ATTICA BANK S.A.

EXEMPTION DOCUMENT

The information contained in this document (the "**Exemption Document**") pursuant to Commission Delegation Regulation (EU) 2021/528 (the "**Merger Exemption Regulation**") relates to the merger (the "**Merger**") through the absorption of Pancreta Bank S.A. ("**Pancreta Bank**") by Attica Bank S.A. ("**Attica Bank**", the "**Issuer**" and, together with Pancreta Bank, the "**Merging Banks**") and the listing by the Issuer of 5,557,131 new ordinary registered shares with voting rights and a nominal value of €0.05 each issued in connection with the Merger (the "**New Shares**") in the share capital of Attica Bank.

The Merger was approved by Attica Bank by way of an extraordinary general meeting of shareholders ("**EGM**") held on 3 September 2024, and by Pancreta Bank by way of an annual general meeting ("**AGM**") held on 3 September 2024.

This Exemption Document is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**EU Prospectus Regulation**"), and therefore it has not been subject to scrutiny and approval by the Hellenic Capital Markets Commission ("**HCMC**") pursuant to Article 20 of the EU Prospectus Regulation.

Except where the context otherwise requires, references in this Exemption Document to the Shares refer to all issued and outstanding ordinary shares of Attica Bank and will be deemed to include the New Shares. For the definitions of capitalised terms used throughout this Exemption Document, see Section 14 "*Definitions*".

Investing in the New Shares involves risks; see Section 2.1 "*Risk Factors relating to the Merger*" beginning on page 6 and Section 2.2 "*Risk Factors related to the New Shares*" beginning on page 25.

The date of the Exemption Document is 4 September 2024.

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1. PERSONS RESPONSIBLE FOR DRAWING UP THE EXEMPTION DOCUMENT AND THIRD PARTY INFORMATION

1.1. PERSONS RESPONSIBLE FOR DRAWING UP THE EXEMPTION DOCUMENT

The natural persons who are responsible for drawing up this Exemption Document on behalf of Attica Bank, and that are responsible for the information given in this Exemption Document (other than the information for which Pancreta Bank takes responsibility as described below), are Ms Eleni Vrettou, Chief Executive Officer, +30 210 3667310 and Ms Vasiliki (Valerie) Skoubas, Chief Finance Officer, +30 210 3667058. Their address is the address of Attica Bank: 3-5 Palaion Patron Germanou Street, 105 61 Athens, Greece.

The natural persons who are responsible for drawing up this Exemption Document on behalf of Pancreta Bank, and that are responsible for the information given in this Exemption Document in relation to Pancreta Bank, are Mr Antonis M. Vartholomeos, Chief Executive Officer, +30 210 3256200 and Mr George Xifaras, Chief Finance Officer, +30 281 0338870. Their address is the address of Pancreta Bank: Municipality of Heraklion, Crete, 5 Ikaros Avenue, P.O. Box 71306, Greece.

1.2. RESPONSIBILITY STATEMENT

Attica Bank, the members of its board of directors (the "**ATB Board**") and the natural persons who are responsible for drawing up this Exemption Document on Attica Bank's behalf declare that, to the best of their knowledge, the information contained in the Exemption Document (other than the information for which Pancreta Bank takes responsibility as described below) is in accordance with the facts and that the Exemption Document makes no omission likely to affect its import.

Pancreta Bank, the members of Pancreta Bank's board of directors and the natural persons who are responsible for drawing up this Exemption Document on Pancreta Bank's behalf declare that, to the best of their knowledge, the information contained in the Exemption Document in relation to Pancreta Bank is in accordance with the facts and that the Exemption Document in relation to Pancreta Bank makes no omission likely to affect its import.

1.3. EXPERTS REPORTS

With regard to the reports of Pricewaterhouse Coopers S.A. ("**PWC**") referred to in Section 5 "*Description of the Merger*", the engagements were performed in respect of Attica Bank by the certified public accountant Mr. Dimitrios Sourbis (SOEL Reg. No.: 16891) of PWC (registered office: 260, Kifissias Avenue, 152 32 Chalandri, Greece).

PWC declares that it consents to the inclusion of reference to its report in the Exemption Document and that PWC does not have any interest in and is not affiliated in any way with the Merging Banks.

With regard to the reports of KPMG Certified Auditors SA ("**KPMG**") referred to in Section 5 " *Description of the Merger*", the engagements were performed in respect of Pancreta Bank by the certified public accountant Mr. George Mitrellos (SOEL Reg. No.: 32761) and Mr. Charalampos Syrounis (SOEL Reg. No.: 19071) of KPMG (registered office: 44, Syngrou Avenue, Athens, 117 42, Greece).

KPMG declares that it consents to the inclusion of reference to its report in the Exemption Document and that KPMG does not have any interest in and is not affiliated in any way with the Merging Banks.

The above referenced reports are available on the website of Attica Bank as referred to in Section 12 "*Documents Available*".

1.4. THIRD PARTY INFORMATION

Information included in this Exemption Document deriving from third-party sources is marked as such and identifies the source of any such information that has been reproduced accurately and, so far as Attica Bank is aware and is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Market data used in this Exemption Document have been obtained from Attica Bank's and Pancreta Bank's internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications, including, without limitation, reports, and press releases prepared and issued by the International Monetary Fund ("**IMF**"), the Hellenic Statistical Authority ("**ELSTAT**"), the Bank of Greece, the Hellenic Bank Association, Eurostat, the European Commission, the Public Debt Management Agency and the ATHEX, as well as the Stability Programme of the Hellenic Republic for the period 2020-2023, and the Monthly Statistical Bulletins of the European Central Bank ("**ECB**"). Market research, publicly available information and industry publications generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Attica Bank and Pancreta Bank accept responsibility for accurately extracting and reproducing the same but accepts no further or other responsibility in respect of the accuracy or completeness of such information.

Unless explicitly provided otherwise or the context otherwise requires, all statistical data pertaining to the Merging Banks' or the Merged Bank's market position that is indicated to be derived from the Bank of Greece are the product of the relevant bank's internal calculations and analysis using data provided by the Bank of Greece.

1.5. REGULATORY STATEMENT

This Exemption Document has been prepared pursuant to the Merger Exemption Regulation. Accordingly, it does not constitute a prospectus within the meaning of the EU Prospectus Regulation and has not been reviewed or approved by the HCMC pursuant to Article 20 of the EU Prospectus Regulation.

2. RISK FACTORS

An investment in the New Shares involves inherent risks. The following describes the risks relating to the Merger, as well as the risks relating to the Merged Bank and its business and the Shares, including the New Shares. Shareholders should consider carefully all information set forth in this Exemption Document and, in particular, the specific risk factors set out below. If any of the risks described below materialises, individually or together with other circumstances, they may have a material adverse effect on the Merged Bank's business, financial condition, results of operations and/or cash flow, which may affect the financial condition of the Merged Bank, its ability to pay dividends and/or cause a decline in the value and trading price of the Shares that could result in a loss of all or part of any investment in the New Shares.

The risk factors included in this Section are presented in a limited number of categories. Each risk factor is placed in the most appropriate category based on the nature of the risk it represents. Within each category the risk factors deemed most material for the Merged Bank, taking into account their potential negative affect for the Merged Bank and its subsidiaries and the probability of their occurrence, are set out first. This does not mean that the remaining risk factors are ranked in order of their materiality or comprehensibility, nor based on a probability of their occurrence. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties in that risk factor are not genuine and potential threats, and they should therefore be considered carefully prior to making an investment decision. Additional factors of which Attica Bank and Pancreta Bank are currently unaware or which they currently deem not to be risks, may also have corresponding negative effects.

2.1. RISKS FACTORS RELATED TO THE MERGER

The risks below have been classified into the following categories:

1. Risks related to the outcome of the Merger;
2. Risks related to the Merged Bank’s business;
3. Risks related to the macroeconomic and financial developments in the Hellenic Republic;
4. Risks related to funding;
5. Risks related to regulation; and
6. Risks related to credit and other financial risks.

1. __Risks related to the outcome of the Merger__

a) The Merged Bank may not necessarily be able to realise some or any of the estimated benefits of the Merger in the manner or within the timeframe currently estimated, or at all, and the implementation costs may exceed estimates.

Achieving the estimated benefits, including the estimated synergies of the Merger, will depend largely on the timely and efficient combination of the business operations of Attica Bank and Pancreta Bank. The estimates on the total synergies expected to arise from the Merger and the combination of the business operations of Attica Bank and Pancreta Bank, as well as the related implementation costs, have been prepared by Attica Bank and Pancreta Bank and their advisors. These estimates are based on a number of estimates and assumptions that are inherently uncertain and subject to risks that could cause the actual results to differ materially from those contained in the synergy, benefit and related cost estimates. Achieving the estimated synergies or other benefits from the Merger could be limited, delayed or prevented, and the estimated implementation costs may be exceeded due to, *inter alia*, risks that include, but are not limited to, the following factors:

- integration may disturb the efficiency, accuracy, continuity and consistency of the Merged Bank’s control, administrative and support functions, such as financing operations, cash management, hedging, insurance, financial control and reporting, information technology, communications and compliance functions;
- Attica Bank’s and Pancreta Bank's technological solutions or standards may not be sufficiently compatible with each other to enable unified and coordinated operational models or offerings, which could slow down operations or lead to incident-causing misunderstandings and higher costs;

- technical integration may have to be implemented through temporary measures, which could lead to weakened security and increase the risk of major incidents;
- unexpected investments in equipment, IT systems and other business crucial infrastructure may incur significant integration-related expenses;
- labour practices may be different and decrease the Merged Bank’s profitability, and their alignment may be more time-consuming and expensive than anticipated;
- the Merged Bank is dependent on the working capacity of senior management and key personnel, and their continued employment with the Merged Bank following the Merger;
- merging the Merging Banks' businesses requires significant amounts of management time and effort which may impair Attica Bank management’s ability to effectively run Pancreta Bank’s businesses, including managing operations, internal development projects and mitigating existing risks;
- the Merged Bank may not be able to successfully implement a new organisational and governance model, which may require restructuring of the organisation, transferring certain services to other locations or re-evaluating headcount;
- general economic conditions may develop adversely in the Merged Bank’s market or globally; and
- the Merged Bank may not be able to react timely and effectively to market changes while in the process of combining business and support functions.

2. ***Risks related to the Merged Bank’s business***

a) There can be no assurance that the Merged Bank will achieve its Business Plan goals in the anticipated timeframe or at all and the expected benefits of the Business Plan strategy may not materialise, which could have a material adverse effect on the Merged Bank's business, financial condition and results of operations.

The strategic objectives contained in the Strategic Plan include a series of actions which are intended to drive future performance including the Merger, the NPE Reduction Plan and the Capital Enhancement Plan. For further information regarding the Strategic Plan, please see Section 13 "*Profit Forecasts*".

The Business Plan assumes successful completion of, *inter alia*, the Share Capital Increase. As described in the previous risk factor, notwithstanding the fact that the Major Shareholders have provided their legally binding commitment in the Shareholders Agreement as announced by Attica Bank on 18 July 2024 and commitment letters to the Issuer from the HFSF and Thrivest dated 24 and 25 July 2024 respectively, it is not certain that the Share Capital Increase will occur as planned and there can be no assurance that the Share Capital Increase will be subscribed in full or at all. Failure of the Share Capital Increase would not permit the Merged Bank to achieve the goals set out in the Business Plan. For further information regarding the Share Capital Increase and the commitments of the Major Shareholders, please see the section "*Significant changes since 31 December 2023*" in Section 3.2 "*Business Overview*" of this Exemption Document.

Due to the concentration in Greece of the activities of Attica Bank and its consolidated subsidiaries and Pancreta Bank and its consolidated subsidiaries, the business, financial condition and results of operations of the Issuer will be heavily dependent on macroeconomic, social and political conditions prevailing there. There can be no assurance that the planned strategy as envisaged in the Business Plan will be achieved in the anticipated timeframe or at all and the expected benefits of this strategy may not materialise. The Merged Bank's ability to implement its Business Plan goals including depends on a variety of factors, some of which will be outside of the Merged Bank's control, including, *inter alia*, inflationary pressures in the Greek economy or other adverse geopolitical issues, global macroeconomic developments, market disruptions and unexpected increases in funding costs.

This could lead to the Business Plan being amended or substituted and this, in turn, could have a material adverse effect on the Merged Bank's business, financial condition and results of operations. If the Merged Bank fails to realise the anticipated synergies or other benefits of the Merger as envisaged in the Business Plan or recognise further synergies or benefits, or the estimated implementation costs of the Merger are exceeded, the business rationale of the Merger could not be realised and the value of the shareholders’ investment into the Merged Bank could decrease. Materialisation of any of the above factors could have a material adverse effect on the business, financial condition, results of operation, future prospects, or share price of the Merged Bank.

Furthermore, the declining net interest income that may result from the inclusion of its non-performing exposures ("**NPEs**") in the HAPS may not be sufficiently counter balanced by increased net interest income from the expected credit expansion – this could negatively impact the Merged Bank's profitability, while also severely restricting its ability to lend and render additional capital enhancing actions necessary. These developments may lead to lower internal capital generation, thus not enabling the Merged Bank to achieve the levels of capital adequacy aspired and could adversely affect its financial condition, capital adequacy and results of operation.

b) Failure to maintain the applicable regulatory capital ratios may lead to the implementation of one or more resolution measures and/or the request of public financial support for the Merged Bank, which will have a material adverse effect on its shareholders (or holders of other capital instruments) and/or its business, financial condition, results of operations and prospects.

On the basis of the SREP conducted on an annual basis by the Bank of Greece, the overall capital requirements ("**OCR**") that the Issuer needs to maintain on a continuous basis are defined by the following ratios:

- CET1 ratio: 8.70%;
- Tier 1 ratio: 10.77%; and
- CAD ratio: 13.52%.

It is noted that the above capital requirements incorporate:

a) the minimum capital requirements of Pillar I of Basel as defined by article 92(1) of EU Regulation 575/2013 of a total of 8%;
b) the additional supervisory capital requirements of Pillar II of Basel ("**P2R**"), as defined by article 16(2) of EU Regulation 1024/2013 of a total of 3.02%; and
c) a capital buffer ("**CCB**") of 2.5% in accordance with Law 4261/2014.

While previous share capital increases partially succeeded in meeting the Issuer's business objectives, a further injection of equity is needed following the Merger and the Merged Bank envisages further capital actions (including the Share Capital Increase and Warrants Issuance) in order to further enhance its capital ratios. In case of failure (in whole or in part) of the Share Capital Increase and Warrants Issuance, resolution measures may be activated by the competent authorities that could lead to bail in and/or any other potential recapitalisation measures initiated and implemented in accordance with Law 3864/2010, or other measures described in the BRRD. Similarly, partial success of some or all the capital actions resulting in non-compliance with the thresholds defined in SREP may also lead to a similar process.

The successful completion of the Share Capital Increase and Warrants Issuance will enable the Issuer to cover the estimated losses of participation in HAPS but also to cover the capital needs of the Merged Bank, the costs of reorganisation, investment in new technologies and provide growth capital. While there is no subscription guarantee for the Share Capital Increase and the offering of the shares to be issued thereunder are not as at the date of this Exemption Document not subject to an underwriting agreement, the Major Shareholders have given a legally binding commitment to subscribe in the Shareholders Agreement and pursuant to letters to the Issuer in July 2024. For further information regarding the Share Capital Increase and the commitments of the Major Shareholders, please see the section "*Significant changes since 31 December 2023*" in Section 3.2 "*Business Overview*" of this Exemption Document. However, there can be no assurance that the Share Capital Increase will be subscribed in full or at all. If the Share Capital Increase is not fully subscribed, the Existing Issued Share Capital will only be increased up to the amount actually subscribed and paid for, in accordance with article 28 paragraph 1 of Law 4548/2018. Failure to raise the equity needed for the restoration of the Issuer's regulatory capital ratios through the Share Capital Increase or future capital actions, may force the regulatory authorities to subject the Merged Bank to resolution measures and/or the Merged Bank to request public financial support which will have a material adverse effect on its Shareholders (or holders of other capital instruments) and/or its business, financial condition, results of operations and prospects.

c) The HFSF, in its capacity as shareholder of the Merged Bank and due to its special statutory rights, has and may continue to have the ability to influence the decision-making of the Group.

Prior to the Merger, the HFSF held 72.5% of the total ordinary shares and voting rights of Attica Bank.

As at the date of the Merger, the HFSF is envisaged to hold 68.4% of the total ordinary shares and voting rights of the Merged Bank. Accordingly, it shall be the Merged Bank's largest shareholder. Moreover, as a result of the HFSF's shareholding in the Merged Bank, its rights under Law 3864/2010 (the "**HFSF Law**") and the relationship framework agreement concluded with the Issuer on 17 March 2022 (the "**Relationship Framework Agreement**"), the HFSF has additional rights unrelated to its percentage shareholding in the capital of the Issuer.

Pursuant to article 10 of the HFSF Law, the HFSF establishes, with the assistance of an independent consultant, the criteria for the evaluation of members of the Merged Bank's board of directors (the "**Merged Bank Board**") and its committees and any additional committees the HFSF deems necessary, taking into account international best practices. The HFSF will also be in a position to issue specific recommendations for changes and improvements in the corporate governance of the Merged Bank under the Relationship Framework Agreement in accordance with the provisions of the HFSF Law. Moreover, pursuant to article 10 of the HFSF Law the HFSF is entitled to appoint a director and has the power to veto, through such director, decisions relating to dividend distributions, remuneration policies and other specifically enumerated commercial and management decisions.

As a result of the above, the HFSF shall have certain rights regarding certain corporate actions of the Merged Bank requiring Merged Bank Shareholders approval, the functioning and decision making of the Merged Bank Board, its business, strategy and future prospects.

Despite the HFSF's special rights, the HFSF and its representative on the ATB Board are required to always respect the business autonomy of Attica Bank. The HFSF does not interfere in the business decision making of Attica Bank and to any executive decisions, thus it has never participated in Attica Bank's Executive Committee. The Bank's decision-making bodies will continue to determine independently, amongst others, Attica Bank's commercial strategy and policy and the decisions on the day-to-day operation of Attica Bank will continue to rest with Attica Bank's competent bodies and officers, as the case may be, in accordance with their statutory, legal and fiduciary responsibilities.

Moreover, in accordance with Greek corporate law and as also stipulated in the HFSF Law, the HFSF fully exercises voting rights at general meetings of Shareholders, corresponding to the total Ordinary Shares that it holds in Attica Bank. As a result, for as long as the HFSF is a major Shareholder, the HFSF may, by exercising its voting rights have the ability to elect Attica Bank's Board of Directors and may influence other decisions taken by the general meeting, including the approval or disapproval of major corporate transactions and the determination of other matters to be decided by Shareholders, among other things. With respect to its ability to elect the Board of Directors, though, under the shareholders' agreement dated 18 July 2024 between the HFSF and Thrivest (the "**Shareholders' Agreement**"), the HFSF has undertaken to exercise its voting rights in the Merged Bank to give effect to the relevant provision of the Shareholders' Agreement . For further information regarding the provisions of the Shareholders' Agreement regarding the composition of the Board of Directors of the Merged Bank following the contemplated Share Capital Increase, please see Section 7.4 "*Corporate Governance*".

As per the recently issued Law 5131/2024 (Government Gazette Issues A 128/02.08.2024), the HFSF shall be absorbed by the Hellenic Corporation of Assets and Participation ("**HCAP**"). As provided by Law 5131/2024, such merger is envisaged to occur by virtue of a ministerial decision, expected to be issued within 2024. When the above-mentioned absorption is completed, the HCAP shall become the universal successor of the HFSF. It should be noted that even after the absorption of the HFSF by HCAP, Law 5131/2014 states that the provisions of Law 3864/2010, with the exception of those concerning its management bodies, continue to apply, and where reference is made to the HFSF in the HFSF Law, such reference shall automatically mean HCAP. To this end, the fulfilment of the HFSF's objectives, as set out in Article 2 of Law 3864/2010, shall continue to bind HCAP. Such objectives include, in principle, HFSF's contribution to maintaining the stability of the Greek banking system for the benefit of public interest, and, to the extent necessary, the implementation of the HFSF Divestment Strategy. Furthermore, the Relationship Framework Agreement shall remain in force and HCAP in its capacity as successor of HFSF shall be entitled to exercise all relevant rights related to and/or deriving from them.

d) The Merged Bank will be exposed to credit risk, market risk, operational risk, liquidity risk, litigation risk, strategic/business risk, climate and environmental risk and vendor / third party risk.

As a result of its activities, the Merged Bank will be exposed to a variety of risks. Among the most significant of these risks are credit risk, market risk, operational risk, liquidity risk and litigation risk. The Merged Bank's failure to effectively manage any of these risks could have a material adverse effect on its business, financial condition, results of operations and prospects.

- *Credit risk.* Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of the envisaged Merged Bank's business and will represent its most significant source of risk. The Merged Bank's exposure to credit risk will mainly arise from corporate and retail credit, investments and treasury management. The amount of risk associated with such credit exposures will depend on various factors, including general economic conditions, market developments, debtors' financial condition, the amount/type/duration of the relevant exposure and the existence of collateral and guarantees, which the Merged Bank may not be able to assess with accuracy at the time of undertaking the relevant activity.

  If there is a further deterioration in economic and market conditions in one or more of the markets in which the Merged Bank will operate, this could worsen the credit quality of its borrowers and counterparties. In Greece, it may continue to see adverse changes in the credit quality of borrowers and counterparties, with increasing delinquencies, defaults and insolvencies across a range of sectors, particularly in the real estate market where the Merged Bank's exposure shall be significant due to mortgage loans. These trends and risks have led (for Attica Bank and Pancreta Bank) and may lead (for the Merged Bank) to further and accelerated impairment charges, higher costs, additional write-downs and losses.

- *Vendor/Third-Party Risk*. These risks are associated with engaging a vendor/third party, by virtue of any form of arrangement between the Merged Bank Group and such vendor/third party, that could adversely impact the Merged Bank Group's performance and risk management. The Merged Bank Group's operations will be reliant on third-party service providers that supply a variety of services, technology and equipment that are central to significant portions of its operational and administrative processes. These external vendors may be unable to fulfil their contractual obligations to the Merged Bank Group due to changes in regulatory requirements or for other reasons and/or may be subject to risks of fraud or operational errors by their respective employees. The Merged Bank Group will also be exposed to the risk that its (or its vendors') business continuity and data security systems are inadequate. Any failure of third-party service providers to deliver their contractual obligations on time or at all or their failure to act in compliance with applicable laws and regulations could result in reputational damage, claims, losses and damages to the Merged Bank Group.

- *Market risk.* The most significant market risks that the Merged Bank will face are interest rate, foreign exchange and bond and equity price risks. It is envisaged the Merged Bank will have an investment strategy that is compatible with its risk profile and in line with the limits approved by its risk appetite framework. However, changes in interest rate levels, yield curves and spreads may affect the interest rate margin realised between the Merged Bank's lending and borrowing costs. Further, changes in currency rates affect the value of the Merged Bank's assets and liabilities denominated in foreign currencies and may affect income from foreign exchange dealing.

  The performance of financial markets may cause changes in the value of the Merged Bank's investment and trading portfolios. Moreover, it is envisaged the Merged Bank will not hedge all of its risk exposure in all market environments or against all types of risk, and the manner in which gains and losses resulting from certain hedges are recorded may result in additional volatility in its reported earnings.

- *Operational risk.* The businesses of the Merged Bank Group will be dependent on the ability to process a very large number of transactions efficiently and accurately. Operational risk and losses can result from inadequate or failed internal processes, people and systems or from external events such as fraud or other malicious acts from third parties (robberies or terrorist activities), cyber-attacks, errors by employees, failure to document transactions properly or to obtain proper internal authorisation, failure to comply with regulatory requirements and conduct of business rules, equipment failures, natural disasters or the failure of external systems including those of the Issuer's suppliers or counterparties. Furthermore, the risk of legal and regulatory sanctions, financial loss and/or impacts on the Merged Bank's reputation may result from a breach or non-compliance with the legal and regulatory framework, contractual obligations and codes of conduct related to its activities.

- *Liquidity risk.* Liquidity risk refers to the Merged Bank's potential inability to repay in full or on time its current and future financial obligations, when the latter become due, due to a liquidity shortage. The

Issuer's inability to anticipate and take appropriate measures regarding unforeseen decreases or changes in funding sources could have an adverse effect on its ability to meet its obligations when they fall due.

- *Litigation risk.* In the context of its day-to-day operations the Merged Bank will be exposed to litigation risk as a result of, *inter alia,* changing and developing consumer protection legislation and legislation on the provision of banking and investment services. The defence of any claims and any associated settlement costs can be substantial, even with respect to claims that have no merit. In addition, adverse judgments arising from litigation could result in restrictions or limitations on the Merged Bank's operations or result in a material adverse impact on its reputation or financial condition. There can therefore be no assurance that significant litigation will not arise in the future.

- *Climate and Environmental Risk*. Failure to adequately embed risks associated with climate change into its risk management framework or to appropriately measure, manage and disclose the various financial and operational risks the Merged Bank will face as a result of climate change, or failure of the Merged Bank Group’s strategy and business model to adapt to the changing regulatory requirements and market expectations on a timely basis, may have a material and adverse impact on the Merged Bank Group’s level of business growth, funding, profitability, capital and financial position, as well as competitiveness and reputation.

There can be no assurance that the Merged Bank Group will be able to mitigate or fully manage the above risks at all times, which could materially adversely affect its business, results of operations and financial condition. In addition, any volatility resulting from market developments outside the Merged Bank Group’s control could cause the Merged Bank's liquidity position to deteriorate, which would in turn increase the Merged Bank Group’s funding costs and limit its ability to increase its credit portfolio and the total amount of its assets.

e) The Merged Bank may not be able to reduce its NPE levels in line with its targets or at all, which may materially impact the Merged Bank's financial condition, capital adequacy or results.

The level and amount of NPEs will affect the Merged Bank's net income through credit risk and impairment expenses, recovery strategy costs, other operating expenses and taxes. In July 2024, Attica Bank announced that it had initiated the process for a securitisation of a portfolio of non-performing exposures with a total book value of €2.3bn, and that it has applied a guarantee of the senior notes of the securitisation under the HAPS programme, with a total value of €750m. Similarly, Pancreta Bank has applied for the inclusion of the senior notes of its securitisation in the HAPS, with a total value of €438 million under a securitisation of a portfolio of non-performing exposures with a total gross book value of approximately €1.4 billion. It is estimated that if both such securitisations are successfully completed (and the Share Capital Increase is successfully completed) the Merged Bank will have an NPE ratio of 3%.

The execution of such securitisations however is complex and entails certain operational and execution risks, such as the worsening of market conditions, lack of investor interest or appetite, expiry or termination of the HAPS programme prior the inclusion of either or both of the Merging Banks' NPE portfolios, failure to satisfy any applicable conditions for the transfer of the notes included in the relevant transaction documents, receipt of necessary approvals from third parties, (which could include approval by the Bank of Greece that the relevant securitisation transaction is compliant with the applicable regulatory framework to achieve a significant transfer of the Merged Bank's credit risk on the underlying NPEs for regulatory capital purposes), and other constraints stemming from events which will be beyond the Merged Bank's control, any of which could (i) cause significant interruptions or delays in the implementation of the Merged Bank's plans and/or (ii) require the Merged Bank to complete these transactions on less favourable terms.

The Merged Bank's failure to reduce its NPE levels by participation in the HAPS programme, or otherwise, or on the terms that it currently expects and on the basis of which it has made its estimates, could adversely affect its financial condition, capital adequacy and operating results and as a result, it may need to deviate from its initial planning and provisioning strategy as it would still need to comply with its capital adequacy requirements.

f) Deteriorating asset valuations resulting from poor market conditions, particularly in relation to developments in the real estate markets, may adversely affect the Merged Bank's future earnings, capital adequacy, financial condition and results of operations.

A global economic slowdown has resulted in an increase in NPEs and changes in the fair values of Attica Bank's and Pancreta Bank's exposures and underlying loan collateral. A substantial portion of the Merged Bank's loans to corporate and individual borrowers will be secured by collateral such as real estate, personal guarantees, vessels, term deposits and receivables.

In particular, as residential mortgage loans and mortgage-backed loans will be one of the Merged Bank's principal assets, the Merged Bank will be highly exposed to volatility in the Greek real estate market. Real estate property values depend on various factors including, *inter alia*, current rental values and occupancy rates, prospective rental growth, lease length, tenant creditworthiness and solvency, together with the nature, location and physical condition of the property concerned, changes in laws and governmental regulations governing real estate usage, zoning and taxes. In addition, real estate markets are typically cyclical in nature, difficult to predict and are affected by the condition of the economy as a whole.

The prolonged war in Ukraine has resulted in increased macroeconomic and geopolitical uncertainty, a sharp rise in commodity prices and inflationary pressure, further global supply chain disruption, a tightening of financial conditions and a sharp drop in consumer confidence. More specifically, the war has pushed energy prices upwards, since Russia has been the main supplier of natural gas to the European Union ("**EU**"). While neither Attica Bank nor Pancreta Bank has exposure to Eastern Europe (including Ukraine) that could directly and substantially affect its day-to-day operations and/or its balance sheet (or those of the Merged Bank), the aforementioned factors, together with the potential for an extended recession and a slower recovery in the Greek economy, the ongoing Russian invasion of Ukraine and geopolitical tensions in the Middle East, amongst other factors, could have a negative effect on the property market by reducing the ability of property owners to service their debt or decreasing property prices, which, in turn, could affect deposit rates and lender recoveries.

There is no way of predicting the progress or outcome of the conflict in the Middle East or their impact in the regions the Merged Bank and the Merged Bank Group will operate, as the conflict and any resulting reactions from governments, international organisations and other institutions are rapidly developing and will be beyond the Merged Bank's and the Merged Bank Group's control. The extent and duration of the military actions, sanctions and resulting market disruptions could be significant and could potentially have substantial impact on the global economy for an unknown period of time.

Decreases in the value of collateral to levels lower than the outstanding principal balance of the corresponding loans, the inability to provide additional collateral, the deterioration of the financial conditions in any of the sectors in which the Merged Bank's debtors conduct business may result in further impairment losses and provisions to cover credit risk.

In addition, an increase in financial markets volatility or adverse changes in the liquidity of the Merged Bank's assets could impair its ability to value certain of its assets and exposures. The value ultimately realised by the Merged Bank will depend on the fair value of assets determined at that time and may be materially different from the current market value. Any decrease in the value of such assets and exposures could require the Merged Bank to recognise additional impairment charges, which could adversely affect the Merged Bank's future earnings, capital adequacy, financial condition and results of operations.

g) The Merged Bank will be exposed to the financial performance and creditworthiness of companies and individuals in Greece

The Merged Bank's business, results of operations and financial condition will be significantly exposed to the economic and financial performance, creditworthiness, prospects and economic outlook of companies and individuals in Greece or with a significant economic exposure to the Greek economy. In addition, its business activities will depend on the level of customer demand for banking, and financial products and services, as well as customers' capacity to service their obligations or maintain or increase their demand for the Merged Bank's services. Customer demand and customers' ability to service their liabilities depend considerably on their overall economic confidence, prospects, employment status, the state of the public finances in Greece, investment and procurement by the central government and municipalities and the general availability of liquidity and funding on reasonable terms.

The trajectory of the Greek economy, despite recent successes, remains uncertain in achieving sustained and robust growth critical for alleviating financial constraints, attracting foreign direct investment and securing funding from capital markets. The ongoing influence of international commercial counterparties' creditworthiness and the aftermath of the global economic downturn further compound these challenges.

The prospect of an economic recession, coupled with increasing market uncertainty and asset price volatility, higher unemployment rates, inflation pressures, and shrinking consumer spending and business investment could result in substantial impairments in the values of the Merged Bank Group's loan assets, decreased demand for borrowings, increased deposit outflows and a significant increase for the Merged Bank in the level of NPEs.

h) Volatility in interest rates may negatively affect the Merged Bank Group's net interest income and have other adverse consequences.

Interest rates are highly sensitive to many factors beyond the Merged Bank Group's control, including monetary policies and domestic and international economic and political conditions. As such, there can be no assurance that further domestic or international events will not alter the interest rate environment in Greece and the other markets in which the Merged Bank Group will operate. Cost of funding is especially at risk for the Merged Bank Group due to increased funding of the Eurosystem, being the monetary authority of the euro area (being the Economic and Monetary Union of the member states of the EU which have adopted the euro currency as their sole legal tender) (the "**Eurozone**"), composed of the ECB and the central banks of the member states that belong to the Eurozone (the "**Eurosystem**").

As with any credit institution, changes in market interest rates may affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. This difference could impact net interest income. Further, an increase in interest rates may reduce the capacity of some of the Issuer's clients to repay in the current economic circumstances, which could adversely affect the Merged Bank's profitability.

i) Future market fluctuations and volatility may result in significant losses in the commercial and investment activities of the Merged Bank Group, which could adversely affect the Issuer's profitability.

Positions in the Merged Bank Group's trading and investment portfolio which relate to the debt, currency, equity and other markets could be adversely affected by continuing volatility in financial and other markets, creating a risk of substantial losses. Continuing volatility and further dislocation affecting certain financial markets and asset classes could also further impact the Merged Bank Group's results of operations, financial condition and prospects. In the future, these factors could have an impact on the mark-to-market valuations of assets in the Merged Bank Group's investment securities, trading securities, loans measured at fair value through profit and loss and financial assets and liabilities for which the fair value option has been elected.

Volatility can also lead to losses relating to a broad range of other trading securities and derivatives held, including swaps, futures, options and structured products. Losses in the commercial and investment activities of the Merged Bank Group may adversely affect its ability to lend and its profitability.

j) The Merged Bank Group will be vulnerable to the ongoing disruptions and volatility in the global financial markets.

The Merged Bank's results of operations will be materially affected by many factors of a global nature, including: political and regulatory risks and the condition of public finances; the availability and cost of capital; the liquidity of global markets; the level and volatility of equity prices, commodity prices and interest rates; currency values; the availability and cost of funding; inflation; the stability and solvency of financial institutions and other companies; investor sentiment and confidence in the financial markets; or a combination of the above factors.

Moreover, the ongoing Russian invasion of Ukraine, which was launched on 24 February 2022, together with the imposition of sanctions and export controls against Russia and Russian interests by a number of countries including the EU, has already had a significant impact on the European and global economy, with greater market volatility and significant increases in the prices of energy and natural gas. The Merged Bank will not have exposure to Eastern Europe (including Ukraine) that could materially affect is day-to-day operations of financial condition however the fallout and knock-on effects from the conflict in Ukraine is expected to impact materially the global economic recovery this year, with the greatest impact in Europe. The increase in oil prices and renewed supply chain disruptions are also likely to further increase inflation.

