

Based on the abovementioned, the Board of Directors recommends to the General Meeting the approval of the proposed, revised and updated as described above, remuneration policy for the members of the Board of Directors of the Bank, with a duration of four years from its approval by the General Meeting.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 12: Amendment of Articles 17 and 31 of the Articles of Association of the Bank

The Board of Directors recommends to the General Meeting the amendment of articles 17 and 31 of the Bank's Articles of Association in accordance with the provisions of L.4548/2018. In particular, the amendments concern, for article 17: a) the possibility of certifying copies and extracts of the Minutes by the Secretary of the Board of Directors (other than the Chairman of the Board of Directors or his deputy), b) formatting of the text by renumbering paragraphs for the possibility of replacing the signatures of the Board members by email during the preparation and signing of the Board Minutes and for article 31: improvements in the wording of the article for a fuller depiction of the exclusive responsibilities of the General Meeting in accordance with L.4548/2018. In total, the Board of Directors recommends the amendment of Articles 17 and 31, as follows:

MODIFICATION ARTICLES (DISTINCT CHANGES)	ARTICLES AFTER INCORPORATION OF AMENDMENTS
Article 17 MINUTES 1. The discussions and decisions of the Board of Directors shall be summarised in a special book, which may also be kept electronically. At the request of a member of the Board of Directors, the President shall be required to enter in the minutes a precise summary of his opinion. The President shall have the right to refuse to include an opinion which relates to matters outside the agenda or whose content is contrary to accepted principles of morality or the law. A list of members of the Management Board present or represented at the meeting. The Minutes of the Board of Directors are signed by all Directors present. If a member refuses to sign, this shall be recorded in the minutes. Copies and extracts of the minutes of the Board of Directors shall be certified by the President, his Alternate or by the Secretary of the Board of Directors. 2. The drawing up and signing of minutes by all members of the Board of Directors or their representatives shall be equivalent to a decision of the Board of Directors, even if there has been no prior meeting. This shall also apply if all the directors or their representatives agree to have their majority decision reflected in a minutes, without a meeting. The minutes shall be signed by all directors. The report drawn up in accordance with this paragraph shall be recorded in the minutes book. 3. The signatures of advisers or their representatives may be replaced by an exchange of messages by email or other electronic means. The report drawn up in accordance with this paragraph shall be recorded in the minutes book. 3-4.....	Article 17 MINUTES 1. The discussions and decisions of the Board of Directors are summarised in a special book that can also be kept electronically. At the request of a member of the Board of Directors, the President shall be required to enter in the minutes a precise summary of his opinion. The President shall have the right to refuse to include an opinion which relates to matters manifestly outside the agenda or whose content is manifestly contrary to accepted principles of morality or the law. A list of the members of the Board of Directors present or represented at the meeting shall be entered in this book. The Minutes of the Board of Directors are signed by all Directors present. If a member refuses to sign, this shall be recorded in the minutes. Copies and extracts of the minutes of the Board of Directors shall be certified by the President, his Alternate or by the Secretary of the Board of Directors. 2. The drawing up and signing of minutes by all members of the Board of Directors or their representatives shall be equivalent to a decision of the Board of Directors, even if there has been no prior meeting. This also applies if all the directors or their representatives agree to have their majority decision reflected in a minutes, without a meeting. The minutes shall be signed by all advisers. The report drawn up in accordance with this paragraph shall be recorded in the minutes book. 3. The signatures of advisers or their representatives may be replaced by an exchange of messages by email or other electronic means. 4.....
CHAPTER F GENERAL MEETING ARTICLE 31 EXCLUSIVE COMPETENCE 1. 2. The General Meeting is solely competent to decide on the following issues: (a) amendments to the articles of association, as such, including regular or extraordinary increases and reductions in the company's capital. b) The election or replacement of members of the Board of Directors and the auditors, except in the case of article 18 par. 1 hereof on the election of directors to replace those who have resigned, died or lost their status in any other way. c) The approval of the annual and consolidated financial statements of the Company, d) The allocation of annual profits, e) The merger, division, conversion, revival, extension of the duration or dissolution of the Company; (f) the appointment of liquidators; g) The approval of the provision of fees or advance payment of fees according to article 109 of Law 4548/2018, h) the approval of the remuneration policy of article 110 of law 4548/2018 and the remuneration report of article 112 of law 4548/2018, i) The approval of the overall management according to article 108 of Law 4548/2018 and the discharge of the auditors j) The approval of the Policy of Suitability and Nomination of Candidate Board Members. and (l) any other matter provided for by law and herein. 3.	CHAPTER F GENERAL MEETING ARTICLE 31 EXCLUSIVE COMPETENCE 1. 2. The General Meeting is solely competent to decide on the following issues: (a) amendments to the articles of association, as such, including regular or extraordinary increases and reductions in the company's capital. b) The election or replacement of members of the Board of Directors and the auditors, except in the case of article 18 par. 1 hereof on the election of directors to replace those who have resigned, died or lost their status in any other way. c) The approval of the annual and consolidated financial statements of the Company, d) The allocation of annual profits, e) The merger, division, conversion, revival, extension of the duration or dissolution of the Company; (f) the appointment of liquidators; g) The approval of the provision of fees or advance payment of fees according to article 109 of Law 4548/2018, h) the approval of the remuneration policy of article 110 of law 4548/2018 and the remuneration report of article 112 of law 4548/2018, i) The approval of the overall management according to article 108 of Law 4548/2018 and the discharge of the auditors j) The approval of the Policy of Suitability and Nomination of Candidate Board Members. and (l) any other matter provided for by law and herein. 3.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 13: Granting of consent in accordance with article 98 par. 1 of Law 4548/2018 to members of the Board of Directors and the Managers of the Bank for their participation in the Board of Directors or the Administration of Companies pursuing the same or similar business objects.

