

## **ANNOUNCEMENT OF 06.07.2023**

### **RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Attica Bank Societe Anonyme Banking Company (hereinafter: "the Bank"), pursuant to article 4.1.3.3. of the Athens Stock Exchange Regulation and according to L. 4548/2018 "Reform of the law of Societes Anonymes", as amended and in force, the relevant provisions of L. 2396/1996 on dematerialized shares, the Bank's Articles of Association 34 and 37 and following the resolution of the Board of Directors of 15<sup>th</sup> June 2023, announces that today the 6<sup>th</sup> of July 2023, Thursday at 12:00, the Annual Ordinary General Meeting of Shareholders was held, who are holders of common shares in Athens, via physical presence of the shareholders at NJV Athens Plaza Hotel on 2, Vas. Georgiou Avenue, Athens, and also by the remote participation of shareholders through teleconferencing pursuant to the provisions of art.125 of L.4548/2018 in which they participated, in person or by proxy of shareholders, representing 44,764,621 common registered shares with voting rights out of 45,033,921 common shares in total, i.e. 99.40% of the Bank's total paid up common share capital, forming the quorum required by Law.

The General Meeting decided the following as regards to the items of the agenda:

#### **1st ITEM: Announcement of the election of members of the Board of Directors in substitution of resigned ones according to article 82 par. 1 of Law 4548/2018**

In the General Meeting, it **was announced** according to article 82 par. 1 of Law 4548/2018 that the Board of Directors : (i) in its meeting dated 08-02-2023, further to the Minutes of the Nomination & Remuneration Committee dated 08-02-2023 elected Ms Vasiliki Skouba as new member of the Board of Directors, in substitution of the executive member Ms Irini Maragoudaki who resigned during the meeting of the Board of Directors dated 02-02-2023, with the same as above capacity, i.e. as executive member. The eligibility criteria provided for in the BoD Members Nomination Eligibility Policy of the Bank, are met for the person in question. The election of the above member will apply for the remaining term of office of the Board of Directors, and (ii) in its meeting dated 07-06-2023, further to the Minutes of the Nomination & Remuneration Committee dated 07-06-2023 elected Mr. Riccardo Lambiris and Ms.

Marianna Politopoulou as new members of the Board of Directors, in substitution of resigned non executive members Mr. Markos Koutis and Patrick Horend during the meeting of the Board of Directors dated 02-02-2023, with the same as above capacity, i.e. as non executive member. The eligibility criteria provided for in the BoD Members Nomination Eligibility Policy of the Bank, are met for the persons in question.

**2nd ITEM: Election of the new Board of Directors and appointment of independent non-executive members**

**Unanimously approved:** a) Further to the Minutes dated 15-06-2023 of the Nomination & Remuneration Committee and based on that Minutes and the details and information set out therein in accordance with the provisions of article 18 of Law 4706/2020, the election of a new 13th member of the Board of Directors for a three years term of office, i.e. from 06-07-2023 to 05-07-2026, which is prolonged in accordance with par. 1 of article 85 of Law 4548/2018 until the end of the deadline within which the immediate next General Meeting must convene and until the adoption of the relevant resolution, which will comprise the following members:

1. Ioannis Zografakis
2. Eleni Vrettou
3. Michalis Kefalogiannis
4. Efthimios Kiriakopoulos
5. Riccardo Lambiris
6. Marianna Politopoulou
7. Aimilios Giannopoulos
8. Charikleia Vardakari
9. Christos Alexakis
10. Despoina Doxaki
11. Theodoros Karakasis
12. Konstantinos Adamopoulos
13. Avraam (Minos) Moissis, as representative of the Hellenic Financial Stability Fund, due to the participation thereof in the share capital of the of the Bank, pursuant to the provisions of Law 3864/2010.

It is noted that according to the Minutes of the meeting of the Nomination & Remuneration Committee dated 15-06-2023, which was announced to the Board of Directors in its meeting dated 15-06-2023, it has been verified that the above members of the Board of Directors meet the eligibility criteria provided for in the BoD Members Nomination Eligibility Policy of the Bank.

b) The appointment of the following persons as independent non-executive members of the Board of Directors, whose number accounts for at least 1/3 of the total number the members of the Board of Directors.