In this respect, following the outbreak of the Hamas-Israel conflict in October 2023, further downside risks could emerge in the event of a broader regional conflict and an activation of terrorist groups in Europe or elsewhere, which could give rise to new energy price spikes as well as adversely affect the global economic conditions, and tourism activity. These risks could be compounded by the ongoing war in Ukraine

As at the date of this Exemption Document, it is not possible to predict the broader consequences of these geopolitical factors, which could include further sanctions, export controls and embargoes, greater regional instability, geopolitical shifts and other adverse effects on macroeconomic conditions, currency exchange rates, supply chains (including the supply of fuel and gas from Russia) and financial markets, all of which could, either directly or indirectly, have an adverse impact on the business, financial condition and/or results of operations of the Merged Bank and/or the Merged Bank Group.

k) The Merged Bank Group will be exposed to risk of fraud and illegal activities of other forms which, if they are not dealt with successfully or in a timely manner, could have negative effects on its business, financial condition, results of operation and prospects.

The Merged Bank Group will be subject to rules and regulations related to money laundering and terrorism financing. Compliance with anti-money laundering and anti-terrorist financing rules entails significant cost and effort. Non-compliance with these rules may have serious consequences, including adverse legal and reputational consequences. Although current anti-money laundering and anti-terrorism financing policies and procedures are adequate to ensure compliance with applicable legislation, it cannot be guaranteed that they will comply at all times with all rules applicable to money laundering and terrorism financing as extended to the whole Merged Bank Group and applied to its workers in all circumstances. A possible violation, or even any suspicion of a violation of these rules, may have serious legal and financial consequences, which could have a material and adverse effect on the Merged Bank Group's business, financial condition, results of operations and prospects.

l) The systems and networks of the Merged Bank Group's will be vulnerable to an increasing risk of continually evolving cyber security risks or other technological risks which could result in the disclosure of confidential client or customer information, damage to the Merged Bank Group's reputation, additional costs to the Merged Bank Group, regulatory penalties and financial losses.

A significant portion of the Merged Bank Group's operations rely heavily on the secure processing, storage and transmission of confidential and other information as well as the monitoring of a large number of complex transactions on a constant basis. The Merged Bank Group will store an extensive amount of personal and client-specific information for its retail, corporate and governmental customers and clients and must accurately record and reflect their extensive account transactions. The proper functioning of the Merged Bank Group's payment systems, financial and sanctions controls, risk management, credit analysis and reporting, accounting, customer service and other information technology systems, as well as the communication networks between its branches and main data processing centres, are critical to the Merged Bank Group's operations. These activities have been, and will continue to be, subject to an increasing risk of cyber-attacks, the nature of which is continually evolving.

The Merged Bank Group's computer systems, software and networks will continue to be threatened by unauthorised access, insider attacks, loss or destruction of data (including confidential client information), privilege escalation, social engineering, malware and denial of service attacks, account takeovers, unavailability of service, computer viruses or other malicious code, cyber-attacks and other events. These threats may derive from human error, fraud or malice on the part of employees or third parties or may result from accidental technological failure. If one or more of these events occurs, it could result in the disclosure of confidential client information, damage to the Merged Bank Group's reputation with its clients and the market, additional costs to the Merged Bank Group (such as repairing systems or adding new personnel or protection technologies), regulatory penalties and financial losses to both the Merged Bank Group and its clients. Such events could also cause interruptions or malfunctions in the operations of the Merged Bank Group (such as the lack of availability of the Merged Bank Group's banking services), as well as the operations of its clients, customers or other third parties. Given the volume of transactions at the Merged Bank Group, certain errors or actions may be repeated or compounded before they are discovered and rectified, which would further increase these costs and consequences.

In addition, third parties with which the Merged Bank Group does business may also be sources of cyber security risks or other technological risks. Although the PCB Group and/or ATB Group adopt a range of actions to eliminate the exposure resulting from outsourcing, such as not allowing third-party access to the production systems and operating a highly controlled IT environment with a multi-layered defence-in-depth approach, unauthorised access, loss or destruction of data or other cyber incidents could occur, resulting in similar costs and consequences to the Merged Bank Group as those discussed above.

m) The planned creation of a deposit guarantee system applicable throughout the European Union may result in additional costs to the Issuer.

The harmonisation of deposit guarantee systems throughout the EU will represent significant changes to the mechanisms of the deposit guarantee systems currently in force in individual countries.

Greece has transposed Directive 94/19/EC of the European Parliament and of the Council of 30 May 1994 on deposit-guarantee schemes by virtue of Law 3746/2009, which established the Hellenic Deposit and Investment Guarantee Fund (the "**HDIGF**"). Law 3746/2009 was abolished by Law 4370/2016, which transposed Directive 2014/49/EC into Greek law. Three different schemes are run by the HDIGF, each regulated by a different set of legal provisions: the first is the deposit guarantee scheme (the "**DGS**"), the second is the investment guarantee scheme and the third is the scheme funding resolutions. The DGS is financed both on an ex-ante and on an ex-post basis. All credit institutions licensed by the Bank of Greece are obliged, by virtue of article 5 of Law 4370/2016, to participate in the DGS.

Attica Bank's contribution to the DGS for the year 2023 amounted to €1.01 million and that of Pancreta Bank to €1.0. The Merged Bank may be required, pursuant to EU law, to make contributions that are higher than those currently required under applicable national law, which may adversely affect its operating results.

n) Changes in consumer protection laws might limit the fees that the Merged Bank Group may charge in certain banking transactions.

Changes in consumer protection laws in Greece could limit the fees that banks may charge for certain products and services such as mortgages, unsecured loans and credit cards. If introduced, such laws could reduce the Merged Bank Group's net income, though the amount of any such reduction cannot be estimated at this time. Such effects could have a material adverse effect on the Merged Bank Group's business, financial condition, results of operations and prospects.

o) The value of certain financial instruments recorded at fair value is determined using financial models incorporating assumptions, judgements and estimates that may change over time.

In establishing the fair value of certain financial instruments, each of Attica Bank and Pancreta Bank relies (and the Merged Bank will rely) on quoted market prices or, where the market for a financial instrument is not sufficiently active, internal valuation models that utilise observable financial market data. In certain circumstances, the data for individual financial instruments or classes of financial instruments utilised by such valuation models may not be available or may become unavailable due to changes in financial market conditions. In such circumstances, the Merged Bank Group's internal valuation models require the Merged Bank Group to make assumptions, judgements and estimates to establish fair value. These internal valuation models are complex, and the assumptions, judgements and estimates the Merged Bank Group is required to make often relate to matters that are inherently uncertain, such as expected cash flows. Such assumptions, judgements and estimates may need to be updated to reflect changing facts, trends and market conditions. The resulting change in the fair values of the financial instruments could have a material adverse effect on the Merged Bank Group's estimates, earnings and financial condition. Also, market volatility and illiquidity make it difficult to value certain of the Merged Bank Group's financial instruments.

p) Soundness of other financial institutions.

The Merged Bank Group will routinely transact with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. Such financial counterparties are subject to many of the pressures faced by the Merged Bank Group as described above. Concerns about, or a default by, one financial institution could lead to significant liquidity problems and losses or defaults by other financial institutions. Many of the routine transactions into which the Group enters expose it to significant credit risk in the event of default by one of its significant counterparties. Such default by a significant financial counterparty, or liquidity problems in the financial services industry in general, could have a material adverse effect on the Merged Bank Group's business, financial condition, results of operations, prospects and capital position.

q) The Merged Bank will face significant competition from Greek banks and may not be able to preserve its customer base, especially if it fails to continue its digital transformation.

The general scarcity of wholesale funding since the onset of the economic crisis has led to a significant increase in competition for retail deposits in Greece and significant consolidation of the Greek banking system. The Merged Bank may not be able to continue to compete successfully with domestic banks in the future. These competitive pressures on the Merged Bank Group may have an adverse effect on its business, financial condition, results of operations and prospects.

The Merged Bank's success depends on its ability to maintain high levels of loyalty among its customer base and to offer a wide range of competitive and high-quality products and services to its customers. In order to pursue these objectives, the Issuer has already established customer loyalty and reward plans and is expecting to implement modern tools in order to timely identify and address client needs based on behavioural analysis and evaluation. Moreover, the Issuer seeks to maintain long-term financial relations with its customers through the sale of anchor products and services, namely mortgage loans, salary accounts, standing transfers, credit cards, saving products and bank assurance products. Nevertheless, high levels of competition in Greece, and an increased emphasis in cost reduction, may result in an inability to maintain high loyalty levels of the Merged Bank's customer base, provide competitive products and services, or maintain high customer service standards, each of which may adversely affect the Merged Bank's business, financial condition, results of operations and prospects.

Additionally, the banking sector is undergoing a digital and technological transformation, with new entrants in the banking and payment processing sectors who in the future may challenge the competitive position of traditional credit institutions, including the Merged Bank's. A failure or delay by the Merged Bank to achieve its transformation plan may impact its ability to compete with new industry entrants, which could adversely affect the Issuer's future earnings, capital adequacy, financial condition and results of operations.

r) Laws regarding the bankruptcy of individuals and regulations governing creditors' rights in Greece may limit the Merged Bank Group's ability to receive payments on NPEs, increasing the requirements for provisioning in its financial statements and impacting its results and operations.

Laws regarding the bankruptcy of individuals and other laws and regulations governing creditors' rights generally vary significantly within the countries in which the Merged Bank Group will operate. In some countries, including Greece, bankruptcy, insolvency, enforcement and other laws and regulations affecting creditor's rights offer less protection for creditors compared to the bankruptcy regime in the United Kingdom or the United States.

In October 2020 a new bankruptcy code was enacted in Greece by virtue of Law 4738/2020 (the "**Insolvency Code**"). The Insolvency Code introduced a major reform of the Greek bankruptcy and insolvency regime, aimed at facilitating and enhancing resolution of insolvency cases and pre-insolvency debt restructuring. Key changes of the Insolvency Code include the introduction of a new out-of-court workout process, based on the development of an electronic platform and an algorithm determining the viability of the debtor's debts post-restructuring, the introduction of a bankruptcy regime for over-indebted individuals who are not entrepreneurs, a new sale-and-lease- back scheme for primary residence protection, and shorter and automatic debt discharge periods. The new out-of-court workout process and the new bankruptcy proceedings entered into force on 1 March 2021. However, new bankruptcy proceedings entered into force on 1 June 2021 for (a) small businesses (i.e., those whose total assets do not exceed €350,000 and whose turnover does not exceed €700,000, and with the exception of legal entities with a turnover above €2,000,000) and (b) over-indebted individuals who are not entrepreneurs. Finally, a new out-of-court workout process entered into force on 1 June 2021. These changes could lead to a material adverse effect on the Merged Bank Group's estimates, earnings and financial condition.

s) If the Merged Bank Group's reputation is damaged, this would affect its image and customer relations, which could adversely affect its business, financial condition, results of operation and prospects.

Reputational risk is inherent to the Merged Bank Group's business activity. Negative public opinion towards the Group or the financial services sector as a whole could result from real or perceived practices in the banking sector, such as money laundering, negligence during the provision of financial products or services, or even from the way that the Merged Bank Group conducts, or is perceived to conduct, its business.

Although the Merged Bank Group will make all possible efforts to comply with the regulatory instructions, negative publicity and negative public opinion could adversely affect the Merged Bank Group's ability to maintain and attract customers, in particular, institutional and retail depositors, which could adversely affect the Merged Bank Group's business, financial condition and future prospects.

t) The Merged Bank Group faces significant competition from Greek and foreign financial institutions, as well as new entrants to the market and financial technology companies.

If the Merged Bank Group fails to compete successfully with domestic and international financial institutions in the future, the Merged Bank Group's business, financial condition, results of operations and prospects could be materially adversely affected. On the lending front, the Merged Bank Group faces significant competition from the largest banks and other smaller banks in Greece, as well as from foreign financial institutions, which could require the Merged Bank Group to reduce spreads in the future to attract and maintain equivalent lending activity levels, especially in a high interest rate environment. On the deposits front, the changes in the level of interest rates imposed by the ECB in recent periods may lead to a significant increase in competition for deposits in Greece among the four largest banks and other smaller banks, which could require the Merged Bank to pay higher rates in the future to attract and maintain equivalent levels of deposits.

Moreover, the Merged Bank Group's competitive position generally depends on its ability to continue to offer a wide range of competitive and high quality products and services to its corporate and retail customers, including in particular a comprehensive digital offering. The Merged Bank Group also faces potential competition from new entrants to the market and an increasing risk of disintermediation from financial technology companies, all of which threaten to disrupt the value chain.

The intense competition, coupled with a heightened focus on cost reduction, may lead to a reduction in fee income and compress profit margins. This, in turn, might adversely impact the Merged Bank Group's overall profitability.

u) The Merged Bank Group may be unable to retain or recruit experienced and/or qualified senior management and other personnel following the Merger and the Merged Bank may bear additional costs in regard to staff.

The Merged Bank Group's senior management team will include several experienced executives in the banking sectors in which the Merged Bank will operate. The continued performance of the Merged Bank Group's business and its ability to execute its business strategy will depend, in large part, on the efforts of senior management. Furthermore, the Merger could lead to the departure of certain members of senior management. The Merged Bank's success also depends in part on its ability to continue to attract, retain and motivate qualified and experienced banking and management personnel. Competition in the Greek banking industry for personnel with relevant expertise is intense due to the relatively limited availability of qualified individuals.

While the Merged Bank Group will seek to provide attractive compensation packages in order to recruit and/or retain experienced and qualified senior management and other personnel, its ability to do so depends on a number of factors, some of which are outside of its control. If the Merged Bank Group were to experience difficulties in recruiting and/or retaining experienced and qualified senior management or other personnel, its business could be materially adversely affected.

In addition, labour practices of the Merging Banks may be different and alignment and training of the personnel following the Merger may be more time-consuming and expensive than anticipated. Although the objective of the Merger and any staff rationalisation plan is to create a more efficient workforce, such initiatives on a large scale may lead to additional restructuring expenditure in terms of staff costs and may have an impact on the financial figures of the Merged Bank.

v) The Merged Bank Group's business operations require precise documentation, recordkeeping and archiving. Any failure to do so could cause the Merged Bank Group to violate regulatory requirements, could prevent it from adequately monitoring transactions and claims or litigation, and could preclude it from enforcing agreements in accordance with their intended terms, all with a potential material adverse effect on the Merged Bank Group's business, reputation, results of operations and financial condition.

The Merged Bank Group's business operations require precise documentation, recordkeeping and archiving. Incomplete documentation, documentation not properly executed by counterparties, inadequate recordkeeping or archiving, including the ability to promptly reproduce the information stored in a demonstrable authentic, unchanged, unmodified or unaltered fashion, and the loss of documentation (both physical and electronic documentation) could materially and adversely affect the Merged Bank Group's business operations in a number of ways. Technical limitations, end of lifecycles, erroneous operational decisions, inadequate policies, human mistakes, outdated computer systems and programmes for the storage of older data, system failures, system decommissioning, underperforming third party service providers and inadequate and incomplete arrangements with third party service providers (including where the business continuity and data security of such third parties proves to be inadequate), may all lead to incomplete or inappropriate documentation or data, the loss or inaccessibility of documentation or data, and non-compliance with regulatory requirements.

The risk is further exacerbated by the increased use of technology and modern media for interacting with customers and entering into transactions with or selling products and services to them. For example, documentation and recordkeeping when clients use the internet or hand-held devices for entering into transactions with the Merged Bank Group are in certain respects more complex (with electronic signatures having to be verified and pages visited, and general terms accepted having to be stored) than with more traditional paper-based methods for entering into transactions. Furthermore, if client or transaction files are incomplete, this could preclude the Merged Bank Group from enforcing or performing agreements in accordance with their intended terms.

Accordingly, if the Merged Bank Group should fail in respect of proper documentation, recordkeeping and archiving, or in obtaining the right and complete information, this could not only lead to fines or other regulatory action, but also materially and adversely affect its business, reputation, results of operations and financial condition.

3. ***Risks related to the macroeconomic and financial developments in the Hellenic Republic***

a) Political, geopolitical and economic developments could adversely affect the Merged Bank's business and operations.

External factors, including political, geopolitical, and economic developments in the Hellenic Republic and the region may negatively affect the Merged Bank's business, operations, and prospects in and outside of Greece. The Merged Bank's financial condition and results of operation may be adversely affected by various events outside of the Merged Bank's control, including but not limited to:

- changes in government and economic policies;
- political instability, military conflicts or geopolitical tensions that impact South-Eastern Mediterranean Europe and/or other regions, including tensions between Greece and Turkey and the ongoing conflict between Russia and Ukraine and in the Middle East;
- changes in the level of interest rates set by the ECB;
- regulations and directives relating to the banking and other sectors; and
- taxation and other political, geopolitical, economic or social risks affecting the Issuer's business development.

Moreover, the outbreak of the Hamas-Israel conflict in October 2023 may impact regional and global political and economic conditions in a manner that is difficult to anticipate at present. Further downside risks could emerge in the event of a broader regional conflict—involving other countries in the Middle East—and an activation of terrorist groups in Europe or elsewhere, which could adversely affect tourism, external trade and investment, as well as cause additional migration flows from the affected areas. These risks could be compounded by the ongoing war in Ukraine and could adversely affect the business of the Merged Bank Group.

Notwithstanding the efforts of the Greek Government and the EU to address the economic impact of the knock-on effects on the economy caused by the war in Ukraine and the associated energy crisis, there can be no assurance that the expected improvement in the macroeconomic performance and growth will indeed materialise.

b) Uncertainty resulting from the Hellenic Republic's financial and economic crisis has had and is likely to continue to have a significant adverse impact on the Merged Bank Group's business, financial condition, results of operations and prospects.

The Merged Bank Group's business is heavily dependent on the macroeconomic and political conditions in Greece.

Greece experienced an unprecedented financial crisis from 2008 to 2016. During this period, the Hellenic Republic faced significant pressure on its public finances and received financial assistance under consecutive stabilisation programmes sponsored by the IMF, the EU, the ECB and the European Stability Mechanism ("**ESM**"). The last financial assistance and stabilisation programme was agreed in August 2015 and was completed in August 2018 (the "**ESM Programme**"). In accordance with these stabilisation programmes, the Hellenic Republic committed to certain substantial structural measures intended to restore competitiveness and promote economic growth in the country.

In August 2018, the Hellenic Republic concluded the ESM Programme with a successful exit and no fourth stabilisation programme was imposed. Nevertheless, as part of the post-stabilisation programme period, the Hellenic Republic has made specific policy commitments to complete key structural reforms initiated under the ESM Programme within agreed deadlines and has made a general commitment to continue to implement all key reforms adopted under the ESM Programme. Progress on the implementation of such reforms, as well as the economic developments and policies in Greece, are monitored under an enhanced surveillance framework in accordance with Regulation (EU) No 472/2013.

Greece's GDP (in constant price terms) grew by 2.2% year-over-year in the first nine months of 2023 (*Source: Source: ELSTAT, Gross Domestic Product, 3rd Quarter 2023*), supported by a resilient labour market and the implementation of the National Recovery and Resilience Plan (the "**NRRP**"). Based on the European Commission's Winter 2024 Economic Forecast, real GDP growth for the remainder of the year is expected to be solid, averaging 2.2% for 2023 as a whole, with economic growth projected at 2.3% in 2024 and 2.3% in 2025 (*Source: European Commission, Economic Forecast Winter 2024, Economic Forecast for Greece, February 2024*). However, legacy effects of the Greek fiscal crisis from 2009 to 2017, combined with the ongoing residual effects of the COVID-19 pandemic and the still considerable inflation, as well as energy and geopolitical risks arising in connection with the Russian invasion of Ukraine in February 2022, could adversely impact economic growth. The outlook of the economy could also weaken significantly if geopolitical risks escalate further, at a global or regional level, undermining confidence as well as tourism and shipping activity, and leading to a deferral of private spending decisions. Moreover, if the benefits from the significant economic adjustment and structural reforms to Greece's economic performance prove to be smaller than expected, or if the effects of the COVID-19 pandemic or the ongoing energy/inflation crisis and geopolitical turbulence are more persistent than currently envisaged, they could further weaken Greece's fiscal position, weigh on sovereign risk premia and on the banking system's performance (including the performance of the Merged Bank Group) and create uncertainties, potentially resulting in the need for additional interventions to ensure the long-term sustainability of the public debt.

Any deterioration in macroeconomic, social and political conditions prevailing in Greece could adversely impact, among other things, customer confidence, private sector income, the quality of private sector balance sheets and liquidity conditions in general, as well as asset valuations, any of which could in turn have a material adverse impact on the Merged Bank Group's liquidity position, business, results of operations, financial condition and prospects. Moreover, any such deterioration could lead the Merged Bank Group's customers to decrease their risk tolerance to non-deposit investments, such as stocks, bonds and mutual funds, which could adversely affect the Merged Bank Group's fee and commission income.

The Merged Bank Group's business activities are dependent on demand for its banking, finance and financial products and services offered, as well as on customers' capacity to repay their obligations, which have been adversely affected by the COVID-19 pandemic. The levels of savings and credit demand are heavily dependent on customer confidence, employment trends and the availability and cost of funding.

Volatile macroeconomic conditions, coupled with low consumer spending and business investment, which may be further exacerbated by the COVID-19 pandemic, the evolution of the conflict between Russia and Ukraine and any related potential implications/spill-over macroeconomic effects, may adversely affect the value of assets collateralising secured loans, including houses and other real estate. Such a decline could result in impairment of the value of the Merged Bank's loan assets or an increase in the level of non-performing loans ("**NPLs**") and NPEs, either of which may have a material adverse effect on the Merged Bank Group's business, financial condition, results of operations and prospects.

The Greek sovereign debt crisis had a substantial impact on the real economy and the Greek banking sector, leading to a multi-year deleveraging, with credit to private sector growth declining by 26.3% cumulatively between 2008 and 2017, and a sharp contraction of private sector deposits of €97.2 billion in the same period. However, clear signs of improvement started to show from 2018 onwards, with credit growth stabilising—although the outstanding credit balances were further reduced following the clean-up of Greek banks' balance sheets from NPLs and entering positive territory in early 2020 and private sector deposits returning to an upward trend, with the outstanding balance reaching a 13-year high of €194.8 billion in total as of December 2023, despite the further strengthening of private consumption (*Source: analysis based on Bank of Greece, Monetary and Banking Statistics*

NPLs rose sharply during the multi-year crisis, with the NPL ratio (defined as NPLs divided by gross loans at the end of the relevant reference period) for Greek banks peaking at 49.2% in the first quarter of 2017 and gradually declining since 2018 to reach a single-digit ratio towards the end of 2023, on the back of synchronised bank efforts and government support through the provision of guarantees to loan securitisations. Greek banks have securitised or sold NPLs in recent years, reducing total NPL ratio by about 41 pps from the 2017 peak to 7.3% in September 2023 (*Source: analysis based on Bank of Greece, Evolution of Loans and Non-Performing Loans Statistics*). The progress has been supported by the activation of the state-sponsored Hellenic Asset Protection Scheme ("**Hercules I**" or "**HAPS**"), which provides a government guarantee (subject to certain conditions) for the senior tranches of NPEs securitisations. In April 2021, Hercules I was extended until October 2022, under the "Hercules II" programme, with the provision of another €12 billion of guarantees on the senior tranches of securitisations, in order to speed up the final phase of clearance of bank portfolios (*Source: Hellenic Financial Stability Fund*). In December 2023, Hercules I was further extended until December 2024, under the "Hercules III" programme, with the provision of another €2 billion of guarantees on the senior tranches of securitisations.

c) A resurgence of default risks for the Hellenic Republic would have a material adverse effect on the Merged Bank Group's business and could lead to higher cost of funding or an inability to raise capital.

The Hellenic Republic's gross government debt, based on the 2024 State Budget introductory report, is estimated to be €357 billion at the end of 2023, representing 160.3% of GDP (*Source: Greek Ministry of Finance, State Budget 2024*). The ability of the Hellenic Republic to service its outstanding debt depends on a variety of factors, including the overall health of the economy, the GDP growth rate that can be achieved in future years, the maintenance of sound fiscal and current account positions and the provision by official lenders of additional concessions for lowering debt-servicing costs. In the event of the re-emergence of a need for further restructuring of the Hellenic Republic's debt, whether owing to adverse conditions arising from the prevailing macroeconomic or geopolitical conditions, persistent inflation, structural energy challenges or otherwise, the Merged Bank Group's regulatory capital would be severely affected due to its direct exposure to the Hellenic Republic's debt, as well as the indirect effects on the Merged Bank Group's borrowers (and thus asset quality) and investor confidence, which could require the Merged Bank Group to raise additional capital. In addition, if the Hellenic Republic were to default on its debt obligations to the Merged Bank Group, which, at 31 December 2023, stood at €9.5 billion (comprising Greek Government Bonds and T-bills), the Merged Bank Group could suffer significant losses and require further capital, which could have a material adverse effect on its business, results of operations, financial condition and prospects.

d) Persistent inflation pressures could have an adverse effect on the Merged Bank Group's business and future NPE balances.

The Merged Bank Group's business and operations may be affected by ongoing inflation pressures, which started in mid-2021, largely as a result of sluggish adjustments of the supply/production side of the global economy to the sharp rebound in activity that followed the lifting of COVID-19 restrictions. These inflationary pressures were amplified by the war in Ukraine, as well as the subsequent stress in energy and non-energy commodity markets.

Specifically, the buoyant response of global demand to the gradual reopening of economic activities worldwide from the pandemic-induced lockdowns, which followed a period of limited investment and a scaling down of production, set the stage for a spike in inflation. The Russian invasion of Ukraine and retaliatory sanctions since February 2022 have led to significant increases in energy costs and other international commodity prices, pushing inflation rates in most advanced economies around the world to the highest level since the early 1980s. This upsurge followed a decade of very low or negative inflation in Greece, resulting from intensive economic adjustment and restrictive policies, which have been accompanied by a significant contraction of economic activity and high unemployment.

As of the date of this Exemption Document, the inflationary pressures have not had a material adverse impact on the ATB Group's and PCB Group's activities. Nonetheless, inflation trends remain highly dependent on exogenous factors, such as global energy and non-energy commodity prices, as well as events that cannot be accurately predicted and often affect activity and financial conditions with a time lag.

It is possible that the elevated inflation rates could significantly and adversely affect the household disposable income and general business conditions in Greece, and in turn adversely impact both banking and equity market activity. Should the inflation spike persist or increase, Greek households, businesses, banks and the Greek government could be materially and adversely impacted, the size and/or the quality of the Merged Bank Group's pool of prospective borrowers could reduce, repayment delinquency rates could increase, and the value of assets collateralising secured loans may be adversely affected (including houses and other real estate, where such a decline could result in impairment of its values or an increase in the level of the Merged Bank Group's NPEs), any of which could have a material adverse effect on the Merged Bank Group's business, results of operations, financial condition and prospects.

e) Currently unforeseen events, such as acts of war, acts of terrorism, earthquakes, floods or public health crises/pandemics may have a material adverse effect on the Merged Bank Group.

Unforeseen events, such as acts of war, acts of terrorism, earthquakes, volcanic eruptions, floods, fires or other natural disasters, and the subsequent responses to such events, may cause socio-economic and political uncertainties which may have a negative effect, directly or indirectly, on the economic conditions in Greece and could result in substantial losses being suffered by the Merged Bank Group. Such events may also result in loss of life, injury and the destruction of assets in the affected regions. For instance, Thessaly, which has a significant contribution in Greece's primary production and manufacturing activity, recently experienced extreme rainfall and flooding after a storm code-named 'Storm Daniel' swept across the region for three consecutive days, claiming numerous lives and destroying infrastructure and properties in parts of this region. Although 'Storm Daniel' is unlikely to materially affect the country-wide economic outlook, it is expected to cause difficulties at a regional level, possibly affecting the ability of local households and enterprises to repay their banking loans, which may trigger an increase in NPEs for Greek banks, including for the Merged Bank.

The Merged Bank Group's business also faces various risks related to public health issues, such as epidemics, pandemics and other public health crises, including most recently the COVID-19 pandemic. Any such public health crises could significantly adversely affect the Merged Bank Group's operations and the ability of its counterparties to meet their obligations toward the Merged Bank Group. In addition, a significant outbreak of contagious diseases could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, causing disruption of global supply chains, volatility in financial markets, decreases in consumer demand and downturns in key economic sectors (such as travel and tourism), any of which could materially adversely affect the Merged Bank Group's business, results of operations, financial condition and prospects.

The occurrence of any catastrophic or unforeseen events may have a material adverse effect on the Merged Bank Group's business, financial condition, results of operations and prospects. Unforeseen events may also lead to additional operating costs, such as higher insurance premiums. Insurance coverage for certain catastrophic or unforeseen events may also be unavailable or excluded from existing policies held by the Merged Bank Group, and thus increase the risk to which the Merged Bank Group is exposed.

4. Risks related to funding

a) An accelerated outflow of funds from customer deposits could cause an increase in the Merged Bank's costs of funding and have a material adverse effect on the Merged Bank's business, financial condition, results of operations and prospects.

If depositors withdraw their funds at a rate faster than the rate at which borrowers repay their loans, or if the Merged Bank is unable to obtain the necessary liquidity by other means, it would be unable to maintain its current levels of funding without incurring significantly higher funding costs, having to liquidate certain assets or increasing its Eurosystem borrowings.

In accordance with the Business Plan, one of the Merged Bank's goals is to grow the deposit base by leveraging the new brand and through competitive pricing. However the on-going availability of customer deposits to fund the Merged Bank's loan portfolio is subject to potential changes in certain factors outside the Merged Bank's control, such as depositors' concerns relating to the economy in general, the financial services industry or the Issuer specifically, an increasing tax burden thus leading depositors to use their funds (and subsequently decrease their deposits), increased competition by Greek and foreign banks through internet deposit products, perceived risks relating to bail-in measures and the availability and extent of deposit guarantees. Any of these factors separately or in combination could lead to a sustained reduction in the Merged Bank's ability to access customer deposit funding on appropriate terms in the future, which would impact the Merged Bank's ability to fund its operations and meet its minimum liquidity requirements and have an adverse effect on the Issuer's business, financial condition, results of operations and prospects.

b) The Merged Bank will have, limited sources of liquidity, which are not guaranteed and the cost of which may increase materially.

The Merged Bank's principal sources of liquidity will be customer deposits and wholesale funding, including ECB financing. There can be no assurance that the Merged Bank's funding needs will continue to be met by, or that it will continue to have access to, ECB funding in the future.

In addition, deposit outflows could have a material adverse impact on the Merged Bank's deposit base and on the amount of the Issuer's ECB and emergency liquidity assistance ("**ELA**") eligible collateral, which could have a material adverse impact on the Merged Bank Group's liquidity and the Merged Bank Group's access to ECB funding in the future.

As at 31 December 2023, Attica Bank's exposure to ECB funding and ELA was zero. As at the same date, Pancreta Bank's was €324 million, all of which in the context of TLTRO III Programme, and which has since been repaid in full. It is not envisaged the Merged Bank will activate these facilities going forward.

However, the liquidity the Merged Bank is able to access from the ECB or ELA may be adversely affected by changes in ECB and Bank of Greece rules relating to collateral. If the ECB or the Bank of Greece were to revise their respective collateral standards, remove asset classes from being accepted, or increase the rating requirements for collateral securities such that certain instruments were no longer eligible to serve as collateral with the ECB or the Bank of Greece, the Merged Bank's access to these facilities could be diminished and the cost of obtaining such funds could increase, which could in turn have an adverse effect on its business, financial condition, results of operations and prospects.

5. __Risks related to regulation__

a) The BRRD may have a material adverse effect on the Merged Bank Group's and the Merged Bank's business, financial condition, results of operations and prospects.

BRRD sets out rules designed to harmonise and improve the tools for dealing with bank crises across the EU to ensure that shareholders, creditors and unsecured depositors mandatorily participate in the recapitalisation and/or the liquidation of troubled banks. The BRRD has been implemented in Greece by virtue of the BRRD Law and in the other EU countries in which the Merged Bank Group will have banking operations.

When a credit institution (such as the Merged Bank) is determined to be failing or likely to fail (as contemplated by the BRRD) and there is no reasonable prospect that any alternative solution would prevent such failure, various resolution actions are available to the relevant regulator under the BRRD comprising the asset separation tool, the bridge institution tool, the sale of business tool and the bail-in tool.

Should the Merged Bank be determined to be failing or likely to fail (as contemplated by the BRRD and the BRRD Law), the application of certain of the resolution tools under the BRRD could result in the removal of the Merged Bank Board and management team, which could adversely affect the Merged Bank Group's business, financial condition, results of operations and prospects. Other resolution tools of the BRRD Law could result in the Merged Bank's ordinary shares being written down or cancelled by the competent resolution authority. In such case the holders of the Merged Bank's ordinary shares could incur a partial or total loss of their investment.

The BRRD prescribes minimum requirements for own funds and eligible liabilities in the EU legislation ("**MREL**"). The MREL framework provides that there should be sufficient loss-absorbing and recapitalisation capacity available in resolution of any credit institution to implement an orderly resolution that minimises any impact on financial stability, ensures the continuity of critical functions, and avoids exposing taxpayers (public funds) to loss.

As long as the Merged Bank exceeds the regulatory capital ratios determined through the annual SREP process, then there are no additional incremental capital needs for MREL purposes.

Notwithstanding this, if the market conditions are limited, these could adversely affect the Merged Bank's ability to comply with the SRB's requirements or could result in the Merged Bank issuing MREL at very high costs, which could adversely affect the Issuer's business, financial condition, results of operations and prospects.

If the Merged Bank fails to meet its combined buffer requirement (which will also be considered in conjunction with its MREL resources), resolution authorities have the power to prohibit certain distributions under BRRD Law.

The SRB's resolution powers (as the competent resolution authority under the BRRD) may also affect the confidence of the Merged Bank's depositors base and so may have a significant impact on the Merged Bank Group's results of operations, business, assets, cash flows and financial condition, as well as on the Merged Bank Group's funding activities and the products and services it offers.

b) The Merged Bank Group will be subject, to extensive and complex regulation, which is the subject of ongoing change and reform in each jurisdiction in which it operates, imposing a significant compliance burden on the Merged Bank Group and increasing the risk of non-compliance.

The Merged Bank Group will be subject to financial services laws, regulations, administrative actions and policies in each jurisdiction in which it operates. All of these regulatory requirements are subject to change, particularly in the current market environment, where there have been unprecedented levels of government intervention and changes to the regulations governing financial institutions. In response to the global financial crisis, national governments as well as supranational groups, such as the EU, have been considering and implementing significant changes to current bank regulatory frameworks, including those pertaining to capital adequacy, liquidity and scope of banks' operations. In this context, at the EU level, Directive 2013/36/EU of the of the European Parliament and of the Council of 26 June 2013, on access to the activity institutions and the prudential supervision of credit institutions and investment firms and also the Regulation (EU) No 575/2013/EU of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms were published. The above Directive was incorporated into the Greek legislation by the Greek Law 4261/2014, as amended, inter alia, recently by Greek Law 4920/2022 and Greek Law 5036/2023. In this context, the Merged Bank Group faces the risk of a rapidly changing legislative environment.

