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## **ANNOUNCEMENT**

### **Approval of the Draft Merger Agreement between "ATTICA BANK S.A." and "PANCRETA BANK S.A."**

Athens, 26 July 2024

Attica Bank S.A. (hereinafter "Attica Bank") announces to the investors that the Boards of Directors of Attica Bank and Pancreta Bank S.A. (hereinafter "Pancreta Bank") on 26.07.2024 approved the Draft Merger Agreement for the merger by absorption of Pancreta Bank by Attica Bank, which will be carried out in accordance with the provisions of articles 6-21 & 30-34 of L.4601/2019, the provisions of Article 16 of L. 2515/1997, the applicable provisions of L.4548/2018, as in force, and the agreement dated 18.07.2024 between the Hellenic Financial Stability Fund and Thrivest Holding Ltd regarding, *inter alia*, the merger, as ratified by law.

The merger will be effected by accounting consolidation of the assets and liabilities of the merging companies and, in particular, by the contribution of the assets and liabilities of Pancreta Bank to Attica Bank, as they appear in the transformation balance sheet of Pancreta Bank as of 31 December 2023 and as formed until the completion of the merger.

The proposed exchange ratio is 0.0292156343836978 new ordinary registered shares of Attica Bank for each one (1) ordinary registered share of Pancreta Bank, while the shareholders of Attica Bank will retain after the merger the same number of shares they held prior to the merger.

The foregoing is subject to the conditions already announced, including the approval of the Draft Merger Agreement by the General Meetings of the shareholders of the merging companies and the receipt of all permits and approvals required by law from the competent authorities in accordance with the applicable legislation.

On behalf of Attica Bank, UBS Europe SE acts as financial advisor and the law firm POTAMITISVEKRIS, acts as legal advisor for the purposes of the merger, while the auditing firm "PRICEWATERHOUSECOOPERS S.A." acts as independent auditor, in accordance with the applicable legal provisions.

Investors will be informed by Attica Bank on the progress of the merger process.

**ATTICA BANK S.A.**



**IMPORTANT NOTICE - DISCLAIMER**

*This announcement contains certain forward-looking statements. These statements reflect Attica Bank's current expectations, estimates, forecasts regarding its financial condition, operating results, plans, objectives, future performance and business activities, as well as the industry in which Attica Bank operates, and are based on hypotheses and assumptions that Attica Bank's management considers reasonable. There can be no assurance that forward-looking statements will prove to be accurate, as there are risks, uncertainties and other important factors beyond Attica Bank's control, due to which actual results and future events may differ materially from those provided for in these statements. Such forward-looking statements include known and unknown risks, uncertainties and other material factors beyond the Company's control that could cause the Company's actual results, performance or achievements to differ materially from the expected results, performance or achievements expressed or implied by such forward-looking statements. Therefore, Attica Bank warns against relying on any of these future statements and points out that it does not undertake to update the statements regarding future developments in the event that circumstances or management's estimates should change.*