



 **attica bank**

**DRAFT RESOLUTIONS / COMMENTS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE AGENDA OF  
THE ORDINARY GENERAL MEETING OF JULY 10<sup>th</sup> 2025**

The Board of Directors invites the shareholders of Attica Bank S.A. to discuss and decide on the following items on the agenda of the Ordinary General Meeting:

**Item 1: Submission and approval of the Annual Financial Report for the Bank and the Group for the financial year 2024 (01.01.2024 - 31.12.2024), that include the Annual Financial Statements of the Bank on a stand-alone and consolidated basis as well as the Board of Directors' and the Auditors' Reports.**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

The Board of Directors files for approval to the General Meeting the Annual Financial Report for the fiscal year 2024 for the Bank and the Group (01.01.2024 – 31.12.2024) that include the Annual Financial Statements on a standalone and consolidated basis (including the Sustainability Report) as well as the Management Report of the Board of Directors and the Audit Report of the Statutory Auditors that was approved by the Board of Directors of the Bank on 10/03/2025. The Annual Financial report as well as the reports and the Annual Financial Statements have been disclosed and will remain available at the official website of the Bank via the following link: [https://www.atticabank.gr/media/en/file/2025/03/attica-bank-annual-report-fy-2024\\_en.pdf](https://www.atticabank.gr/media/en/file/2025/03/attica-bank-annual-report-fy-2024_en.pdf)

In accordance with the applicable legal and regulatory framework, the Board of Directors recommends to the General Meeting not to distribute dividend (either in cash or in shares) to the holders of common shares.

**Item 2: Approval in accordance with article 108 of Law 4548/2018 of the overall management conducted during the corporate fiscal year 2024 (01.01.2024 - 31.12.2024) and release of the auditors for the said corporate fiscal year.**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

The General Meeting of the Bank is called to approve, in accordance with article 108 of Law 4548/2018, the overall management conducted during the corporate fiscal year 2024 (01.01.2024 - 31.12.2024) and the release of the auditors for the said corporate fiscal year.

**Item 3: Appointment of Statutory Auditors for the corporate fiscal year 2025 (01.01.2025 - 31.12.2025).**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	

Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
------------------------	--	--

The Board of Directors, following the suggestion of the Audit Committee of the Bank, recommends to the General Meeting to approve the assignment of the ordinary audit of the individual and the consolidated financial statements of the Bank and of the subsidiaries Attica Bancassurance SA and Pancreta Factors SA including the assurance in regards to the submission of the Sustainability Report as well as the tax audit of the Bank and its subsidiaries for the corporate fiscal year 2025 (01.01.2025 - 31.12.2025) to the audit firm "Grant Thornton" with an annual fee of €994.5k plus VAT, which is reasonable, corresponds to the market conditions based on the tasks of the audit firm and was evaluated in accordance with the framework currently in force. It is noted that Grant Thornton was appointed for the first time to conduct the ordinary audit of the Bank for the financial year 2023. The conduct of the ordinary audit has been assigned to Mr. Xynas (SOEL Reg. No 34081) and Mr. Kazas (SOEL Reg. No 55641) and in case of impediment, Mr. Michalios (SOEL Reg. No 25131) and Mrs. Gerasimopoulou (SOEL Reg. No 32071) have been appointed as alternate auditors.

**Item 4: Submission for discussion and voting of the Remuneration Report for the corporate fiscal year 2024 pursuant to article 112 of Law 4548/2018 and approval of remuneration and compensation of the members of the Board of Directors for the corporate fiscal year 2024 (01.01.2024 - 31.12.2024)**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

The Board of Directors, following recommendation of the Corporate Governance, Nominations, Human Resources and Remuneration Committee submits to the General Meeting for discussion and voting, the Remuneration Report for the fiscal year 2024 pursuant to article 112 of L. 4548/2018, which has been audited by the competent bodies of the Bank as well as the auditors. In particular, the above Committee, after reviewing the content of the above Report, expressed its positive opinion, agreeing with the suggestion to the Board of Directors on this and proposed its submission to the upcoming Annual General Meeting for discussion and approval. The vote of the shareholders is advisory. The annual Remuneration Report along with the auditor's report is available at the official website of the Bank via the following link: <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/>

Furthermore, it submits for approval the remuneration and compensation of the members of the Board of Directors for the fiscal year 2024 (01.01.2024 - 31.12.2024). An analysis of the remunerations/compensations and relevant explanations as well as the conditions of the relevant agreements are presented in detail in the above Remuneration Report for the fiscal year 2024.

**Item 5: Preliminary approval of remuneration of the members of the Board of Directors for the period until the next Ordinary General Meeting**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	

Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
------------------------	--	--

The Board of Directors suggests to the General Meeting to permit, pursuant to article 109§4 of L. 4548/2018 the granting of remuneration to the members of the Board of Directors until the next Ordinary General Meeting.

