

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**  
**OF SHAREHOLDERS OF COMMON REGISTERED SHARES**  
**(G.E.MI. no 255501000)**

Pursuant to the provisions of L.4548/2018 "Reform of the law of Sociétés Anonymes", as amended and in force, the relevant provisions of L. 2396/1996 on dematerialized shares, the Bank's Articles of Association 34 and 37 and following the Board of Directors' resolution of 04/09/2024, the holders of common registered shares with voting rights of the banking société anonyme company under the company name "ATTICA BANK SOCIETE ANONYME BANKING COMPANY" (henceforth "the Bank"), with registered office in Athens (3-5, Palaion Patron Germanou str.), are invited to the Bank's Extraordinary General Meeting that shall be held on Wednesday 25/09/2024, at 14:00 p.m. in Athens, either via physical presence of the shareholders at the registered office of the Bank in Athens, 3-5, Palaion Patron Germanou str. (6<sup>th</sup> floor) or remotely through teleconferencing under the provisions of art.125 of L.4548/2018 in order to discuss and decide on the following items of the Agenda:

**AGENDA**

1. Increase of the nominal value of the existing common registered shares from €0.05 to €5.00, by simultaneously reducing the total number of the existing common shares by merging one hundred (100) shares into one (reverse split), and, if required for the purpose of achieving an integer number of shares, subsequent increase of the Bank's share capital by capitalizing part of an existing special reserve. Corresponding amendment of Article 5 of the Bank's Articles of Association and granting relevant authorizations to the Bank's Board of Directors.
2. Reduction of the Bank's share capital by the amount of €2,626,687.80 through a reduction of the nominal value of each share from €5.00 to €0.05, with the aim of formation of a special reserve, pursuant to Article 31(2) of Law 4548/2018. Corresponding amendment of Article 5 of the Bank's Articles of Association and granting relevant authorizations to the Board of Directors.
3. Increase of the Bank's share capital by €17,973,468 with the possibility of partial coverage pursuant to Article 28 of Law 4548/2018, by issuing up to 359,469,360 new common registered shares of a nominal value of €0.05 each with payment in cash, and disposal through a public offer and with pre-emption rights in favor of the existing shareholders of the Bank, at an offer price of €1.87 per share, through a public offering with a pre-emptive rights in favor of the existing shareholders. Granting of relevant authorizations to the Board of Directors.
4. Issuance of up to 359,469,360 warrants with the possibility of partial coverage, pursuant to Article 28 of Law 4548/2018, which will be offered to participants of the Bank's share capital increase, excluding the pre-emption right of the Bank's existing shareholders, pursuant to Article 27(1) of Law 4548/2018.
5. Approval of the termination of the Bank's inclusion (as the universal successor of "PANCRETA BANK S.A.") under the special framework of the provisions of Article 27A(1) of Law 4172/2013.
6. Other items.

In the event that the quorum required by Law regarding all or some items of the agenda is not formed, the holders of common registered shares with voting rights are invited to a Repeat Extraordinary General Meeting that shall be held on Tuesday, 01/10/2024, at 10:00 a.m., via physical presence of the shareholders at the registered office of the Bank in Athens, 3-5, Palaion Patron Germanou str. (6<sup>th</sup> floor), or remotely through teleconferencing (with the use of audiovisual electronic means).

It is noted that no new notice of the Repeat Extraordinary General Meeting shall be published, pursuant to article 130 par. 2 of Law 4548/2018 as in force.

According to the Regulation (EU) 2018/1212 of the European Commission as in force, the Extraordinary General Meeting will be held, taking into account the provisions of the above-mentioned Regulation.

Pursuant to article 121 par. 4 of Law 4548/2018, as amended and in force, the Bank informs shareholders of the following:

#### **A. RIGHT TO PARTICIPATE IN THE GENERAL MEETING**

In the extraordinary General Meeting, as well as in the Repeat General Meeting the natural persons or corporate entities are entitled to participate and vote that have the shareholder status at the start of the fifth day before the date of the General Meeting (record date), i.e. on 20/09/2024. Each common registered share confers the right of one vote.

The said record date also applies in the case of a postponed or repeat meeting, provided that the postponed or repeat meeting shall not be later than thirty (30) days from the record date. If any adjourned meeting of the General Meeting is more than thirty (30) days from the Record Date, anyone who has the shareholder status is entitled to participate in accordance with the above at the beginning of the third (3rd) day before the day of the adjourned General Meeting.

For the Bank, any person appearing as a shareholder (i.e. holder of common registered shares of the Bank) registered in the electronic registry of the Bank's dematerialized shares in the Intangible Securities System (I.S.S.), managed by the "Hellenic Central Securities Depository" (H.C.S.D.), or those identified as such through registered intermediaries or other intermediaries, in line with the legislative provisions (L.4548/2018, L.4569/2019, L. 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of the Hellenic Central Securities Depository, (F.E.K.B/1007/16.03.2021) has the right to participate in the Extraordinary General Meeting.