1. Michalis Kefalogiannis
2. Efthimios Kiriakopoulos
3. Ioannis Zografakis
4. Aimilios Giannopoulos
5. Charikleia Vardakari

It is noted that according to the Minutes of the meeting of the Nomination & Remuneration Committee dated 15-06-2023 which was announced to the Board of Directors in its meeting dated 15-06-2023, it has been verified that the above independent members meet both 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 BoD Members Nomination Eligibility Policy of the Bank.

With the election of the above, the following are met: i) the requirements of article 5 of L. 4706/2020 regarding the required number of independent members of the BoD, and ii) the requirements of article 3 par.1.b of L. 4706/2020 regarding adequate representation by gender in the Board of Directors of the Bank.

**3rd ITEM: Designation of the nature of the Audit Committee, the term of office, the number and the competencies of the members thereof according to article 44 par. 1(b) of Law 4449/2017 and election of new Audit Committee**

**Unanimously approved** the election of a new (joint) independent 5member Audit, consisting of one (1) third independent person - non-member of the BoD, two (2) non-executive BoD members, and two (2) independent non-executive BoD members , whose composition is proposed, after the Nomination & Remuneration Committee verified that the independent members thereof meet the independency criteria set out in article 9 of Law 4706/2020, as follows:

- 1) Christos - Stergios Glavanis, third party – non BoD member, who meets the independency criteria set out in article 9 of Law 4706/2020, as Chairman of the Committee.
- 2) Aimilios Giannopoulos, Independent Non-executive Member of the BoD, who meets the independency criteria set out in article 9 of Law 4706/2020.
- 3) Efthimios Kiriakopoulos, Independent Non-executive Member of the BoD, who meets the independency criteria set out in article 9 of Law 4706/2020.
- 4) Avraam (Minos) Moissis, Non-executive Member, representative of the Hellenic Financial Stability Fund.
- 5) Konstantinos Adamopoulos, non-executive member of the BoD

The term of the Audit Committee will be respective to the term of the Board of Directors.

The Committee will be reconstituted with the above composition while pursuant to article 44 of Law 4449/2017 the Chairman of the Committee is elected among its members and is independent from the Bank.

More specifically, the member of the Committee Mr. Christos - Stergios Glavanis, has adequate knowledge and experience in auditing (and accounting) and has the qualifications set out in article 44 par. 1(g) of Law 4449/2017.

**4th Item: 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 2022 (01.01.2022 - 31.12.2022)**

**Approved unanimously** the Management Report of the Board of Directors and the Audit Report of the Statutory Auditors for the corporate fiscal year 2022, which are included in the Annual Financial Report for the fiscal year 2022.

**5th ITEM: Filing and Approval of the Financial Statements on an individual and consolidated basis for the corporate fiscal year 2022 (01.01.2022 - 31.12.2022) and on the Annual Financial Report 2022**

**Approved unanimously** the Financial Statements for the corporate fiscal year 2022 on an individual and consolidated basis (01.01.2022 – 31.12.2022), as well as the Annual Financial Report and decided the non-distribution of a dividend (either in cash or in the form of shares) to the holders of ordinary shares.

**6th ITEM: Approval in accordance with article 108 of Law 4548/2018 of the overall management conducted during the corporate fiscal year 2022 (01.01.2022 - 31.12.2022) and release of the auditors for the said corporate fiscal year**

**Approved unanimously** in accordance with article 108 of Law 4548/2018, the overall management conducted during the corporate fiscal year 2022 (01.01.2022 - 31.12.2022) and the release of the auditors for the said corporate fiscal year with the explicit statement-exception of two (2) shareholders representing 10.5% percentage of the share capital that their approval does not include acts and actions of the members of the Board of Directors, Mrs. Irimi Maragoudaki, Mr. Markos Koutis and Mr. Patrick Horend.

**7th ITEM: Appointment of Statutory Auditors (Ordinary and Alternate) for the corporate fiscal year 2023 (01.01.2023 - 31.12.2023)**

**Approved unanimously**, the assignment of the ordinary audit of the individual and the consolidated financial statements of the Bank for the corporate fiscal year 2023 (01.01.2023 - 31.12.2023) to the audit firm Grant Thornton.