As a result of possible future changes in the regulatory framework for financial activities and services, the Merged Bank Group may face stricter regulations compliance with new requirements may also restrict certain types of transactions, affect the Merged Bank Group's strategy and limit or adversely affect the way in which the Merged Bank Group prices its products, any of which could have a material adverse effect on the Merged Bank Group's business, financial condition, results of operations and prospects.

As regulation becomes increasingly complex, the risk of non-compliance with applicable regulation increases. Actual or perceived non-compliance with applicable regulation could result in litigation or regulatory investigation, either of which could result in sanctions, monetary or otherwise. Any such sanctions could have a material adverse effect on the Merged Bank Group's business, financial condition, results of operations and prospects, while any determination (by a regulator or otherwise) that the Merged Bank Group has not complied with applicable regulation may have an adverse effect on the Merged Bank Group's reputation.

c) The Merged Bank will be required to maintain minimum capital ratios, and changes in regulation may result in uncertainty about its ability to achieve and maintain required capital levels and liquidity.

The Merged Bank will be required, by their regulators to maintain minimum capital ratios. These "required levels" may increase in the future, for example pursuant to the SREP as applied to the Merged Bank. In addition, the way these requirements are applied may adversely affect the Merged Bank's capital ratios.

The Merged Bank, its regulated subsidiaries and its branches will be subject to the risk of having insufficient capital resources or a lack of liquidity to meet the minimum regulatory capital and/or liquidity requirements set by their regulators. In addition, those minimum regulatory capital requirements are likely to increase in the future and the methods of calculating capital resources may change, including in ways that result in the Merged Bank's capital ratios being worse than under the existing methodology for calculating them. The SSM could introduce risk-weighted asset floors (as regulators have done in other jurisdictions), and further harmonisation of booking of risk-weighted assets could increase the risk weighting of exposures. In addition, proposals have been discussed that would cap the amount of sovereign bonds banks could hold, or assign risk weights to sovereign bond holdings, which could require banks to raise additional capital.

Similarly, the Merged Bank will be obliged under applicable regulations to retain a certain liquidity coverage. Such liquidity requirements may come under increased scrutiny and may place additional stress on the Merged Bank's liquidity demands in the jurisdictions in which it operates. Compliance with new requirements may increase the Issuer's regulatory capital and liquidity requirements and costs, disclosure requirements, restrict certain types of transactions, affect its strategy and limit or require the modification of rates or fees that are charged on certain loan and other products, any of which could lower the return on the Merged Bank's investments, assets and equity. Any of these factors may result in the need for additional capital for the Merged Bank. If the Merged Bank is not able to meet its capital requirements by raising funds from the capital markets, it may need to seek additional funding by means of state aid and/or the applicable resolution authority, thereby increasing the likelihood that Shareholders will be subject to limitations on their rights and/or incur significant losses in their investments, inter alia by operation of the applicable provisions of Law 4335/2015 (the "**BRRD Law**") (which transposed the BRRD into Greek law) and the HFSF Law. In this case, the rights of the shareholders (and the holders of any other securities) of the Merged Bank will be significantly adversely affected.

d) Negative results in the Merged Bank Group's stress testing may have an adverse effect on the Merged Bank Group's funding cost or the public's confidence in the Merged Bank Group and, consequently, may adversely affect its business, financial condition, results of operations and prospects.

The European Banking Authority (the "**EBA**") conducts stress tests in order to evaluate the capital base of EU banks and identify potential capital shortfalls. Stress tests analysing the European banking sector have been, and the Issuer anticipates that they will continue to be, published by national and supranational regulatory authorities. As a less significant credit institution, the Issuer does not participate in the stress tests conducted by EBA. Stress tests on the Merged Bank will be conducted by the Bank of Greece.

In July 2024 the EBA published an informal consultation on its draft methodology, templates, and guidance for the 2025 EU-wide stress test, marking the start of the dialogue with the banking industry in the process, building upon the methodology used in the 2023 exercise, with improvements reflecting new insights and regulatory changes.

Asset quality reviews and stress testing exercises in countries where the Merged Bank Group will operate may result in additional capital requirements. In addition, a loss of confidence in the banking sector following the announcement of any stress tests that take place from time to time regarding the Merged Bank Group or the Greek banking system as conducted in accordance with the legislative framework in force, or a market perception that any such stress tests are not rigorous enough, could also have a negative effect on the Merged Bank Group's cost of funding and may thus have a material adverse effect on its results of operations and financial condition.

6. Risks related to credit and other financial risks

a) Achieving the estimated wholesale borrowing costs and access to liquidity and capital may be negatively affected by any future downgrades of the Hellenic Republic's credit rating.

The capacity of the Hellenic Republic to maintain continuous access to market financing at competitive costs is an important element of Greece's economic and financial recovery and will be closely related to the financial conditions of the private sector in the coming years. The terms of this access remain also dependent on international economic conditions and sources of financial risk, as well as on the prospective path of domestic disposable income and Greek asset valuations. As acknowledged by all major rating agencies, the significant size of the Greek State's cash buffer, along with the very long maturity of the debt and affordable debt-servicing terms, largely offset the risks from the temporary increase in the debt-to-GDP ratio due to the COVID-19 pandemic and the transitory widening in fiscal deficit in 2020 and 2021, which was rapidly rebalanced in 2022. Between July and December 2023, Greece's sovereign rating regained investment grade status from R&I, Scope, DBRS, S&P and Fitch, while in mid-September, Moody's upgraded the country's rating by two notches to "Ba1", just one level below investment grade on the agency's rating scale (*Source: Moody's Press Release, March 2023 (Moody's affirms Greece's Ba3 ratings, changes outlook to positive from stable); S&P Press Release, April 2023 (Greece Outlook Revised To Positive On Improving Fiscal And Structural Reform Trajectory; 'BB+/B' Ratings Affirmed); R&I Press Release July 2023; Scope Press Release, August 2023 (Scope upgrades Greece's long-term credit ratings to BBB- and changes the Outlook to Stable); DBRS Press Release, September 2023 (DBRS Morningstar Upgrades the Hellenic Republic to BBB (low), Stable Trend); Moody's Press Release, September 2023 (Moody's upgrades Greece's ratings to Ba1, outlook stable); S&P Press Release, October 2023 (Greece Upgraded To 'BBB-/A-3' On An Improved Budgetary Position; Outlook Stable); Fitch Ratings Press Release, December 2023 (Fitch Upgrades Greece to 'BBB-'; Outlook Stable)*).

Downgrades of the Hellenic Republic's rating could occur, in the event of uncertainty regarding the country's commitment or ability to complete all fiscal reforms or meet other related obligations within the expected timeframe. Should any downgrades occur, or rating outlooks turn negative, the financing costs of the Hellenic Republic would increase and its access to capital markets could be disrupted, with negative effects on the cost of capital for Greek banks (including the Merged Bank) and the Merged Bank Group's business, financial condition and results of operations. Downgrades of the Hellenic Republic's credit rating could also result in a corresponding downgrade in the Issuer's credit rating and, as a result, increase wholesale borrowing costs and the Merged Bank Group's access to liquidity, which could adversely affect the Merged Bank Group's business and results of operations.

2.2. RISK FACTORS RELATED TO THE NEW SHARES

a) The New Shares may be subject to the general bail-in tool or the non-viability loss absorption power pursuant to the BRRD Law and can be affected by the implementation of the mandatory burden sharing measures pursuant to the HFSF Law for the provision of extraordinary public financial support pursuant to article 32, paragraph 3(d)(cc) of the BRRD Law, which may result in their write-down or cancellation in full.

According to the BRRD Law, the Ordinary Shares, including the New Shares, may be subject to the general bail-in tool, which gives the competent resolution authority the power to write down or cancel certain claims of unsecured creditors, such as Shareholders. The bail-in tool may be imposed either as a sole resolution measure or in combination with other resolution tools that may be imposed in case of the resolution of the relevant failing entity and/or if such entity receives state-aid in the form of the government financial support tool pursuant to articles 56 to 58 of the BRRD Law (and, in particular with respect to a credit institution, article 6b of the HFSF Law). The New Shares are subject to the aforementioned bail-in tool. In the event that either resolution measures are imposed on Attica Bank, or Attica Bank receives any state-aid in the form of the government financial support tool, pursuant to articles 56 to 58 of the BRRD Law and article 6b of the HFSF Law, the value of the New Shares may be written down or even reduced to zero or participation of Shareholders at the time of the implementation of the measure and the conversion of liabilities to equity, may be diluted.

In addition to the above, the BRRD Law also provides for the non-viability loss absorption, power of the competent resolution authority of articles 59 et seq. of the BRRD Law to permanently write down or convert into equity capital instruments issued by the relevant entity, including CET1 instruments (which includes ordinary shares), Additional Tier 1 and Tier 2 Capital Instruments (each as defined under the Regulation (EU) 575/2013 (the "**CRR**")) at the point of non-viability of the entity concerned and before any other resolution action is taken, with losses taken in accordance with the priority of claims under normal insolvency proceedings. Shareholders may therefore result in losing some or all of their investment, if the value of the New Shares they hold is written down (up to zero) or cancelled.

In case of the HFSF granting extraordinary public financial support to the Issuer, the mandatory burden sharing measures will be imposed by virtue of a Cabinet Act, pursuant to article 6a of the HFSF Law, on the holders of instruments of capital and other liabilities of the credit institution receiving such support (the "**Mandatory Burden Sharing Measures**"). The Mandatory Burden Sharing Measures include the absorption of losses by existing subordinated creditors by the writing down of the nominal value of their claims. Absorption of loss by shareholders of the credit institution, so that the equity position of the credit institution becomes zero, is implemented by way of a resolution of the competent corporate body of the credit institution on the decrease of the nominal value of the shares.

Based on the above, the exercise of any bail-in tool or the non-viability loss absorption power under the BRRD Law or the implementation of the Mandatory Burden Sharing Measures pursuant to the HFSF Law (as the case may be) could result to the loss of part or all of your investment. Furthermore, the mere suggestion of the exercise or implementation of such tools or powers, as the case may be, could also materially adversely affect the price or value of the Ordinary Shares, including the New Shares.

b) ***The circumstances under which the relevant resolution authority would take any bail-in action pursuant to the BRRD Law or future legislative or regulatory proposals are vague and such uncertainty may adversely affect the value of the New Shares***

The conditions for the submission of a credit institution, such as the Issuer, to resolution and the activation of the relevant powers of the relevant resolution authority, are set in articles 32 and 33 of the BRRD and the BRRD Law.

Such conditions include the determination by the relevant resolution authority that: (i) the relevant entity is failing or is likely to fail; (ii) no reasonable prospect exists that any of the alternative private sector measures (including the write-down of capital instruments and eligible liabilities) would prevent the failure; and (iii) a resolution action is necessary in the public interest, whilst the resolution objectives would not be met to the same extent by the winding-up of the relevant entity pursuant to normal insolvency proceedings.

Such conditions, however, are not further specified in the applicable law and so their satisfaction is left to the determination and discretion of the relevant resolution authority, although guidelines of the European Banking Authority on the circumstances under which an institution shall be considered as "failing or likely to fail" have been published. Such uncertainty may affect the market perception as to whether a credit institution or its parent company meets or not such conditions and as such it may be subjected to resolution tools. This may have a material adverse impact on the value of the New Shares.

In addition, if any bail-in action is taken, interested parties, such as creditors or shareholders, may raise legal challenges. Further, any steps, powers or action under the BRRD Law (whether actually, or purported to be, taken or exercised) which are not consistent with BRRD, even if valid under the BRRD Law or other Greek laws, may also be susceptible to challenge. If any litigation takes place in relation to bail-in actions (whether actually, or purported to be, taken) and such actions are declared void or ineffective and additional actions need to be taken, including reversal of any bail-in action that is challenged, this may negatively affect liquidity and valuation, and increase the price volatility of the New Shares.

c) ***The Issuer may not be able to pay dividends to Shareholders.***

If there are no distributable profits or distributable reserves, pursuant to the applicable provisions of Greek law, as in force from time to time, the Issuer is not allowed to pay dividends. Further to generally applicable restrictions on dividends distribution pursuant to Law 4548/2018 and Law 4261/2014 as amended by Law 4701/2020, and Law 4799/2021, in accordance with the HFSF Law and the Relationship Framework Agreement, the HFSF has appointed an HFSF representative to the board of directors of credit institutions which have received financial support that can veto any decision of the relevant board of directors in connection with, *inter alia*, the distribution of dividends, where the ratio of NPEs to total exposure, as calculated for the purposes of Article 11(2)(g)(ii) of the Implementing Regulation (EU) 2021/451 of the Commission 17 December 2020 (the "**2020 Implementing Regulation**"), exceeds 10 per cent.

Moreover, the HFSF's representative on the Board has a right, pursuant to the HFSF Law, to veto decisions related to the distribution of dividends for so long as the NPE ratio remains above 10 per cent.

In addition, further to the recent amendments of Law 4261/2014, any distribution in kind instead of cash, including, as the case may be, a distribution of Additional Tier 1 and Tier 2 Capital Instruments, will be subject to prior approval by the Bank of Greece.

Both Merging Banks have resolved in 2024 that there will be no dividend for 2023 and no distributable profits are envisaged to be available as a dividend of the Merged Bank for the year 2024.

Currently applicable legislation or legislation that may be enacted in the future, as well as existing and future regulatory recommendations and guidelines, may prohibit the Merged Bank or limit its ability to make profit distributions, including the payment of dividends in subsequent years.

d) ***The Issuer may in future issue new Ordinary Shares (in addition to the New Shares) and/or warrants and/or convertible preference shares, which may dilute Shareholders' participation.***

In addition to issuance of the New Shares, following the announced signing of the Shareholders Agreement in July 2024, the Merged Bank is expected to proceed with the Share Capital Increase and Warrants Issuance following the Merger during the fourth quarter of 2024. In addition, it may in the future proceed with further capital actions in accordance with its Business Plan.

If a further share capital increase of the Issuer is approved abolishing or restricting the pre-emption rights of existing Shareholders, or if in the future, the Issuer resolves to issue preference shares convertible to Ordinary Shares, pursuant to article 9 paragraph 3 of the Articles, the issuance of such Ordinary Shares or convertible preference shares (when the conversion rights under such preference shares are exercised and the relevant Ordinary Shares are acquired) will be dilutive to Shareholders and could have an adverse effect on the market price of the Ordinary Shares.

e) ***The market price of the New Shares may be negatively affected by sales of Ordinary Shares by other Shareholders and/ or by an increase in the share capital of the Issuer.***

The market price of the New Shares may be negatively affected by sales of a substantial number of Ordinary Shares and/or by the share capital increase of the Issuer.

The public trading market price of the New Shares may decline. Should that occur, investors will suffer an immediate unrealised loss as a result. The Issuer cannot assure investors that such investors will be entitled to sell such New Shares at a price equal to or greater than the price they originally paid.

The sale of a substantial number of the Ordinary Shares in the market before or after issuance of the New Shares, and/or an increase in the share capital of the Issuer, or the perception that such events may occur, could negatively affect the market price of the New Shares.

Moreover, as at the date of this Exemption Document, the HFSF holds 72.5% of the existing Ordinary Shares, and, after completion of the Share Capital Increase, the Warrant Issuance and the Warrants' exercise, and as provided for under the Shareholders' Agreement, the HFSF is expected to hold at least 35% in the share capital of the Issuer, while Thrivest is expected to hold a participation equal to the Thrivest End Target or above the Thrivest End Target, in case Thrivest elects, at its sole discretion, to invest in the Share Capital Increase and the exercise of Warrants any amount above the Thrivest Maximum Investment Amount. Any divestment by the HFSF, will be made in accordance with the HFSF Divestment Strategy and the HFSF Law. In addition, under the Shareholders' Agreement, in disposing any Ordinary Shares in accordance with the above, HFSF has agreed to invite Thrivest to participate in any process that the HFSF may initiate to implement the HFSF Divestment Strategy, along with other investors. With respect to Thrivest, it is noted that under the Shareholders' Agreement it is subject to a twelve-month lock up period, commencing upon completion of the Share Capital Increase or exercise of the Warrants by Thrivest and HFSF and issuance of the respective new Ordinary Shares to them, whichever occurs later, during which Thrivest shall not dispose any Ordinary Shares without HFSF's written consent. A disposal of Ordinary Shares held by the HFSF and/or Thrivest may place a significant amount of downward pressure on the market price of the Ordinary Shares.

f) ***The New Shares may be subject to market price volatility, and the market price of the New Shares may decline disproportionately in response to developments that are unrelated to the Issuer's operating performance.***

The market price of the New Shares may be volatile and subject to wide fluctuations. The market price of the New Shares may fluctuate as a result of a variety of factors, including, but not limited to, those referred to in these Risk Factors, as well as period to period variations in operating results or changes in revenue or profit estimates by the Merged Bank Group, industry participants or financial analysts. The market price could also be adversely affected by developments unrelated to the Merged Bank Group's operating performance, such as the operating and share price performance of, or the potential application of resolution measures to or potential litigation against, other credit institutions or financial holding companies that investors may consider comparable to the Merged Bank Group, speculation about the Merged Bank Group in the press or the investment community, unfavourable press, strategic actions by competitors (including acquisitions and reorganisations), changes in market conditions, regulatory changes and broader market volatility and movements. Any or all of these factors could result in material fluctuations in the price of the New Shares, which could lead to investors receiving back less than they invested or a total loss of their investment.

g) ***The ATHEX is less liquid than other major exchanges and the free float ratio of the Ordinary Shares is low.***

The trading venue for the New Shares will be the Regulated Securities Market of the ATHEX. The Regulated Securities Market of the ATHEX is less liquid than other major stock markets in Western Europe and the United States.

In 2023, the average daily volume on the ATHEX was €111 million compared to €72.3 million in 2022 *Source: ATHEX Group 2023 Financial Results*. On 31 December 2023, the total market value of all securities listed on the ATHEX amounted to approximately €78.9 million. *Source: Bloomberg*. The Issuer's market capitalisation as at 31 December 2023 amounted to €571.2 million corresponding to approximately 0.72% of the total market capitalisation of all companies listed on the ATHEX. *Source: Bloomberg*.

In addition, as at the date of this Exemption Document, the shareholders with at least 5% (ie HFSF, Thrivest and e-EFKA) directly hold Ordinary Shares representing in aggregate approximately 84.2% of the share capital of Attica Bank and the free float ratio (*i.e* the quantity of Ordinary Shares available for trading in ATHEX) is low. A low free float ratio might result in low liquidity in the market for the Ordinary Shares.

In view of the above, Shareholders may face difficulties engaging in share purchases and sales especially if they wish to engage in large-volume transactions. The Issuer cannot make assurances about the future liquidity of the market for the New Shares.

3. BUSINESS OVERVIEW – ATTICA BANK S.A.

3.1. GENERAL INFORMATION

Attica Bank S.A. is incorporated as a société anonyme and registered in the Greek General Commercial Registry under No. 255501000 for a term expiring in 2075. The Issuer's registered office is at 3-5 Palaion Patron Germanou Street, 105 61 Athens, Greece and its telephone number is +30 210 366 9000. Attica Bank was originally founded in 1925 as 'Bank of Attica S.A.' and changed its name to Attica Bank S.A. in 2009. The Issuer has been listed on the ATHEX since 1964. Its LEI is 213800FFWYE3BQ1CU978, and its main website can be found at: https://www.atticabank.gr/en/. The information on the website does not form part of this Exemption Document unless that information is incorporated by reference herein.

The Issuer, together with its subsidiaries, offers a wide range of financial services to retail customers and corporate clients in Greece. The Issuer operates only in Greece in accordance with the provisions of Law 4548/2018 for Greek sociétés anonymes, Law 4261/2014 on the activity and prudential supervision of credit institutions (which implemented EU Directive 2013/36/EU ("**CRD IV**") in Greece), and other relevant regulatory and legislative provisions. The Issuer is subject to regulation and supervision by the Bank of Greece as well as the HCMC and the Department of Sociétés Anonymes which forms part of the Ministry of Economy and Development.

Attica Bank is principally active in lending to small and medium sized enterprises ("**SMEs**") and retail consumers, and also offers a variety of investment products, mutual funds and brokerage services.

Attica Bank's Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2023 were prepared in accordance with International Financial Reporting Standards ("**IFRS**") and reviewed by Konstantinos Kazas (SOEL Reg. No 55641) and Mr. Athanasios Xynas (SOEL Reg. No 34081) of Grant Thornton Société Anonyme of Certified Auditors and Business Advisors Certified Public Accountants (SOEL) (Reg. Number:127).

3.2. BUSINESS OVERVIEW

Principal activities

Attica Bank's business scope is the largest possible including every project, service and activity in general which are entrusted from time to time to financial institutions, either traditionally or in the frame of technical, economic and social developments.

Attica Bank's principal activities, including the main categories of products sold and/or services performed in the last financial year include:

- accepting deposits of any kind or other returnable funds, bearing or not interest, in Euro or exchange money or foreign currency;
- granting loans or other credit, acquiring or assigning claims, acting as an arranger in business financing or business partnerships;
- issuing guarantees and assuming obligations;
- receiving loans, credits or guarantees and issuing securities for fund raising as well as issuing bond loans;
- factoring;
- leasing services;
- cooperating with insurance companies for the distribution of insurance products pursuant to the legislation in force each time;
- payment transactions and transfer of funds and payment services pursuant to Law 4537/2018, transposing Directive 2015/2366 and as amended by Law 4949/2022;
- issuing and managing means of payment (credit and debit cards, travellers and bank cheques);
- issuing electronic money;
- leasing safe deposit boxes;

- collecting, processing and providing commercial information, including third parties' credit rating;
- business consulting services regarding capital structure, industrial strategy and consulting and other services regarding business mergers, spin-offs and acquisitions;
- financial restructuring or reorganisation services;
- purchase and sale of precious metals and materials;
- transactions, on its own behalf or on behalf of customers, in:
  - money market instruments (such as securities and certificates of deposit, *etc.*);
  - foreign exchange;
  - forward contracts or options;
  - contracts of interest rate or currency swaps;
  - transferable securities;
  - participating in security issuing and providing related services, including underwriting;
  - intermediation in interbank markets;
  - portfolio management or consulting services for portfolio management; and
  - security custody and management services;
- representing third parties having or pursuing purposes related to the above;
- all investment activities regulated by the provisions of article 4 of Law 4514/2018, and Attica Bank's function in general as an investment services firm, within the meaning of the aforementioned Law or the legislation in force each time and the required approvals;
- establishment or participation in enterprises of any type, in Greece or abroad, involved in money and capital markets and in the financial and investment sector in general; and
- any other business or activity related to the above that is allowed by the legislation in force each time.

Furthermore, in order to achieve its purpose, Attica Bank is entitled to cooperate, in Greece or abroad, with natural and legal persons, entities, enterprises or institutions of any type and to establish or participate in them in any way.

Simultaneously with its main activities and in an ancillary way in order to participate in the country's cultural events Attica Bank may establish cultural institutes or cultural civil companies of non-profitable character and to participate or cooperate with similar organisations. Furthermore, Attica Bank may cooperate with organisations active in social solidarity and charity work and to assist them contributing to their work in any way and means it may find fit.

Significant changes since 31 December 2023 .

In addition to the Merger, the following is a description of the significant changes having an impact on the operations and principal activities of the Issuer since the end of the period covered in Attica Bank's Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2023:

Shareholders Agreement and Contemplated Capital Actions

- on 18 July 2024, Attica Bank announced that it had been informed in writing by HFSF and Thrivest that a binding agreement had been reached regarding the Merger and the further investment by them in the Merged Bank pursuant to the Shareholders' Agreement, such investment, which is conditional on completion of the Merger under the terms of the Shareholders' Agreement and all relevant corporate and regulatory approvals required for the Contemplated Capital Actions having been granted, having the aim of supporting the Business Plan and to cover the additional capital needs that result from the inclusion in HAPS of the Merging Banks' portfolios of non-performing exposures;

- Attica Bank was informed of the key terms of the Shareholders' Agreement (which is subject to specific terms and conditions including the receipt of all required corporate and regulatory approvals) as follows:

1. the Major Shareholders will provide Attica Bank with a binding letter in writing, covering the capital needs of the Merged Bank;
2. their investment in the Merged Bank will be made by a share capital increase with pre-emption rights in favour of existing shareholders in an amount of €675.10m, of which a maximum of €475.10m will be paid in cash by the HFSF and a maximum of €200m will be paid in cash by Thrivest;
3. in addition, warrants will be issued in favour of any shareholders that participate in the Share Capital Increase. The total amount aimed to be raised from the Share Capital Increase and Warrants Issuance will be an amount up to €735m; and
4. following the completion of the above actions (Share Capital Increase and Warrants Issuance together being the Contemplated Capital Actions), the HFSF is expected to hold a stake in the Merged Bank of at least 35% and Thrivest is expected to hold a stake in the Merged Bank of between 50% plus one share and 58.5%. The Thrivest shareholding may increase, at its sole discretion if deciding on investing more than €200m.

The Shareholders' Agreement was ratified by Law 5127/2024, which was published on the Government Gazette on 26 July 2024 (Issue A, no. 116).

It is, further, noted that in July 2024, the Issuer received:

(a) a letter from the HFSF, dated 24 July 2024, whereby the HFSF, *inter alia*, informed the Issuer that, based on the Shareholders' Agreement, HFSF and Thrivest committed to capitalising Attica Bank, following the Merger, by contributing to the Share Capital Increase up to €675.1 million, of which a maximum of €475.1 million will be contributed by the HFSF, and up to €200 million will be contributed by Thrivest; and

(b) a letter from Thrivest, dated 25 July 2024, whereby Thrivest, *inter alia*, informed the Issuer on the commitment mentioned above under (a) and, further, that Thrivest has committed to contribute:

- €120 million to (i) participate in the Share Capital Increase by exercising its pre-emptive rights, subscribing for unsubscribed new Ordinary Shares that correspond to TMEDE's, HFSF's and other Shareholders' *pro rata* share in the Share Capital Increase; and (ii) exercise the Warrants to which it shall be entitled; and

- up to €80 million to subscribe for any additional unsubscribed new Ordinary Shares and exercise the Warrants corresponding to such new Ordinary Shares.

Both letters also mention that the aforementioned commitments are subject to the condition of obtaining the necessary corporate and regulatory approvals and compliance with the terms of the Shareholders' Agreement.

On or about the date of this Exemption Document, Attica Bank will publish an invitation for a general meeting, to approve, *inter alia*, the Contemplated Capital Actions and the 2024 Reverse Split and Share Capital Reduction.

Approval of Strategic Plan

On 26 July 2024, the Board of Attica Bank approved the Strategic Plan containing a series of actions which are intended to drive future performance including the Merger, the NPE Reduction Plan and the Capital Enhancement Plan. For further information regarding the Strategic Plan, please see Section 13 "*Profit Forecasts*".

Inclusion of NPE portfolio in Hercules Asset Purchase Scheme (HAPS)

- on 16 July 2024 Attica Bank disclosed that DBRS Morningstar has completed the pre-rating of Attica Bank's portfolio of non-performing exposures with a total book value of approximately €2.3 billion. Attica Bank estimates that the additional loss arising from a possible sale of the aforementioned portfolio through securitisation under the HAPS will not exceed €400 million.
- on 24 July 2024 Attica Bank disclosed that it has initiated the securitisation process of a portfolio of non-performing exposures with a total book value of €2.3 billion, and has applied for the inclusion of the senior notes of the securitisation in HAPS, with a total value of €750 million.

Repayment of Tier II Bond

On 18 July 2024, the Issuer informed the Greek State of its intention to repay in full the outstanding €100,200,000 6.41% Tier II Subordinated Notes due 2028 and such letter was ratified by law on 19 July 2024.

Principal markets

Pursuant to Attica Bank's articles of association, as amended and currently in force (the "**Articles**"), its business scope is to engage in all such business and activities, in Greece and abroad, on its own behalf or on behalf of third parties, individually or in association or on a joint venture basis, as is allowed to banks under the provisions of the applicable legislation.

Business Banking

The Issuer has a central business banking centre, located in Athens.

One of the Issuer's key strategic aims is to support small and medium enterprises ("**SMEs**") so that they can respond to market challenges and implement sustainable development models. The Issuer also supports business customers through programmes offered by the Hellenic Development Bank ("**HDB**") and has a collaboration with the European Investment Fund ("**EIF**") to strengthen its business product portfolio and financing options for SMEs with more customisable business loan solutions.

Furthermore, on 3 April 2024 Attica Bank signed an operational agreement with the Ministry of National Economy and Finance, securing its participation in the loan programme of the Recovery & Resilience Fund implemented in the framework of the NRRP "Greece 2.0", with the EU's Next Generation EU funding.

Attica Bank has a business customer portfolio encompassing all sectors of the Greek economy, to whom it offers services that span from customisable business loans to banking products such as leasing programmes, domestic factoring (enabling customers to assign credits, along with accompanying operating costs, to Attica Bank), business insurance products and letters of guarantee in Euro or foreign currency (to allow customers to increase turnover by, *inter alia*, participating in auctions and competitions). Furthermore, in 2023 the Issuer established a project/structured finance department, offering specialised products to businesses active in the sectors of energy and infrastructure.

The Issuer's business banking offering includes, in addition to general lending:

- the participation in subsidised and guarantee programmes;
- structured finance;
- specialised products and group deals;
- investment banking;
- bancassurance;
- treasury and financial markets; and
- deposits and other services / products.

In 2023, the Issuer achieved a significant increase in net credit expansion, which amounted to €324 million. Throughout the year, business banking focused on the dynamic sectors of energy, infrastructure, tourism, real estate, manufacturing and trade, providing high quality specialised products and services. A wide range of current and new financing instruments, including leasing and factoring, were used to achieve its credit growth target. In this context, new disbursements accelerated to €688 million (+84% compared to 2022). The Issuer’s main objective was the enhancement of small and medium-sized enterprises, which resulted to new disbursements of €257 million in 2023 (i.e. 37% of the total of corporate banking disbursements).

Retail Banking

One of Attica Bank's strategic goals is to further enhance and improve the quality of its customer service through a combination of omnichannel services. In this direction, Attica Bank has significantly improved the customer experience at its branch network while simultaneously strengthening its digital services.

As such, Attica Bank fully automated the customer onboarding process across its branch network, allowing customers to complete their onboarding, following a seamless and fast process and eliminating excessive paperwork. Several other improvements in order to enhance the branch experience, were also introduced.

On the digital channels front, Attica Bank follows a 'mobile-first' strategy, emphasising services offered through its dedicated mobile banking app, available for both Android and iOS platforms. In parallel, the web banking is updated, focusing more on services for SMEs and larger organisations.

The Issuer has developed a number of competitive products and offerings across all major pillars of retail banking, such as:

Deposits

As of 31 December 2023, the strong deposit base of private depositors constituted 64% of Attica Bank's total deposits. New competitive and attractive products are available for customers, such as the 'Attica Progress' term deposit, with an annual maturity and an escalating interest rate increasing quarterly. Specific deposit accounts exist for vertical markets like civil engineers or farmers, while special banking service bundles exist for payroll customers that include special interest rates, everyday transaction banking services at no cost and dedicated discounts on financing and bancassurance product fees.

Mortgages

The 2022 upward trend in disbursements continued in 2023, with new mortgage loan disbursements exceeding 133% year-on-year, despite the increase in real estate prices and the lending costs due to the monetary policy review by the ECB and the consequent change in the lending rate from 2% in 2022 to 4.50% at the end of 2023.

The Issuer has actively participated in the 'My House' programme, a housing programme subsidised by the Public Employment Service for the granting of low-interest or interest-free loans to young individuals or couples for the purpose of acquiring a primary residence. At the same time, the portfolio of available housing solutions was enriched with the innovative 'Attica Premier Residence' product that focuses on the luxury housing market, which continued to grow dynamically in 2023.

Along with the new products, during 2023 the Issuer undertook a complete redesign of the approval and credit process of mortgage loans, with the further centralisation and simplification of involved processes with the aim of offering an exceptional customer experience and a fast application-to-disbursement timeframe. In 2023 the Issuer continued to offer 'green' banking products, such as the co-financed loan 'Energy Saving 2021', which aims to improve the energy efficiency of homes, but also rewards customers who invest in energy-efficient properties or renovate their homes, contributing to the protection of the environment, offering a preferential interest rate on 'Attica My Home' and 'Attica Eco Home' mortgage loans.

In April 2023, Attica Bank announced the launch of a loyalty programme for consistent mortgage borrowers, through which variable interest rates are kept stable for one year (June 2023 - May 2024), shielding borrowers from increases in benchmark interest rates during this period. The aforementioned loyalty programme has been since then extended for one more year (June 2024 – May 2025). Finally, the Issuer participates in the support and reward programme for low-income borrowers 'Gefyra 3', with incentives for loan performance, while in this context it designed and implemented targeted support measures (indicatively, suspensions of instalment payments, etc.) for borrowers affected by natural disasters.

Consumer Loans

The Issuer offers a range of consumer loans and, in 2023, introduced a specialised product for the installation of rooftop photovoltaic systems as part of its renewable energy project financing sector, where the Issuer places particular emphasis in implementing the objectives outlined in its Business Plan.

Additionally, its flagship consumer loan product, "Attica Symferon", achieved success in the market, fuelled by both its highly competitive interest rate and the various promotional activities throughout the year, offering discounts on respective loan fees.

Small Business Loans

In 2023, the Issuer's loan disbursements to small businesses increased by 10% compared to the previous year, while the Issuer continued to support small businesses through programmes in cooperation with institutions such as the European Development Bank, the EIF and the Recovery Fund. In 2023, the range of products offered to small businesses went through an extensive revamp with many products becoming more competitive in terms of pricing and new products added to the portfolio of financing solutions available for small businesses and freelancers. The specific product portfolio includes loans with ESG criteria for the financing of renewable energy projects and green mobility, and preferential interest rates for the purchase / construction or renovation of business premises of high energy classification, thus successfully meeting the constantly evolving customer needs.

The Issuer also introduced its "Attica Hospitality" offering, which is a comprehensive package of short and medium-long term credit products, designed to meet the different needs of small and medium-sized hotel businesses with a particularly competitive interest rate, and its "Attica Liquidity Rebound" product, a loan addressed to businesses of all sizes in need of working capital. The Issuer also provides a full range of "green" ecologically oriented loans that enable retail customers to upgrade to more eco-friendly choices for personal transportation and to install photovoltaic systems, with solutions for financing up to 100% of the costs of purchasing and installing solar energy equipment.

The completion of customer experience optimisation projects, such as the creation on Attica Bank's website of an exclusive section for small business products and the ability for customers to schedule appointments with the branch of their choice, is part of the broader transformation that has taken place at Attica Bank during the course of 2023. Under the same initiative, Attica Bank ensured that a specialised business banking officer is placed in each branch, serving and catering for the needs of the small business segment.

