



## PANCRETA BANK

### INVITATION

Thursday, May 05<sup>th</sup>, 2022 at 11:00 a.m.

**TO THE SHAREHOLDERS OF PANCRETA BANK SOCIETE ANONYME**

**TO EXTRAORDINARY GENERAL MEETING**

**(COMMERCIAL REGISTRATION NUMBER 077156527000)**

**(Repetitive General Meeting, May 11<sup>th</sup>, 2022 at 11:00 a.m.)**

Pursuant to the provisions of L. 4548/2018 “Reformation of the Law on Societes Anonymes” and in particular pursuant to the provisions of articles 120 par. 3 and 125 thereof as in force after their amendment by article 23 of L. 4712/2020 (Gov. Gazette A 146/29.7.2020), as well as the provisions of the Bank’s Articles of Association and upon the resolution of its Board of Directors dated April 13<sup>th</sup>, 2022, the Shareholders of the Banking Societe Anonyme under the trade name “**PANCRETA BANK SOCIETE ANONYME**” (hereinafter the “**Bank**”) are invited to an Extraordinary General Meeting which will convene on **May 5<sup>th</sup>, 2022, day of the week Thursday and time 11:00a.m.**, entirely with the remote participation of the Shareholders via teleconference as provided for in article 125 of the above L. 4548/2018, as amended by article 23 of the L. 4712/2020 ( O.G.G. A’146/29.7.2020) for the protection of the Shareholders wishing to participate, given that there is a significant reason for this due to the coronavirus COVID-19.

In the event that the required quorum is not reached for the items of the Daily Agenda, the Shareholders are invited to a Repetitive General Meeting on **May 11<sup>th</sup>, 2022, day of the week Wednesday and time 11:00a.m.** The Repetitive General Meeting shall convene for the above significant reason entirely remotely with the participation of the Shareholders via teleconference. It is noted that a new invitation for the Repetitive General Meeting will not be published (article 130 par. 2 L. 4548/2018).

### ITEMS OF THE DAILY AGENDA

1. Reduction of the nominal value of each share of the Bank from 5 euros to 0.50 euros, and simultaneous increase of the total number of shares from 7,896,668 to 78,966,680 common registered shares (split), replacement of each one (1) old common registered share with ten (10) new common registered shares and a respective amendment of Article 5 of the Bank's Articles of Association. Granting of authorizations to the Bank’s Board of Directors for the implementation of the above decision.
2. Increase of the Share Capital of the Bank (as such as it will be determined according to the first item of this agenda) up to the amount of Euro thirty-nine million, four hundred and eighty-three thousand three hundred forty (€39,483,340), by cash payment and issuance of seventy-eight million nine hundred and sixty-six thousand six hundred eighty (78,966,680) new common registered shares with voting right, of nominal value of €0.50 each which will be allocated to the existing Shareholders of the Bank though the exercise of their pre-emptive right, and a respective amendment of Article 5 of the Bank's Articles of Association. Provision of increase of the share capital up to the amount of the subscription in accordance of article 28 par. 1 of Law 4548/2018. Granting of authorization according to article 25 par. 2 law 4548/2018 to the Board of Directors of the Bank, for the determination of the offering price of the new shares and in order to take all the necessary steps for completing the above increase of its share capital.

PANCRETA BANK S.A.

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3. Informing the shareholders in relation to the actions of the Management so far regarding the intended merger with the Civil Liability Credit Cooperative under the name "COOPERATIVE BANK OF CHANIA Limited Liability Cooperative" and with the distinctive name "COOPERATIVE BANK OF CHANIA". Approval of the above actions as well as of the signing of a Private Agreement with the Management of the above Credit Cooperative, about this issue and informing the Shareholders of the schedule of further steps of the merger.
4. Various announcements

In the Extraordinary General Meeting of May 5<sup>th</sup>, 2022 and the Repetitive General Meeting of May 11<sup>th</sup>, 2022, the members of the Board of Directors of the Bank and its Auditors may participate via teleconference as provided for in article 127 par. 3 of L. 4548/2018.