The total remuneration of the BoD members for the fiscal year 2025 shall not exceed the amount of € 1.7 mln on an annual basis.

**Item 6: Approval of the modified Suitability Policy and the Nomination of Candidate BoD Members, in accordance with article 3 of L. 4706/2020**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

The Board of Directors, following a relevant recommendation by the Corporate Governance, Nominations, Human Resources and Remuneration Committee, submits for approval to the General Meeting the amended Policy on the Suitability and Nomination of Candidate BoD Members, in accordance with article 3 of Law 4706/2020, which has been posted and will remain available on the Bank's website through the link: <https://www.atticabank.gr/el/archives/genikes-synelefsis/etos-2025/>.

**Item 7: Amendment of Articles 1 (Name), 2 (Purpose), 13 (Composition and Term of Office), 42 (Minutes), 43 (Dissolution and Liquidation) of the Bank's Articles of Association**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

The Board of Directors recommends to the General Meeting the amendment of articles 1 (Name), 2 (Purpose), 13 (Composition and Term of Office), 42 (Minutes), 43 (Dissolution and Liquidation) of the Bank's Articles of Association in accordance with the provisions of L.4548/2018 and 4261/2014.

AMENDMENT OF ARTICLE (TRACK CHANGES)	ARTICLES FOLLOWING AMENDMENTS
<p><b>ARTICLE 2</b></p> <p><b>PURPOSE</b></p> <p>1. ....</p> <p>2. The Bank's objectives include the following tasks and activities:</p> <p>2.1. The acceptance, with interest or interest, of any form of deposits or other repayable funds <del>in euros, foreign currency or foreign currency.</del></p>	<p><b>ARTICLE 2</b></p> <p><b>PURPOSE</b></p> <p>1. ....</p> <p>2. The Bank's objectives include the following tasks and activities:</p> <p>2.1 The acceptance, with interest or interest, of any form of deposits or other repayable funds</p>



<p>2.2. The granting of loans and credits of all kinds, including, but not limited to: consumer credit, credit agreements in relation to immovable property, factoring operations with or without a right of reference and the financing of commercial transactions (including forfaiting); <del>the acquisition or assignment of claims, the intermediation of business financing or cooperation between them;</del></p> <p>2.3. The acquisition or assignment of claims, the intermediation of the financing of undertakings or cooperation between them</p> <p>2.4. The provision of guarantees and undertaking.</p> <p>2.5. The receipt of loans, credits or guarantees and the issuance of debt securities for the raising of capital as well as the issuance of bond loans.</p> <p>2.6. Factoring.</p> <p>2.7. Leasing.</p> <p>2.8. The distribution of insurance products, within the meaning of Law 4583/2018, as in force from time to time, in the name and on behalf of one or more insurance companies (Insurance Agent)</p> <p>2.9. The execution of payment transactions, transfers of funds and payment services in accordance with Law 4537/2018, as in force.</p> <p>2.10. The issuance and management of means of payment (credit and debit cards, travel and bank cheques, etc.).</p> <p>2.11. The issuance of electronic money, including electronic money tokens, as defined in para. 7) of par. 1 of Article 3 of Regulation (EU) 2023/1114 of the European Parliament and of the Council of 31 May 2023 on markets in crypto-assets and amending Regulations (EU) 1093/2010 and (EU) 1095/2010 and Directives 2013/36/EU and (EU) 2019/1937 (L 150)</p> <p>2.12. The lease of vault safes.</p> <p>2.13. The collection, processing and provision of commercial information, including third-party credit rating services.</p> <p>2.14. To provide services and advice to businesses on capital structure, business industrial strategy, and related consulting and services in the areas of mergers, demergers, transformations and acquisitions.</p> <p>2.15. The provision of financial restructuring or resolution services.</p> <p>2.16. The purchase and sale of precious metals and materials.</p>	<p>2.2 The granting of loans and credits of all kinds, including, but not limited to: consumer credit, credit agreements in relation to immovable property, factoring operations with or without a right of reference and the financing of commercial transactions (including forfaiting)</p> <p>2.3. The acquisition or assignment of claims, the intermediation of the financing of undertakings or cooperation between them</p> <p>2.4. The provision of guarantees and undertaking.</p> <p>2.5. The receipt of loans, credits or guarantees and the issuance of debt securities for the raising of capital as well as the issuance of bond loans.</p> <p>2.6. Factoring.</p> <p>2.7. Leasing.</p> <p>2.8. The distribution of insurance products, within the meaning of Law 4583/2018, as in force from time to time, in the name and on behalf of one or more insurance companies (Insurance Agent)</p> <p>2.9. The execution of payment transactions, transfers of funds and payment services in accordance with Law 4537/2018, as in force.</p> <p>2.10. The issuance and management of means of payment (credit and debit cards, travel and bank cheques, etc.).</p> <p>2.11. The issuance of electronic money, including electronic money tokens, as defined in para. 7) of par. 1 of Article 3 of Regulation (EU) 2023/1114 of the European Parliament and of the Council of 31 May 2023 on markets in crypto-assets and amending Regulations (EU) 1093/2010 and (EU) 1095/2010 and Directives 2013/36/EU and (EU) 2019/1937 (L 150)</p> <p>2.12. The lease of vault safes.</p> <p>2.13. The collection, processing and provision of commercial information, including third-party credit rating services.</p> <p>2.14. To provide services and advice to businesses on capital structure, industrial strategy, and related consulting and services in the areas of mergers, transformations and acquisitions.</p> <p>2.15. The provision of financial restructuring or resolution services.</p> <p>2.16. The purchase and sale of precious metals and materials.</p> <p>2.17. The execution of transactions on behalf of</p>
---	---