The shareholder status on the Record Date shall be proven through a direct electronic connection of the Bank to the records of the D.S.S. or through intermediaries in line with the above provisions. A shareholder may participate in the General Meeting through confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason justifying this refusal in accordance with the applicable provisions (art.19 para.1 L.4569/2018, art. 124 of Law 4548/2018).

In the event that a Repeat General Meeting is held on 01/10/2024, shareholders registered in the Bank's registry of shareholders on the original record date (start of 20/09/2024) shall have the right to participate and vote. The exercise of the said rights does not require the freezing of the beneficiary's shares or the observance of any other similar procedure that may restrict the ability to sell and transfer such shares during the period between the Record Date and the General Meeting.

The meeting shall be held exclusively in Greek.

#### **B. PROCEDURE FOR PARTICIPATING, WATCHING AND VOTING IN PERSON IN THE GENERAL MEETING THROUGH TELECONFERENCING**

Shareholders may participate and vote in the Extraordinary General Meeting of 25<sup>th</sup> September 2024 or any Repeat General Meeting held remotely in real time through teleconferencing or with physical presence.

The participation and voting with physical presence shall be conducted according to the provisions of L.4548/2028 and the Bank's Articles of Association.

For the participation and voting in the Annual General Meeting of September 25, 2024 or in any Repeat Meeting either with physical presence at the venue of the Meeting in real time or through a teleconference application on an online platform, shareholders may, in advance, be informed about the processing of their personal data in accordance with the "NOTIFICATION OF ATTICA BANK SOCIETE ANONYME SHAREHOLDERS FOR THE PROCESSING OF THEIR PERSONAL DATA IN ACCORDANCE WITH THE REGULATION (EU) 2016/679 AND THE RELEVANT GREEK LEGISLATION" as well as the "SUPPLEMENTARY INFORMATION OF ATTICA BANK SOCIETE ANONYME SHAREHOLDERS AND OTHER PARTICIPANTS, EITHER PHYSICALLY OR REMOTELY, AT THE ANNUAL GENERAL MEETING OF 25/09/2024, FOR THE PROCESSING OF THEIR PERSONAL DATA IN ACCORDANCE WITH REGULATION (EU) 2016/679 AND LAW 4624/2019". In addition, if the Shareholders participate remotely in the General Meeting, they agree that it will be held in accordance with the provisions of the form "Terms and conditions of the Remote General Meeting of Shareholders of the société anonyme under the name "ATTICA BANK BANKING SOCIETE ANONYME".

For the participation and voting of shareholders or any proxy thereof without physical presence, it is required to create and use an online account on the electronic platform developed by Hellenic Exchanges-Athens Stock Exchange S.A. for the purposes of providing services to listed companies regarding the conduction of General Meetings remotely in real time through teleconferencing on the webpage <https://axia.athexgroup.gr>. To access the electronic platform, a computer or a smartphone or tablet with a browser installed and Internet connection are required.

The online platform is provided by the company "HELLENIC CENTRAL SECURITIES DEPOSITORY", while for the ZOOM meeting, tools/services from the company ZOOM Video Communications Inc.

To create an account for the shareholder or the proxy thereof on the said platform, a valid email and the mobile phone of the shareholder or any proxy thereof are required.

If, on accessing the internet platform the above information entered by the shareholder does not match the data registered in the Intangible Securities System and have been provided to the Company by the Hellenic Central Securities Depository or by the intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

To this end, shareholders are requested to contact without delay the Securities Account Operator where they keep the Bank's shares or any other intermediary providing them custody services as regards the Bank's shares, as appropriate, in order to communicate or/and update a valid email address and a mobile phone number (in the case of a corporate entity of their legal representative) for the purposes of their identification. If shareholders have not completed the aforementioned identification process, they shall not be able to register and participate through teleconferencing in the General Meeting.

The Bank shall also publish on its website further instructions regarding the participation in the General Meeting through teleconferencing and shall also send them via email to the shareholders who have completed the aforementioned registration procedure on the platform of Hellenic Exchanges-Athens Stock Exchange S.A. and have the right to participate in the Extraordinary General Meeting or any Repeat General Meeting. The

Bank may also apply and communicate any specialized implementation procedures regarding the remote participation and use of electronic means required for the participation on the Bank's website.

For any inquiries and information, shareholders can contact the Bank's Department of Treasury Support & Capital Markets and Register of shareholders by email [custodyservices@atticabank.gr](mailto:custodyservices@atticabank.gr) or by phone at 210 3669571 and 210 3669573 daily on working days and hours.

