

**Report of the Board of Directors of the company "ATTICA BANK SOCIETE ANONYME" in accordance with paragraph 4.1.3.13.2 of the Regulations of the Athens Stock Exchange and article 22 paragraph 1 of L.4706/2020**

**A. Introduction**

The General Meeting of the shareholders of the company "ATTICA BANK SOCIETE ANONYME" (the "**Bank**"), is requested to decide during the Extraordinary General Meeting of the shareholders on 30.12.2022, inter alia on the following:

1. The increase of the nominal value of the existing common registered shares from €0.07 to €10.50 by simultaneously reducing the total number of the existing common shares of the Bank by merging 150 shares into one share (reverse split), and, if required for the purpose of achieving an integer number of shares, subsequent increase of the Bank's share capital by capitalizing part of the existing special reserve. Corresponding amendment of article 5 of the Bank's Articles of Association and granting of relevant authorizations to the Bank's Board of Directors.

2. Reduction of the Bank's share capital in the amount of €104,198,395.50 through a reduction of the nominal value of each share from €10.50 to €0.05, with the aim of the formation of a special reserve, pursuant to article 31 par. 2 Law 4548 /2018. Corresponding amendment of article 5 of the Bank's Articles of Association and granting of relevant authorizations to the Bank's Board of Directors.

3. Increase of the Bank's share capital by an amount of €1,753,136.55 with the possibility of partial coverage pursuant to article 28 of Law 4548/2018, by issuing up to 35,062,731 new common registered shares of a nominal value of €0.05 each and disposal through a public offer and with pre-emption rights in favor of the existing shareholders of the Bank, at an offer price of € 13.50 per share, through public offering with pre-emptive rights in favor of the existing shareholders of the Bank. Also, is required to grant relevant authorizations to the Bank's Board of Directors.

In the context of the increase under (3) above, the Board of Directors submits to the General Meeting of shareholders this report, in accordance with paragraph 4.1.3.13.2 of the Regulations of the Athens Stock Exchange and article 22 par. 1 of L. 4706/2020.

In implementation of the Bank's Business Plan, in order to maintain a satisfactory capital position, above the applicable capital requirements and to cover losses that will be accounted for in the fiscal year, the Bank seeks to raise funds of up to €473,346,868.50. In this context, the Bank's Board of Directors recommends to the General Meeting of shareholders, inter alia:

(i) The increase of the Company's share capital, by an amount of €1,753,136.55 (the "Increase"), with the possibility of partial coverage in accordance with article 28 of L. 4548/2018, with the issuance up to 35,062,731 new, common, intangible, registered voting shares with a

nominal value of €0.05 each (the "New Shares"), with payment in cash and with a preemptive right in favor of the Bank's existing shareholders, at an offer price of € 13.50 per share (the "Offer Price"), through public offering with pre-emptive rights in favor of the existing shareholders of the Bank. The holders of preemptive rights in the Increase will be entitled to acquire New Shares at a ratio of 3.51 New Shares for each old share of the Company. The difference between the nominal value of the New Shares and their offer price, i.e. a total of €471,593,731.95, in case of full coverage of the Increase, will be credited to the Bank's equity account "Share premium".

(ii) No fractions of the New Shares shall be issued and the New Shares resulting from the Increase shall be entitled to a dividend from the profits of the next fiscal year (01.01.2023-31.12.2023) and thereafter, in accordance with the applicable legislation and the Company's Articles of Association, provided that the Ordinary General Meeting of the Bank decides on the distribution of dividends for the said year and, in addition, since the New Shares have been credited to the accounts of the beneficiaries identified through the Intangible Securities System (S.A.T.) managed by the company "Hellenic Central Securities Depository Societe Anonyme", on the cut-off date of the right to a dividend.

(iii) The setting of a deadline for payment of the capital increase which shall not exceed four (4) months from the registration of the resolution for the Increase to the General Electronic Commercial Registry.