**8th ITEM: Filing of the Remuneration Report for the corporate fiscal year 2022 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 2022 (01.01.2022 - 31.12.2022)**

**Allowed unanimously** the Remuneration Report for the fiscal year 2022 pursuant to article 112 of Law 4548/2018, as well as the remuneration and compensation of members of the Board of Directors for the corporate fiscal year 2022 (01.01.2022 – 31.12.2022).

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 2022.

**9th ITEM: Preliminary approval of the remuneration and compensation of the members of the Board of Directors for the period until the next Ordinary General Meeting.**

- A. **Decided unanimously** to permit, pursuant to article 109 par. 4 of Law 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 2022 Remuneration Report. The total remuneration and compensation of members of the Board of Directors the fiscal year 2023 shall not exceed the amount of € 1.5 mln on an annual basis, as in the previous fiscal year.
- B. In regards to the Remuneration Policy of the BoD members, the General Meeting **unanimously decided** that the already approved, by the Ordinary General Meeting of 22-07-2019, remains in force.

**10th ITEM: Amendment of the Articles of Association of the Bank**

**Approved unanimously** the amendment of articles 6, 13, 14, 15, 16, 33 and 36 of the Articles of Association of the Bank in a manner so as to be in line with the provisions of Law 4706/2020, as amended and currently in force, of Law 4548/2018 on Sociétés Anonymes, in the context of the additional options provided for and of Law 4261/2014.

**11th ITEM: Filing of the Annual Report of the Audit Committee for the transactions within the year 2022 in accordance with article 44 of Law 4449/2017**

In conformity with the provisions of article 44, par. 1(i) of Law 4449/2017, the General Meeting was notified about the Annual report of the Audit Committee for the transactions within the year 2022.

**12th ITEM. Filing of the Report of the Independent Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020**

In conformity with the provisions of article 9, par. 5 of Law 4706/2020, the General Meeting was notified about the report of the independent members of the Board of Directors for 2022.

**13th ITEM. Disclosure of the agreements concluded which fall under the scope of application of article 99 of Law 4548/2018, in accordance with article 97 par. 1(b) of Law 4548/2018.**

**Announced that:** A) By virtue of its resolution dated 14-12-2022, the Board of Directors of the bank (Minutes of the BoD No 1397/14-12-2022) granted a special authorization, in accordance with articles 99-101 of L. 4548/18, for the granting of a Pledge and Financial Collateral to the Hellenic Financial Stability Fund (the "HFSF") on an account of the Bank which is kept in the Bank of Greece, as well as for the conclusion of a relevant agreement.

The above resolution was adopted based on the Evaluation Report dated 13-12-2022 that was drafted by Mr Konstantinos Stamelos, Certified Auditor-Accountant (SOEL Reg. No 26841), member of the Audit Firm "RSM Greece S.A.". The relevant extract of the Minutes of the Board of Directors (No 1397/14-12-2022) was registered in the General Commercial Registry (G.E.MI.) on 15-12-2022 with Registration Code 3372416. Next on 04-05-2023, the Minutes of the BoD No 1405/16-03-2023 was registered in the General Commercial Registry (G.E.MI.) with Registration Code 3586844, with which it was ascertained that the ten (10) days deadline set out in par. 3 of article 100 of Law 4548/2018 elapsed without effect, i.e. no shareholder requested the convocation of the General Meeting for the adoption of a resolution in relation to the special authorisation; consequently, the agreement is deemed definitely valid in accordance with par. 3 of article 100 of Law 4548/2018, in conjunction with the resolution of the Board of Directors of the Bank dated 14-12-2022.

B) By virtue of its resolution dated 24-04-2023, the Board of Directors of the Bank (Minutes of the BoD No 1408/24-04-2023) granted a special authorization in accordance with articles 99-101 of Law 4548/2018, for the acceptance of the terms and conditions of the Investment Agreement between the Hellenic Financial Stability Fund (HFSF), the company Thrivest Holding Ltd, the Pancreta Bank Société Anonyme and the Bank, for the participation of the HFSF, Thrivest and Pancreta Bank in the share capital increase of the Bank currently in progress and their investment in the Bank, to the extent the assumption of the relevant obligations relates to the HFSF, in accordance with the particular conditions of the above Investment Agreement.