Cards Issuing and Acquiring

The use of payment cards grew strongly in 2023. Within the year, the Issuer completed the conversion of its entire portfolio of cards to the Visa scheme, ensuring significant benefits for both the Issuer and its customers.

2023 was also important in the context of enabling the addition of all Issuer's cards into the Google, Apple & Garmin Pay digital wallets, which is a key feature of modern cards and a key part of Attica Bank's card strategy.

New card-related functionalities have been integrated into the mobile banking app, with more to follow, bringing Attica Bank's card offerings on par with, or in a better position than the competition. Additionally, new payment facilities were developed to allow Attica Bank card holders to pay for their Interamerican Life and Non-Life insurance policies, leveraging the option of up to 12 interest-free monthly instalments, additionally to the already existing similar facilities for paying all sorts of government taxes and fees.

On the merchant acquiring front, Attica Bank successfully completed the integration of its POS terminals with the cashier systems of merchants, under the provisions of the respective guidelines issued from Ministry of Finance, while also introducing a number of new and modern POS terminals in the market.

Payments & Transaction Banking

In 2023, transactions executed through electronic channels increased significantly in terms of the transferred amounts value. Commissions received in all payments also increased, while it should be noted that at the beginning of 2023, Attica Bank was one of the first banks in the Greek market to align the cost of normal credit transfers with instant payments, providing a significant facility to all its customers and aligning in advance with the forthcoming European regulation that will eventually impose this move to all banks.

The number of payments available on the Issuer's channels continued to be enriched, with the availability of all DIAS interbank payments in both Attica Bank's electronic and physical service channels. DIAS has developed and is responsible for the operation of DIAS payment system through which domestic and cross-border interbank payments are cleared and settled.

Finally, Attica Bank introduced the offering of IRIS Payment services, by integrating this DIAS interbanking facility to its web and mobile banking services, thus serving both consumers and merchants who are adopting the service in consumer to business scenarios. The emphasis given to the service, was underlined by the fact that Attica Bank introduced a number of unique characteristics for this service, like the addition of the IRIS QR code to digital wallets, the scanning of IRIS QRs directly from the mobile app, etc. Finally the introduction of the service was accompanied by a competitive commercial policy toward merchants. IRIS is a payment service that allows users to pay instantly via mobile phone within Greece. Payments are made by direct debit from the customer's bank account. Customers make payments knowing only the recipient's mobile phone number or VAT number, without knowing the recipient's IBAN.

Bancassurance

Through the Issuer's strategic partnership with Interamerican insurance company, the results of the retail branch network continued to show significant improvement in 2023 in terms of bancassurance operations.

Specifically, non-life, life and health insurance premiums in retail banking showed an annual increase of 10.6%, while active contracts increased year-on-year by 37%. An important role in the increase of these figures played the availability of the group product Life Insurance for Consumer Loan Borrowers as well as a new innovative product that aims to protect consumers from the risks associated with e-commerce and electronic identity theft (Personal Cyber Insurance).

Digital Channels

In recent years, there has been a steady and continuous increase in the number of users conducting transactions via the Issuer's e-banking and mobile banking services.

In 2023, the Issuer significantly enhanced its e-banking and m-banking services by improving customer experience, enhancing security, providing new functions and introducing a fresh and modern user interface in both channels. In general, improvements were implemented to web and mobile banking applications, ensuring a better user experience for the Issuer's customers. In this context, the use of digital services improved considerably, while the use of m-banking increased by more than 10%. In 2023, 50% of new users of digital services gained access through the online self-registration process.

Finally, special mention should be made of the new and innovative "Your Attica" phone banking service, developed to serve specific customer segments through phone or video, leveraging enhanced customer verification techniques and achieving high customer satisfaction levels.

ATMs

As of 31 December 2023, the Issuer had a network of 63 ATMs across Greece, with 37 of them located at branch locations and 26 at third-party locations.

At the same time, Attica Bank customers continue to have access at no cost for them, to Euronet's ATM network, which numbers more than 1,000 ATMs throughout Greece, as well as through the 75 ATMs of the Cooperative Banks.

Breakdown of total revenues

The following is a breakdown of total revenues by operating segment for the last financial year. The Issuer only operates in Greece:

(Amounts in thousand €)	**Retail Banking**	**Corporate Banking**	**Treasury**	**Total**
From 1 January to 31 December 2023				
Net income				
- interest	213	59,659	15,617	**75,489**
- commission	(4,046)	13,024	(9)	**8,969**
- trading results and other income	3,376	20,853	2,386	**26,615**
- intersegment results	10	42	(52)	**0**
Net Total Income	**(446)**	**93,578**	**17,942**	**111,073**

Source: Attica Bank's Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2023

Recent transactions with NPE portfolios

On 29 September 2023, Attica Bank announced the successful completion of the disposal of its Astir 1 Non-Performing Loans (NPLs) portfolio to the special purpose vehicle Lousios Limited, managed by AB CarVal Investors L.P. This transaction was aligned with Attica Bank's strategy to divest non-performing loans, positively impacting its results.

On 27 October 2023, Attica Bank informed investors that it had completed the re-acquisition of the mezzanine note of the "Metexelixis" securitisation and the mezzanine and junior note of the 'Omega' securitisation, as part of its business plan and NPE strategy and that such transaction did not impact Attica Bank's capital.

On 13 February 2024, Attica Bank informed investors that the retransfer to the Issuer of the Omega portfolio under the name Artemis Securitisation S.A had been completed and that Cepal Hellas Financial Services and Dovalue Greece would manage different parts of the relevant non-performing loan portfolio on its behalf.

For information regarding Attica Bank's participation in HAPS, please see the section "*Significant changes since 31 December 2023*" in this Section 3.2 "*Business Overview*" above.

3.3. INVESTMENTS

No material investments have been made by Attica Bank since the date of its last published financial statements (31 March 2024) which are in progress and/or for which firm commitments have already been made.

3.4. CORPORATE GOVERNANCE

Names, business addresses and functions within the Issuer

The ATB Board

The ATB Board consists (in accordance with the Attica Bank Articles of Association) of seven (7) to fifteen (15) members, who are elected by the general meeting of shareholders by vote and by absolute majority.

The ATB Board consists of executive, non-executive and independent non-executive members. The capacity of its members as executive or non-executive is defined by the ATB Board upon its constitution. Pursuant to article 13 of Law 4261/2014, the Board of Directors must be composed of at least two executive members.

The term of office of the members of the ATB Board is three years. Exceptionally, their term of office is extended until the expiry of the deadline within which the next regular general meeting of shareholders must be convened and until the relevant decision is taken. The members of the ATB Board are always eligible for re-election and freely revocable.

According to the current legislation, the independent non-executive members of the ATB Board must, upon appointment and during their term of office, not hold directly or indirectly more than 0.5% of Attica Bank's share capital and be free from financial, business, family or other dependency relationships, which may influence their decisions and their independent and objective judgment.

The composition of the ATB Board as a whole must reflect a sufficiently wide range of knowledge and experience per subject of its members. The ATB Board must possess, as a whole, a variety of knowledge, skills and experience per subject, in order to be able to understand the Bank's activities, including the main risks to which the Bank is or may be exposed, and to make sound decisions.

The criteria for the selection of BoD members include adequate representation by gender, at a percentage set by applicable law calculated on the total number of BoD members and should not be excluded on grounds of discrimination based on sex, race, colour, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation. In the case of a fraction, the above percentage shall be rounded up to the previous integer.

The ATB Board is competent to decide on any act concerning the management of the Issuer, the management of its assets and generally the pursuit of corporate objectives, with the exception of matters which, according to an express provision of the law or the Attica Bank Articles of Association, fall within the competence of the general meeting of shareholders.

The business address of all members of the Board is 3-5, Palaion Patron Germanou str., 105 61, Athens, Greece.

In application of the provisions of Law No. 4706/2020, as at the date of this Exemption Document the ATB Board is comprised by:

- **Ioannis Zographakis**, Chairman of the Board of Directors, (Independent Non-Executive Member of the Board);
- **Avraam (Minos) Moissis**, Vice-Chairman of the Board of Directors, (Non-Executive Member of the Board, representative of the HFSF);
- **Eleni Vrettou**, Chief Executive Officer, (Executive Member of the Board);
- **Vasiliki (Valerie) Skoubas**, Executive Member of the Board;
- **Antonios Vartholomaios,** Designated Officer, Executive Member of the Board;
- **Efthymios Kyriakopoulos**, Independent Non-Executive Member of the Board;
- **Maria-Ioanna Politopoulou**, Non-Executive Member of the Board;
- **Aimilios Giannopoulos**, Independent Non-Executive Member of the Board;
- **Charikleia Vardakari**, Independent Non-Executive Member of the Board;
- **Christos Alexakis**, Non-Executive Member of the Board;
- **Despoina Doxaki**, Non-Executive Member of the Board;
- **Theodoros Karakasis**, Non-Executive Member of the Board;
- **Konstantinos-Vasileios Adamopoulos**, Non-Executive Member of the Board.

A representative of the HFSF is directly appointed to the ATB Board pursuant to the HFSF Law and the Relationship Framework Agreement concluded on the basis thereof, who participates as a full member of the ATB Board. This member has in addition all the rights provided for in the HFSF Law and the Relationship Framework Agreement, as currently in force and applicable. Moreover, in implementation of the investment agreement between, *inter alios*, HFSF and Thrivest dated as of 20 April 2023, HFSF has nominated three (3) Non-Executive members for Attica Bank's Board, that have been elected by the EGM and appointed by the Board of Directors as Non-Executive members. For the arrangements related to Attica Bank's governance in accordance with the Shareholders Agreement' please see section 7.4 "*Corporate Governance*".

During 2023, the ATB Board held 32 meetings and its meeting attendance rate reached 98.7%.

The remuneration paid by the Issuer to the ATB Board members, as well as the general remuneration policy of the Issuer, are determined by a relevant decision of the ATB Board, and are approved by a special decision of the general meeting of shareholders, where required by law, in combination with the remuneration policy approved by a regular general meeting of shareholders on 22 July 2019 and the remuneration report for the corporate year 2022 which was approved by a regular general meeting of shareholders on 6 July 2023.

Following the resolutions of the annual general meeting of 16 July 2024, the remuneration policy of the members of the ATB Board members has been revised (pursuant to article 110 par. 2 (d) and 111 par. 2 of Law 4548/2018). Based on the abovementioned, the Board of Directors of the Issuer approved unanimously the revised renumeration report of the ATB Board members (pursuant to article 110, par.2 d and 111 par.2 of L.4548/2018) with four-year tenor from its approval by the general meeting.

Any fees and compensation of the members of the ATB Board is reported in a separate section of the Issuer's financial statements.

Board Committees

The ATB Board is assisted by relevant committees on a case-by-case basis, which for the issues within their competence submit relevant suggestions for decision by the board members, in accordance with the applicable legal framework. The ATB Board established, as a minimum, the following committees:

Audit Committee: its purpose is to assist the ATB Board in developing and ensuring the operation of an adequate and effective internal control system at the Issuer and ATB Group level; as at the date of this Exemption Document it is comprised by:

- Chairman: Christos Gklavanis, Independent Non-Member of the BoD;
- Member: Aimilios Giannopoulos, Independent Non-Executive Member of the BoD;
- Member: Efthimios Kyriakopoulos, Independent Non-Executive Member of the BoD;
- Member: Avraam Moissis, Vice-Chairman and Non-Executive Member of the BoD;
- Member: Konstantinos – Vasileios Adamopoulos, Non-Executive Member of the BoD.

Corporate Governance, Nomination, Human Resources and Remuneration Committee: responsible for implementing the policy and procedures to be followed for the appointment of members of the ATB Board and committees set up by the ATB Board.

The committee is composed of at least three (3) non-executive members of the ATB Board, who at least in their majority, including its chairman, are independent non-executive members. The committee's chairman and its members as well as the exact number of its members are appointed and determined, respectively, by decision the ATB Board. As at the date of this Exemption Document it is comprised by:

- Chairman: Aimilios Giannopoulos, Independent Non-Executive Member of the BoD;
- Member: Efthymios Kyriakopoulos, Independent Non-Executive Member of the BoD;
- Member: Avraam Moissis, Vice-Chairman and Non-Executive Member of the BoD;
- Member: Maria – Ioanna Politopoulou, Non-Executive Member of the BoD;
- Member Charikleia Vardakari, Independent Non-Executive Member of the BoD.

Risk Management Committee: its purpose is to adequately inform the ATB Board on all matters relating to the risk-taking strategy and the level of risk tolerance in the performance of its duties. This committee is composed of at least 3 (three) non-executive members of the ATB Board, of whom at least one (1) is an independent non-executive member of the ATB Board. One member, who cannot be the chairman of the ATB Board or the chairman of the Audit Committee, is appointed as chairman of this committee.

The chairman and the composition of the committee are determined by the ATB Board. As at the date of this Exemption Document it is comprised by:

- Chairman: Efthymios Kyriakopoulos, Independent Non-Executive Member of the BoD;
- Member: Avraam Moissis, Vice-Chairman and Non-Executive Member of the BoD;
- Member: Charikleia Vardakari, Independent Non-Executive Member of the BoD;
- Member: Aimilios Giannopoulos, Non-Executive Member of the BoD; and
- Member: Maria Ioanna Politopoulou, Non-Executive Member of the BoD.

Management Committees

Executive Committee: This committee monitors and ensures the smooth and efficient operation of the Issuer in implementing its strategy, business plan and budget, as approved by the ATB Board. It consists of at least nine members, including the Chief Executive Officer, who is appointed as chairman and non-voting advisory members.

The number of members and the composition of this Committee is determined by the ATB Board or the Chief Executive Officer within the framework of the responsibilities and authorisations granted by the ATB Board.

As the date of this Exemption Document, the Executive Committee is comprised by:

- Chairman, Chief Executive Officer;
- Member, Chief Operating Officer;
- Member, Chief Finance Officer;
- Member, Chief Risk Officer;
- Member, Chief Transformation Officer;
- Member, Chief Corporate Banking Officer;
- Member, Chief Retail and Digital Officer;
- Member, Chief Financial Markets Officer;
- Member, Chief HR Officer;
- Member, Chief of Strategy & NPE;
- Member, Chief Structured Finance Officer;
- Member, Chief Insurance Business Officer;
- Consulting Member without voting rights, Chief Credit Officer;
- Consulting Member without voting rights, Chief Legal Officer; and
- Consulting Member without voting rights, Head of Compliance.

Asset-Liability Committee: consisting of at least seven members, one of whom is Attica Bank's Chief Executive Officer, who is designated as the chairman. This committee establishes the policy of the Issuer and of the ATB Group companies in matters concerning the structure, pricing and management of Assets and Liabilities, and sets out risk limits, taking into account the Issuer's strategy resulting from decisions of the competent governing bodies, the applicable regulatory framework, corporate governance rules, current conditions in the money and capital markets, and the risk limits set by the Issuer.

The Committee also monitors the implementation of such policies and makes decisions on the necessary corrective and improvement measures.

As at the date of this Exemption Document, the Asset-Liability Committee is comprised by:

- Chairman, Chief Executive Officer (CEO);
- Member, Chief Operating Officer;
- Member, Chief Finance Officer;
- Member, Chief Risk Officer;
- Member, Chief Corporate Banking Officer;
- Member, Chief Retail and Digital Officer;
- Member, Chief Financial Markets Officer;
- Member, Chief of Strategy & NPE;
- Member without voting rights, Chief Transformation Officer; and
- Member without voting rights, Head of Compliance.

Credit Committee: whose purpose is to examine credit risk, the limits of which are described in the respective, aforementioned circulars amending the Lending Regulation No. 4788/15-05-2024.

Information Technology (I.T.) Committee: whose purpose is to determine, prioritise, evaluate and approve the implementation of IT projects, supervise them based on the Issuer's strategy and objectives, the central coordination of the execution of IT projects, the supervision of the smooth and efficient operation of the Issuer's infrastructure and systems and the management of the operational risk arising from the information systems.

Audit Units

Attica Bank has the following independent audit units operating in accordance with the law and in line with the best international practices, aiming at maximum transparency in the operation of its organisation:

Internal Audit Department, which operates independently and reports to the Audit Committee on its operations, and to the CEO on management issues;

Regulatory Compliance and Corporate Governance Division, which operates independently and reports to the Audit Committee on its operations and to the CEO on management issues, manages the risks of non-compliance by Attica Bank and ATB Group companies with the legal and regulatory framework governing their operation.

ATB Group Risk Management

Risk Management Division

The organisational structures reporting to the Chief Risk Officer, and their respective objectives, are the following:

Credit Risk Management Division:

- developing a framework for identifying, measuring, monitoring and managing credit risk;
- determining, calibrating and monitoring credit risk disposition statements;
- monitoring and updating the framework for calculating and forecasting expected credit losses;
- creating and managing credit risk models and rating systems;
- reviewing and providing advice on lending policy manuals; and
- supporting strategic processes (business plans, ICAAP, ILAAP, etc.) and performing stress testing exercises specific to the loan and bond portfolios.

Credit Control Division:

- monitoring and controlling the loan approval process based on the approved lending policy, assessing the effectiveness of the latter, and monitoring compliance with established procedures and limits;
- conducting regular quality checks on loan portfolios and *ad hoc* thematic reviews (in response to top management, audit and supervisory authorities' specific requests);
- recording and reporting findings, failures as well as suggestions for improvement actions (recommendations) for the credit relations management, that are communicated to the competent units for settlement;
- recording and highlighting deficiencies and/or improvement proposals on the credit policy and credit/approval procedures; and
- drawing up the documents (policies, methodologies, procedures and guides), setting up the credit control framework and governance of its operation. Also regularly updating and checking the adequacy of the specific framework.

Capital, Liquidity and Market Risks Division:

- developing a framework for managing capital adequacy and liquidity risk;
- identifying, measuring, and managing capital adequacy and liquidity risks;

- conducting holistic contingency exercises, drafting a contingency funding assurance plan and drafting the recovery plan;
- developing a framework for identifying, measuring, monitoring and managing market risk in the trading portfolio as well as interest rate and credit spread risks in the banking portfolio;
- conducting daily value at risk and interest rate sensitivity measurements;
- defining, calibrating and monitoring risk appetite statements for market risk exposures and monitoring the correct application of the trading principles; and
- supporting strategic processes (business plans, ICAAP, ILAAP, etc.) and performing portfolio specific stress testing exercises.

Non-Financial Risks and Controls Division:

- developing a framework for identifying, measuring, monitoring and controlling non-financial risks;
- leading the implementation of the integration project, environmental risks, social and governance risks and climate risk in the ATB Group's risk management framework;
- defining, calibrating and monitoring risk appetite statements for non-financial risks;
- strengthening the internal control system by establishing risk self-assessment and control environment processes in collaboration with business units;
- developing the governance framework for the creation and validation of models (model governance framework);
- establishing a regular and independent process for the validation of risk models, and models of risk quantification and measurement techniques; and
- supporting the implementation of strategic projects and processes (business plans, ICAAP, ILAAP, etc.).

Risk Data and Analytics Division

- responsibility for the logical data model and data field specifications used in the risk assessment:
    - reporting: internal, regulatory, financial;
    - analytics: model development and validation, policy rules' analysis;
- provision of specifications for the implementation and maintenance of risk data dictionaries;
- developing and maintaining frameworks for:
    - data quality (aligned with BCBS239);
    - the development of models covering the following areas: applications and behaviour (application and behavioural models), IFRS 9, regulatory-capital, stress tests testing, early warning, ESG, climate related;
    - model management for the entire life cycle;
    - liable use of artificial intelligence (responsible AI);
- responsibility for developing models (and providing application specifications) in all the above areas; and
- support of internal exercises such as ICAAP, supervisory and internal stress tests, budget by providing the relevant risk parameters.

Chief Credit Officer

The Chief Credit Officer, on the other hand, is responsible for:

- evaluating credit applications, debt restructuring or debt settlement of existing business and retail banking credit facilities and preparing an opinion on credit risk to be assumed;
- monitoring, during the request evaluation process, the proper implementation of the credit policy, the credit regulations, the policy on arrangements and restructuring and other policies related to its scope, in the context of the Issuer's strategy and in line with the principles of corporate governance;

- participating, within the limits of its responsibility, in the designated approval panels, in accordance with the procedures in force for taking decisions on requests for which it is responsible; and
- proposing the preparation or updating of the retail and business banking credit regulations in cooperation with the relevant business units of the ATB Group.

Major shareholders

As at the date of this Exemption Document (prior to the Merger and the issuance of the New Shares), the Issuer's shareholding structure is as follows:

Shareholders	Holding Percentage
Hellenic Financial Stability Fund	72.54%
e-EFKA - Electronic Unified Single Social Security Fund	7.56%
Pancreta Bank	5.01%
Thrivest Holding LTD	4.42%
TMEDE - Engineers and Public Works Contractors Fund	4.01%
Other shareholders <5%	6.46%

Source: Shareholders' register as at 4 September 2024

Employees

As at 31 December 2023, the number of Attica Bank employees was 568. As at 31 March 2024, Attica Bank employees stood at 578.

3.5. FINANCIAL INFORMATION

For Attica Bank's financial information incorporated in this Exemption Document pursuant to item 2.5 of Commission Delegated Regulation (EU) 2021/528 (the "**Merger Exemption Regulation**"), please refer to Section 11 "*Information incorporated by reference*".

3.6. LEGAL AND ARBITRATION PROCEEDINGS

The Issuer and the members of the Group are defendants in proceedings and claims arising in the ordinary course of business which include litigation and administrative disputes and may also include enquiries or complaints before various authorities. Claims include damages (compensatory, actual and/or moral), unjust enrichment causes, nullity of debt contracts, labor disputes, administrative fines, injunctions on ongoing enforcement proceedings.

Neither the Issuer nor any other Group member is or has been involved in any governmental legal or arbitration proceeding during the previous 12 months (including proceedings that are pending or threatened of which the Issuer is aware) which Attica Bank believes may have, or have had, in the recent past, a significant effect on the financial position and/or the profitability of the Issuer and/or the ATB Group.

For the year ended 31 December 2023, the estimated amount for the Attica Group's present obligations arising from cases under litigation is €5,901 thousand (compared to €5,894 thousand for the year ended 31 December 2022). This amount represents management's best estimate – following consultation with legal counsel(s) - on the probable loss that might be incurred upon final judgement of the pending proceedings. The Issuer has been advised by its legal counsels that the final decision on recent cases brought on certain grounds – mainly involving nullity of debt contracts – are unlikely to be found against the Issuer. Consequently, no litigation provisions have been established for such claims.

3.7. SUMMARY OF INFORMATION DISCLOSED UNDER REGULATION (EU) NO 596/2014

Below is a summary of the information disclosed by Attica Bank under Regulation (EU) No 596/2014 over the last 12 months which is relevant as at the date of this Exemption Document, presented in a limited number of categories depending on their subject:

Disclosures related to the Merger

3 September 2024 – Attica Bank announces that on 3 September 2024, the Extraordinary General Meeting of Shareholders unanimously approved the merger with Pancreta Bank by absorption, the Bank's share capital increase, and granted authorisations for the completion of the merger and related procedural actions.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/file/2024/09/eng_20240903_resolutions-agm-v.f.pdf)

30 August 2024 – Attica Bank informs investors that the Hellenic Competition Committee has approved its Merger with Pancreta Bank.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/08/20240830_eng_announcement_hcc_approval-of-the-merger_f.pdf)

29 August 2024 – Attica Bank informs investors that the Bank of Greece has approved its Merger with Pancreta Bank.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/08/20240829_eng_announcement_bog_approval-of-the-merger.pdf)

26 July 2024 – Attica Bank announces its approval of the Draft Merger Agreement for Pancreta Bank's absorption by Attica Bank, with an exchange ratio of 0.0292156343836978 new Attica Bank shares per Pancreta Bank share, pending shareholder and regulatory approvals, with UBS Europe SE as financial advisor, Potamitis Vekris as legal advisor, and PricewaterhouseCoopers S.A. as the new independent auditor.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/07/20240726_eng-announcement-_dma-v.f.pdf)

24 July 2024 – Attica Bank announces its merger with Pancreta Bank in accordance with the provisions of L.2515/1997 and L.4601/2019, following the 18 July 2024 Shareholders' Agreement, to enhance capital and integrate non-performing exposures into the Hercules III State Guarantee Programme. Key actions include securitising €2.3 billion in non-performing exposures and setting an exchange ratio of 90% for Attica Bank and 10% for Pancreta Bank, aiming for completion by mid-September 2024, pending necessary approvals.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/07/20240724_eng_investors-update-v.f.pdf)

18 July 2024 – Attica Bank informs investors that it has been notified of a binding Shareholders Agreement with the Hellenic Financial Stability Fund and Thrivest Holding Ltd for a merger with Pancreta Bank and a €675.10 million investment, subject to regulatory approvals and the inclusion of non-performing exposures in the Hercules III programme.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/07/20240718_eng_announcement_shareholders-agreement.pdf)

Disclosures related to information from third parties and regulatory authorities in respect of the Issuer

16 July 2024 – Attica Bank informs investors that DBRS Morningstar has pre-rated its €2.3 billion portfolio of non-performing exposures, estimating a potential loss of up to €400 million if sold through securitisation under the HAPS III Programme.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/07/20240716_eng_announcement_investors-update_v.f.pdf)

15 July 2024 – Attica Bank informs investors that it has received an extension from the Bank of Greece until 18 July 2024 to finalise the transaction terms and complete the internal approval procedures of the Hellenic Financial Stability Fund (HFSF).

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/07/20240715_eng_announcement_investors-update_v.f.pdf)

8 July 2024 – Attica Bank informs investors that it has received an extension from the Bank of Greece until 12 July 2024 to provide an update on compliance and funding plans for the new entity emerging from its merger with Pancreta Bank, based on a preliminary agreement with the Hellenic Financial Stability Fund and Thrivest Holding Ltd.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/07/20240708_eng_announcement_investors-update_v.f.pdf)

4 April 2024 – Attica Bank informs investors that, contrary to recent press reports, it has not received or considered the pre-rating results of a loan portfolio by a credit rating agency for potential inclusion in HAPS III.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/eng_20240404_announcement_investors-update.pdf)

Disclosures related to the corporate governance of the Issuer

26 August 2024 - Attica Bank announces that Mrs. Marina Nikolaou will join its management team as Chief Insurance Business Officer and Executive Committee member, effective from 26 August 2024.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/08/20240826_eng_appointment-chief-insurance-business-officer.pdf)

28 June 2024 – Attica Bank announces that it has posted the information that credit institutions must report for the first quarter of 2024, according to the provisions of article 6 of L.4374/2016 on the Bank's website.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/06/20240628_eng_announcement-l.4374_q1-2024.pdf)

4 June 2024 – Attica Bank announces that Mrs Anna Gkova will assume the position of Chief Legal Officer as of 15 May 2024.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/06/20240603_eng_announcement_appointment-chief-legal-officer.pdf)

1 March 2024 – Attica Bank announces its financial publications calendar for 2024 in accordance with articles 4.1.2 and 4.1.3.15.1 of the Regulation of the Athens Stock Exchange.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/announcement_financial_calendar_2024_gr.pdf)

13 February 2024 – Attica Bank informs investors that the retransfer of the Omega portfolio under the name ARTEMIS SECURITISATION S.A has been completed. Cepal Hellas Financial Services and Dovalue Greece will manage different parts of this non-performing loan portfolio.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/eng_announcement_investors_update.pdf)

2 January 2024 – Attica Bank informs that it has terminated its cooperation with Thea Artemis for managing the Omega portfolio and will undertake all necessary actions for the portfolio transition within February 2024.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/20240102_eng_announcement_investors_update.pdf)

20 November 2023 – Attica Bank announces that Mr Konstantinos Christodoulou will assume the position of Chief Corporate Banking Officer as of 1 December 2023, while Mr Athanasios Psyllos will remain a Management Consultant.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/appointment_chief_corporate_banking_officer_en.pdf)

1 November 2023 – Attica Bank announces that, following the ATB Board's resolution of 20 October 2023, its headquarters address has changed from 23 Omirou Street to 3-5 Palaion Patron Germanou Street, Municipality of Athens, P.O. 10561, while its registered office and contact details remain unchanged.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/announcement-01.11.2023_eng.pdf)

27 October 2023 – Attica Bank informs investors that it has completed the re-acquisition of the mezzanine note of the "Metexelixis" securitisation and the mezzanine and junior note of the 'Omega' securitisation, as part of its Business Plan and NPE Strategy. This transaction does not impact the Bank's capital.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/announcement-27.10.2023_eng.pdf)

20 October 2023 – Attica Bank announcement regarding the reconstitution of the ATB Board, the recomposition of the ATB Board Committees and information regarding the independent non-executive members of the BoD.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/20.10.2023_announcement_bod_recomposition_committees_en.pdf)

29 September 2023 – Attica Bank announces the successful completion of the disposal of its Astir 1 Non-Performing Loans (NPLs) portfolio to the special purpose vehicle Lousios Limited, managed by AB CarVal Investors L.P. This transaction aligns with the Bank's strategy to divest NPLs, positively impacting its results and boosting its capital by 60 basis points, raising the total capital ratio to 17.8% (pro-forma) in the first semester of 2023.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/29.09.2023_closing_of_the_sale_of_astir_i_portfolio_en.pdf)

22 September 2023 – Attica Bank releases its Financial Results H1 2023.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/20230922_eng_announcement_financial_results_h1_2023.pdf)

Disclosures related to the 2023 share capital increase of the Issuer

14 November 2023 – Attica Bank announces that, following the listing of 4,980,256 new shares from warrant conversions, the Hellenic Financial Stability Fund's voting rights have increased from 69.5% to 72.5%.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/announcement-14.11.2023_eng.pdf)

9 November 2023 – Attica Bank announces that, following the termination of trading for 4,980,256 warrants on 3 November 2023 and their conversion into new shares, these shares will be admitted to trading on the Athens Stock Exchange on 13 November 2023. The share capital is increased by €249,012.80 to €2,500,708.85, divided into 50,014,177 shares, with any excess credited to 'Above par'.

(For the detailed announcement please refer to: https://www.atticabank.gr/media/en/announcement/2024/05/announcement_admission__trading_new_shares__post_conversion_warrants_en.pdf)

24 October 2023 – Attica Bank announces the admission and commencement of trading for 4,980,256 warrants on the Athex regulated market. These free warrants will trade from 27 October to 3 November 2023 and the trading price is set at 12.8396 euros per warrant. Following the trading period, on 8 November 2023, the warrants will automatically convert into ordinary shares of the Bank at a one-to-one ratio and will be admitted for trading in the Main Market of the Regulated Securities Market of the Athex.

(For the detailed announcement please refer to: *https://www.atticabank.gr/media/en/announcement/2024/05/24.10.2023_announcement_issuance_of_warrants_en.pdf)*

24 October 2023 – Attica Bank announces the availability of its Prospectus to investors, approved on 24 October 2023 by the Hellenic Capital Market Commission, for the admission to trading of 4,980,256 Euro denominated warrants and the subsequent conversion into 4,980,256 new ordinary registered shares on the Main Market of the Regulated Securities Market of the Athex.

(For the detailed announcement please refer to: *https://www.atticabank.gr/media/en/announcement/2024/05/24.10.2023_announcement_publication_of_prospectus_en.pdf)*

4. BUSINESS OVERVIEW – PANCRETA BANK S.A.

4.1. GENERAL INFORMATION

Pancreta Bank S.A. is incorporated as a société anonyme and registered in the General Commercial Register (GEMI) of the Ministry of Development and Investment with registration number 077156527000. Pancreta Bank's registered office is Municipality of Heraklion, Crete, at 5 Ikaros Avenue, P.O. Box 71306, Greece and its telephone number is +30 2810 3388000.

Pancreta Bank S.A was established in 1993 in accordance with the provisions of Law 1667/1986 and received a license to operate as credit institution in accordance with the 2306 / 19-5-1994 Act of the Governor of the Bank of Greece.

Pancreta Bank was constituted following the transformation through conversion of the credit cooperative under the title "Pancreta Cooperative Bank Ltd", implemented in compliance with:

- the decision as of 28 June 2020 of the general meeting of its members, registered in G.E.MI. on 24 July 2020 under K.A.K. 2181040;
- the act of transformation of limited liability cooperative under number 17092/03-07-2020 into a société anonyme of the notary of Heraklion Styliani Kalogeraki-Archontaki, registered in G.E.MI. on 24 July 2020 under K.A.K. 2181075; and
- Decision of the Head of the G.E.MI. Service of the Chamber of Heraklion No 4909/24.07.2020 (AM 61M4469ΗΛΞ-Θ4Θ).

Recent developments

Following the Bank of Greece Credit and Insurance Committee decision No 467 of 22 May 2023, Pancreta Bank acquired the business activity of the branches of HSBC Continental Europe in Greece. The transition of the financial assets and liabilities, as well as the data of the branch network and the total customers to Pancreta Bank's systems, was successfully completed on 27 July 2023, incorporating in Pancreta Bank's balance sheet operations amounting to approximately €1.05 billion and strengthening, before tax, its equity by the final amount of €87.08 million, after transaction costs.

On 28 December 2023, by virtue of decision No. 3047892 AP/28-12-2023 (ΑΔΑ : ΨΣΓ346ΝΛΣΞ-ΙΞ1) of the General Secretariat of Commerce Directorate (section D of Financial Institutions, Insurance of Sociétés Anonymes and Public Utilities), the following actions were approved:

- the merger by absorption of the credit cooperative under the title 'Cooperative Bank Of Central Macedonia L.T.D.' with the registration number 114219752000 from the company under the title "PANCRETA BANK S.A." and the registration number 077156527000, on the basis of the provisions of Articles 7 to 21, 30 to 38 and 47 to 52 of Law No. 4601/2019 and the provisions of Article 16 of Law 2515/1997, pursuant to the decision of the general meeting of the cooperative entitled 'Cooperative Bank Of Central Macedonia L.T.D.', dated 24 July 2023, and the resolution of 8 September 2023 of the AGM of Pancreta Bank, and the notarial deed No. 8.896/14-12-2023 of the Notary Public of Athens Eleni Spiliopoulou Poulantza; and
- the amendment of article 5 of the articles of association of Pancreta Bank, due to the above merger, in accordance with the resolution of 8 September 2023 (item 6 - paragraph A) of its AGM.

Pancreta Bank's LEI is 213800U41ZQTTURP3V26, and its main website can be found at: http://www.pancretabank.gr.

Pancreta Bank's Annual Audited Financial Statements as at and for the year ended 31 December 2023 were prepared in accordance with IFRS and reviewed by Konstantinos E. Antonakakis (SOEL Reg. No 22781) of Grant Thornton Société Anonyme of Certified Auditors and Business Advisors Certified Public Accountants (SOEL) (Reg. Number:127).

4.2. BUSINESS OVERVIEW

Principal activities

Pancreta Bank operates in the following main areas:

- issue of loans,

- issue of guarantees and insurance,
- factoring,
- provision of techno-economic assistance and support for the development of its clients' operations,
- provision of contracts for the benefit of its members, with financial institutions or undertakings, under the terms defined by Pancreta Bank's board of directors ("**PCB Board**"),
- deposits, and
- wealth management.