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

In the General Meeting of May 05<sup>th</sup>, 2022 or the Repetitive General Meeting of May 11<sup>th</sup>, 2022, each shareholder, who bears and proves this capacity on the day on the General Meeting or the Repetitive General Meeting is entitled to participate in person or via a representative (128 par. 1 L. 4548/2018). Each share has one voting right.

Shareholders which are legal entities participate in the above General Meeting and the Repetitive General Meeting through their representatives.

In the event of co-ownership of a share, the rights of the co-owners are exercised by a common representative (article 7 par. 1 of the Bank's Articles of Association). For as long as they do not appoint him/her, the rights arising from the share shall be suspended (article 53 par. 2 of L. 4548/2018).

In the event of usufruct or pledge over a share, the voting right shall be exercised by the usufructuary or the pledgor, unless agreed otherwise.

## **B. PARTICIPATION AND VOTING OF THE SHAREHOLDERS REMOTELY VIA TELECONFERENCE**

In order for the Shareholders to participate and vote in the General Meeting of May 5<sup>th</sup>, 2022 or the Repetitive General Meeting of May 11<sup>th</sup>, 2022 which will be held as per the above remotely in real time via teleconference, the creation and use of an electronic account of the Shareholders or any representative thereof through the online platform which has been created for the provision of services for the conduct of General Meeting on the website <https://pancretabank.gr> is required.

For access to the online voting platform a computer or a mobile smart phone or a tablet with an installed web browser and access to the internet is required.

For the creation of the account of the Shareholder or its representative in the above online voting platform a valid e-mail address and the shareholder's or any representative's thereof mobile phone is required.

In the event that during entry into the electronic voting platform the above data entered by the Shareholder do not match the data registered in the Bank's Shareholder Registry, the Shareholders must update them in order to be able to create an account.

For this purpose, the Shareholders must immediately update their valid e-mail address and their mobile phone number for their identification:

- (a) At any Branch of the Bank.
- (b) By a valid solemn declaration which shall be sent via e-mail to the address [shareholders@pancretabank.gr](mailto:shareholders@pancretabank.gr) digitally signed with the use of a qualified digital signature

certificate (qualified certificate), or certified electronically for the authenticity of their signature through the website gov.gr.

Analytical instructions of use of the electronic platform for participation in the voting of the General Meeting via teleconference will be posted on the Bank's website and will be sent by the Bank via e-mail to the Shareholders who completed the above procedure and are entitled to participate in the Extraordinary General Meeting or the Repetitive General Meeting.

The Shareholders participating in the General Meeting of May 5<sup>th</sup>, 2022 or the Repetitive General Meeting of May 11<sup>th</sup>, 2022 remotely via teleconference are taken into account for the formation of the quorum and majority (article 125 par. 2 of L. 4548/2018) and have the ability in real time (two-way communication):

- (a) To watch with electronic or audiovisual means the conduct of the General Meeting/the Repetitive General Meeting.
- (b) To take the floor and to address the General Meeting/Repetitive General Meeting in writing, making requests, posing questions, answers and views.
- (c) To vote during the General Meeting/the Repetitive General Meeting on the items of the daily agenda.
- (d) To receive information on the registration of their vote.

## **C. PARTICIPATION PROCEDURE AND VOTING THROUGH A REPRESENTATIVE**

The Shareholders may also participate in the General Meeting of May 5<sup>th</sup>, 2022 and/or the Repetitive General Meeting of May 11<sup>th</sup>, 2022 via a legally authorized representative. The power of attorney granted may be revoked freely.

A representative acting for more than one Shareholder may vote differently for each Shareholder.

The representative votes in accordance with the Shareholder's instructions, if provided. Any non-compliance of the representative with the instructions received shall not affect the validity of the resolutions of the General, even if the vote of the representative was decisive for the attainment of the majority (article 128 par. 3 of L. 4548/2018).

For the participation of the Shareholder via a representative in the General Meeting of May 5<sup>th</sup>, 2022 and/or the Repetitive General Meeting of May 11<sup>th</sup>, 2022 remotely in real time, the Shareholder may appoint up to one (1) representative.

