

Investor's update

Athens, 24th July 2024

“Attica Bank S.A.” (“ hereinafter Attica Bank”) announces to investors the following:

Further to the Shareholders' Agreement dated 18 July 2024 (the "Agreement") between the Hellenic Financial Stability Fund and Thrivent Holding Ltd (together, the "Shareholders"), the Bank initiated the necessary actions for the implementation of the specific provisions of the Agreement and the commitments of the Shareholders for the capital enhancement of the credit institution that will result following the merger between Attica Bank and Pancreta Bank ("New Bank") for the purpose of implementing the business plan of the New Bank and the coverage of the additional capital requirements that will arise from the inclusion of portfolios of non-performing exposures of the two banks in the "Hercules III" state guarantee program.

In this context:

(a) The Bank has initiated the securitization process of a portfolio of non-performing exposures with a total book value of €2.3bn, and has applied for the inclusion of the senior notes of the securitization in the Hercules III State Guarantee Programme, with a total value of €750m, and

(b) the Board of Directors of the Bank decided to initiate the merger process between Attica Bank and Pancreta Bank, by absorption of Pancreta Bank by Attica Bank, in accordance with the relevant provisions of company law, L.2515/1997 and L.4601/2019 as applicable and in force (the "Merger"). A similar decision for the commencement of the Merger procedures was also taken by the Board of Directors of Pancreta Bank.

A. Key terms of the Merger

The date of the transformation balance sheet will be December 31st 2023 and the proposed exchange ratio (the “Exchange ratio”) will be calculated with relative valuation of the merging entities divided into a ratio of 90% for Attica Bank and 10% for Pancreta Bank. UBS Europe SE is acting as the Bank’s financial advisor in relation to the Merger, including the Exchange Ratio.

The Exchange Ratio is subject to the receipt by the Boards of Directors of Attica Bank and Pancreta Bank of fairness opinions by independent certified auditors, as appointed, in accordance with the provisions of L.2515/1997 and L.4601/2019.

The completion of the Merger is subject to the approval of the Merger by each of the General Meetings of the merging entities and the receipt of the licenses and approvals required by law by the competent authorities, in accordance with the provisions of

applicable law.

B. Main points of the transaction

The Merger will bring significant benefits to Attica Bank and its shareholders:

- It is a pre-requisite action for the subsequent capital enhancement of the credit institution resulting from the Merger, in accordance with the commitments and as provided for in the Shareholders' Agreement.
- It will lead to the creation of a single financial institution which is estimated to have an NPE ratio below 3%, subject to the inclusion of NPE portfolios of the two credit institutions in the Hercules III State Guarantee Programme.
- With the intended merger and integration of Pancreta Bank's assets, customers, branches and staff, the Bank will further increase its competitiveness compared to other banks, significantly expand its network and operations across the country and increase its turnover and subsequently its profitability.
- It will lead to economies of scale in the case of administrative costs and, in general, to the reduction of operating costs and to the maximization of the efficiency of the administrative organization of the merging credit institutions.

C. HFSF rights

The special rights of the Hellenic Financial Stability Fund ("HFSF"), as provided for in L.3864/2010 and the Framework Agreement between Attica Bank and the HFSF (RFA), remain unchanged.

D. Indicative Timetable of the Merger

The Merger is expected to be completed by mid-September 2024, subject to all necessary corporate decisions of the merging credit institutions and the required licenses and approvals of the competent authorities according to the Law.

In any case, the timing of the Merger depends on unforeseen factors and is subject to change. The Bank will inform investors with regards to the implementation of all steps of the Shareholders' Agreement.



IMPORTANT NOTICE – DISCLAIMER

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