Significant changes since 31 December 2023

In addition to the Merger and the Contemplated Capital Actions, the following is a description of any significant changes having an impact on the operations and principal activities of Pancreta Bank since the end of the period covered in its Annual Audited Financial Statements as at and for the year ended 31 December 2023:

- Pancreta Bank has initiated the securitisation process of a portfolio of non-performing exposures with a total book value of approximately €1.4 billion, and has applied for the inclusion of the senior notes of the securitisation in the HAPS;
- DBRS Morningstar has completed the pre-rating of Pancreta Bank's portfolio of non-performing exposures to be included in the HAPS; and
- Pancreta Bank repaid the outstanding balance of €324 million of ECB TLTRO III Funding.

Principal markets

Pancreta Bank operates in Greece with 50 branches and lockers nationwide, and has a presence in Crete, Attica, Thessaloniki, Milos, Rhodes, Chios, Patra, Tripoli, Kalamata, Serres and Katerini, while the network is complemented by 33 additional independent service points ("**ATMs**"). Through the acquisition of HSBC's Greek business, Pancreta Bank has expanded its branch network in the Attica region, upgrading its portfolio with new wealth management products and services, which it supports with modern systems and high-value international investment platforms.

The following is a brief description of Pancreta Bank's principal markets.

Retail Banking

Through its retail banking activity, Pancreta Bank serves individuals, professionals and small businesses, providing deposit, investment, loan and bank insurance products, as well as a wide range of other banking services.

Housing Loans

Pancreta Bank offers mortgage loans with a choice of fixed, variable and combined fixed interest rates for the first years and then variable interest rates for the purchase of a house and land, as well as for the construction, repair and completion of a house. At the same time, it offers a wide range of variable rate consumer loans covering both general and specific needs of its private customers.

It also offers consumer loans to cover both small and larger consumer needs, as well as more specific ones such as to pensioners and those affected by earthquakes.

Deposits

Pancreta Bank offers a comprehensive range of deposit products that includes accounts for everyday transactions, savings accounts and time deposits. As at 31 December 2023, customer deposits amounted to €2,606.56 million, representing an increase of 64.94% compared to the previous year.

From October 2021, Pancreta Bank provides its clients with investment services for receiving and transmitting orders for UCITS mutual fund units, through its strategic cooperation with the independent mutual fund management company TRITON Asset Management AEDAK. Since the acquisition of HSBC's Greek business in July 2023, Pancreta Bank cooperates with eight additional international asset management companies.

Banking for small enterprises

Pancreta Bank provides financing to freelancers and small businesses to meet their working capital needs, as well as loans for fixed assets and equipment.

Pancreta Bank participates in financing programmes for SMEs from national and European institutions through its partnerships with the European Investment Bank ("**EIB**"), the Hellenic Development Bank and the EIF, such as the COSME, EaSI and TEPIX programmes, which are EU programmes aimed at strengthening small and medium-sized enterprises, employment, social innovation and entrepreneurship.

In 2021, Pancreta Bank signed an operational agreement with the Greek Ministry of Finance, participating in the NRRP 'Greece 2.0'. With its participation in the Recovery Fund & Resilience Fund, Pancreta Bank offers businesses access to attractive loan capital for the implementation of investment projects related to one or more of the following growth pillars: green transition, digital transformation, extroversion (including tourism investments), innovation - research and development, as well as the development of economies of scale through partnerships, acquisitions and mergers.

Debit/credit cards, card acceptance services and payments

Pancreta Bank offers debit cards for individuals and businesses, as well as Standard and Gold credit cards for individuals. In order to achieve operational improvements and economies of scale in the card issuing sector, the Bank has entered into a strategic alliance with Mastercard for all its products.

Electronic banking

In combination with the physical branch network and in the context of providing modern banking services, the Bank offers its customers digital capabilities through the Pancreta online e-banking service.

Insurance

In its capacity as an insurance agent and with the 'Cooperative Hellenic General Insurance Company' as its main partner, Pancreta Bank offers a range of insurance products and services to individuals, professionals and corporate clients, providing comprehensive services in basic life and general insurance products mainly related to loan transactions (life and property), personal protection (accidents), car insurance, group insurance for employees, as well as group liability insurance with emphasis on the tourism, catering and other sectors.

Commercial banking

Pancreta Bank serves all businesses with limits of more than €0.5 million and/or sales of more than €1.5 million from three business centres, providing lending solutions for both liquidity needs and the financing of investment projects through short-term or long-term loan products offered in bilateral or multilateral transactions.

Contract banking and development programmes

The Contract Banking and Development Programmes Unit's main objective is Pancreta Bank's participation in programmes of financial instruments for businesses, in cooperation with domestic (such as the Hellenic Development Bank) and international institutions (such as the EIB and the EIF).

The financial instruments managed by such unit in cooperation with Pancreta Bank's financial directorates relate both to the financing of investment projects and to the enhancement of the liquidity of enterprises in the face of their daily operational obligations or due to the measures taken to deal with the COVID-19 pandemic, such as the actions of the Ministry of Finance aimed at subsidising the interest on business loans.

Factoring

Since 2021, Pancreta Bank offers business receivables agency products and services, providing financing and management solutions to businesses with business to business sales on credit. The main services offered by Pancreta Factors S.A. (Pancreta Bank’s fully owned subsidiary) to business banking clients are the provision of liquidity while managing, collecting, and assessing credit risk of receivables.

Shipping

In 2023, Pancreta Bank launched a maritime banking department in line with its business strategy. The newly established department has been staffed with experienced personnel with a long career in the ship financing and provides integrated services and products that fully cover the specialised needs of the shipping segment, focusing on small and medium-sized shipping companies.

Wealth Management

Through the acquisition of HSBC's Greek business, Pancreta Bank has upgraded its portfolio with new wealth management products and services, which it supports with modern systems and high-value international investment platforms.

Breakdown of total revenues

The following is a breakdown of total revenues of Pancreta Bank by operating segment for the last financial year:

(Amounts in thousand €)	**Retail Banking**	**Wholesale Banking**	**Treasury**	**other / Management**	**Total**
From 1 January to 31 December 2023					
NET					
- interest	38,765	48,959	-1,084		**86,640**
- commission	3,608	5,462			**9,070**
- trading results and other income	510		834	1,097	**2,441**
- intersegment results	537		-537		0
Total Income	**43,420**	**54,421**	**-787**	**1,097**	**98,151**

Source: Pancreta Bank's Annual Audited Financial Statements as at and for the year ended 31 December 2023

4.3. INVESTMENTS

Since the date of its last published financial statements (being 31 March 2024), Pancreta Bank has made the following investments (completed and/or in progress and/or for which firm commitments have already been made):

- Approximately €1.0 million investment, consisting in the upgrade of the core banking system and web banking platform;
- Approximately €0.6 million investment, consisting in the renovation of the head offices and central branch in Heraklion, Crete; and
- Approximately €0.4 million investment, consisting in the setup of a new Business Centre in Chania, Crete.

4.4. CORPORATE GOVERNANCE

Names, business addresses and functions within the Issuer

The PCB Board

As of the date of this Exemption Document, the PCB Board is composed by:

- Stylianos Pirpinias, Chairman, Non-Executive Member;
- Konstantinos Makedos, Vice-Chairman, Non-Executive Member;
- Antonios Vartholomeos, Chief Executive Officer, Executive Member;
- Georgios Kourletakis, Deputy Chief Executive Officer, Executive Member;
- Nikolaos Vouyoukas, Non-Executive Member;
- Joseph Sifakis, Non-Executive Member;
- Dionysia Xirokosta, Independent Non-Executive Member;
- Yvette Kosmetatou, Independent Non-Executive Member;
- Antonios Vasilakis, Independent Non-Executive Member;
- Marina Stavrakantonaki, Independent Non-Executive Member; and
- lordanis Chatzikonstantinou, Independent Non-Executive Member.

Committees

Pancreta Bank has established Committees of the PCB Board to ensure the fullest and most effective identification and treatment of all types of risks undertaken, such as Audit Committee, Risk Management Committee, Remuneration Committee, as well as Administrative and Executive Committees, such as Executive Committee, Assets-Liabilities Committee (ALCO), Credit Committee and Crisis Management Committee.

Risk Management Committee: supervises the mechanism of identification, assessment, monitoring and management of all the risks undertaken or to potentially undertaken by Pancreta Bank, in accordance with its business strategy and adequacy of available resources.

It develops the strategy for undertaking all forms of risk and capital management, in a way that meets the Bank's business objectives and the adequacy of available resources in technical means and staff. Moreover, it ensures the development of an internal risk management system and its integration into the business decision-making procedure, throughout the range of the Bank's operations.

Internal Control System (ICS): Pancreta Bank has structured its Internal Control System in accordance with the 'Three Lines Model', which contributes to the effective risk management of risks, focusing on "defense" and value protection issues as well as on the distinction and understanding of the roles and responsibilities/obligations of all parties involved.

Its main service units are the Internal Audit Department, the Regulatory Compliance Department and the Senior Risk Management Department Directorate.

Major shareholders

As at the date of this Exemption Document (immediately prior to the Merger), Pancreta Bank's shareholding structure is as follows:

Shareholders	Holding Percentage
Thrivest Holding LTD	43.40%
National Bank of Greece	7.19%
Green Hydepark Investment Limited	5.90%
Other shareholders <5%	43.51%

Source: Pancreta Bank shareholders' register as at 3 September 2024

Employees

As at 31 December 2023, the number of Pancreta Bank employees was 883. As at 31 March 2024, Pancreta Bank employees stood at 888.

4.5. FINANCIAL INFORMATION

For Pancreta Bank's financial information incorporated in this Exemption Document pursuant to item 2.5 of the Merger Exemption Regulation, please refer to Section 11 "*Information incorporated by reference*".

4.6. LEGAL AND ARBITRATION PROCEEDINGS

Pancreta Bank has not been involved in any governmental, legal or arbitration proceedings, including any pending or threatened proceedings of which Pancreta Bank is aware, during at least the past twelve months which may have, or have had in the recent past, significant effects on Pancreta Bank's financial position or profitability.

4.7. SUMMARY OF INFORMATION DISCLOSED UNDER REGULATION (EU) NO 596/2014

Pancreta Bank is not subject to the obligation to disclose information pursuant to Regulation (EU) No 596/2014.

5. DESCRIPTION OF THE MERGER

5.1. PURPOSE AND OBJECTIVES OF THE MERGER

The Merger serves as an effective means of creating a unified financial institution through the absorption, by universal succession, of all the assets of Pancreta Bank by Attica Bank. Taking into account (a) the Shareholders' Agreement for the capital enhancement of the Merged Bank in order to implement its business plan following the inclusion of the NPE portfolios in HAPS, (b) the expected low NPE ratio of the Merged Bank, and (c) the integration of the assets, clientele, branches, and staff of Pancreta Bank to Attica Bank, it is expected to establish the Merged Bank as the fifth largest financial institution in Greece, anticipated to have a NPE ratio below 3%, ready to support market needs. Also, it shall increase the Merged Bank's competitiveness against other banks, significantly expand its network nationwide, and gain a larger market share, thereby increasing the Merged Banks turnover and subsequently its profitability.

In addition, as a result of the Merger, the Merged Bank's corporate purpose shall be achieved more effectively, as it will be realised due to the Merged Bank's growth. Such growth shall further boost the Merged Bank's business growth, resulting in the consequent increase in gross revenues profitability.

Furthermore, economies of scale in administrative expenses and overall reduction of operating costs at the level of the Merged Bank are achieved and the effectiveness of its administrative organisation is maximised. The Merger will lead to a more rational organisation of activities (from a commercial and business perspective) based on the current financial situation and corresponding viability prospects, given the obligations of the Merging Banks, as well as significant cost savings, which will result in the reduction of total operating costs and the simplification of the existing structure.

Finally, the creation of a unified corporate entity that provides a stable, fair, and friendly environment for employees, suppliers, creditors, and customers of the Merging Banks, results in opportunities for high-level development and progress, under competitive terms, aiming for better customer service and meeting their needs.

5.2. CONDITIONS OF THE MERGER

The Merger is carried out in accordance with: (a) the provisions of Articles 6-21, 30-34 of Greek Law 4601/2019, (b) the provisions of Article 16 of Greek Law 2515/1997, (c) the applicable provisions of Greek Law 4548/2018, and (d) the provisions of Greek Law 5127/2024 which ratified the Shareholders' Agreement.

It is noted that the Hellenic Competition Commission, pursuant to its decision of 30 August 2024, has approved the concentration arising from the Merger, as per article 5 par. 2 (a) of Greek Law 3959/2011. Also, the Bank of Greece has approved the Merger pursuant to its decision of 29 August 2024.

On 3 September 2024, notarial deed number 49817/03.09.2024 concerning the Merger was signed by Attica Bank and Pancreta Bank before the notary public of Athens, Georgios Stefanakos (the "**Merger Notarial Deed**"). On 4 September 2024, approval decision number 3355626 ΑΠ /04.09.2024 was issued by the Ministry of Development, which was registered in the General Commercial Registry (G.E.MI) under registration number no. 4416103, as per the announcement of GEMI with protocol no. 3355626/04.09.2024.

BoD Decisions & Draft Merger Agreement

Pursuant to the decisions of the Boards of Directors of Attica Bank and Pancreta Bank each dated 24 July 2024, the Merger procedure with the absorption of Pancreta Bank by Attica Bank was initiated. The transformation balance sheet for each Merging Bank was determined as the balance sheet as at 31 December 2023, and the proposed exchange ratio was set at 90% for Attica Bank and 10% for Pancreta Bank. On the same board meetings, Attica Bank assigned to the independent auditing company "PRICEWATERHOUSECOOPERS S.A." and Pancreta Bank assigned to the independent auditing company "KPMG Auditors S.A." to (i) determine the accounting value of Attica Bank's and Pancreta Bank's assets, respectively, based on the transformation balance sheet of 31 December 2023 of each Merging Bank, according to Article 16 paragraph 5 of Greek Law 2515/1997 and (ii) to review the Draft Merger Agreement (the "**DMA**") and to formulate an opinion as to whether the share exchange ratio is fair and reasonable, in accordance with Article 10 of Greek Law 4601/2019 and Article 6 par. 5 of Greek Law 2515/1997.

At its meeting of 26 July 2024, the Board of Directors of Attica Bank approved, further, the BoD Report provided for in Article 9 of Greek Law 4601/2019, which explains the Merger from a legal and financial point of view, and the DMA, which includes the terms of the Merger in accordance with Article 7 of Greek Law 4601/2019. Respective decisions were taken by the Board of Directors of Pancreta Bank at its meeting also held on 26 July 2024.

The DMA is available on the website of Attica Bank as referred to in Section 12 "*Documents Available*".

Effect of the Merger

The Merger is effected by absorption of Pancreta Bank by Attica Bank pursuant to the provisions of Article 16 of Greek Law 2515/1997, the applicable provisions of Greek Law 4601/2019 and the provisions of Greek Law 4548/2018, and the provisions of Greek Law 5127/2024, as applicable, with consolidation of assets and liabilities.

Under the current legal framework, the Merger is effected on favourable terms. In particular, the provisions of Article 16 of Greek Law 2515/1997 provide for certain tax incentives as well as exemptions. By way of example, according to Article 16 of Greek Law 2515/1997, the notarial merger agreement, the transfers and the transactions within the framework of the Merger as well as their registration to the competent land registries are exempted from any tax, stamp duty or any other fee in favour of the Greek State, as well as any levy or right in favour of any third party including fees, fixed and proportional rights, allowances or other fees in favour of land registries / cadastral offices.

All acts carried out after 31 December 2023, which is set as the transformation date, shall be deemed to be carried out on behalf of Attica Bank, which is the legal entity that survives the transformation, and the financial results of Pancreta Bank, which will arise from that date until the Merger Completion Date, shall be considered as the results of Attica Bank in accordance with the provisions of Article 16 of Greek Law 2515/1997 and the relevant amounts will be transferred from the accounts of Pancreta Bank to the accounts of Attica Bank by means of an aggregated entry after the registration of the notarial deed of merger and the approval decision of the competent authority in the G.E.MI.

Upon completion of the Merger, Pancreta Bank is dissolved as a legal entity without being liquidated, and all its assets and liabilities are transferred to Attica Bank, which is substituted for all the rights and liabilities of Pancreta Bank, as the universal successor of the latter, while the shareholders of Pancreta Bank become shareholders of Attica Bank.

Pancreta Bank transfers all its assets (both active and passive) to Attica Bank based on its financial status, as reflected in the transformation balance sheet of Pancreta Bank, and as described in the Merger Notarial Deed and formed up to the Merger Completion Date. Thus, Pancreta Bank will transfer to Attica Bank any right, intangible asset, claim, or other property even if it is not specifically named or accurately described in the DMA, in its transformation balance sheet, either by omission or error, all kinds of licenses granted by the authorities, as well as rights or legal relationships arising from any other relevant contract or legal act, all of which from the Merger Completion Date fully belong to Attica Bank. Consequently, on the Merger Completion Date, Attica Bank becomes the owner, possessor, holder, and beneficiary of all movable and immovable assets of Pancreta Bank, its claims against third parties from any cause, and all its assets in general, including all its liabilities. From the completion of the Merger, Attica Bank automatically, fully, and without any further formality in accordance with the law, substitutes Pancreta Bank in its rights, legal relationships, and obligations due to universal succession and this occurs without the payment of taxes and fees in accordance with the provisions of Article 16 of Greek Law 2515/1997. Any legal proceedings involving Pancreta Bank will be continued by Attica Bank without any other formality, and the Merger will not result in their forced interruption.

Effect of the Merger on the shareholders

The shares of Attica Bank that will be delivered to the shareholders of Pancreta Bank will entitle them to participate in any distribution (profits/dividends or otherwise) of Attica Bank that takes place from the Merger Completion Date onwards.

There are no shareholders of Pancreta Bank who have special rights and privileges, or who hold other capital securities or securities convertible into capital, other than ordinary registered shares, with the exception of holders of one hundred and fifty-one (151) subordinated convertible debt securities, each with a nominal value of €100,000, of indefinite duration, issued pursuant to the decision of the Extraordinary General Meeting of Pancreta Bank's shareholders on 19 November 2015 (under its then legal form as a cooperative bank) and the decision of its Board of Directors on 18 December 2015 (the "**PCB Convertible Bonds**"). The PCB Convertible Bonds can be converted into shares either mandatorily or at the option of the holder. Mandatory conversion can be done in two cases: (1) at the discretion of the Bank of Greece if there is an issue as to Pancreta Bank's viability; and (2) if the capital adequacy ratio of Pancreta Bank falls below the minimum regulatory requirements or the CET1 ratio falls below 5.125% or the respective minimum limit defined by the Bank of Greece. Optional conversion is a right granted to the bondholder, who can exercise it at its discretion, on each six-month anniversary of the issue date (the "**Optional Conversion Date**"). The next Optional Conversion Date that a holder of PCB Convertible Bonds will be able to exercise the right of optional conversion (by submitting a request at least five days prior to that date) will be on 21 December 2024. In both cases, the conversion of a PCB Convertible Bond into shares can only be done after a Board of Directors decision and the conversion ratio will be calculated by dividing the nominal value of the PCB Convertible Bond by the book value of the share. The book value of the share will be based on the most recent six-month audited financial statements. Following the Merger, Attica Bank will succeed Pancreta Bank as issuer of the PCB Convertible Bonds.

There are no special privileges for the members of the Boards of Directors of the Merging Banks, or for the internal auditors and experts of the Merging Banks, nor are there any provisions for such privileges in their statutes, nor in the decisions of the General Meetings of Shareholders, nor are such privileges provided by the Merger.

The Issuer is not aware of any break-up fees or other penalties that may be payable if the Merger is not completed.

Rights of HFSF

It is noted that according to Article 10 of the HFSF Law and the RFA, the HFSF is represented by one member on the Board of Directors of Attica Bank and may also appoint an observer on the Board of Directors of Attica Bank, without voting rights. The member of the Board of Directors representing the HFSF on the Board of Attica Bank has the right to veto any decision: (a) relating to the distribution of dividends and the policy of benefits and additional remuneration (bonuses) to the chairman, the managing director, and other members of the board, as well as to those who hold the position or perform the duties of general manager, and their deputies, (b) concerning the amendment of the articles of association, including the increase or decrease of capital or the granting of relevant authorisation to the board of directors, merger, division, conversion, revival, extension of duration or dissolution of the company, transfer of assets, including the sale of subsidiaries, or any other matter requiring a supermajority as provided for in Greek Law 4548/2018, and which decision may significantly affect the HFSF's participation in the share capital of the credit institution, and (c) that could endanger the interests of depositors or seriously harm the liquidity or solvency of Attica Bank or its overall healthy and smooth operation. Additionally, the said member has the right to request the convening of the General Meeting of Attica Bank's shareholders or the inclusion of items on its agenda, the convening of the Board of Directors with certain agenda items, or to add items to the agenda of scheduled board meetings, to postpone a board meeting or decision on a specific item, and to approve the CFO of Attica Bank. Finally, the prior written consent of the HFSF is required for the following: (a) the risk and capital strategy of the Attica Bank group, particularly statements regarding risk appetite and management, as well as any related modification, extension, revision, or deviation, (b) the remuneration policy of the Board of Directors, the remuneration and benefits policy of the Attica Bank group, and any related modification, extension, revision, or deviation, or decisions/policies affecting the aforementioned policy(ies), including any voluntary retirement/departure programs, (c) the investment and divestment policy of the Attica Bank group concerning holdings, real estate, and loan portfolios and any related modification, extension, revision, or deviation, (d) the strategy, policy, and governance of the Attica Bank group regarding the management of overdue and non-performing loans, and any related modification, extension, revision, (e) the recruitment policy of Attica Bank for the selection and appointment of board members and any related modification, extension, revision, or deviation, and (f) the following transactions: (i) any acquisitions, disposals, investments, and transfers of Attica Bank group assets, including the sale of subsidiaries and excluding loan portfolios, where the accounting value or fair value (if applicable) or transaction value exceeds €15 million, (ii) any derivative transactions of the Attica Bank group where the credit equivalent exposure (as defined by the capital adequacy regulation adopted by Attica Bank following regulatory approval) exceeds €15 million, (iii) any transaction of the Attica Bank group in structured products, where the transaction value exceeds €15 million, (iv) any disposal or securitisation of the Attica Bank group's loan portfolio, the total legal claims of which exceed €100 million, (v) any issuance of financial instruments by the Attica Bank group that leads to a reduction in capital participations, (vi) any mergers, capital reductions, or increases, including those resolved by the Board of Directors, provided there is such authorisation in the statutes of the Attica Bank group companies or by a decision of the General Meeting of shareholders. Specifically, for capital increases or reductions, prior consent of the HFSF is required if they are not explicitly provided for in the approved business plan and the amount exceeds €15 million, (vii) any borrowing transaction (senior bonds, covered bonds) over €50 million, (viii) any liability management exercise. Exceptionally, the prior written consent of the HFSF is not required for the following matters: (a) taking or restructuring loans, credits, and equivalent transactions (guarantee letters, documentary credits, etc.) to third parties, which fall within the business activities of the Attica Bank group and are in accordance with Attica Bank's policies, risk strategy, and risk appetite statements and limits of all types of risks (including anti-money laundering and Know Your Customer (KYC) processes, counterparty credit risk and default risk, market risk, operational risks), (b) loans, credits, and equivalent intra-group transactions (guarantee letters, capital guarantees to subsidiaries, etc.). Attica Bank must submit a quarterly report to the HFSF for all intra-group transactions, including the terms of these transactions, (c) transactions in: i) securities, ii) any financial instrument (e.g., derivatives) for hedging purposes or iii) any liquidity management transaction (e.g., repos, reverse repos, sales and repurchases, secured lending/borrowing), provided that: (x) they comply with Attica Bank's policies, risk strategy, and risk appetite statements and limits of all types of risks, and (y) they are common practice for Attica Bank both in terms of the type of financial instrument used and the size of the transaction (and Attica Bank can prove this if required), and (d) mergers by absorption of 100% subsidiaries.

It is noted that the DMA was registered with the G.E.MI. on 29 July 2024 with Registration Code No. 4334575, in accordance with the announcement of the G.E.MI. with protocol no. 3333647/29.07.2024. Since the above registration and until the execution of the Merger Notarial Deed, no creditor of the Merging Banks has appeared requesting the provision of guarantees pursuant to Article 13 of Greek Law 4601/2019.

General Meetings of Shareholders

On 3 September 2024 the Extraordinary General Meeting of Shareholders of Attica Bank resolved, *inter alia*:

- the approval of the Merger by absorption of Pancreta Bank by Attica Bank, in accordance with the provisions of Article 16 of Greek Law 2515/1997, the applicable provisions of Greek Law 4601/2019, Greek Law 4548/2018, and Greek Law 5127/2024, as in force, and the DMA, as approved by the Boards of Directors of the abovementioned merging credit institutions and published in the G.E.MI.;
- the approval of the BoD Report, the certified auditor's report on the examination of the DMA, and the issuance of an opinion on the fairness and reasonableness of the proposed share exchange ratio in accordance with Article 10 of Greek Law 4601/2019 and Article 16 paragraph 5 of Greek Law 2515/1997, and the certified auditor's report on the determination of the accounting value of Attica Bank's assets, based on the transformation balance sheet of 31 December 2023, in accordance with Article 16 paragraph 5 of Greek Law 2515/1997;

- the increase of Attica Bank's share capital, as a consequence of the Merger, by the amount of €95,105,431.00 due to the contribution of the share capital of Pancreta Bank to Attica Bank in accordance with Article 16 of Law 2515/1997, with a simultaneous reduction of Attica Bank's share capital by the amount of €125,346.05 due to the cancellation of 2,506,921 Attica Bank's ordinary registered shares held by Pancreta Bank, so that Attica Bank's share capital upon completion of the Merger amounts to €2,653,219.35 divided into 53,064,387 ordinary registered shares with voting rights having a nominal value of €0,05 each, and the difference between the above amount corresponding to Attica Bank's share capital after the Merger and the sum of the share capital of the Merging Banks, amounting to €94,827,574.45, be transferred to the special reserve of article 1 of Greek Law 5127/2024;

- the respective amendment of Article 5 of Attica Bank's Articles of Association on share capital as a consequence of the above;

- the provision of relevant authorisations, regarding the abovementioned items, to Attica Bank's Board of Directors; and

- certain decisions and authorisations for the registration of the shares of the shareholders of Pancreta Bank resulting from the Merger with the dematerialised securities system.

At the aforementioned General Meeting of the Shareholders of Attica Bank, shareholders representing 97.77% of the total number of its shares were present and 100% of the shareholders present voted in favour of the Merger.

On 3 September 2024 the Annual General Meeting of Shareholders of Pancreta Bank resolved, *inter alia*:

- the approval of the Merger by absorption of Pancreta Bank by Attica Bank, in accordance with the provisions of Article 16 of Greek Law 2515/1997, the applicable provisions of Greek Law 4601/2019, Greek Law 4548/2018, and Greek Law 5127/2024, as in force, and the DMA, as approved by the Boards of Directors of the abovementioned merging credit institutions and published in the G.E.MI.;

- the approval of the BoD Report, the certified auditor's report on the examination of the DMA, and the issuance of an opinion on the fairness and reasonableness of the proposed share exchange ratio in accordance with Article 10 of Greek Law 4601/2019 and Article 16 paragraph 5 of Greek Law 2515/1997, and the certified auditor's report on the determination of the accounting value of Pancreta Bank's assets, based on the transformation balance sheet of 31 December 2023, in accordance with Article 16 paragraph 5 of Greek Law 2515/1997;

- the provision of relevant authorisations, regarding the abovementioned items, to Pancreta Bank's Board of Directors; and

- certain decisions and authorisations for the registration of the shares of the shareholders of Pancreta Bank resulting from the Merger with the dematerialised securities system.

At the aforementioned General Meeting of the Shareholders of Pancreta Bank, shareholders representing 68% of the total number of its shares were present and 99% of the shareholders present voted in favour of the Merger.

For the above-mentioned documents, see Section 12 "*Documents Available*".

5.3. SHARE EXCHANGE RATIO AND ADJUSTMENT OF THE SHARE CAPITAL OF ATTICA BANK

Share Exchange Ratio

According to the DMA, the existing ordinary registered shares of Pancreta Bank will be exchanged with ordinary registered shares of Attica Bank. The value ratio between Attica Bank and Pancreta Bank was agreed to be 9 for Attica Bank and 1 for Pancreta Bank and consequently the ratio of the percentage shareholding of the shareholders of the Merging Banks to the new amount of share capital of the Merged Bank resulting from the Merger, after taking into account the cancellation of the shares held by Pancreta Bank in Attica Bank, will amount to 89.5275695920128% for the shareholders of Attica Bank and 10.4724304079872% for the shareholders of Pancreta Bank. Therefore, the fair and reasonable exchange ratio (the "**Exchange Ratio**") for the shares of Pancreta Bank was resolved by the Board of Directors of each of the Merging Banks on their respective board meetings held on 26 July 2024 to be 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 before the Merger. Any fractional balances resulting from the implementation of the Exchange Ratio will not give rise to a right to receive a fractional share and will be disposed of by Attica Bank following completion of the Merger, with the final net proceeds of the sale being returned to the beneficiaries by Attica Bank.

In order to determine the range of values and the Exchange Ratio of the shares of the Merging Banks, the Board of Directors of each Merging Bank evaluated the advantages and risks of a potential transaction and entrusted independent auditing firms to carry out the valuation of each Merging Bank. The valuations of the merging companies were carried out on a stand-alone basis by applying, without difficulties, the appropriate approaches/methodologies, which are detailed in the report dated 26 July 2024 by the certified auditor Mr. Dimitrios Sourbis (SOEL Reg. No.: 16891) of the auditing firm "PRICEWATERHOUSECOOPERS SA" entitled "*Opinion Report based on the provisions of Article 16 of Law No. 2515/1997 and Article 10 of Law No. 4601/2019 on the forthcoming merger of the banks " Attica Bank Société Anonyme Banking Company S.A." and "Pancreta Bank S.A*" regarding Attica Bank and in the report dated 26.07.2024 by the certified auditor Mr. Charalampos Syrounis (SOEL Reg. No.: 19071) of the auditing firm "KPMG Certified Auditors SA" entitled "*PANCRETA BANK S.A. - Examination of the Draft Merger Agreement and opinion on the fairness and reasonableness of the proposed share exchange ratio in accordance with the provisions of articles 6-21, 30-34 of Law No. 4601/2019 and article 16 of Law No. 2515/1997*" regarding Pancreta Bank, and in the BoD Reports of the Board of Directors of Attica Bank to its shareholders and the corresponding report of the Board of Directors of Pancreta Bank to its shareholders, in accordance with the provisions of Article 9 of Greek Law No. 4601/2019.

In addition, the independent auditing company "PRICEWATERHOUSECOOPERS S.A." was mandated by Attica Bank and the independent auditing company "KPMG Auditors S.A." was mandated by Pancreta Bank to audit the DMA and to formulate an opinion as to whether the proposed share exchange ratio is fair and reasonable, in accordance with Article 10 of Greek Law 4601/2019 and Article 6 par. 5 of Greek Law 2515/1997.

Appropriate valuation methods were used to determine the Exchange Ratio and both "PRICEWATERHOUSECOOPERS S.A." and "KPMG Auditors S.A." concluded that this Exchange Ratio is fair and reasonable from a financial perspective. See Section 5.5 "*Consideration of the offer – Methodology for the determination of the valuation of the Merging Banks & the Exchange Ratio*".

Share Capital of Attica Bank post-Merger

The share capital of Attica Bank after the Merger will amount to €2,653,219.35 and will be divided into 53,064,387 ordinary registered shares with a nominal value of €0.05 each.

In particular:

Attica Bank's share capital amounts to €2,500,708.85, divided into 50,014,177 ordinary registered shares with voting rights, having a nominal value of €0.05 each, that are listed in the Main Market of the Athens Stock Exchange.

The share capital of Pancreta Bank amounts to €95,105,431, divided into 190,210,862 ordinary registered shares with voting rights, having a nominal value of €0.50 each.

As a result of the Merger, and after taking into account Article 16 of Greek Law 2515/1997 and Clause 3.5 (c) of the Shareholders' Agreement, as ratified by Greek Law 5127/2024:

a. the share capital of Pancreta Bank is contributed to Attica Bank;

b. at the same time, the share capital of Attica Bank is reduced by an amount of €125,346.05, due to the cancellation of 2,506,921 shares issued by Attica Bank and held by Pancreta Bank;

c. upon completion of the Merger, Attica Bank's share capital amounts to €2,653,219.35 and is divided into 53,064,387 ordinary registered shares of €0.05 par value each, which will be distributed to the respective shareholders of each Merging Bank in accordance with the Exchange Ratio; and

d. the difference between the above amount corresponding to the share capital of Attica Bank after the Merger and the sum of the share capital of the Merging Banks, amounting to €94,827,574.45 (i.e. €2,500,708.85 + €95,105,431.00 = €97,606,139.85 minus €125,346.05 minus €2,653,219.35) will be transferred to a special reserve under article 1 of Greek Law 5127/2024.

The implementation of the Exchange Ratio may result in fractional balances. It is clarified that any fractional balances will not give rise to a right to receive a fractional share and will be disposed of by Attica Bank following completion of the Merger, with the final net proceeds of the sale being returned to the beneficiaries by Attica Bank.

As a result of the Merger, 5,557,131 new ordinary registered shares with voting rights and a nominal value of €0.05 each are issued. The New Shares will be listed to trading on the Main Market of the Athens Stock Exchange.

Consequently, the new total share capital of Attica Bank following the above mentioned actions, amounting to €2,653,219.35, divided into 53,064,387 new ordinary registered shares with voting rights, each with a nominal value of €0.05, will be divided into 47,507,256 shares for the shareholders of Attica Bank and 5,557,131 shares for the shareholders of Pancreta Bank.

5.4. TIMETABLE OF THE MERGER

The dates of the most significant events of the Merger process and the listing of the New Shares to trading on the Athens Stock Exchange are presented below.

Date	Event
29 August 2024	Approval of Merger by Bank of Greece
30 August 2024	Approval of Merger by Hellenic Competition Committee
3 September 2024	General Meeting of Shareholders decision of each of the Merging Banks for the approval of the Merger
3 September 2024	Execution of Merger Notarial Deed
4 September 2024	Registration to G.E.MI. of its decision approving the Merger and announcement on G.E.MI regarding the deletion of Pancreta Bank from the G.E.MI.
4 September 2024	Publication of the Exemption Document (via publication to the website of each of the Merging Banks and ATHEX)
10 September 2024	Approval of the listing of the New Shares by the Athens Stock Exchange
10 September 2024	Publication of Attica Bank’s announcement on the admission and the date of commencement of trading of the New Shares on ATHEX
11 September 2024	Crediting of New Shares to the beneficiaries

12 September 2024	Start of trading of New Shares on ATHEX

* The above timetable is subject to a number of unpredictable factors and may be subject to change, in which case Attica Bank will duly and timely inform the investors pursuant to a public announcement.

