

**ANNOUNCEMENT OF 25.09.2024****RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ATTICA BANK S.A.**

Attica Bank S.A. (hereinafter the "Bank") announces that on Wednesday, September 25<sup>th</sup>, 2024, at 14:00, the Extraordinary General Meeting of Shareholders, holders of the Bank's common shares took place, both in physical presence and with remote participation in real time via teleconference. Shareholders attended either in person or by proxy, representing 48,533,308 common, registered, voting shares out of a total of 53,064,387 common shares, representing 91.46% of the Bank's fully paid common share capital, achieving the legally required quorum.

The General Meeting made the following decisions on the items of the agenda:

**1. Approved by majority:**

(a) The increase of the nominal value of each existing common registered share of the Bank from €0.05 to €5.00, by simultaneously reducing the total number of existing common shares of the Bank from 53,064,387 to 530,644 new common, registered shares with voting rights of the Bank, with a nominal value of five Euros (€5.00) each, by consolidating one hundred (100) existing shares into one (1) new share of the Bank (reverse split). To achieve the aforementioned integer number of shares, it was also approved to increase the share capital by an amount of €0.65 by capitalizing part of an existing special reserve.

(b) The amendment of Article 5 of the Bank's Articles of Association regarding share capital due to the aforementioned changes.

(c) The authorization to the Bank's Board of Directors (i) to implement the above decisions of the General Meeting and, if necessary, to specify and finalize the terms and procedure of the reverse split and the capitalization of part of the aforementioned reserve to achieve the exact number of new shares, as well as for any related matter, (ii) to decide and settle any fractional share rights, (iii) to merge (if deemed appropriate) the decision on this item of the agenda with the decision on the 2nd item of the agenda, so that a single approval is obtained from the relevant authorities, (iv) to supplement/modify the related figures in the relevant amendment to Article 5 of the Bank's Articles of Association, and (v) to appoint one or more members or executives of the Bank to sign and submit any necessary document to public authorities and bodies and to carry out the necessary actions to implement the above decisions.

**2. Approved by majority:**

(a) The reduction of the Bank's share capital by €2,626,687.80 by reducing the nominal value of each common share from €5.00 to €0.05, without changing the total number of common registered shares of the Bank, as shaped by the corporate actions included in the 1st item of the agenda, with the aim of forming an equivalent special reserve in accordance with Article 31, paragraph 2 of Law 4548/2018.

(b) The amendment of Article 5 of the Bank's Articles of Association regarding share capital due to the above changes.

(c) The authorization to the Bank's Board of Directors to implement the above decision of the General Meeting for the reduction of the Bank's share capital, and, if necessary, to specify and finalize the terms and procedure of the capital reduction, as well as the appointment of one or more members or executives of the Bank to sign and submit any necessary document to public authorities and bodies and to carry out the necessary actions to implement the above decisions.

### **3. Approved by majority:**

(a) The Board of Directors' report dated 04.09.2024 on the share capital increase with the content of Article 22, paragraph 1 of Law 4706/2020 and section 13 of Resolution no. 25 of the Stock Exchange Markets Governing Committee of the Athens Stock Exchange (the "**BoD Report on the SCI**").

(b) The increase of the Bank's share capital by €17,973,468 (the "**Increase**") with the option of partial coverage in accordance with Article 28 of Law 4548/2018, by issuing up to 359,469,360 new, common, intangible, registered voting shares with a nominal value of €0.05 each (the "**New Shares**"), with cash payment and their allocation at a price of €1.87 per New Share, through a public offering with pre-emptive rights in favor of the Bank's existing shareholders. Shareholders entitled to pre-emptive rights in the Increase are entitled to acquire New Shares in a ratio of 677.4209451157461 New Shares for every one old share of the Bank. The offering price of the New Shares may be higher than the stock market price at the time of the ex-rights date. The difference between the nominal value of the New Shares and their offering price, totaling €654,234,235.20 in the event of full coverage of the Increase, will be credited to the Bank's equity account "Share Premium".

(c) No fractions of New Shares will be issued, and the New Shares resulting from the Increase will be entitled to dividends from the current financial year (01.01.2024-31.12.2024) and thereafter, in accordance with applicable law and the Bank's Articles of Association, provided that the Bank's Ordinary General Meeting decides to distribute dividends for the said financial year, and further provided that the New Shares have been credited to the securities accounts of the entitled parties identified through the Dematerialized Securities System (**DSS**) managed by the "Hellenic Central Securities Depository S.A.", as of the cut-off date of the right to a dividend.