The appointment or revocation or replacement of the Shareholder's representative in the General Meeting of May 5<sup>th</sup>, 2022 or the Repetitive General Meeting of May 11<sup>th</sup>, 2022 in order to participate and vote remotely via teleconference shall be submitted in writing to the Bank's Shareholder Registry Office (5 Ikarou Ave.,



Kastrinogianni Building, 2<sup>nd</sup> floor, Heraklion, Crete) or notified to the Bank via e-mail at the address [shareholders@pancretabank.gr](mailto:shareholders@pancretabank.gr) pursuant to article 14 par. 3 of the Bank's Articles of Association the latest before the General Meeting or the Repetitive General Meeting (article 128 par. 3 of L. 4548/2018).

However, it is recommended to the Shareholders due to the conduct of the General Meeting and/or the Repetitive General Meeting via teleconference, that the appointment, revocation or replacement of their representative be submitted to the Bank either in writing or via electronic means at least forty eight (48) hours prior to such actions for the facility of both the Shareholders as well as the works of the General Meeting.

Upon receipt of the above details by the Bank and with the e-mail address and mobile phone of the representative, the latter shall be notified via e-mail in order to proceed with the activation of his/her account so as to exercise the rights of the Shareholder as per the above under B.

The Bank has available a form for the appointment of a representative for participation in the General Meeting of May 5<sup>th</sup>, 2022 or the Repetitive General Meeting of May 11<sup>th</sup>, 2022 remotely in real time via teleconference which is available to the Shareholders in electronic form on the Bank's website <https://www.pancretabank.gr/en>, in hard copy form at the Bank's Shareholders' Registry Office (5 Ikarou Ave., Kastrinogianni Building, 2<sup>nd</sup> floor, Heraklion, Crete), tel: +30 2810 338863, +30 2810 338865 and +30 2810 338866 (Messrs. N. Panteris, Z. Konstantinou, E. Kaparaki) at the Bank's Branches and shall either be submitted to the Bank verified for the authenticity of its signature at the Bank's Shareholders' Registry Office at the address (5 Ikarou Ave., Kastrinogianni Building, 2<sup>nd</sup> floor, Heraklion, Crete), or sent digitally signed with a qualified digital signature certificate (qualified certificate), or certified electronically for the authenticity of the signature through the website [gov.gr](http://gov.gr) by the Shareholder or its representative in the case of a legal entity, to the e-mail address [shareholders@pancretabank.gr](mailto:shareholders@pancretabank.gr).

The Shareholders are kindly requested to confirm receipt of the representative appointment form by the Bank from the Shareholders' Registry Office (5 Ikarou Ave., Kastrinogianni Building, 2<sup>nd</sup> floor, Heraklion, Crete), tel: +30 2810 338863, +30 2810 338865 and +30 2810 338866 (Messrs. N. Panteris, Z. Konstantinou, E. Kaparaki), working days between 10:00-16:00, at least forty eight (48) hours prior to such actions for the facility of both the Shareholders as well as the works of the General Meeting.

#### **D. FORMS AND INFORMATION**

The present invitation, the documents related thereto which will be submitted to the Extraordinary General Meeting, the representative appointment form and further information are posted on the Bank's website <https://www.pancretabank.gr/en> and are available in hard copy form at the Bank's Shareholders' Registry Office (5 Ikarou Ave., Kastrinogianni Building, 2<sup>nd</sup> floor, Heraklion, Crete), as well as its Branches.

For any questions, information and instructions, the Shareholders may contact the Shareholders' Registry Office via e-mail [shareholders@pancretabank.gr](mailto:shareholders@pancretabank.gr) and at the address 5 Ikarou Ave., Kastrinogianni Building, 2<sup>nd</sup> floor, Heraklion, Crete), tel: +30 2810 338863 +30 2810 338865 and +30 2810 338866 (Messrs. N. Panteris, Z. Konstantinou, E. Kaparaki), working days between 10:00-16:00.

#### **E. PERSONAL DATA**

The Bank processes personal data in accordance with the existing European and national legal and regulatory framework and as analytically referenced in the Bank's Privacy Notice for the processing of personal data which is constantly posted on the Bank's website ([www.pancretabank.gr/en/general/privacypolicy](https://www.pancretabank.gr/en/general/privacypolicy)).

**Heraklion, April 13<sup>th</sup>, 2022**

**For the Board of Directors**