It is noted that the Merger is deemed complete upon the registration of the Merger Notarial Deed to the G.E.MI. page for Attica Bank following an audit carried out by the competent body of the Ministry of Development.

5.5. CONSIDERATION OF THE OFFER – METHODOLOGY FOR THE DETERMINATION OF THE VALUATION OF THE MERGING BANKS & THE EXCHANGE RATIO

Attica Bank

Determination of the book value of the assets of Attica Bank

The determination of the book value of the assets of Attica Bank was conducted by the independent auditing firm "PRICEWATERHOUSECOOPERS S.A." and specifically by the certified Public Accountant Mr. Dimitris Sourbis (ICPA Reg. No.: 16891), based on the transformation balance sheet of the said company as of 31 December 2023. Specifically, the aforementioned Certified Public Accountant proceeded with the determination of the book value of the assets of Attica Bank and prepared a relevant report for the purposes of implementing Article 16, paragraph 5 of Greek Law 2515/1997 (including the need to consolidate the assets and liabilities of the Merging Banks).

As per said report dated 26 July 2024 entitled "*Report of Agreed-Upon Procedures for the Determination of the Accounting Value of the Assets of ATTICA BANK S.A. as of December 31, 2023, based on the provisions of Law 2515/1997, as well as the Examination of the Content of the Draft Merger Agreement according to the provisions of Article 7 of Law 4601/2019*.", the determination of the book value of the assets and liabilities of Attica Bank was conducted in accordance with International Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information." Specifically, the procedure carried out involved verifying that the book values of the contributed assets and liabilities of Attica Bank, as reflected in the transformation balance sheet, are those depicted in the Attica Bank's Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2023, and that they agree with the balances of the general ledger of Attica Bank as of the same date. The report concludes that the procedure was completed without any findings.

Opinion on fairness and reasonableness of the Exchange Ratio

The certified Public Accountant Mr. Dimitris Sourbis (ICPA Reg. No.: 16891) of the auditing firm "PRICEWATERHOUSECOOPERS S.A." also examined the DMA in accordance with Article 16, par. 5 of Greek Law 2515/1997 and Article 10 of Greek Law 4706/2019 and issued an opinion in the form of a report on whether the share Exchange Ratio is fair and reasonable, including: a. the valuation method or methods adopted for determining the proposed exchange ratio, b. an opinion on whether these method(s) are appropriate for the specific case, c. an opinion on the values resulting from the application of each method, d. an opinion on the weight assigned to certain method(s) for determining the aforementioned values, as well as a description of the difficulties encountered during the valuation.

As per said report dated 26 July 2024 entitled "*Opinion Report based on the provisions of Article 16 of Law No. 2515/1997 and Article 10 of Law No. 4601/2019 on the forthcoming merger of the banks " Attica Bank Société Anonyme Banking Company S.A." and "Pancreta Bank S.A."*", the valuation of the Merging Banks was conducted according to generally accepted principles and internationally followed methods, considering the suitability of each method. Among these methods, the dividend discount model ("**DDM**"), the market value method (only for Attica Bank), the comparable companies method, and the adjusted net asset value method were applied. Of these, the DDM was weighted at 100% and considered the most appropriate, due to the inability to comparatively value the two Merging Banks using the other methods, which was due to negative results of Pancreta Bank based on the adjusted net asset value method. According to the report, the DDM is considered the most appropriate method for valuing the equity capital of a company in this case, as it takes into account the company's history and recent performance while emphasising its future growth potential and ability to create value for its shareholders. Although this method has inherent difficulties, it results in a range of market values for the company's total equity capital based on the present value of dividends expected to be distributed in the future. It was chosen as the main valuation method as it incorporates the dynamics, prospects, and growth risks of the company, as well as fundamental factors of the business (profit margins, growth rates, borrowing costs, etc.). The DDM includes the following steps: (a) calculation of future dividends (for the business plan period, usually 3 to 5 years), taking into account the minimum supervisory capital requirements of the banks for each period, (b) calculation of the terminal value (i.e., the value of dividends after the last year of the business plan), (c) calculation of the appropriate discount rate (Cost of Equity – CoE), (d) discounting the dividends and the terminal value to determine the value of the business, (e) subtraction of any share capital increase due to capital needs (after the reference date), to derive the present value of the company's equity capital. Additionally, the key parameters influencing the value of the Merging Banks were assessed, where a sensitivity analysis was performed to determine the impact of their deviation from the baseline scenario on the analysis results. In all the aforementioned cases of sensitivity analysis, the other assumptions remained constant compared to the baseline scenario.

Based on the aforementioned method, the following range of values and value ratios were determined:

Merging Bank	**Valuation Range (€m)**	**Participation Range on the total**	**Value Ratio Range**
Attica Bank	263.7 – 329.3	89% - 100%	8.45x – N/A
Pancreta Bank	0 – 31.2	0% - 11%	

To determine the value ratio range of the two credit institutions, the highest and lowest values within the valuation range of each were used. Specifically, for determining the upper limit of each bank's participation range in the cumulative value of the two banks, the highest value of Attica Bank was combined with the lowest value of Pancreta Bank, while for determining the lower limit, the lowest value of Attica Bank was combined with the highest value of Pancreta Bank.

Pancreta Bank shows a negative value at the lower end of its valuation range. As a result, the upper participation range in the total value is 100% in favor of Attica Bank’s shareholders. In this case, a share exchange ratio cannot be calculated.

At the lower end of the range, the participation in the total value is 89% in favor of Attica Bank and 11% in favor of Pancreta Bank, which indicates a value ratio of 8.45 to 1 between the two banks.

The report concluded that, “*considering what is recorded in the DMA and that the Exchange Ratio proposed by the Boards of Directors of the Merging Banks falls within the value ratio range derived from the valuations performed, the proposed share Exchange Ratio is fair and reasonable from a financial perspective*.

<u>*Pancreta Bank*</u>

Determination of the book value of the assets of Pancreta Bank

The determination of the book value of the assets of Pancreta Bank was conducted by the independent auditing firm “KPMG Certified Auditors SA” and specifically by the certified Public Accountant Mr. George Mitrellos (ICPA Reg. No.: 32761), based on the transformation balance sheet of the said company as of 31 December 2023. Specifically, the aforementioned Certified Public Accountant proceeded with the determination of the book value of the assets of Pancreta Bank and prepared a relevant report for the purposes of implementing Article 16, paragraph 5 of Greek Law 2515/1997 (including the need to consolidate the assets and liabilities of the Merging Banks).

As per said report dated 26 July 2024 entitled "*PANCRETA BANK S.A. - Report on the Determination of the Accounting Value of Assets and Liabilities as of December 31, 2023*", the determination of the book value of the assets and liabilities of Pancreta Bank was conducted in accordance with International Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information." Specifically, the procedure carried out involved verifying that the book values of the contributed assets and liabilities of the Pancreta Bank, as reflected in the transformation balance sheet, are those depicted in the Pancreta Bank's Annual Audited Financial Statements as at and for the year ended 31 December 2023, and that they agree with the balances of the general ledger of Pancreta Bank as of the same date. The report concludes that the procedure was completed without any findings.

Opinion on fairness and reasonableness of the Exchange Ratio

In addition, the certified Public Accountant Mr. Charalampos Syrounis (SOEL Reg. No.: 19071)) of the auditing firm "KPMG Certified Auditors SA" examined the DMA in accordance with Article 16, par. 5 of Greek Law 2515/1997 and Article 10 of Greek Law 4706/2019 and issued an opinion in the form of a report on whether the share Exchange Ratio is fair and reasonable, including: a. the valuation method or methods adopted for determining the proposed exchange ratio, b. an opinion on whether these method(s) are appropriate for the specific case, c. an opinion on the values resulting from the application of each method, d. an opinion on the weight assigned to certain method(s) for determining the aforementioned values, as well as a description of the difficulties encountered during the valuation.

As per said report dated 26 July 2024 entitled "*PANCRETA BANK S.A. - Examination of the Draft Merger Agreement and opinion on the fairness and reasonableness of the proposed share exchange ratio in accordance with the provisions of articles 6-21, 30-34 of Law No. 4601/2019 and article 16 of Law No. 2515/1997*", for the valuation of the Merging Banks, the methods of dividend discount model (DDM), of comparable companies / comparable transactions and of stock market capitalisation were evaluated. Subsequently, the suitability of each methodology was assessed and applied according to the degree of suitability, in light of the parameters and constraints applicable to each method.

The DDM was chosen as the sole valuation method for estimating the value of the Merging Banks. The comparable companies method is not applicable as the majority of the sample of listed credit institutions, including the Greek systemic banks, is not representative of the Merging Banks under evaluation, taking into account the balance sheet of each of the Merging Banks in 2023, which shows high levels of non-performing exposures, the size and quality of the balance sheets of the two merging companies, and the capital adequacy ratios and key performance indicators. The same logic applies to the methodology of comparable transaction multiples, as it was not possible to create a representative sample of recent comparable transactions in the banking sector. Also, the methodology of stock market capitalisation was considered but not applied in the valuation of Attica Bank, taking into account the low trading volume and, consequently, the reduced liquidity of its shares, and the fact that Pancreta Bank is not listed.

Therefore, the DDM was selected given that this method is considered the most appropriate for the valuation of financial institutions as it incorporates: (a) fundamental factors of banks, such as profit margins, revenue growth rates, capital adequacy ratios, operational risks, portfolio quality, etc. and (b) the dynamics, prospects, timeline, as well as the risks associated with the impending restructuring and deleveraging of the Merging Banks. The DDM, taking into account the excess capital, determines the value of a company based on the flow of dividends that it is estimated to be able to generate in the future. This method determines the fair value of a company, and specifically a bank, as the sum of the following factors: (a) the present value of future cash flows generated within a given time horizon that can be distributed to shareholders while maintaining at least the minimum capital adequacy level, according to regulatory requirements and the expected performance of the bank and (b) the present value of the perpetual dividend, as estimated, using a dividend payout ratio that ensures the sustainability of the bank based on its projected profitability. The value of each share was based on the values of the Merging Banks, as derived from the application of the DDM, divided by the number of their respective shares. Additionally, a sensitivity analysis was conducted on the results by varying the cost of equity and the perpetual growth rate.

The valuation results of the Merging Banks from the application of the above methodology is summarised below:

Merging Bank	Valuation Range (€m)		Valuation Range per share (€)	
	Minimum	**Maximum**	**Minimum**	**Maximum**
Attica Bank	425.4	452.2	8.51	9.04
Pancreta Bank	40.0	58.9	0.21	0.31

To determine the exchange ratio range for the shares of the Merging Banks, the highest and lowest values of the range for each share were used. Specifically, for determining the upper limit of the exchange ratio range, the highest value of Pancreta Bank was combined with the lowest value of Attica Bank. Conversely, for determining the lower limit, the lowest value of Pancreta Bank was combined with the highest value of Attica Bank.

Taking the above into consideration, the range of the share exchange ratio was estimated as 0.0233 to 0.0364 shares of Attica Bank to 1 share of Pancreta Bank.

The report concluded that:

"*The method applied to determine the value of the Merging Banks is considered appropriate and suitable.*

No significant difficulties or challenges were encountered in applying this methodology, except for the limitations and parameters described above.

The share exchange ratio proposed by the Boards of Directors of the Merging Banks, namely 0.0292156343836978 Attica Bank shares for each 1 share of Pancreta Bank, falls within the range of the share exchange ratio that resulted from the valuations of the Merging Banks we conducted, and therefore, the proposed share exchange ratio is fair and reasonable from a financial perspective."

For the above-mentioned documents, see Section 12 "*Documents Available*".

The above-described Exchange Ratio was resolved by the Boards of Directors of the Merging Banks, after considering the financial data and prospects of the Merging Banks both in case of a stand-alone operation and in case of a combination of their activities as well as the opinions of their financial advisors. The Boards of Directors of the Merging Banks consider that the Exchange Ratio is fair and reasonable.

5.6. RISK FACTORS RELATING TO THE MERGER FOR THE PURPOSES OF ITEM 3.3 OF THE MERGER EXEMPTION REGULATION

For risk factors relating to the Merger please refer to Section 2.1 "*Risk Factors relating to the Merger*" of this Exemption Document, beginning on page 6.

5.7. CONFLICTS OF INTEREST

There are no conflicts of interest of the Merging Banks or any of their shareholders in respect of the Merger.

6. EQUITY SECURITIES ADMITTED TO TRADING ON A REGULATED MARKET FOR THE PURPOSE OF THE MERGER

6.1. RISK FACTORS FOR THE PURPOSES OF ITEM 4.1 OF THE MERGER EXEMPTION REGULATION

For risk factors relating to the Merger please refer to Section 2.2 "*Risk Factors relating to the New Shares*" of this Exemption Document, beginning on page 25.

6.2. WORKING CAPITAL STATEMENT

With regards to working capital adequacy, Attica Bank's management is of the view that in light of the Merger and the commitments of the Major Shareholders in relation to the Contemplated Capital Actions referred to in the Shareholders' Agreement, working capital is sufficient for the Issuer's present requirements. For further information regarding such commitment in the Shareholders' Agreement, please see the press release of the Issuer dated 18 July 2024 described in Section 3.7 "*Summary of information disclosed under Regulation (EU) NO 596/2014*" and the description of the Shareholders' Agreement and Contemplated Capital Actions in the section "*Significant changes since 31 December 2023*" in Section 3.2 "*Business Overview*" of this Exemption Document.

6.3. INFORMATION CONCERNING THE NEW SHARES

General information

The Shares issued by Attica Bank are ordinary registered shares with voting rights, the nominal amount of which is denominated in Euro. The Shares are dematerialised, listed on the ATHEX and trade in Euro in the Main Market of the Regulated Securities Market of the ATHEX under ISIN GRS001003045. Trading unit is one share.

The New Shares shall be issued by Attica Bank with a single voting right and a nominal value of €0.05 each in the share capital of Attica Bank and will be admitted to trading on the Main Market of the Regulated Securities Market of the ATHEX under ISIN GRS001003045.

No mandatory or voluntary tender offer has been submitted for the acquisition of the Shares. Attica Bank is a less significant supervised entity within the meaning of Article 6, paragraph 4 of Regulation (EU) No 1024/2013, and a change of control over Attica Bank is subject to prior approval by the Bank of Greece. Attica Bank has not entered into any market-making contracts in respect of the New Shares.

Resolutions/authorisations by virtue of which the New Shares were issued

The Extraordinary General Meeting of shareholders of Attica Bank held on 3 September 2024 resolved, *inter alia*, to approve the Merger by absorption of Pancreta Bank by Attica Bank, with the changes required in the share capital of Attica Bank, as a result of the Merger, and in accordance with the provisions of Greek Law 5127/2024. The share capital of Attica Bank was increased by the amount of €95,105,431.00 due to the contribution of the share capital of Pancreta Bank to Attica Bank in accordance with Article 16 of Law 2515/1997, with a simultaneous reduction of Attica Bank's share capital by the amount of €125,346.05 due to the cancellation of 2,506,921 Attica Bank’s ordinary registered shares held by Pancreta Bank, so that Attica Bank's share capital upon completion of the Merger amounts to €2,653,219.35 divided into 53,064,387 ordinary registered shares with voting rights having a nominal value of €0,05 each, and the difference between the above amount corresponding to Attica Bank's share capital after the Merger and the sum of the share capital of the Merging Banks, amounting to €94,827,574.45, be transferred to the special reserve of article 1 of Greek Law 5127/2024.

As a result, 5,557,131 new ordinary registered shares with voting rights and a nominal value of €0.05 each are issued.

The decision of the General Meeting of the shareholders of Attica Bank, as well as the respective decision of the General Meeting of the Shareholders of Pancreta Bank dated 3 September 2024, approving the Merger were published on the G.E.MI. on 4 September 2024 with Registration Code No. 4416103 for Attica Bank and

Registration Code No. 4416392 for Pancreta Bank, in accordance with the announcements of the G.E.MI. with protocol no. 3355626/04.09. 2024 for Attica Bank and no. 3356718/04.09. 2024 for Pancreta Bank.

6.4. ADMISSION TO TRADING AND DEALING ARRANGEMENTS

The issuer of the New Shares is Attica Bank with a distinctive title "Attica Bank", incorporated in Greece pursuant to the laws of the Hellenic Republic and registered in Greece (General Commercial Registry number 255501000) with its registered office at 3-5, Palaion Patron Germanou str., 105 61, Athens, Greece. The Issuer's telephone number is +30 210 366 9000, its website is https://www.atticabank.gr, its LEI is 213800FFWYE3BQ1CU978 and its ticker is "TATT".

The Shares are admitted to trading on the Main Market of the Regulated Securities Market of the ATHEX under ISIN GRS001003045. An application shall be made for the New Shares to be admitted to trading on the Main Market of the Regulated Securities Market of the ATHEX.

Information on the past performance and the future performance of the Shares and their volatility can be obtained by electronic means and free of charge at https://www.atticabank.gr/en/investors/stock-data. The date for the commencement of trading of the New Shares will be determined by Attica Bank and publicly announced at its website and the website of the ATHEX.

The New Shares are freely transferable and no restrictions are imposed by the Articles in respect of transfers of the New Shares. Dealings on the New Shares will be carried out either through the ATHEX trading system or over-the-counter through the Greek dematerialised securities system ("**DSS**") operated by the ATHEXCSD, as prescribed by Article 13 of Greek Law 4569/2018 and Article 41, paragraph 3 of Greek Law 4548/2018 and in accordance with the terms and procedures of the ATHEXCSD Rulebook. All transfers are finally registered with the DSS on completion of the applicable clearing and settlement process. Clearing of market transactions in Shares, including the New Shares, will be made by the ATHEXClear in accordance with the regulation on clearing of transferable securities in book-entry form.

The admission of the New Shares to trading is subject to ATHEX approval which is given following the submission of the required supporting documentation and inspection thereof by the ATHEX.

As far as the Issuer is aware, no lock-up agreements exist in relation to the New Shares and no entity has given a firm commitment to act as intermediary in relation to the secondary trading of the New Shares.

6.5. DILUTION

The Existing Issued Share Capital of Attica Bank immediately prior to the Merger was €2,500,708.85, divided into 50,014,177 ordinary registered shares with voting rights, having a nominal value of €0.05 each.

Following the Merger and the associated capital actions described in Section 6.3 including the issuance of the New Shares, as at the date of this Exemption Document, the new total share capital of Attica Bank amounts to €2,653,219.35, divided into 53,064,387 new ordinary registered shares with voting rights, each with a nominal value of €0.05.

The issuance of the New Shares will be dilutive to the participation of Shareholders in the share capital of the Issuer. This dilution of the existing Shareholders of Attica Bank, results from the issuance of the New Shares only to Pancreta Bank's shareholders, due to the Merger.

The table below sets out Attica Bank's shareholding structure immediately prior to the Merger and the issuance of the New Shares, according to the Issuer's register of Shareholders as at 3 September 2024:

Shareholder[(1)]	Number of Ordinary Shares	Percentage of Ordinary Shares
HFSF	36,279,370	72.5%
Pancreta Bank	2,506,921	5.0%
Thrivest	2,211,989	4.4%
e-EFKA	3,781,986	7.6%
TMEDE	2,005,279	4.0%
Other Shareholders (<5%)	3,228,632	6.5%

Total	**50,014,177**	**100%**

[(1)] One Ordinary Share corresponds to one voting right.

Source: Shareholders' register as at 3 September 2024

The table below sets out Attica Bank's shareholding structure following the Merger and after the issuance of the New Shares.

Shareholder[(1)]	**Number of Ordinary Shares**	**Percentage of Ordinary Shares**
HFSF	36,279,370	68.4%
e-EFKA	3,781,986	7.1%
Thrivest	4,623,577	8.7%
TMEDE	2,005,279	3.8%
Other Shareholders (<5%)	6,374,175	12.0%
Total	**53,064,387**	100%

[(1)] One Ordinary Share corresponds to one voting right.

Source: Issuer's analysis – Based on shareholder register as at the date of this Exemption Document.

Net asset value per Ordinary Share

As at 31 March 2024, the net asset value per Ordinary Share amounted to €8.9. After the issuance of the New Shares, the net asset value per Ordinary Share will stand at €10.2 (excluding the resulting PPA Adjustments). Net asset value per Ordinary Share is calculated as the Group's total equity attributable to equity holders divided by the total number of Ordinary Shares.

7. IMPACT OF THE MERGER

7.1. STRATEGY AND OBJECTIVES

For information regarding strategy and objectives of the Merged Bank, including a description of its intentions with regard to the future business following the Merger, please refer to Section 13 "*Profit Forecasts*".

7.2. MATERIAL CONTRACTS

Neither Attica Bank, Pancreta Bank nor any other member of the Merged Bank Group is party to any material contracts outside of their ordinary course of business, which are materially affected by the Merger.

7.3. DISINVESTMENTS

No information is available as at the date of this Exemption Document regarding material disinvestments following the Merger or any material cancellation of future investments or disinvestments previously announced.

7.4. CORPORATE GOVERNANCE

In accordance with the Shareholders' Agreement, Thrivest and HFSF have agreed that, from the date of the Shareholders' Agreement until Thrivest reaches at least the Thrivest End Target in accordance with the terms thereof, no changes will be made to the current composition of ATB Board in terms of the number of Directors that each one of Thrivest and HFSF is entitled to appoint or nominate for election, up to completion of their investment in Attica Bank through the Share Capital Increase and the Warrants Issuance.

Thrivest and HFSF have further agreed that subject to (i) completion of the Merger and their investment in Attica Bank through the Share Capital Increase and the Warrants Issuance, and (ii) Thrivest having achieved the Thrivest End Target, in each case in accordance with the terms of the Shareholders' Agreement, Attica Bank's Board of Directors shall continue to consist of thirteen (13) members, of whom:

(1) for so long as the HFSF holds

(a) 30% of the share capital and voting rights of Attica Bank, the HFSF shall be entitled to appoint one (1) member, as per the RFA's requirements, and nominate for election up to three (3) members of the ATB Board, one of whom shall hold the office of the second Vice-Chair;

(b) between 20% and less than 30% of the share capital and voting rights of Attica Bank, the HFSF shall be entitled to appoint one (1) member, as per the RFA's requirements, and nominate for election up to two (2) members of the ATB Board, one of whom shall hold the office of the second Vice-Chair; and

(c) between 10% and less than 20% of the share capital and voting rights of Attica Bank, the HFSF shall be entitled to appoint one (1) member, as per the RFA's requirements, and nominate for election up to one (1) member of the ATB Board, who shall hold the office of the second Vice-Chair,

it being agreed that for the whole duration of the RFA, the HFSF shall be entitled to appoint one (1) member to ATB Board irrespective of the number of the Ordinary Shares owned by the HFSF; and

(2) Thrivest shall be entitled to appoint or nominate for election the remaining members of the ATB Board, including the Chair, the first Vice-Chair and the managing director (chief executive officer) of the ATB Board.

For further information about the members of the administrative, management or supervisory bodies of the Issuer after the Merger, please refer to Section 3.4 "*Corporate Governance*" of this Exemption Document.

7.5. SHAREHOLDING

The following table shows the shareholding structure immediately following the Merger.

Shareholders	Number of Shares	Percentage
HFSF	36,279,370	68.4%

E-EFKA	3,781,986	7.1%
THRIVEST	4,623,577	8.7%
TMEDE	2,005,279	3.8%
OTHER	6,374,175	12.0%
TOTAL	**53,064,387**	**100%**

7.6. PRO FORMA FINANCIAL INFORMATION AND AUDITOR REPORT

For pro forma financial information and auditor report incorporated in this Exemption Document pursuant to item 5.6 of the Merger Exemption Regulation, please refer to Section 8 "*Pro Forma Financial Information and Auditor Report*".

8. PRO FORMA FINANCIAL INFORMATION AND AUDITOR REPORT

8.1. INTRODUCTION TO PRO FORMA FINANCIAL INFORMATION

The unaudited *pro forma* condensed combined financial information (the "**Pro Forma Financial Information**") contained in this Section 8 has been prepared in accordance with IFRS and has been derived by applying *pro forma* adjustments to the historical financial statements of Attica Bank which are included elsewhere in this Exemption Document.

The Pro Forma Financial Information gives effect to the following transactions (the "**Transactions**"), as if they occurred (i) on 1 January 2023 for the *pro forma* income statement for the year ended 31 December 2023 and the three months ended 31 March 2024, and (ii) on 31 March 2024 for the *pro forma* balance sheet as of 31 March 2024:

(a) ATB HAPS Securitisation

The recognition of the expected transaction involving the disposal by Attica Bank of a portfolio of Greek NPEs with a total gross book value of approximately €2.3 billion (as of 31 December 2023), in the form of a rated securitisation that would utilise the provisions of Hercules III, which is estimated to be completed within 2024, subject to required approvals.

(b) PCB HAPS Securitisation

The recognition of the expected transaction involving the disposal by Pancreta Bank of a portfolio of Greek NPEs with a total gross book value of approximately €1.4 billion (as of 31 December 2023), in the form of a rated securitisation that would utilise the provisions of Hercules III, which is estimated to be completed within 2024, subject to required approvals.

(c) Merger

The Merger and the listing by the Attica Bank of 5,557,131 New Shares with voting rights and a nominal value of €0.05 each issued in connection with the Merger in the share capital of Attica Bank.

(d) Share Capital Increase and Warrants Issuance

The combined issuance of up to 359,469,360 Ordinary Shares of Attica Bank through the Share Capital Increase with pre-emption rights in favour of existing Shareholders in an amount of approximately €675 million; and up to 359,469,360 Warrants issued in favour of any Shareholders that participate in the Share Capital Increase, each Warrant is exchangeable for 3.5 shares of Attica Bank, at an exercise price of € 0.175 per warrant (0.05 per share). The total amount aimed to be raised from the Share Capital Increase and Warrants exercise will amount to approximately €735 million. From the combined offering a maximum of €475.1 million will be paid in cash by the HFSF and a maximum of €200 million will be paid in cash by Thrivest.

(e) Other Transactions

Applying to them *pro forma* adjustments based upon assumptions that the Issuer believes to be reasonable and which are described in the footnotes included hereto.

Background of the Merger

Prior to the Merger, the majority shareholder of Attica Bank was the HFSF with a 72.5% controlling stake. HFSF had obtained its shareholding in Attica Bank through the transfer of warrants originally issued in favour of the Greek State (2021 and 2022) in the context of Greek DTC Law (article 27A of Law 4172/2013) and the two share capital increases (2021 and 2023), following significant accounting losses suffered by Attica Bank. HFSF's mandate was to facilitate the operating and business transformation of the Attica Bank and then to dispose its shareholding to private investors, as per its updated divestment strategy.

Prior to the Merger, the largest shareholder in Pancreta Bank was Thrivest, a private fund which acquired 32.38% of Pancreta Bank through its subscription for rump shares in Pancreta Bank's share capital increase of October 2022 and in the acquisition of an additional stake of 11.25% in April 2023 (amounting to a total stake of 43.40% prior to the Merger).

On 18 July 2024, an agreement was reached between the HFSF and Thrivest, entitled “Merger and Investment Agreement” and with respect, *inter alia*, to their investment in the Issuer through the Share Capital Increase and the Warrant Issuance. As the Shareholders’ Agreement was ratified by Law 5127/2024, and in line with Regulation EU 2021/528, the Pro Forma Financial Information have been adjusted to give effect to the Share Capital Increase and the Warrant Issuance, as well as the exercise of the Warrants.

Basis of presentation

The Pro Forma Financial Information is presented for informational purposes only. The Pro Forma Financial Information is not necessarily indicative of what the combined company’s financial position or financial performance actually would have been had the acquisition been completed as of the dates indicated and does not purport to project the operating results of the combined company.

The Pro Forma Financial Information should be read in conjunction with the notes to the Pro Forma Financial Information. The Pro Forma Financial Information and the notes to the Pro Forma Financial Information has been derived from:

- Attica Bank's Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2023, which have been prepared in accordance with IFRS and are incorporated by reference in the Exemption Document;
- Pancreta Bank's Annual Audited Financial Statements as at and for the year ended 31 December 2023, which have been prepared in accordance with IFRS and are incorporated by reference in the Exemption Document;
- Attica Bank's Interim Consolidated Financial Statements as at and for the three month period ended 31 March 2024, which have been prepared in accordance with IAS 34 and are incorporated by reference in the Exemption Document; and
- Pancreta Bank's Interim Financial Statements as at and for the three month period ended 31 March 2024, which have been prepared in accordance with IAS 34 and are incorporated by reference in the Exemption Document,

applying to them *pro forma* adjustments based upon assumptions that the Issuer believes to be reasonable and which are described in the footnotes included hereto.

The Merger has been accounted for as a business combination at consolidation using the acquisition method of accounting under the provisions of IFRS. The acquisition method of accounting in accordance with IFRS 3 applies the fair value concepts defined in “IFRS 13 – Fair Value Measurement,” and requires, among other things, that the identifiable assets acquired and liabilities assumed in a business combination are recognised at their fair values as of the acquisition date, with any excess of the purchase consideration over the fair value of identifiable net assets acquired recognised as goodwill. The purchase price calculations presented herein have been made solely for the purpose of preparing this Pro Forma Financial Information. The Pro Forma Financial Information has been prepared in accordance with Regulation (EU) 2019/980 and the Merger Exemption Regulation, and on a basis consistent with IFRS as adopted by the EU and with the accounting principles applied in Attica Bank's Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2023.

The Pro Forma Financial Information has not been compiled in accordance with Article 11 of Regulation S-X under the Securities Act or the guidelines established by the American Institute of Certified Public Accountants.

The Pro Forma Financial Information reflects the application of *pro forma* adjustments that are preliminary and are based upon available information and certain assumptions, described in the accompanying notes hereto, that management believes are reasonable under the circumstances. Actual results may differ materially from the assumptions within the Pro Forma Financial Information. The Pro Forma Financial Information has been prepared by management and is not necessarily indicative of the results of operations that would have been realised had the Transactions as of the dates indicated, nor is it meant to be indicative of any anticipated financial position or future results of operations that the Issuer will experience going forward. In addition, the Pro Forma Financial Information income statements do not reflect any expected cost savings, synergies, restructuring actions, non-recurring items or one-time transaction related costs that the Issuer expects to incur or generate.

The following Pro Forma Financial Information, should be read in conjunction with the audited historical financial statements of Attica Bank and Pancreta Bank incorporated in the Exemption Document by reference, as well as the information set forth in Sections 5 "*Description of the Merger*", 7 "*Impact of the Merger*", 9 "*Attica Bank Financial Information*" and 10 "*Pancreta Bank Financial Information*".

All amounts are presented in thousands of Euro unless otherwise noted. The Pro Forma Financial Information set forth herein has been rounded. Accordingly, in certain instances, the sum of the numbers in a column or row may not conform exactly to the total amount given for that column or row.