In addition, from the date of publication of this notice until the completion of the General Meeting, information and support will be provided to shareholders and the proxies, for issues related to the conduct of the General Meeting through the AXIA e-SM platform (e.g. login, voting, etc.) thereof by phone at 210 3366426 or by email to [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

On the date of the General Meeting the Shareholders in order to participate should log in on time through the online platform, within sixty minutes (60') before the start time of the General Meeting announced in the Notice and declare the number of voting rights with which they will participate in the General Meeting and vote and, if they wish to amend it (toward the smallest).

Shareholders who will participate in the General Meeting through teleconferencing in real time are taken into account regarding the quorum and majority formation and they will be able to exercise their rights effectively during the General Meeting.

Shareholders who have successfully joined the online platform, will participate through a link sent to them by e-mail. By activating the teleconferencing application (ZOOM) through the link in the beginning of the General Meeting, the shareholders will be able:

- a) to watch the General Meeting through electronic or audiovisual means,
- b) to speak before and address the General Meeting during the meeting,

and, at the same time, through the internet platform they will have the ability to:

c) to vote in real time during the General Meeting on the items of the agenda. As regards voting, there are three options for every item of the agenda: FOR, AGAINST, ABSTAIN. The vote is final and cannot be revoked.

d) to receive information regarding the registration of their vote.

If a shareholder has declared his participation via teleconference, he can also be present in person, but he can vote only once, either in person or through the video conference application on the online platform.

The vote is final and cannot be revoked.

### **C. PROCEDURE FOR PARTICIPATING AND VOTING BY PROXY**

The shareholder may participate in the General Meeting and cast a vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies for one or more General Meetings and for a specified period of time. Legal persons may appoint up to three (3) natural persons as their proxies. In order to log into the system, a unique valid email and a unique mobile phone number (of a shareholder or proxy/representative) must be designated. Therefore, if more than one proxies are appointed, for the purposes of identification, the information regarding the first appointed proxy/representative shall be taken into account. However, if the shareholder owns shares of the Bank that are held in more than one Securities Account, such limitation shall not prevent the shareholder from appointing separate proxies for the shares appearing in each Securities

Account in relation to the Extraordinary General Meeting. A proxy acting for more than one shareholders may vote differently for each shareholder. The shareholder's proxy must communicate to the Bank, before the beginning of the General Meeting, any particular event that may be useful to the shareholders in order for them to estimate the risk of the proxy serving other interests apart from the shareholder's. In the sense of this paragraph, conflict of interest may arise, in particular when a proxy:

a) is a shareholder controlling the Bank or another legal person or entity controlled by such shareholder,

b) is a member of the Board of Directors or in general of the Bank's administration or of a shareholder controlling the Bank or another legal person or entity controlled by a shareholder controlling the Bank,

c) is an employee or auditor of the Bank or of a shareholder controlling the Bank or another legal person or entity controlled by a shareholder controlling the Bank,

d) is a spouse or a first degree relative of a natural person referred to under points (a) to (c) hereinabove.

The proxy shall vote in accordance with the shareholder's instructions, if any, and is required to keep a record of the voting instructions for at least one (1) year from the date of the General Meeting, or in case of postponement, of the last Repeat Meeting where the authorization to participate was used. Any non-compliance of the proxy with the instructions received does not affect the validity of the General Meeting's resolutions, even if the proxy's vote was decisive for achieving majority. The Bank shall not be liable for non-compliance with the instructions which is a matter concerning the relationship between the shareholder and the representative.

The appointment and revocation or replacement of a shareholder's representative or proxy shall be made either in writing or by electronic means and shall be notified to the Bank at least forty-eight (48) hours before the specified date of the General Meeting, i.e. until 23/09/2024. In the event of shareholders-legal persons, the Bank reserves the right to inspect the authorization and representation thereof. In case of non-compliance with the provisions of article 128 par. 4 of Law 4548/2018, such shareholders shall participate in the General Meeting, unless the General Meeting rejects such participation on important grounds justifying such rejection.

Particularly, for the participation of the shareholder through a proxy in the General Meeting of 25 September 2024 or any Repeat thereof, remotely in real time via teleconference, the shareholder or the Participant of the Securities Account in the DSS or other intermediary acting as custodian of the shareholder through which the shares are maintained, may appoint up to one (1) proxy, the appointment is required to be made at least forty-eight (48) hours before the date of the General Meeting (i.e. no later than 23/09/2024 at 14:00 p.m. for the initial General Meeting and no later than 29/09/2024 at 10:00 a.m. for the Repeat General Meeting).

As soon as the Bank receives the aforementioned information and based on the representative's email and mobile phone number, as stated on the form of representation, the representative's account on the electronic platform shall be created. The representative shall be informed via email to activate their account in order to be able to exercise the shareholder's rights pursuant to the aforementioned stipulations and the specific provisions and terms pursuant to point B above. The representative's /proxy's email and mobile phone number must be filled in on the relevant form of appointment in order for them to be able to participate in the General Meeting.