(iv) In the event that after the timely exercise or redemption of the pre-emptive rights there are unallocated New Shares, these shall be allocated at the discretion of the Board of Directors, in accordance with article 26 par. 4 of L. 4548/2018.

**B. Information regarding the use of proceeds of the previous share capital increase.**

The previous increase of the Bank's share capital through cash payment with pre-emptive rights and offer of the new shares with public offering took place in accordance with the resolution of the Board of Directors dated 05-11-2021. The funds raised in the context of the aforementioned increase amount to €240,000,000.00. For the public offering and listing on the Athex of the shares issued in the context of the above increase, the 11-18-2021 Prospectus as well as the 12-15-2021 supplement was approved by the Board of Directors of the Capital Market Commission.

From the previous share capital increase, 1,200,000,000 new common registered shares were issued which were admitted to trading on the Main Market of the Stock Market of the Athens Stock Exchange on 23.12.2021. The certification of the payment of the amount of the share capital increase by the Board of Directors of the Company held on 21.12.2021.

The proceeds of the share capital increase, according to the Prospectus, as following:

<b>TABLE OF ALLOCATION OF THE PROCEEDS FROM THE SHARE CAPITAL INCREASE</b>			
			<b>(Amounts in €)</b>

<b>Description of the use of raised funds</b>	<b>Amount of funds raised</b>	<b>Funds utilized until 31.12.2013</b>	<b>Balance of funds as at 31.12.2013</b>
Enhancement of Bank's capital	240,000,000.00	240,000,000.00	-
Issue costs of new shares	(13,927,160.26)	(13,927,160.26)	-
<b>Total</b>	<b>226,072,839.74</b>	<b>226,072,839.74</b>	<b>-</b>

### **C. Bank's investment plan, implementation schedule and detailed analysis of the allocation of funds**

From the Increase, up to 473,346,868.50 Euro will be raised which the Bank intends to use, in order to maintain a satisfactory capital position, above the applicable capital requirements and the coverage of losses that will be accounted for in the year.

### **D. Announcements of the main shareholders of the Bank who also participate in its management**

In September 2022, the Bank received from the HFSF, TMEDE and Ellington SA a letter concerning the agreement in principle regarding the upcoming second increase of the Bank's share capital, between the HFSF and TMEDE, Ellington SA and Rinoa Ltd (the "Private Investors").

The September Letter provides that the basic principle of the agreement in essence is the increase of the Bank's share capital by an amount of €490 million within the year 2022, of which approximately €459 million will be covered by the HFSF and Private Investors. In the case of the HFSF, any such investment in the Bank's share capital shall be conducted in accordance with Article 8.7 of the HFSF Law (which may include carrying out a feasibility study).

The Bank has been also notified on the Key Terms Agreement concluded on September 30, 2022 between the HFSF and the Private Investors. The Key Terms Agreement, which is governed by Greek law and is expressed as legally binding, records the intention of the parties to negotiate in good faith and enter into a long-term subscription and investment agreement and a shareholder agreement that reflects the content of the Key Terms Agreement. Furthermore, the Key Terms Agreement records that the capital investment includes an increase in share capital as stated in the September 2022 Letter as well as any financial instrument or other instrument that allows the HFSF to reduce and reach its final share (36.5% ). A detailed report of the provisions of the above documents is included in the Bank's Prospectus of 17-11-2022, which was approved by the Capital Market Commission.

### **E. Amount of the Increase – Offer Price of the New Shares**

The Bank's share capital will be increased by an amount of 1,753,136.55 euro, with the issuance of up to 35,062,731 new, common, intangible, registered voting shares with a nominal value of 0.05 euro each (the "New Shares"), with cash payment, and with the preemptive right of the Bank's existing shareholders. Those with preemptive rights in the Increase will be entitled to

acquire New Shares at a ratio of 3.51 New Shares for each old share of the Bank. The offer price of the New Shares will be set at 13.50 euro per New Share, and could be higher than the market price at the cut-off date of the preemption rights.

### **ATTICA BANK SOCIETE ANONYME**