8.2. PRO FORMA FINANCIAL INFORMATION

Unaudited pro forma statement of financial position as at 31 March 2024

(In € thousands)	ATTICA BANK	ATTICA BANK Securitization	Note	Pro-Forma Attica	PANCRETA BANK	PANCRETA BANK Securitization	Note	Pancreta Reclassification	Note	Pancreta PPA	Note	Pro-Forma Pancreta	Pro-Forma Combined Merged Entity	Share Capital Increase	Note	Pro-Forma Total
Assets																
Cash and balances with Central Bank	160,508			160,508	119,262							119,262	279,770	735,115	5	1,014,884
Due from other financial institutions	49,830			49,830	39,109							39,109	88,939			88,939
Derivative financial instruments - assets	300			300	-							-	300			300
Loans and advances to customers (net of impairment)	2,409,029	(383,000)	1	2,026,029	2,042,801	(443,471)	2					1,599,330	3,625,359			3,625,359
Investment securities	715,529			715,529	-			782,155	3	(27,450)	4b(i)	754,705	1,470,234			1,470,234
Financial assets at fair value through profit and loss					38,430			(38,430)	3			-	-			-
Financial assets at fair value through equity					27,451							27,451	27,451			27,451
Financial assets at amortized cost					743,725			(743,725)	3			-	-			-
Investments in associates	2,539			2,539	-							-	2,539			2,539
Tangible assets	26,165			26,165	41,276			15,156	3			56,432	82,597			82,597
Rights-of-use assets under IFRS 16					15,156			(15,156)	3			-	-			-
Investment property	34,429			34,429	43,057							43,057	77,486			77,486
Intangible assets	60,994			60,994	8,892					50,800	4b(iii)	59,692	120,686			120,686
Goodwill					-					130,085	4b(ii)	130,085	130,085			130,085
Deferred tax assets	145,639			145,639	50,058	66,473	2					116,531	262,170			262,170
Assets held for sale	20,966			20,966	-							-	20,966			20,966
Other assets	118,112			118,112	40,104							40,104	158,216			158,216
Foreclosed assets					21,300							21,300	21,300			21,300
Total Assets	3,744,041	(383,000)		3,361,041	3,230,621	(376,998)		-		153,435		3,007,057	6,368,098	735,115		7,103,213
Liabilities																
Due to Central Banks					170,000							170,000	170,000			170,000
Due to financial institutions	6,384			6,384	112,036							112,036	118,420			118,420
Due to customers	3,124,717			3,124,717	2,600,179							2,600,179	5,724,896			5,724,896
Derivative financial instruments - liabilities	27			27	-							-	27			27
Debt securities in issue	99,951			99,951	48,000							48,000	147,951			147,951
Defined benefit obligations	5,245			5,245	1,711							1,711	6,956			6,956
Other provisions	17,370			17,370	-							-	17,370			17,370
Lease liabilities IFRS 16					16,385			(16,385)	3			-	-			-
Other liabilities	45,246			45,246	30,017			16,385	3	11,176	4b(iv)	57,578	102,824			102,824
Total Liabilities	3,298,940	-		3,298,940	2,978,328	-		-		11,176		2,989,504	6,288,444	-		6,288,444
Equity																
Share capital (common shares)	2,501			2,501	95,105					(94,954)	4b	151	2,652	80,881	5	83,533
Share Premium	687,652			687,652	208,460					(191,057)	4b	17,403	705,055	654,234	5	1,359,289
Special reserve of article 1 of Greek Law 5127/2024				-	-					94,828	4a	94,828	94,828			94,828
Merger reorginisation					-					(94,828)	4a	(94,828)	(94,828)			(94,828)
Reserves	886,664			886,664	76,922					(76,922)	4b	-	886,664			886,664
Retained earnings	(1,131,715)	(383,000)	1	(1,514,715)	(128,195)	(376,998)	2	-		505,193	4b	-	(1,514,715)			(1,514,715)
Equity attributable to equity owners of the Bank	445,102	(383,000)		62,102	252,293	(376,998)		-		142,259		17,554	79,656	735,115		814,771
Total Equity	445,102	(383,000)		62,102	252,293	(376,998)		-		142,259		17,554	79,656	735,115		814,771
Total Liabilities and Equity	3,744,041	(383,000)		3,361,041	3,230,621	(376,998)		-		153,435		3,007,057	6,368,098	735,115		7,103,213

See accompanying notes to unaudited pro forma condensed combined financial information

Unaudited pro forma combined income statement for the three months ended 31 March 2024

(In € thousands)	ATTICA BANK	PANCRETA BANK	Pancreta PPA	Note	Pro-Forma Total
Interest and similar income	36,500	41,032			77,532
Less: Interest expense and similar expenses	(17,144)	(15,353)			(32,497)
Net interest income	**19,356**	**25,679**			45,035
Fee and commission income	4,737	4,965			9,702
Less: Fee and commission expense	(1,655)	(2,085)			(3,740)
Net fee and commission income	**3,082**	**2,880**			5,962
Profit / (loss) from financial transactions	831	358			1,189
Profit / (loss) from investment portfolio	1,238	-			1,238
Other income / (expenses)	4,049	302			4,351
Operating income	**28,555**	**29,219**			57,774
Personnel expenses	(8,387)	(11,408)			(19,795)
General operating expenses	(4,723)	(5,922)			(10,645)
Other operating expenses	-	(164)			(164)
Depreciation and amortisation expense	(4,047)	(1,909)	(1,160)	4b	(7,116)
Total operating expenses	**(17,158)**	**(19,402)**	(1,160)		(37,721)
Profit / (Loss) before tax and provisions	**11,398**	**9,817**	(1,160)		20,054
Provisions for expected credit losses and other impairment	(14,616)	(6,817)			(21,433)
Provisions for impairment of other assets and contingent obligations	-	498			498
Staff leaving expense	(205)	-			(205)
Other income	-	161			161
Results from investments in associates	9	-			9
Profit / (loss) before income tax	**(3,414)**	**3,658**	(1,160)		(916)
Less: income tax	(196)	(1,104)	255	4b	(1,044)
Profit / (loss) for the period	**(3,610)**	**2,554**	(905)		(1,961)
Attributable to:					
Equity owners of the Bank	(3,610)	2,554			(1,056)
Basic and diluted earnings / (losses) per share (in €)	**(0.07)**	**0.34**			0.27

See accompanying notes to unaudited pro forma condensed combined financial information

Unaudited pro forma combined income statement for the year ended 31 December 2023

(In € thousands)	ATTICA BANK	ATTICA BANK Securitization	Note	PANCRETA BANK	Pancreta PPA	Note	Pro-Forma Total
Interest and similar income	120,663			140,369			261,032
Less: Interest expense and similar expenses	(45,174)			(53,729)			(98,903)
Net interest income	**75,489**			**86,640**			162,129
Fee and commission income	17,858			19,918			37,776
Less: Fee and commission expense	(8,889)			(10,848)			(19,737)
Net fee and commission income	**8,969**			**9,070**			18,039
Dividend income	-			263			263
Profit / (loss) from financial transactions	3,555			566			4,121
Profit / (loss) from investment portfolio	5,426			-			5,426
Other income / (expenses)	17,634			1,613			19,247
Operating income	**111,073**			**98,151**			209,224
Personnel expenses	(32,421)			(35,641)			(68,062)
General operating expenses	(27,687)			(34,924)			(62,611)
Other operating expenses				(1,167)			(1,167)
Depreciation and amortisation expense	(15,737)			(5,415)	(4,642)	4b	(25,794)
Total operating expenses	**(75,845)**			**(77,147)**	(4,642)		(157,633)
Profit / (Loss) before tax and provisions	**35,228**			**21,005**	(4,642)		51,591
Provisions for expected credit losses and other impairment	613	(383,000)	1	(25,681)			(408,068)
Provisions for impairment of other assets and contingent obligations	(215)						(215)
Staff leaving expense	(5,291)			-			(5,291)
Performance incentive	(2,000)			-			(2,000)
Othe valuation profit/(loss)	-			5,590			5,590
Profit form bargain purchase	-			87,080			87,080
Other income	-			2,762			2,762
Results from investments in associates	261			-			261
Profit / (loss) before income tax	**28,595**	**(383,000)**		**90,756**	(4,642)		(268,291)
Less: income tax	(980)			(26,859)	1,021	4b	(26,818)
Profit / (loss) for the period	**27,616**	(383,000)		**63,896**	(3,621)		(295,108)
Attributable to:							
Equity owners of the Bank	27,616			63,896			91,512
Basic and diluted earnings / (losses) per share (in €)	**0.80**			**0.34**			1.14

See accompanying notes to unaudited pro forma condensed combined financial information

8.3. NOTES TO THE PRO FORMA FINANCIAL INFORMATION

Note 1: ATB HAPS Securitisation

In the context of deleveraging its NPEs through inorganic actions and to achieve a low single digit NPE ratio, in July 2024 Attica Bank resolved to dispose of a portfolio of Greek NPEs in the form of a rated securitisation that would utilise the provisions of Hercules III. The portfolio includes secured large corporate, SME, small business loans, residential mortgage loans and consumer loans with a total gross book value of approximately €2.3 billion (as of 31 December 2023). In July 2024, Attica Bank announced the submission of its application under Hercules III, for the ATB HAPS Securitisation. The application relates to the provision of a guarantee by the Hellenic Republic on the senior notes of an amount up to €750 million. Attica Bank expects to sell 95% of the mezzanine and junior notes. Attica Bank will retain 100% of the senior notes and 5% of the mezzanine and junior notes. The ATB HAPS Securitisation is estimated to be completed within 2024, subject to required approvals.

Attica Bank expects to derecognise the portfolio in its entirety, amounting to total gross book value of approximately €2.3 billion, which would result in a held-for-sale classification and recognition of €383 million through provisions for expected credit losses and other impairments in the Pro Forma Financial Information income statement and in retained earnings in the Pro Forma Financial Information statement of financial position. For *pro forma* presentation purposes the reclassification from Loans and advances to customers (net of impairment) to Assets held for sale has not been reflected.

It is noted that Attica Bank is still assessing the recognition of any deferred tax assets that could arise from credit losses as a result of the ATB HAPS Securitisation and expects to finalise such process during 2024. As a result no pro forma adjustment has been included in the Pro Forma Financial Information.

Note 2: PCB HAPS Securitisation

In the context of deleveraging its NPEs through inorganic actions and to achieve a low single digit NPE ratio, in July 2024 Pancreta Bank resolved to dispose of a portfolio of Greek NPEs in the form of a rated securitisation that would utilise the provisions of Hercules III. The portfolio includes secured large corporate, SME, small business loans, residential mortgage loans and consumer loans with a total gross book value of approximately €1.4 billion (as of 31 December 2023). In July 2024, Pancreta Bank submitted its application under Hercules III, for the PCB HAPS Securitisation. The application relates to the provision of a guarantee by the Hellenic Republic on the senior notes of an amount of up to €438 million. Pancreta Bank expects to sell 95% of the mezzanine and junior notes. Pancreta Bank will retain 100% of the senior notes and 5% of the mezzanine and junior notes. The PCB HAPS Securitisation is estimated to be completed within 2024, subject to required approvals.

Attica Bank expects to derecognise the portfolio in the PCB HAPS Securitisation in its entirety, amounting to total gross book value of approximately €1.4 billion, (as of 31 December 2023), which would result in a held-for-sale classification and recognition of €443,471 through provisions for expected credit losses and other impairments in Pro Forma Financial Information income statement and in retained earnings in the Pro Forma Financial Information statement of financial position. For *pro forma* presentation purposes the reclassification from Loans and advances to customers (net of impairment) to Assets held for sale has not been reflected.

Given that the PCB HAPS Securitisation has not been completed as of the date of Exemption Document and the portfolio was still under Pancreta Bank's ownership and has not been derecognised in the Pro Forma Financial Information, there is no impact recognised in the Pro Forma Financial Information income statement for the year ended 31 December 2023 or the Pro Forma Financial Information income statement for the three months ended 31 March 2024.

Pancreta Bank has also recognised deferred tax assets amounting to €66,473 thousand in respect of the expected credit losses, which were estimated based on the expected 5 years absorption capacity.

Note 3: Pancreta Bank's Alignment to Attica Banks financial statement presentation

Certain reclassifications were made to align Pancreta Bank's historical financial information with Attica Bank's financial statement presentation. Based on the information available at this time, Attica Bank is not aware of any other presentation differences that could have a material impact on the Pro Forma Financial Information.

(i) Reclassification of € 38,429.8 thousand from Financial assets at fair value through profit and loss to Investment securities, in the Pro Forma Financial Information statement of financial position as of 31 March 2024;

(ii) Reclassification of € 743,725.4 thousand from Financial assets at amortised cost to Investment securities, in the Pro Forma Financial Information statement of financial position as of 31 March 2024;

(iii) Reclassification of € 15,155.7 thousand from Rights-of-use assets under IFRS 16 to Tangible assets in the Pro Forma Financial Information statement of financial position as of 31 March 2024; and

(iv) Reclassification of € 16,385.1 thousand from Lease liabilities IFRS 16 to Other liabilities, in the Pro Forma Financial Information statement of financial position as of 31 March 2024.

Note 4: The Merger

Pursuant to the decisions of the Boards of Directors of Attica Bank and Pancreta Bank each dated 24 July 2024, the Merger procedure with the absorption of Pancreta Bank by Attica Bank was initiated. The Merger is carried out in accordance with: (a) the provisions of Articles 6-21, 30-34 of Greek Law 4601/2019, (b) the provisions of Article 16 of Greek Law 2515/1997, (c) the applicable provisions of Greek Law 4548/2018, and (d) the provisions of Greek Law 5127/2024 which ratified the Shareholders' Agreement.

At the completion of the Merger the total share capital of the Merged Bank will amount to €2,653.2 thousand, divided into 53,064,387 ordinary shares, each having a par value of 0.05 euros, from which 47,507,256 will be allocated to the prior Attica Bank shareholders and 5,557,131 shares will be allocated to prior Pancreta Bank shareholders.

4a) The *pro forma* adjustment to the unaudited pro forma statement of financial position as of 31 March 2024, reflects the increase of Attica Bank's share capital, as a consequence of the Merger, by the amount of €95,105.4 thousand due to the contribution of the share capital of Pancreta Bank to Attica Bank in accordance with Article 16 of Law 2515/1997, with a simultaneous reduction of Attica Bank's share capital by the amount of €125,346.05 due to the cancellation of 2,506,921 Attica Bank's Ordinary Shares held by Pancreta Bank, so that Attica Bank's share capital upon completion of the Merger amounts to €2,653.2 thousand divided into 53,064,387 ordinary registered shares with voting rights having a nominal value of €0.05 each, and the difference between the above amount corresponding to Attica Bank's share capital after the Merger and the sum of the share capital of the Merging Banks, amounting to €94,827.5 thousand be transferred to the special reserve of article 1 of Greek Law 5127/2024;

4b) The Merger has been accounted with IFRS 3 acquisition method of accounting under which the purchase consideration is allocated to assets acquired and liabilities assumed based on their estimated fair values as of the closing dates. The excess of the purchase consideration over the fair value of the identifiable net assets acquired has been allocated to goodwill.

Attica Bank has made preliminary allocations of the aggregate purchase consideration for the Merger . As at the date of this Exemption Document, Attica Bank has not completed all of the detailed valuation studies necessary to arrive at the required estimates of fair value for all of Pancreta Bank's assets to be acquired and liabilities to be assumed. Attica Bank will conduct a detailed valuation of all assets and liabilities as of the acquisition date at which point the fair value of acquired assets and assumed liabilities may materially differ from the amounts presented herein. Pancreta Bank's balance sheet information as at 31 December 2023 has been used as the basis for the purchase price allocations presented herein.

Fair value of purchase consideration

The purchase consideration transferred to acquire Pancreta Bank, through the Merger is the percentage ownership obtained by Pancreta Bank shareholders in Attica Bank. As of the date of the Merger, Pancreta Bank shareholders will obtain 5,557,131 common shares in Attica Bank, which result in an effective ownership interest of approximately 10.47% in Attica Bank. The estimated fair value of Attica Bank was €294,900 thousand which results in a preliminary fair value of purchase consideration of €31,200 thousand.

The valuation of Attica Bank as a whole is in line with the report by certified Public Accountant Mr. Dimitris Sourbis (ICPA Reg. No.: 16891) of the auditing firm "PRICEWATERHOUSECOOPERS S.A." also examined the DMA in accordance with Article 16, par. 5 of Greek Law 2515/1997 and Article 10 of Greek Law 4706/2019 and issued an opinion in the form of a report on whether the share exchange ratio is fair and reasonable, including: a. the valuation method or methods adopted for determining the proposed exchange ratio, b. an opinion on whether these method(s) are appropriate for the specific case, c. an opinion on the values resulting from the application of each method, d. an opinion on the weight assigned to certain method(s) for determining the aforementioned values, as well as a description of the difficulties encountered during the valuation.

The following table sets forth the net assets of Pancreta Bank acquired, having given effect to the provisional purchase price allocations, in the unaudited pro forma combined balance sheet as of 31 December 2023:

Preliminary Purchase Price Allocation table

(EUR in thousands)	Note	Purchase Price Allocation
Cash and balances with Central Bank		282,968.0
Due from other Financial Institutions		35,349.0
Derivative Financial Instruments - assets		54,513.0
Loans and advances to customers (net of impairment)		1,514,018.0
Investment Securities	(i)	859,620.0
Investments in Associates		5,807.0
Tangible Assets		41,672.0
Investment Property		43,057.0
Intangible assets		8,964.0
Deferred tax assets		117,237.0
Right of Use Assets (IFRS 16)		13,773.0
Foreclosed Assets		21,300.0
Other Assets		60,144.0
Identified Intangible Assets	(ii)	50,800.0
Total assets		**3,109,222.0**
Due to financial institutions		482,121.0
Due to customers		2,606,561.0
Derivative financial instruments - liabilities		48,000.0
Defined benefit obligations		1,502.0
Lease liabilities (IFRS 16)		15,038.0
Other liabilities		45,418.0
Deferred Tax Liability	(iv)	11,176.0
Total liabilities		**3,209,816.0**
Net assets acquired		**(100,594.0)**
Non-controlling interests		**0**
Goodwill	(iii)	**131,793.0**
Purchase consideration		**31,200.0**

(i) Includes the *pro forma* adjustment to the unaudited pro forma balance sheet as of 31 March 2024, of € 13,803.6 thousand, that reflects the fair value loss recognised on the investment held by Pancreta Bank in Attica Bank at the date of the Merger, valued through the same methodology as utilised in the method of estimation of the fair value of consideration above. Furthermore, it reflects the cancellation of 2,506,921 Attica Bank's Ordinary Shares held by Pancreta Bank, which were recognised in its statement of financial position as of 31 March 2024 at an aggregated value €27,450.1 thousand.

The total *pro forma* adjustment as at 31 March 2024, is equal to the total value recognised as investment securities, with the difference between the fair value loss of € 13,803.6 thousand and €27,450.1 thousand. has been deducted from equity to reflect the cancelation of the shares.

(ii) The goodwill recognised in the unaudited pro forma combined balance sheet as at 31 March 2024 represents the excess of the purchase consideration transferred over the provisional fair value of identifiable net assets acquired.

The goodwill of €131,793.0 thousand arising from the acquisition is attributable to synergies and assembled workforce. Goodwill will not be deductible for tax purposes. It has been adjusted by €1,708 to reflect the results for the period from 1 January 2024 to 31 March 2024. For *pro forma* presentation purposes the provisional goodwill amount arising in the transaction of €130,085.0 thousand has been adjusted in the unaudited *pro forma* combined balance sheet as at 31 March 2024.

		Preliminary Goodwill
		€ in thousands
Goodwill per valuation as of 31 December 2023		131,793
Pancreta net asset position as of 31 December 2023	250,585	
Pancreta net asset position as of 31 March 2024	(252,293)	
Movement in net asset position during the three month period ended 31 March 2024		(1,708)
Preliminary Goodwill as at 31 March 2024		**130,085**

(iii) The provisional fair values of i) customer relationships arising from the fee and commission activities of Pancreta Bank, representing the fair value of the customer agreements and underlying relationships with Pancreta Bank customers, have been valued using "income approach," which requires an estimate or forecast of expected future cash flows through the use of the multi-period excess earnings method; ii) The Core Deposit Intangible ("**CDI**") representing Pancreta Bank's access to 'cheap' deposit funding relative to alternative funding options. The funding benefit is determined as the difference between the market rate on wholesale funding of a similar duration and the savings rate on Pancreta Bank's deposits. Given the substantial increase in interest rates in recent months in capital market rates relative to savings deposits rates a CDI is likely to be present for Pancreta Bank, depending on the stickiness of the savings deposits.

The following table sets forth the provisional fair value adjustments to the identifiable intangible assets and their average useful lives representing the amortisation periods:

	Preliminary fair values	**Estimated useful life**	**Pro forma amortisation expense for the year ended 31 December 2023**	**Pro forma amortisation expense for the three months ended 31 March 2024**
	€ in thousands	(years)	€ in thousands	€ in thousands
Customer relations	3,500.0	5	700.0	175.0
CDI Intangible	47,300.0	12	3,941.7	985.4
Total	50,800.0		4,641.7	1,160.4

Based on the provisional valuation, amortisation expense which has been calculated with straight line method, of €1,160.4 thousand has been recorded to the unaudited pro forma combined income statement for the three months ended 31 March 2024 and €4,641.7 for the year ended 31 December 2023.

(iv) Represents the estimated deferred tax liability related to the fair value adjustments of intangible assets reflected in the unaudited pro forma combined balance sheet (excluding adjustments related to goodwill to the extent assumed to be non-deductible). The resulting impact non-current deferred tax liabilities by €11,176.0 thousand. Deferred tax impacts were calculated based on an assumed tax rate of 22% representing the tax rate in Greece. The effective tax rate could be significantly different depending on the post-acquisition activities, including cash needs and tax planning strategies.

The pro forma amortisation has resulted in a release of deferred tax liabilities with the resulting €255 thousand being recorded to the unaudited pro forma combined income statement for the three months ended 31 March 2024 and €1,021 for the year ended 31 December 2023.

Note 5: The Share Capital Increase and Warrants Issuance

As described elsewhere in this Exemption Document, on 18 July 2024, Attica Bank announced that it had been informed in writing by HFSF and Thrivest that a binding agreement had been reached regarding the Merger and the further investment by them in the Merged Bank pursuant to a shareholders' agreement, such investment having the aim of supporting the combined operations and to cover the additional capital needs that result from the inclusion in HAPS of both Attica Banks and Pancreta Banks portfolios of NPEs. As such, subsequent to the Merger it was agreed that Attica Bank would proceed with:

- a combined issuance of up to 359,469,360 common shares of Attica Bank through a share capital increase with pre-emption rights in favour of existing shareholders in an amount of up to €675 million; and up to 359,469,360 warrants issued in favour of any shareholders that participate in the Share Capital Increase, each warrant is exchangeable for 3.5 shares of Attica Bank, at an exercise price of €0.175 per warrant (€0.05 per share). In relation to the combined issuance a maximum of €475.1 million will be paid in cash by the HFSF and a maximum of €200 million will be paid in cash by Thrivest. As a result of the Share Capital Increase, the share capital of Attica Bank has incorporated a *pro forma* adjustment of €17,973.5 thousand to reflect the issuance of 359,469,360 common shares (at a par value of € 0.05), with the excess of €654,234.2 being credited to share premium;

- the exercise of up to 359,469,360 of the Warrants at the exercise price of € 0.175 per warrant (€ 0.05 per share). As a result of the exercise of the Warrants, the share capital of Attica Bank has incorporated a *pro forma* adjustment of €62,907.1 to reflect the exercise of 359,469,360 warrants and issuance of 1,258,142,760 common shares; and

- the resulting gross proceeds of €735 million have been reflected in Cash and balances with Central Bank.

Following the completion of the above actions, the Share Capital Increase and Warrants Issuance, the HFSF is expected to hold a stake in the Merged Bank of at least 35% and Thrivest is expected to hold a stake in the Merged Bank of between 50% plus one share and 58.5%.

8.4. AUDITOR REPORT

Independent auditor's assurance report on the preparation of Pro Forma Financial Information included in the Exemption Document prepared in accordance with the delegated regulation "(EU) 2021/528", conducted in accordance with the International Standard on Assurance Engagements (ISA) 3420, "Assurance Engagements for the Issuance of a Report on the Preparation of Pro-forma Financial Information Included in a Prospectus".

For the Pro Forma Financial Information for the financial year ended 31 December 2023 and the three months period ended 31 March 2024, an assurance engagement has been performed by the certified public accountant Mr. Thanasis Xynas SOEL R.N. 34081, of Grant Thornton (registered office: 58 Katechaki Street, 11525 Athens).

The audit firm declares that it consents to the inclusion of the independent auditor's report in the Exemption Document and that Grant Thornton does not have any interest in and is not affiliated in any way with the Merging Banks. The report of the auditors is reproduced below.

"To the Board of Directors of Attica Bank S.A."

*We have completed our assurance engagement for the issuance of a report on the preparation of pro forma consolidated financial information of Attica Bank S.A. (the "**Bank**") and its subsidiaries (the "**Group**") by the Bank. The pro forma consolidated financial information consists of the pro forma consolidated statement of financial position as of 31 March 2024, the pro forma consolidated income statement for the year ended 31 December 2023, the pro forma consolidated income statement for the three-month period ended 31 March 2024 and related notes as set out on pages from 66 to 74 of the Exemption Document issued by the Bank. The applicable criteria upon of which Bank has prepared the pro forma consolidated financial information are specified in Regulation (EU) 2021/528 and described in Note 7.6.*

The pro forma consolidated financial information has been prepared by the Bank's Management to illustrate the impact of the transaction set out in Note 5 on the statement of financial position as of 31 March 2024, as if the transaction had taken place at 31 March 2024, the pro forma consolidated income statement for the year ended 31 December 2023, the pro forma consolidated income statement for the three month period ended 31 March 2024 as if the transaction had taken place at 1 January 2023. As part of this process, the pro forma consolidated financial information has been extracted from the Bank's financial statements for the year ended 31 December 2023, on which an audit report has been issued, as well as from the interim three-month period ended 31 March 2024.

Management's Responsibility for the Pro Forma Consolidated Financial Information

The Bank's Management is responsible for preparing the pro forma consolidated financial information according with the Regulation (EU) 2021/528.

Auditor's Responsibility

Our responsibility is to express an opinion pursuant to Item 5.9 of Annex I of Regulation (EU) 2021/528 of the European Commission, about whether the pro forma consolidated financial information has been prepared, in all material respects, by the Bank based on the criteria set out in Items 5.7. and 5.8. of Annex I of Regulation (EU) 2021/528 of the European Commission Communities.

We conducted the engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Preparation of Pro Forma Financial Information Included in a Prospectus, issued by the International Auditing and Assurance Standards Board. This standard requires that the auditor comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Bank's Management has prepared, in all material respects, the pro forma consolidated financial information in accordance with Items 5.7. and 5.8. of Annex I of Regulation (EU) 2021/528 of the European Commission Communities.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in preparing the pro forma consolidated financial information, nor *have we, as part of this engagement, performed an audit or review of the financial information used in preparing the pro forma consolidated financial information.*

The purpose of the pro forma consolidated financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of illustration. Accordingly, we do not provide any assurance that the actual impact of the event or transaction as of 31 March 2023, 31 December 2023 and 31 March 2024 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma consolidated financial information has been prepared, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Bank's Management for the preparation of the pro forma consolidated financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence as to whether:

- *The related pro forma adjustments appropriately reflect the effect of those criteria; and*
- *The pro forma consolidated financial information reflects the proper application of those adjustments to the unadjusted financial information.*

The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the company, the event or transaction in respect of which the pro forma consolidated financial information has been prepared, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma consolidated financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Professional Ethics and Quality Control

We have complied with the requirements of the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), the ethical and the independence requirements stated in Law 4449/2017 and the Regulation (EU) No 537/2014.

Our auditing firm applies International Standard on Quality Management (ISQM) 1, "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements", and accordingly, maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Opinion

In our opinion, the pro forma consolidated financial information has been prepared, in all material respects, based on the applicable criteria stated in section 8 "Pro Forma Financial Information and Audit Report" of the Exemption Document and this basis is consistent with the accounting policies adopted by the Bank and the Group and the requirements of Items 5.7 and 5.8 of Annex I of Regulation (EU) 2021/528 of the Commission of the European Communities, as applicable.

Report on Other Legal and Regulatory Requirements

In the context of this engagement, we have remained independent of the Bank and the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) incorporated into the Greek Legislation as well as the ethical requirements of Law 4449/2017 and EU Regulation 537/2014 related to the audit of separate and consolidated financial statements in Greece. We have fulfilled our ethical responsibilities in accordance with Law 4449/2017, EU Regulation 537/2014 and the requirements of the IESBA Code.

Restriction on Use

This report is provided to the Board of Directors of "Attica Bank S.A." and can be incorporated in whole or in part in the Exemption Document dated 4 September 2024 of the Company "Attica Bank S.A.", to be disclosed to the Bank of Greece and Hellenic Competition Commission and cannot be used for any other purpose.

Athens, 4 September 2024
The Certified Auditor Accountant

Thanasis Xynas
SOEL R.N. 34081"

Grant Thornton
Chartered Accountants Management Consultants
58, Katehaki Av., 115 25 Athens, Greece
Registry Number SOEL 127

9. ATTICA BANK FINANCIAL INFORMATION

Consolidated Income Statement (31 December 2023)

	Year ended 31 December	
(amounts in thousands €)	**2023**	**2022**
Interest and similar income	120,663	65,571
Less: Interest expense and similar expenses	(45,174)	(24,927)
Net interest income	**75,489**	**40,644**
Fee and commission income	17,858	16,761
Less: Fee and commission expense	(8,889)	(11,083)
Net fee and commission income	**8,969**	**5,678**
Profit / (loss) from financial transactions	3,555	(2,247)
Profit / (loss) from investment portfolio	5,426	(566)
Other income / (expenses)	17,634	4,775
Operating income	**111,073**	**48,284**
Personnel expenses	(32,421)	(30,442)
General operating expenses	(27,687)	(39,189)
Depreciation expense	(15,737)	(17,132)
Total operating expenses	**(75,845)**	**(86,763)**
Profit / (Loss) before tax and provisions	**35,228**	**(38,478)**
Provisions for expected credit losses and other impairment	613	(306,973)
Provisions for impairment of other assets and contingent obligations	(215)	(7,235)
Staff leaving expense	(5,291)	(3,441)
Performance incentive	(2,000)	0
Results from investments in associates	261	(501)
Profit / (loss) before income tax	**28,595**	**(356,628)**
Less: income tax	(980)	(29,939)
Profit / (loss) for the period	**27,616**	**(386,567)**
Attributable to:		
Equity owners of the Bank	27,616	(386,567)
Basic and diluted earnings / (losses) per share (in €)	**0,8013**	**(51,2913)**

Consolidated Statement of Comprehensive Income

	Year ended 31 December	
(amounts in thousands €)	**2023**	**2022**
Profit / (loss) for the period after income tax recognised in the Income Statement	**27,616**	**(386,567)**
Amounts that may be reclassified in the income statement		
Financial assets at Fair Value through Other Comprehensive Income (FVOCI)		
Change in fair value (before tax)	9,181	48
Transfer to Income Statement (before Tax)	547	547
Income Tax	(2,821)	(172)
Amounts that will not be reclassified in the Income Statement		
Actuarial gains / (losses) on defined benefit obligations	(39)	924
Income Tax	11	(268)

Total other comprehensive income / (expenses) recognised directly in equity, after income tax	**6,879**	**1,078**
Total comprehensive income / (expenses), after income tax	**34,495**	**(385,490)**

Consolidated Income Statement (31 March 2024)

	Three months ended 31 March	
(amounts in thousands €)	**2024**	**2023**
Interest and similar income	36,500	21,649
Less: Interest expense and similar expenses	(17,144)	(7,447)
Net interest income	**19,356**	**14,202**
Fee and commission income	4,737	3,431
Less: Fee and commission expense	(1,655)	(1,695)
Net fee and commission income	**3,082**	**1,736**
Profit / (loss) from financial transactions	831	1,202
Profit / (loss) from investment portfolio	1,238	288
Other income / (expenses)	4,049	919
Operating income	**28,556**	**18,347**
Personnel expenses	(8,387)	(7,633)
General operating expenses	(4,723)	(6,458)
Depreciation expense	(4,047)	(3,770)
Total operating expenses	**(17,158)**	**(17,860)**
Profit / (Loss) before tax and provisions	**11,398**	**487**
Provisions for expected credit losses and other impairment	(14,616)	3,588
Provisions for impairment of other assets and contingent obligations		
Staff leaving expense	(205)	(1,438)
Performance incentive		
Results from investments in associates	9	0
Profit / (loss) before income tax	**(3,414)**	**2,637**
Less: income tax	(196)	(1,590)
Profit / (loss) for the period	**(3,610)**	**1,047**
Attributable to:		
Equity owners of the Bank	(3,610)	1,047
Basic and diluted earnings / (losses) per share (in €)	**(0,0722)**	**0,105**
Statement of Comprehensive Income		
(amounts in thousands €)		
Profit / (loss) for the period after income tax recognised in the Income Statement	**(3,610)**	**1,047**
Amounts that may be reclassified in the income statement		
Financial assets at Fair Value through Other Comprehensive Income (FVOCI)		
Change in fair value (before tax)	3,202	(501)
Transfer to Income Statement (before Tax)	0	(19)
Income Tax	(929)	151
Amounts that will not be reclassified in the Income Statement		
Actuarial gains / (losses) on defined benefit obligations	0	0
Income Tax	0	0
Total other comprehensive income / (expenses) recognised directly in equity, after income tax	**2,273**	**(369)**
Total comprehensive income / (expenses), after income tax	**(1,337)**	**678**

Attributable to: **Equity owners of the Bank**	**(1,337)**	**678**

Consolidated Statement of Financial Position (31 December 2023)

	Year ended 31 December	
(amounts in thousands €)		
Assets	**2023**	**2022**
Cash and balances with Central Bank	409,423	253,895
Due from other financial institutions	53,430	89,657
Derivative financial instruments - assets	65	38
Loans and advances to customers (net of impairment)	2,267,892	1,275,785
Investment securities	634,404	968,322
Investments in associates	2,531	2,270
Tangible assets	34,056	38,100
Investment property	34,429	58,550
Intangible assets	59,441	58,128
Deferred tax assets	146,746	214,258
Assets held for sale	11,482	0
Other assets	120,486	138,977
Total Assets	**3,774,384**	**3,097,981**
Liabilities		
Due to financial institutions	8,637	32,058
Due to customers	3,146,184	2,966,101
Derivative financial instruments - liabilities	281	96
Debt securities in issue	99,938	99,886
Defined benefit obligations	5,100	4,971
Other provisions	18,653	15,795
Other liabilities	49,151	33,663
Total Liabilities	**3,327,946**	**3,152,570**
Equity		
Share capital (common shares)	2,501	499
Share Premium	687,652	152,363
Reserves	884,390	877,511
Retained earnings	(1,128,105)	(1,084,962)
Equity attributable to equity owners of the Bank	**446,438**	**(54,590)**
Total Equity	**446,438**	**(54,590)**
Total Liabilities and Equity	**3,774,384**	**3,097,981**

Consolidated Statement of Financial Position (31 March 2024)

(amounts in thousands €)

Assets	**31 March 2024**	**31 December 2023**
Cash and balances with Central Bank	160,508	409,423
Due from other financial institutions	49,830	53,430
Derivative financial instruments - assets	300	65
Loans and advances to customers (net of impairment)	2,409,029	2,267,892
Investment securities	715,529	634,404
Investments in associates	2,539	2,531
Tangible assets	26,165	34,056
Investment property	34,429	34,429
Intangible assets	60,994	59,441
Deferred tax assets	145,639	146,746
Assets held for sale	20,966	11,482
Other assets	118,112	120,486
Total Assets	**3,744,041**	**3,774,384**
Liabilities		
Due to financial institutions	6,384	8,637
Due to customers	3,124,717	3,146,184
Derivative financial instruments - liabilities	27	281
Debt securities in issue	99,951	99,938
Defined benefit obligations	5,245	5,100
Other provisions	17,370	18,653
Other liabilities	45,246	49,151
Total Liabilities	**3,298,940**	**3,327,944**
Equity		
Share capital (common shares)	2,501	2,501
Share Premium	687,652	687,652
Reserves	886,664	884,390
Retained earnings	(1,131,715)	(1,128,105)
Equity attributable to equity owners of the Bank	**445,102**	**446,438**
Total Equity	**445,102**	**446,438**
Total Liabilities and Equity	**3,744,041**	**3,774,384**

10. PANCRETA BANK FINANCIAL INFORMATION

Statement of Comprehensive Income (31 December 2023)

	Year ended 31 December	
(amounts in thousands €)	**2023**	**2022**
Interest and similar income	140,369	68,804
Interest expense and similar charges	(53,729)	(14,109)
Net interest income	**86,640**	**54,695**
Commission income	19,918	13,283
Commission expense	(10,848)	(7,982)
Net commission income	**9,070**	**5,301**
Income from dividends	263	133
Results from financial transactions	566	172
Other operating income	1,613	827
Total net income	**98,151**	**61,128**
Employee fees and expenses	(35,641)	(21,069)
Administrative expenses	(34,924)	(17,482)
Depreciation and amortisation	(5,415)	(3,302)
Other operating expenses	(1,167)	(402)
Total Operating Expenses	**(77,147)**	**(42,254)**
Provision for impairment of receivables	(25,681)	(16,583)
Other valuation profit/(loss)	5,590	2,502
Profit from bargain purchase	87,080	-
Other results	2,762	520
Profit/(Loss) before tax	**90,756**	**5,312**
Deferred tax (expense)	(26,859)	(1,454)
Net Profit/ (Loss) after tax	**63,896**	**3,859**
Valuation of own-used fixed assets	9,782	-
Valuation of financial assets	(5,214)	-
Actuarial gains (losses) recognised in the statement of comprehensive income	(55)	72
Deferred tax recognised in the statement of comprehensive income	(1,309)	(21)
Total results after tax	**67,100**	**3,910**
Net earnings after tax	63,896	3,859
Weighted average number of shares	190,211	69,855
Basic and diluted earnings per share	**0.34**	**0.06**

Consolidated Statement of Comprehensive Income (31 March 2024)