The Bank shall make available on its website <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/> the relevant "Form of proxy appointment" and "Form of revocation of the proxy appointment" for the appointment or the revocation or the replacement of proxy. These forms, filled in and signed by the shareholder must be sent by email to [custodyservices@atticabank.gr](mailto:custodyservices@atticabank.gr). The notification of the appointment and revocation or replacement of a representative by electronic means is made in the case of shareholders identified through intermediaries, through confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediaries. The beneficiary is requested to confirm that the form of appointment of proxy has been successfully sent and received by the Bank by calling at 210 3669571 and 210 3669573 on working days and hours.

Granting a power of attorney can be freely revoked, and if more than one forms of appointment of proxy are sent to the Bank, the last one received within the specified deadline shall be taken into account.

### **MINORITY RIGHTS**

1. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include in the agenda of the already convened General Meeting additional items provided that the Board of Directors receives the relevant request at least fifteen (15) days before the date of the General Meeting, i.e. by 10/09/2024. The request to include additional items in the agenda shall be accompanied by a justification or a draft resolution to be approved at the General Meeting and the revised agenda shall be published in the same way, as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. by 12/09/2024, and, at the same time, shall be made available to shareholders on the Bank's website, along with the justification or the draft resolution filed by the shareholders, pursuant to the stipulations of paragraph 4 of article 123 of Law 4548/2018. If such items are not published, the shareholders filing the request have the right to request the postponement of the General Meeting, pursuant to paragraph 5 of article 141 of Law 4548/2018, and publish them themselves, pursuant to the stipulations of the second case of this paragraph, at the expense of the Bank.

2. Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft resolutions on items included in the original or revised agenda of a General Meeting. Such request must be submitted to the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. by 18/09/2024, and the draft resolutions must be made available to the shareholders pursuant to the stipulations of paragraph 3 of article 123 of Law 4548/2018, at least six (6) days before the date of the General Meeting, i.e. by 19/09/2024. The Board of Directors is not obliged to include items in the agenda nor publish or disclose them along with the justification and draft resolutions filed by the shareholders, if the content thereof is obviously contrary to the law and to the accepted principles of morality.

3. At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up share capital, the Chairman of the General Meeting is obliged to postpone only once the decision-making by the extraordinary General Meeting on all or any of the items, and set the date to continue the meeting on the date specified in the shareholders' request; such date shall not be later than twenty (20) days as of the date of the postponement. Such General Meeting constitutes a continuation of the previous one and a repeat of the publication formalities of an invitation to shareholders is not required, whilst new shareholders may also participate therein, in compliance with the provisions of par. 6 of article 124 of Law 4548/2018.

4. At the request of any shareholder filed with the Bank at least five (5) full days before the date of the General Meeting, i.e. by 19/09/2024, the Board of Directors shall provide the General Meeting with any such specific information on the Bank's affairs as may be requested, insofar as such information is relevant to the

items on the agenda. The obligation to provide information does not apply when the relevant information is already available on the Bank's website, particularly in the form of questions and answers. The Board of Directors may refuse to provide the information for good, substantial reasons, and this should be recorded in the minutes. Such reasons might be, where appropriate, the representation of the requesting shareholders in the Board of Directors, pursuant to articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may give a single response to shareholder requests of the same content.

5. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, filed with the Bank within the period specified in the previous paragraph, i.e. by 19/09/2024, the Board of Directors is obliged to provide the General Meeting with information on the course of the Bank's business affairs and financial status. The Board of Directors may refuse to provide such information for good, substantial reasons and this should be recorded in the minutes. Such reasons might be, where appropriate, the representation of the requesting shareholders in the Board of Directors, pursuant to articles 79 or 80 of Law 4548/2018, provided that the respective members of the Board of Directors have received the relevant information in a sufficient manner.

6. In all cases of article 141 of Law 4548/2018, the requesting shareholders are required to prove their shareholder status and, with the exception of the first case of paragraph 6 of the above Law, the number of shares held by them at the time of exercising the relevant right. Shareholder status may be proven by all legal means and, on all occasions, on the basis of information received by the Bank from the Central Securities Depository, if register services are provided, or by the participants and registered intermediaries in the Central Securities Depository in any other case.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The information under par. 3 and 4 of article 123 of Law 4548/2018, including the invitation to the General Meeting, the forms of appointment and revocation of a proxy, the total number of shares and minority rights that the shares entail in the day of the invitation, the documents submitted to the General Meeting, the information regarding the exercise of minority rights of par.2,3,6 and 7 of art.141 of L. 4548/2018 and the draft resolutions on all items of the agenda shall be made available in electronic form on the Bank's website [www.atticabank.gr](http://www.atticabank.gr).

Athens, 04/09/2024

By order of the Board of Directors  
The Chairman of the BoD