(d) The deadline for payment of the Increase will not exceed four (4) months from the date of registration of the General Meeting's resolution for the Increase in the General Commercial Registry (G.E.M.I.), in accordance with Article 20, paragraph 2 of Law 4548/2018, as this deadline will be specified by the Board of Directors.

(e) A fourteen (14) day period is set for the exercise of the pre-emptive rights of the existing shareholders, in accordance with Article 26, paragraph 2 of Law 4548/2018. The ex-rights date, record date, and the start and end dates of the trading and exercise period for the pre-emptive rights will be set by the Board of Directors and announced by the Bank.

(f) In the event that, after the timely exercise or redemption of the pre-emptive rights, there are any unsubscribed New Shares, these will be disposed of at the disposal price at the discretion of the Board of Directors, taking into account the provisions of Law 5127/2024.

(g) The amendment of Article 5 of the Bank's Articles of Association concerning share capital as a result of the above changes.

(h) The authorization to the Bank's Board of Directors (i) to determine the process for the disposal of the New Shares, including, indicatively, the exact deadline for covering the Increase and the process for exercising the pre-emptive rights, and (ii) to carry out any necessary action for the implementation of the Increase and to determine any other matter related to the Increase and the offering of the New Shares, and to carry out any necessary action, transaction, or procedural step for the realization of the Increase.

(i) The use of the proceeds from the Increase, as detailed in the BoD Report on the SCI, i.e. to strengthen the Bank's capital adequacy ratios.

#### **4. Approved by majority:**

(a) The issuance of up to 359,469,360 warrants of the Bank, in accordance with the provisions of Article 56 of Law 4548/2018, with the option of partial subscription in accordance with Article 28 of Law 4548/2018, each of which will grant its holder the right to acquire three and a half (3.5) new common registered shares (with a nominal value of five cents of the Euro (€0.05) each) of the Bank, at a price equal to five cents of the Euro (€0.05) per new share, and under the specific terms outlined in the draft resolutions published on the Bank's website for the General Meeting.

(b) The report of the Board of Directors dated 04.09.2024, in accordance with Article 27, paragraph 1 of Law 4548/2018, in conjunction with Article 56, paragraph 6 of Law 4548/2018, for the exclusion of pre-emptive rights on the Warrants and the exclusion (abolition) of pre-emptive rights of the Bank's existing shareholders, and the distribution of the Warrants free of charge to investors who will acquire New Shares of the Bank within the framework of the Increase, provided they submit an application for Warrants, at a ratio of one [1] Warrant per one [1] New Share acquired in the Increase.

(c) The use of funds to be raised from the exercise of the Warrants to strengthen the Bank's capital adequacy ratios.

(d) The authorization of the Board of Directors to further supplement, define, and/or modify the above terms of issuance of the Warrants and/or the procedure for their disposal, as deemed appropriate, taking into account the relevant provisions of Law 5127/2024, and to take all necessary actions for the issuance and distribution of the Warrants.

#### **5. Approved by majority:**

(a) As the universal successor of Pancreta Bank, the termination of inclusion in the special framework of the provisions of Article 27A of Law 4172/2013 (exclusion), effective in 2024, as specifically approved by Decision 509/1/29.08.2024 of the competent supervisory authority.

(b) All relevant decisions and actions of the General Meeting of 03.09.2024 and the Board of Directors of the absorbed Pancreta Bank, which took place following the aforementioned approval decision of the supervisory authority.

(c) The authorization of the Board of Directors for any other relevant action required by the Bank in order to implement/complete the exclusion and to write off the relevant deferred tax claims and liabilities against the Greek State, which were recorded in the books of Pancreta Bank and correspondingly reflected in the transformation balance sheet of 31.12.2023 of the absorbed entity.

6. It was announced to the General Meeting, in accordance with Article 82, paragraph 1 of Law 4548/2018, that the Board of Directors, at its meeting on 04.09.2024, after accepting the resignation dated 03.09.2024 of Board member Mr. Richardos-Antonios Lambiris (non-executive member) and following the meeting of the Corporate Governance, Nominations, Human Resources, and Remuneration Committee on 04.09.2024, elected Mr. Antonios Vartholomaïos, son of Michail, as a new member of the Board of Directors (executive member).

**ATTICA BANK S.A.**