	Three months ended 31 March	
(amounts in thousands €)	**2024**	**2023**
Interest and similar income	41,032	24,351
Interest expense and similar charges	(15,353)	(8,931)
Net interest income	**25,679**	**15,420**
Commission income	4,965	2,584
Commission expense	(2,085)	(1,386)
Net commission income	**2,880**	**1,198**
Income from dividends	-	-
Results from financial transactions	358	84
Other operating income	302	230
Total net income	**29,219**	**16,933**
Employee fees and expenses	(11,408)	(6,142)
Administrative expenses	(5,922)	(3,712)
Depreciation and amortisation	(1,909)	(856)
Other operating expenses	(164)	(201)
Total Operating Expenses	**(19,402)**	**(10,911)**
	-	-
Provision for impairment of receivables	(6,817)	(4,873)
Other valuation profit/(loss)	498	881
Profit from bargain purchase	-	-
Other results	161	(1,452)
Profit/(Loss) before tax	**3,658**	**578**
Deferred tax (expense)	(1,104)	(168)
Net Profit/ (Loss) after tax	**2,554**	**410**
Valuation of own-used fixed assets	-	-
Valuation of financial assets	(1,178)	-
Actuarial gains (losses) recognised in the statement of comprehensive income	(14)	18
Deferred tax recognised in the statement of comprehensive income	346	(5)
Total results after tax	**1,708**	**423**
Net earnings after tax	2,528	410
Weighted average number of shares	190,211	157,933
Basic and diluted earnings per share	**0.01**	**0.00**

Statement of Financial Position (31 December 2023)

	Year ended 31 December	
(amounts in thousands €)		
Assets	**2023**	**2022**
Cash and balances with Central Bank	282,968	119,126
Due from credit intitutions	35,349	32,693
Investments in subsidiaries and associates	5,807	5,917
Financial assets at fair value through profit and loss	25,884	23,630
Financial assets at fair value through equity	28,629	0
Financial assets at amortised cost	873,424	901,057
Loans and other trade receivables	2,479,983	1,783,307
Less: Provisions for doubtful loans	(522,493)	(390,960)
Own used property, plant and equipment	41,672	23,392
Investment property	43,057	28,534
Intangible assets	8,964	5,721
Rights-of-use assets under IFRS 16	13,773	6,448
Deferred tax assets	50,764	64,223
Other tax assets	60,144	64,692
Foreclosed assets	21,300	12,856
Total assets	**3,449,225**	**2,680,636**
Liabilities		
Due to Central Banks	324,000	744,000
Due to other financial istitutions	158,121	101,958
Due to customers	2,606,561	1,580,303
Credit securities and other loan liabilities	48,000	48,000
Employee defined benefit obligations	1,502	595
Lease lliabiities IFRS 16	15,038	6,618
Other liabilities	45,418	16,490
Total liabilities	**3,198,640**	**2,497,965**
Equity		
Share capital	95,105	78,967
Share premium	208,460	190,995
Other reserves	77,759	71,099
Retained earnings	(130,740)	(158,389)
Total Equity	**250,585**	**182,672**
Total Equity and Liabilities	**3,449,225**	**2,680,636**

Consolidated Statement of Financial Position (31 March 2024)

(amounts in thousands €)

Assets	31 March 2024	31 December 2023
Cash and balances with Central Bank	119,262	282,968
Due from credit intitutions	39,109	35,349
Investments in subsidiaries and associates	0	5,807
Financial assets at fair value through profit and loss	38,430	25,884
Financial assets at fair value through equity	27,451	28,629
Financial assets at amortised cost	743,725	873,424
Loans and other trade receivables	2,571,698	2,479,983
Less: Provisions for doubtful loans	(528,898)	(522,493)
Own used property, plant and equipment	41,276	41,672
Investment property	43,057	43,057
Intangible assets	8,8912	8,964
Rights-of-use assets under IFRS 16	15,156	13,773
Deferred tax assets	50,058	50,764
Other tax assets	40,104	60,144
Foreclosed assets	21,300	21,300
Total assets	**3,230,620**	**3,449,225**
Liabilities		
Due to Central Banks	170,000	324,000
Due to other financial istitutions	112,036	158,121
Due to customers	2,600,179	2,606,561
Credit securities and other loan liabilities	48,000	48,000
Employee defined benefit obligations	1,711	1,502
Lease lliabiities IFRS 16	16,385	15,038
Other liabilities	30,017	45,418
Total liabilities	**2,978,329**	**3,198,640**
Equity		
Share capital	95,105	95,105
Share premium	208,460	208,460
Other reserves	76,922	77,759
Retained earnings	(128,195)	(130,740)
Total Equity	**252,293**	**250,585**
Total Equity and Liabilities	**3,230,620**	**3,449,225**

11. INFORMATION INCORPORATED BY REFERENCE

This Exemption Document should be read and construed in conjunction with the documents incorporated by reference, described below, which form part of this Exemption Document:

- Attica Bank's Annual Financial Report as at and for the year ended 31 December 2023, available at the following link: https://www.atticabank.gr/media/en/file/2024/04/31.12.2023-annual-report.pdf ;
- Pancreta Bank's Annual Financial Report as at and for the year ended 31 December 2023, available at the following link: https://www.pancretabank.gr/media/prblplfg/final-en-pancreta-2023-12-fs.pdf ;
- Attica Bank's Unaudited Interim Consolidated Financial Statements and Notes as at and for the period ended 31 March 2024, available at the following link: https://www.atticabank.gr/media/en/file/2024/07/attica-bank-q1-2024-en-2024-07-05t120939.pdf ;
- Pancreta Bank's Unaudited Interim Financial Statements and Notes as at and for the period ended 31 March 2024, available at the following link: https://www.pancretabank.gr/media/0n1dlisl/pancreta-ifrs-notes-31032024_clean.pdf ;

Attica Bank's Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2023 and Pancreta Bank's Annual Audited Financial Statements as at and for the year ended 31 December 2023 have been prepared in accordance with IFRS as endorsed in the EU in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council, and shall be deemed to be incorporated in, and to form part of, this Exemption Document, together (where applicable) with the accompanying notes and auditor's reports.

Attica Bank's Unaudited Interim Consolidated Financial Statements and Notes as at and for the three-month period ended 31 March 2024 and Pancreta Bank's Unaudited Interim Financial Statements and Notes as at and for the three-month period ended 31 March 2024 were prepared in accordance with IFRS and applicable to Interim Financial Reporting (International Accounting Standard ("**IAS**") 34) as endorsed in the EU in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council, and shall be deemed to be incorporated in, and to form part of, this Exemption Document, together (where applicable) with the accompanying notes and auditor's reports.

Cross-reference lists

The following tables show where the information required under item 2.5 of the Merger Exemption Regulation can be found in the above-mentioned documents incorporated by reference in this Exemption Document:

Attica Bank's Annual Financial Report as at and for the year ended 31 December 2023:

Section	**Page**
Annual Individual and Consolidated Financial Information as at and for the period ending 31 December 2023 (including Independent Auditor's Report)	138-288

Pancreta Bank's Annual Financial Report as at and for the year ended 31 December 2023:

Section	**Page**
Independent Auditor's Report	7-17
Annual Financial Statements as at and for the period ending 31 December 2023	49-52

Attica Bank's Unaudited Interim Consolidated Financial Statements and Notes as at and for the period ended 31 March 2024	
Section	**Page**
Condensed Interim Consolidated Financial Information as at and for the period ending 31 March 2024	4-9

Pancreta Bank's Unaudited Interim Financial Statements and Notes as at and for the period ended 31 March 2024:	
Section	**Page**
Condensed Interim Financial Information as at and for the period ending 31 March 2024	4-8

Significant change

With the exception of the Merger and (in respect of the Issuer) the Contemplated Capital Actions, since 31 March 2024 (being the last day of the financial period in respect of which the most recent published financial statements of the Issuer have been prepared), there has been no significant change in the financial position or financial performance of Attica Bank or Pancreta Bank.

12. DOCUMENTS AVAILABLE

During the 12 months following the publication of this Exemption Document, the following documents, as required under item 6.1 of the Merger Exemption Regulation, will be made available to investors in electronic form on Attica Bank's website at the following link:https://www.atticabank.gr/el/group/investors/engrafa-synchonefsis/

- the Articles of the Issuer;
- all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in this Exemption Document.

Other information included on Attica Bank's website does not form part of this Exemption Document.

13. PROFIT FORECASTS

13.1. INTRODUCTION

This Exemption Document includes certain information relating to the short and medium-term targets of the Issuer for financial performance assuming the successful and timely execution of the Strategic Plan, which includes the Merger, the Capital Enhancement Plan and the NPE Reduction Plan. These targets and other information in this Section 13 "*Profit Forecasts*" are deemed to be "profit forecasts" for the purposes of the EU Prospectus Regulation. These forecasts represent the Issuer's targets for short and medium-term financial performance.

The execution of the Strategic Plan, and the achievement of the targets represented by these profit forecasts, are subject to significant risks and uncertainties. See *"Risk Factors—Risks relating to the Merged Bank's business—"Failure to maintain the applicable regulatory capital ratios may lead to the implementation of one or more resolution measures and/or the request of public financial support for the Merged Bank, which will have a material adverse effect on its shareholders (or holders of other capital instruments) and/or its business, financial condition, results of operations and prospects", "Failure to maintain the applicable regulatory capital ratios may lead to the implementation of one or more resolution measures and/or the request of public financial support for the Merged Bank, which will have a material adverse effect on its shareholders (or holders of other capital instruments) and/or its business, financial condition, results of operations and prospects, "The Merged Bank may not be able to reduce its NPE levels in line with its targets or at all, which may materially impact the Merged Bank's financial condition, capital adequacy or results", "The Merged Bank Group will be vulnerable to the ongoing disruptions and volatility in the global financial markets and "The Merged Bank Group may be unable to retain or recruit experienced and/or qualified senior management and other personnel following the Merger and the Merged Bank may bear additional costs in regard to staff" and "Risk Factors—Risks related to the macroeconomic and financial developments in the Hellenic Republic".*

This section includes certain targets for financial performance for the period up to 2027 concerning the Merged Bank's plans, objectives, goals, strategies, future operations and performance and the assumptions underlying these targets. Such targets are expressed in numbers or percentages, setting by approximation the relevant financial performance target. The Merged Bank has based these targets on the current view of its management with respect to future events and financial performance. Although the Issuer believes that the expectations, estimates and projections reflected in its targets are reasonable as of the date of this Exemption Document, if one or more of the risks or uncertainties materialises, including those identified above in the Risk Factors Section or which the Issuer has otherwise identified in this Exemption Document, or if any of the Issuer's underlying assumptions proves to be incomplete or inaccurate, the Issuer's actual results of operation may vary from those expected, estimated or targeted.

13.2. MANAGEMENT TARGETS

The Issuer has established management targets for short-term (2025) and medium-term (2027) financial performance, all of which assume the successful and timely execution of the Strategic Plan. In particular, the Issuer aims to achieve a return on average tangible equity of over 18% in 2025 (excluding potential intangible asset write-offs and operating expenses related one-offs) and over 22% return on average tangible equity in 2027 as well as to significantly de-risk the balance sheet, leading to an NPE ratio of approximately 3% in all years starting from 2025 to 2027.

Based on the assumptions set forth below (including, in particular, the successful and timely execution of: a) the Merger, b) the Capital Enhancement Plan and c) the NPE Reduction Plan), the Issuer aims to achieve recurring Pre-Provision Income ("**PPI**") (excluding operating expenses related one-offs) of over €150 million in 2025 and over €280 million in 2027, compared to the €56 million *pro forma* reported level of PPI in 2023.

Further by executing certain cost reduction initiatives described in more detail below, the Issuer aims to reduce recurring operating expenses by approximately €20 million by 2027 (to less than €130 million), increase focus on revenue generating activities, and enhance productivity by growing volumes and core revenues per full-time equivalent employee. Upon the successful completion of these initiatives, net interest income and net fee and commission income of the Merged Bank are expected to exceed €300 million and €45 million respectively, in 2027.

In the preparation of these financial targets, reflecting the Strategic Plan, as approved by the Issuer's Board of Directors on 26 July 2024, management has carefully considered factors that they deem relevant, including, without limitation, the following:

1) **Past results:** management have reviewed detailed analyses of the Issuer's current and historical financial performance and operating results, with due consideration given to historical operating experience and anticipated changes in operations in light of pending strategic initiatives and an evolving market. The Issuer has prepared its short and medium-term financial targets by using the 2023 *pro forma* financial results as a starting point, and then adjusting based upon the Strategic Plan, key strategic initiatives and certain assumptions, including those set forth below.

2) **Market analysis and the Issuer's market share and market position in Greece:** the Issuer's financial targets are based upon its analysis of, and certain assumptions relating to, developments in the Greek economy, key market segments that it services and the banking industry generally, including anticipated economic growth, the impact of the EU Recovery and Resilience Facility programme, trends relating to residential and commercial property prices, a gradual reduction in market interest rates, anticipated net expansions of credit in the business and retail segments and anticipated NPE developments. Management believes these developments and considerations are particularly relevant to the Issuer's business given its target market share and market position in Greece, and the relevance of these developments to its financial results.

3) **Strategic evolution:** in July 2024, the board of directors of the Issuer and Pancreta Bank approved the Strategic Plan, which includes a series of initiatives which are intended to drive future performance. As further described below, these strategic initiatives are expected to affect the Issuer's financial results going forward, and, accordingly, the Issuer has factored in the anticipated impact of these plans in preparing its financial targets. In detail:

    (a) the NPE Reduction Plan involves the securitisation of the Merging Banks' NPEs in HAPS which will enable the Issuer to achieve a single-digit NPE ratio by the end of 2024, while targeting an NPE ratio of less than 3% in the following years. Upon the successful completion of the NPE Reduction Plan, together with the Capital Enhancement Plan (as described below), management expects to have significantly decreased the Issuer's exposure to NPE, while maintaining a satisfactory capital position above applicable capital requirements;

    (b) the Capital Enhancement Plan includes a series of concerted and comprehensive capital enhancing actions in 2024, including the Share Capital Increase and Warrants Issuance, which are intended to strengthen the Issuer's capital position and improve its capital adequacy ratios. The primary objective of the Capital Enhancement Plan is to facilitate the execution of the NPE Reduction Plan (clean-up capital) and improve the Issuer's capital position. The Capital Enhancement Plan will also cover the restructuring costs of the Merger (restructuring capital), cater for new investments (investment capital), and allow the Merged Bank to grow (growth capital), while maintaining capital ratios above regulatory minimums; and

    (c) the merger with Pancreta Bank along with the rest of the Strategic Plan, represents the Issuer's overall strategy to achieve operational excellence by increasing efficiency and reducing operating costs throughout the organisation, focusing on core commercial banking activities, executing on the business and retail banking growth strategy, improving and expanding its digital platform and implementing comprehensive sustainable banking and ESG policies.

4) **Anticipated changes in the Issuer's financial position:** the Issuer's financial targets factor in contemplated material changes in its financial position as a result of the Issuer's aim to transform its business into a clean, de-risked bank. This includes an anticipated material reduction of the Merged Bank’s NPEs by approximately €3.4 billion by the end of the current year (versus the *pro forma* combined figures as at 31 December 2023), as presented above, as well as a materially strengthened capital position and improved capital adequacy ratios following the successful completion of a series of concerted and comprehensive capital enhancing actions, including the Share Capital Increase and Warrants Issuance, discussed above; and

5) **Legal and regulatory developments:** the Issuer is subject to extensive regulation under applicable financial services legislation and regulation, and its financial performance targets have factored in key changes to the legal and regulatory environment in which it operates. These include ongoing regulatory developments, in particular as regards NPEs and capital adequacy requirements, which are key considerations underlying the Issuer's strategic initiatives. Management has also factored into the financial analysis anticipated benefits to be derived from the HAPS scheme, which are intended to support the reduction of non-performing loans held by Greek banks.

13.3. COMPARATIVE FINANCIAL DATA

In order to assist investors to evaluate and compare the Issuer's forecasted financial targets to its historical financial results, set forth below is a side-by-side comparison of the Issuer's historical results for the year ended 31 December 2023 on a *pro forma* basis (comprising the financial results of the two Merging Banks), to the Issuer's 2025 and 2027 financial targets. The forecasted financial targets set forth below have been compiled and prepared on a basis that is both comparable with historical financial information (on a *pro forma* basis) and consistent with the Issuer's accounting policies.

	Historical Financial Information	**Selected Financial Targets (Profit Forecasts) on a recurring basis**	
	2023 *Pro- forma*[1]	**2025**	**2027**
Net interest income	€ 162 million	> 200 million	> 300 million
Net Fee and Commission Income	€ 18 million	> 30 million	> 45 million
Total Operating Income	€ 209 million	> 250 million	> 400 million
Recurring Operating expenses	€ -153 million	> -140 million	> -130 million
Recurring Pre-provision income	€ 56 million	> 150 million	> 280 million

[1]2023 pro forma numbers relate to reported figures which are not adjusted for non-recurring items.

13.4. DRIVERS OF FUTURE PROFITABILITY

The main drivers of the Issuer's future profitability are expected to be increased performing loan interest income, strengthened net fee income and operating cost reductions. Specifically, the Issuer's ability to achieve its targets for improved profitability are based on the following components of its Strategic Plan:

- the Issuer aims to increase its net interest income, aiming for an increase from approximately €160 million of net interest income in 2023 (*pro forma*), to over €300 million of net interest income in 2027; the Issuer has established these targets based on strong loan growth assumptions based on its focus on the SME market, the regaining of its ‘physical market’ share, as this is dictated from the branch network size and historical share of the Merged Bank, along with other inorganic actions (purchase of reperforming loans) and anticipated increase in the its overall securities portfolio;
- the Issuer also targets growth of net fee income from €18 million in 2023 (*pro forma*) to over €45 million in 2027; this target is partially due to the recognition that Greek banks, including the Issuer, have historically underperformed significantly as compared with their European peers in the generation of fee income as a percentage of total assets; the Issuer has assumed an approximately 10 basis point increase of net fee income over assets at 0.4% in the medium term, as the Issuer intends to diversify its fee income pool from traditionally loan–linked categories to new sources of fees. Such sources include, for example, fee income from bancassurance, recognising that also in this area, Greece has under performed as compared with its European counterparts; similarly wealth / asset management fees in Greece are comparatively low compared with the rest of Europe, given low demand in the past in Greece for savings to be allocated toward investment products); and
- the Issuer aims to decrease operating expenses (excluding one-off charges) by approximately €20 million by 2027, as compared to *pro forma* 2023 levels, to less than €130 million; these savings will mainly be driven by footprint rationalisation (branch closure), coupled with headcount reduction, as well as through various other optimisation and cost-cutting initiatives (such as for instance, outsourcing services) and digitalisation across its business platform.

13.5. ASSUMPTIONS

The financial forecasts set forth above reflect management targets set forth in the Strategic Plan. These targets for financial performance assume the successful and timely execution of the Strategic Plan and are otherwise based on a range of expectations and assumptions, some or all of which may prove to be inaccurate. Accordingly, there can be no assurance that the Issuer will achieve its targets or any of them, whether in the short, medium or long term. The Issuer's ability to achieve these targets is subject to inherent risks, many of which are beyond its control and some of which could have an immediate impact on the Issuer's earnings and/or financial position, which could materially affect its ability to realise its financial targets .

The key assumptions underlying the Issuer's profit forecasts include, but are not limited to, the following:

- GDP growth for the Greek economy will range between low and mid-single-digit rate per annum;
- the EU Recovery and Resilience Facility programme, will continue providing sufficient stimulus to assist the Greek economy grow at a rate above historical averages in the short to medium term, permitting the Issuer to adopt strategies to leverage this programme for the benefit of the Issuer's business, customers and shareholders;
- prices of residential and commercial properties will continue growing at a low to mid-single-digit rate per annum;
- interest rates will gradually drop to 2% by 2027 and remain at these levels for a prolonged period; and
- the performing loan book will grow by over €1 billion during 2025, and by over €2.5 billion cumulatively for the period 2025- 2027 (noting that the Issuer has already achieved annualised new originations of approximately €2.1 billion in the first quarter 2024, based on the aggregate figures of the Merging Banks for the first quarter of 2024).

14. DEFINITIONS

In this Exemption Document, references to "**Attica Bank**", the "**Merged Bank**" or "**Issuer**" should be read and construed to be references to Attica Bank S.A.. and references to "Pancreta Bank" should be read and construed to be references to Pancreta Bank S.A..

"**2020 Implementing Regulation**"	The Implementing Regulation (EU) 2021/451 of the Commission 17 December 2020.
"Additional Tier 1 and Tier 2 Capital Instruments"	The capital instruments defined as Additional Tier 1 and Tier 2 under the CRR.
"**AGM**"	Annual General Meeting.
"**Articles**"	The articles of association of Attica Bank S.A., as amended and currently in force.
"**ATB Board**"	The Board of directors of Attica Bank S.A.
"**ATB Group**"	Attica Bank S.A. and its consolidated subsidiaries.
"**ATB HAPS Securitisation**"	The contemplated securitisation of Attica Bank under HAPS.
"**ATHEX**"	The Athens Stock Exchange.
"**ATHEXCSD**"	Hellenic Central Securities Depository S.A.
"**ATHEXCSD Rulebook**"	The rule book (regulation) of the ATHEXCSD approved pursuant to the decision No. 6/904 of 26 February 2021 of the HCMC, as amended by decisions No 944/31.01.2022 and 3/1000/31.10.2023 of the Board of Directors of the HCMC.
"**ATM**"	Automated teller machine.
"**Attica Bank**" and the "**Issuer**"	Attica Bank S.A.
"Attica Bank's Annual Audited Consolidated Financial Statements as at and for the year ended 31 December 2023"	Attica Bank's annual audited consolidated financial statements for the year that ended on 31 December 2023, audited by Grant Thornton and approved by the Board of Attica Bank on 7 March 2024. Figures for the year that ended on 31 December 2022 are derived from the comparative figures presented in the financial statements for the year that ended on 31 December 2023.
"Attica Bank's Interim Consolidated Financial Statements as at and for the three month period ended 31 March 2024"	Attica Bank's interim consolidated financial statements for the three month period that ended on 31 March 2024, approved by the Board of Attica Bank on 28 June 2024. Figures for the period that ended on 31 March 2023 are derived from the comparative figures presented in the financial statements for the period that ended on 31 March 2024.
"**Bank of Greece**"	The central bank of Greece.
"**BoD**" or the "**Boards of Directors**"	The Boards of Directors.
"**BoD Report**"	The report prepared by the Board of Directors of each of the Merging Banks, pursuant to the provisions of Article 9 of Greek Law 4601/2019,

	and delivered to the General Meeting of Shareholders of each of the Merging Entities deciding upon the Merger.
"**BRRD**"	Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council.
"**BRRD Law**"	Law 4335/2015.
"**Business Plan**" or "**Strategic Plan**"	The 2024 – 2027 business plan of the Merged Bank approved by the ATB Board on 26 July 2024 which includes the Merger, the Capital Enhancement Plan and the NPE Reduction Plan.
"**Capital Enhancement Plan**"	The Contemplated Capital Actions and other specific capital actions of the Issuer to maintain or improve the regulatory capital position of the Merged Bank.
"**CBCM**"	The Cooperative Bank of Central Macedonia.
"**CDI**"	Core Deposit Intangible.
"**CCB**"	A capital buffer.
"**CEO**"	Chief Executive Officer.
"**CET1**"	Common Equity Tier 1.
"Contemplated Capital Actions"	The Share Capital Increase and the Warrants Issuance.
"**COVID-19**"	Coronavirus disease 2019.
"**CRD IV**"	EU Directive 2013/36/EU.
"**CRO**"	The Chief Risk Officer.
"**CRR**"	Regulation (EU) 575/2013.
"DBRS" or **"DBRS Morningstar"**	DBRS Ratings GmbH.
"**DDM**"	The dividend discount model.
"**DGS**"	The deposit guarantee scheme.
"**DIAS**"	Dias Interbanking Systems S.A.
"**Draft Merger Agreement**" or "**DMA**"	The form of merger agreement between Pancreta Bank and Attica Bank approved by the board of directors of each Merging Bank on 26 July 2024.
"**DSS**"	The Greek Dematerialised Securities System.
"DTC Law"	Law 4172/2013.

"**EBA**"	The European Banking Authority.
"**ECB**"	The European Central Bank.
"**ECL**"	Expected credit loss.
"**EGM**"	Extraordinary general meeting of shareholders.
"**EIB**"	The European Investment Bank.
"**EIF**"	The European Investment Fund.
"**ELA**"	Emergency liquidity assistance.
"**ELSTAT**"	The Hellenic Statistical Authority.
"**ESM Programme**"	The last financial assistance and stabilisation programme that was agreed in August 2015 and was completed in August 2018.
"**ESM**"	The European Stability Mechanism.
"**EU Prospectus Regulation**"	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017.
"**EU**" or "**European Union**"	The European economic and political union.
"**Euro**", "**euro**" and "**€**"	The common legal currency of the member states participating in the third stage of the European Economic and Monetary Union.
"EU Recovery and Resilience Facility Programme"	The European Union Recovery and Resilience Facility Programme.
"**Eurosystem**"	The monetary authority of the euro area composed of the ECB and the central banks of the member states that belong to the Eurozone.
"**Eurozone**"	The Economic and Monetary Union of the member states of the European Union which have adopted the euro currency as their sole legal tender.
"**Exchange Ratio**"	The exchange ratio for the shares of Pancreta Bank under the Merger resolved by the Board of Directors of each of the Merging Banks on their respective board meetings held on 26 July 2024, being 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 retain after the Merger the same number of shares they held before the Merger.
"**Exemption Document**"	This Exemption Document dated 4 September 2024.
"**Existing Issued Share Capital**"	The issued share capital of Attica Bank as at the date of this Exemption Document.
"Fitch"	Fitch Ratings Ltd.
"**G.E.MI**"	The Greek General Commercial Registry.
"**GDP**"	Gross domestic product.

"**Government Gazette**"	The official journal of the Government of Greece.
"**HAPS**"	The Hellenic Asset Protection Scheme, introduced by virtue of Law 4649/2019, published in the Greek Government Gazette Issue A' 206/16.12.2019, and the relevant implementing measures.
"**HCAP**"	Hellenic Corporation of Assets and Participations S.A., a société anonyme (Ανώνυμη Εταιρεία) incorporated under the laws of Greece, registered with the General Commercial Registry under number 140358160000 and whose sole shareholder is the Greek State.
"**HCMC**"	The Hellenic Capital Markets Commission.
"**HDB**"	The Hellenic Development Bank.
"**HDIGF**"	The Hellenic Deposit and Investment Guarantee Fund.
"**Hercules**" or "**HAPS**"	The Hellenic Asset Protection Scheme, as amended and extended.
"**HFSF Law**"	Law 3864/2010.
"**HFSF**"	The Hellenic Financial Stability Fund.
"HFSF Divestment Strategy"	The HFSF's divestment strategy, a summary of which is available on the HFSF website: https://hfsf.gr/wp-content/uploads/2023/01/Divestment-Strategy-23_25-EN.pdf.
"HSBC"	HSBC Holdings Plc.
"**IFRS**"	International Financial Reporting Standards.
"**IMF**"	The International Monetary Fund.
"**Insolvency Code**"	A bankruptcy code that was enacted in Greece by virtue of Law 4738/2020 in October 2020.
"**ISIN**"	International Security Identification Number.
"**Major Shareholders**"	HFSF and Thrivest, being the major shareholders of the Issuer following the Merger.
"**Mandatory Burden Sharing Measures**"	Mandatory burden sharing measures imposed by virtue of a Cabinet Act, pursuant to article 6a of the HFSF Law, on the holders of instruments of capital and other liabilities of the credit institution receiving such support.
"**Merged Bank** "	The Issuer following the Merger, as the context may require.
"**Merged Bank Board**"	The board of directors of the Merged Bank.
"**Merged Bank Group**"	The Merged Bank and its consolidated subsidiaries.
"Merged Bank Shareholders"	The shareholders of the Issuer following the Merger.
"**Merged Bank**"	Attica Bank, following the merger by absorption of Pancreta Bank.

"**Merger Completion Date**"	The day of registration with the G.E.MI of the Merger Notarial Deed along with the relevant approval decision from the competent authority, being 4 September 2024.
"**Merger Exemption Regulation**"	Commission Delegated Regulation (EU) 2021/528.
"**Merger Notarial Deed**"	The notarial deed signed on 3 September 2024 by representatives of each of the Merging Banks and enacted in front of a notary public in Greece for the Merger.
"**Merger**"	The merger between Attica Bank and Pancreta Bank through the absorption of Pancreta Bank by Attica Bank.
"**Merging Banks**"	Pancreta Bank and/or Attica Bank as the context may require.
"Moody's"	Moody's Investors Services Limited.
"**MREL**"	The minimum requirements for own funds and eligible liabilities.
"**New Shares**"	The 5,557,131 new ordinary registered shares with voting rights and a nominal value of €0.05 issued by the Issuer in connection with the Merger.
"**Next Generation EU**"	A €750 billion EU funded temporary recovery instrument to help repair the immediate economic and social damage brought about by the COVID-19 pandemic.
"**NPE Reduction Plan**"	The inclusion of NPE portfolios of Attica Bank and Pancreta Bank in HAPS.
"**NPEs**"	Non-performing exposures.
"**NPLs**"	Non-performing loans.
"**NRRP**"	The National Recovery and Resilience Plan.
"**OCR**"	The overall capital requirements.
"**Ordinary Shares**"	The ordinary registered voting shares issued by Attica Bank from time to time, the nominal amount of which is expressed in euro.
"**P2R**"	Pillar II of Basel.
"**Pancreta Bank**"	Pancreta Bank S.A.
"Pancreta Bank's Annual Audited Financial Statements as at and for the year ended 31 December 2023"	Pancreta Bank's Annual audited financial statements for the year that ended on 31 December 2023, audited by Grant Thornton and approved by the Board of Pancreta Bank on 13 March 2024. Figures for the year that ended on 31 December 2022 are derived from the comparative figures presented in the financial statements for the year that ended 31 December 2023.
"Pancreta Bank's Interim Financial Statements as at and for the three month period ended 31 March 2024"	Pancreta Bank's interim financial statements for the three month period that ended on 31 March 2024, approved by the Board of Pancreta Bank on 10 July 2024. Figures for the period that ended on 31 March 2023 are derived from the comparative figures presented in the financial statements for the period that ended on 31 March 2024.
"**PCB Board**"	The board of directors of Pancreta Bank S.A.

"**PCB Group**"	Pancreta Bank S.A. and its consolidated subsidiaries.
"**PCB HAPS Securitisation**"	The contemplated securitisation of Pancreta Bank under HAPS.
"**POS**"	Point of sale.
"**PPA Adjustments**"	Purchase price allocation adjustments.
"**PPI**"	Pre-provision income.
"Pro Forma Financial Information"	The unaudited pro forma condensed combined financial information.
"**R&I**"	Rating and Investment Information, Inc.
"**Relationship Framework Agreement**" or "**RFA**"	The relationship framework agreement dated 17 March 2022 between HFSF and the Issuer.
"S&P"	S&P Global Ratings UK Limited.
"**Scope**"	Scope Ratings GmbH.
"**Share Capital Increase**"	The increase of the share capital by up to €17,973,468 of Attica Bank contemplated by the Shareholders' Agreement following the Merger , through the offering and issuance of up to 359,469,360 new ordinary registered shares with voting rights and a nominal value of €0.05 each in the share capital of the Issuer.
"**Shareholder**"	Any person who is a holder of Ordinary Shares.
"**Shareholders' Agreement**"	An agreement between the HFSF and Thrivest, entitled "Merger and Investment Agreement" and dated 18 July 2024, with respect, *inter alia*, to their investment in the Issuer through the Share Capital Increase and the Warrant Issuance, as ratified by Law 5127/2024.
"**Shares**"	The New Shares each issued in connection with the Merger in the share capital of Attica Bank.
"**SMEs**"	Small and medium sized enterprises.
"**SRB**"	The Single Resolution Board.
"**SREP**"	The Supervisory Review and Evaluation Process.
"**SSM**"	The Single Supervisory Mechanism.
"**Strategic Plan**"	The 2024 – 2027 business plan of the Merged Bank approved by the ATB Board on 26 July 2024 which includes the Merger, the Capital Enhancement Plan and the NPE Reduction Plan.
"**Tier II Bond**"	€100,200,000 6.41% Tier II Subordinated Notes due 2028 issued by Attica Bank on 20 December 2018
"**T1**"	Tier 1.
"**TCR**"	Total Capital Ratio.
"**Thrivest**"	Thrivest Holding Ltd

"Thrivest End Target"	Thrivest holding (a) a minimum of 50% plus one (1) Ordinary Shares of the total share capital and voting rights of Attica Bank by investing €120 million, pursuant to (i) its subscription for new Ordinary Shares, including any new Ordinary Shares that are not subscribed for by other Shareholders in the context of the Share Capital Increase, and its exercise of Warrants, in each case in accordance with clause 4.2 (b) of the Shareholders' Agreement, and (ii) the transfer of Warrants to Thrivest from the HFSF in accordance with clause 4.4 of the Shareholders' Agreement, but excluding (x) up to 39.1 million new Ordinary Shares that may remain unsubscribed by other Shareholders and subscribed by Thrivest, and (y) Warrants corresponding to such unsubscribed new Ordinary Shares which may be exercised by Thrivest, and (b) no less than 58.5% of the total share capital and voting rights of the Issuer, to the extent that Thrivest has invested in full the Thrivest Maximum Investment Amount, excluding, for the avoidance of doubt, any amount that Thrivest may elect, at its sole discretion, to invest in the Share Capital Increase and the exercise of Warrants above the Thrivest Maximum Investment Amount.
"Thrivest Maximum Investment Amount"	€200.00 million.
"TLTRO III Funding" or **"TLTRO III Programme"**	Third targeted longer-term refinancing operations programme.
"TMEDE"	The Greek Engineers and Public Works Constructors Fund.
"**VAT**"	Value Added Tax.
"**Warrants**"	Up to 359,469,360 warrants to be issued by Attica Bank, each of which will give to its holder the right to acquire three and a half new Ordinary Shares, at an exercise price of €0.05 per new Ordinary Share payable by the holder of each Warrant at the exercise of its rights, as such price may be adjusted in accordance with the terms of the Warrants.
"**Warrants Issuance**"	The issuance and public offering by the Merged Bank contemplated by the Shareholders' Agreement of up to 359,469,360 warrants following the Merger.
"**2024 Reverse Split and Share Capital Reduction**"	The (a) increase of the nominal value of the Issuer's existing ordinary shares from €0.05 to €5.00 each, combined with the concurrent: (i) reduction of the total number of such ordinary shares from 53,064,387 to 530,644 corresponding to a ratio of 100 of such ordinary shares for 1 new Ordinary Share; and (ii) the increase of the Issuer's share capital by €0.65, through the capitalisation of an equal amount from the Issuer's special reserve for the purposes of issuing an integer number of such ordinary shares, and (b) decrease of the nominal value of the Issuer's existing ordinary shares from €5.00 to €0.05 each, combined with the concurrent reduction of the Issuer's share capital by the amount of €2,626,687.80, such amount being allocated to a special reserve of the Issuer, without any change in the number of the existing issued Ordinary Shares (as such number is determined pursuant to the above reverse split), to be resolved by the General Meeting of Attica Bank in September 2024.

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