The above resolution was adopted based on the Evaluation Report dated 24-04-2023 that was drafted by Mr Konstantinos Stamelos, Certified Auditor-Accountant

(SOEL Reg. No 26841), member of the Audit Firm "RSM Greece S.A."

The relevant extract of the Minutes of the Board of Directors (No 1408/24-04-2023) was registered in the General Commercial Registry (G.E.MI.) on 10-05-2023 with Registration Code 3596941.

The ten (10) days deadline set out in par. 3 of article 100 of Law 4548/2018 elapsed without effect, i.e. as ascertained in the Minutes No 1414//08/06/2023 of the Board of Directors, whose publication is pending in GEMI, i.e. no shareholder requested the convocation of the General Meeting for the adoption of a resolution in relation to the special authorisation in accordance with articles 99-101 of Law 4548/2018; consequently, the agreement is deemed definitely valid in accordance with par. 3 of article 100 of Law 4548/2018.

**14th ITEM: 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**

**Unanimously approved** in accordance with article 98 par. 1 of law 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.

**15th ITEM: Activation of the provisions of article 27A of L.4172/2013 ("DTC"), building up of special reserve, free issuance of warrants for common shares in favor of the Greek State, increase in share capital through the capitalization of the special reserve and the respective amendment of article 5 of the Articles of Association regarding Share Capital and other provisions concerning the inclusion within the framework of the provisions of the aforementioned article.**

**Unanimously approved** a new activation of the provisions of article 27A of Law 4172/2013, as amended and currently in force, with the conversion of the deferred tax credits on personal differences, into definite and clear credits (receivables) against the Hellenic Republic, the formation of special reserves (which corresponds to 100% of the tax credits (receivables)), which is exclusively purported for the share capital increase, the free-of-charge (with no consideration) issuance of certificates of acquisition rights to the Hellenic Republic (which correspond to ordinary shares of a total market value equal to one hundred per cent (100%) of the amount of the definite



and cleared tax credits (receivables), while the market value is the average of the stock exchange price of the ordinary share, weighted based on the trading volume during the past thirty (30) business days from the date the tax credits (receivables) become due and payable (par. 2 last subparagraph of Law 4172/2013), the free-of-charge conversion, of the certificates into ordinary shares with the capitalisation of the special reserves formed and the respective amendment of article 5 of the Articles of Association with respect to the Share Capital.

The existing shareholders are entitled to exercise the acquisition right of the conversion rights. In this manner, shareholders are granted the opportunity to preserve their holding, by paying the relevant cost to the Hellenic Republic.

**Unanimously defined** as the period of time within which the existing shareholders shall be entitled to exercise the acquisition right for the certificates, the period of fifteen (15) days, which will commence on the first business day after the lapse of fifteen (15) days from the date the certificates will be issued, with payment of the acquisition price in parallel with the exercise of the acquisition right and unanimously authorised the Board of Directors to be able to modify the above periods of time with respect to the progress and the requirements of the relevant procedure.

The acquisition of the conversion rights, their exercise, the exercise of the acquisition right and the transfer thereof do not constitute a public offering. The above warrants that will be converted into ordinary shares, may be issued above par and can be freely transferred by their holders.

In addition, the Ordinary General Meeting of the Shareholders **unanimously approved** the granting of the power to the Board of Directors of the Company to proceed with all necessary actions for the implementation of the above as well as in order to determine the particular conditions and the time schedule for the activation and implementation of the DTC, the share capital increase with the capitalization of the special reserves and the respective amendment of article 5 of the Articles of Association of the Bank, including but not limited to, to specify the market value and the number of warrants and to proceed with all necessary actions for the implementation of the issuance, the listing for trading and the conversion of the securities. Finally, the Ordinary General Meeting of Shareholders, **unanimously 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.

#### **16th ITEM: Other Issues – Announcements**

There were no further items – announcements.

**ATTICA BANK S.A**