The Board of Directors recommends to the General Meeting to approve in accordance with article 98 par. 1 of L. 4548/2018 the granting of consent to members of the Board of Directors and Managers of the Bank for their participation in Boards of Directors or the Administration of Companies pursuing the same or similar business objects with those of the Bank or in order to act as provided for in any of the other cases set out in the article in question, provided that a justified resolution of the Board of Directors will precede, which will verify that there is no substantial impediment whatsoever. The participation in companies not pursuing the same or similar business objects is regulated in accordance with the Law and the Policies of the Bank.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 14: Approval of the termination of the Bank's inclusion to the special regime of the provisions of par.1 of Art. 27A of L.4172/2013.

By virtue of the resolutions of the General Meetings dated 06.07.2015 and 22.11.2015 the Bank was included to the special regime of article 27A of L. 4172/2013, as amended and currently in force for the conversion of deferred tax credits to definite and settled claims against the Hellenic Republic, for the following cases:

- Deferred tax on the amount of the accumulated provisions from credit risk.
- Deferred tax on the remainder of the debit difference that resulted from the impairment of the Greek State Bonds.

The balance of the above two categories on 30.06.2015 is depicted in the financial statements that were filed for approval to the General Meetings (for 2021, 2022 and 2023) respectively, as well as the deferred tax asset, following the annual amortization, from 2011 to a) 31.12.2020, b) 31.12.2021 and c) 31.12.2022.

Taking into account that the accounting result after taxes for the fiscal years 2020, 2021 and 2022 was recorded as loss, according to the corporate financial statements that were lawfully audited and approved by the Ordinary General Meeting of the Shareholders of the Bank, the Ordinary General Meetings of 2021, 2022 and 2023 respectively decided to proceed with the activation of the provisions of article 27A of the abovementioned law, as amended and currently in force, with the conversion of deferred tax credits on personal differences into definite and settled claims against the Hellenic Republic.

In execution of the resolutions of the aforementioned Ordinary General Meetings, where appropriate a) the amount of the definite and settled claim was determined, b) a special reserve was formed (that corresponds to 100% of the tax credits (receivables)), which is exclusively purported for the share capital increase, c) warrants with no consideration were issued for the Hellenic Republic and d) pursuant to the provisions of the aforementioned Law for the exercise of acquisition rights from shareholders and third parties, warrants were converted on a case by case basis, free-of-charge, to common shares with the capitalization of the special reserves formed and the respective amendment of article 5 of the Articles of Association with respect to the Share Capital. With the receipt of the relevant amounts the guaranteed deferred tax asset against the Greek State was eliminated from the Bank's balance sheet, and there was a positive impact on regulatory capital as the guaranteed deferred tax asset (DTC) was converted into capital.

Furthermore, and in accordance with the last paragraphs of par. 1 of article 27A of Law 4172/2013, *"The inclusion in the special framework of the provisions of this article ends with a resolution of the General Meeting of the shareholders or partners of the legal entity, following a proposal by the Board of Directors, which is taken by the end of the previous year of the one to which it concerns. The decisions referred to in the previous paragraphs are taken with the increased*

quorum and majority required, according to the provisions of Law 2190/1920 or Law 1667/1986, for the increase of the share or cooperative capital, respectively. Specifically, regarding the termination of the accession, the legal entity submits to the Supervisory Authority a relevant application for approval at least three (3) months before the convening of the General Meeting, which it approves or rejects within two (2) months from the date of its submission.”

The General Meeting of the Bank's Shareholders of 06.07.2023 approved the granting of special authorization to the Bank's Board of Directors in order to carry out all necessary actions for the termination of the Bank's inclusion in the framework of the provisions of Art. 27A of L.4172/2013. The Board of Directors of the Bank, at its meeting on 08.11.2023, and taking into account that the DTC amounts for which a relevant claim had been formed against the State have been eliminated, the reasons for inclusion in the special framework are no longer in force and no negative impact is caused by the termination of inclusion in the accounting books and size of the Bank, decided to submit to the Supervisory Authority an application for approval of the termination of the Bank's inclusion in the provisions of article 27A of the Law 4172/2013. On 19.01.2024, the Bank submitted the application for termination of inclusion to the Bank of Greece and received relevant approval on 08.02.2024 with protocol number 5024.

Following the above, the Board of Directors recommends to the General Meeting the approval of the termination of the Bank's inclusion in the program in accordance with article 27A par.1 subpar.2 of Law 4172/2013.

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/2 of all incorporeal ordinary shares issued by the Bank with voting rights	2/3 of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	

Item 15: Settlement of issues of the departed Chairman of the Board of Directors

At its meeting of 20/12/2023 (Minutes 1493), the Board of Directors approved the payment of additional compensation to the departed Chairman, Mr. Konstantinos Makedos, amounting to an amount equal to one year's salary, subject to the approval of the payment of this compensation by the General Meeting of the Bank's shareholders and following the drafting of a relevant agreement with the usual terms provided under the internal regulatory framework for cases of compensation payment due to the departure of executives, applied proportionately.

The Board of Directors submits the aforementioned for approval to the General Meeting

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

Item 16: Other Issues - Announcements

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We kindly request the approval of this proposal in its entirety as well as the approval of the relevant posting.

The Chairman of the Board of Directors
Ioannis Zographakis