<p><b>2.17.</b> The execution of transactions on behalf of the Bank or its customers concerning:</p> <ul style="list-style-type: none"> <li>i. Money market instruments (securities, certificates of deposit, etc.).</li> <li>ii. Currency exchange.</li> <li>iii. Financial securities futures or financial rights.</li> <li>iv. Interest rate and foreign exchange swaps.</li> <li>v. Securities.</li> <li>vi. Participation in securities issues and the provision of related services, including in particular the services of a securities issuer.</li> <li>vii. Intermediation in the interbank markets.</li> <li>viii. Portfolio management or advice on portfolio management.</li> <li>ix. Custody and management of securities.</li> </ul> <p><b>2.18.</b> Issuance of tokens with reference to assets, as defined in c. 6) of par. 1 of Article 3 of Regulation (EU) 2023/1114.</p> <p><b>2.19.</b> Crypto-asset services, as defined in para. 16) of par. 1 of Article 3 of Regulation (EU) 2023/1114</p> <p><b>2.20.</b> Any other financial or other secondary activity, the exercise of which is permitted by the Bank of Greece.</p> <p><b>2.21.</b> The representation of third parties who have or pursue relevant to the above purposes.</p> <p><b>2.22.</b> The provision of all investment services and activities referred to in Article 4 of Law 4514/2018, as applicable from time to time and the operation of the Bank as an investment services and activities company in general, within the meaning of this law or the applicable legal framework and the required approvals.</p> <p><b>2.23.</b> The establishment or participation in domestic or foreign companies of all kinds, which are active in the money and capital markets and in general in the wider financial and investment sector.</p> <p><b>2.24.</b> Any other work or activity related to the above that is permitted by the legislation in force at the time.</p> <p>3. ....</p> <p>4. ....</p>	<p>the Bank or its customers concerning:</p> <ul style="list-style-type: none"> <li>i. Money market instruments (securities, certificates of deposit, etc.).</li> <li>ii. Currency exchange.</li> <li>iii. Financial securities futures or financial rights.</li> <li>iv. Interest rate and foreign exchange swaps.</li> <li>v. Securities.</li> <li>vi. Participation in securities issues and the provision of related services, including in particular the services of a securities issuer.</li> <li>vii. Intermediation in the interbank markets.</li> <li>viii. Portfolio management or advice on portfolio management.</li> <li>ix. Custody and management of securities.</li> </ul> <p><b>2.18.</b> Issuance of tokens with reference to assets, as defined in c. 6) of par. 1 of Article 3 of Regulation (EU) 2023/1114.</p> <p><b>2.19.</b> Crypto-asset services, as defined in para. 16) of par. 1 of Article 3 of Regulation (EU) 2023/1114</p> <p><b>2.20.</b> Any other financial or other secondary activity, the exercise of which is permitted by the Bank of Greece.</p> <p><b>2.21.</b> The representation of third parties who have or pursue relevant to the above purposes.</p> <p><b>2.22.</b> The provision of all investment services and activities referred to in Article 4 of Law 4514/2018, as applicable from time to time and the operation of the Bank as an investment services and activities company in general, within the meaning of this law or the applicable legal framework and the required approvals.</p> <p><b>2.23.</b> The establishment or participation in domestic or foreign companies of all kinds, which are active in the money and capital markets and in general in the wider financial and investment sector.</p> <p><b>2.24.</b> Any other work or activity related to the above that is permitted by the legislation in force at the time.</p> <p>3. ....</p> <p>4. ....</p>
<p style="text-align: center;"><b>ARTICLE 13</b></p> <p style="text-align: center;"><b>COMPOSITION AND TERM OF OFFICE</b></p> <p>1. The company is managed by the Board of Directors, which consists of seven (7) to fifteen (15) members, who are elected by the General Meeting of Shareholders by voting and by an absolute majority. The term of office of</p>	<p style="text-align: center;"><b>ARTICLE 13</b></p> <p style="text-align: center;"><b>COMPOSITION AND TERM OF OFFICE</b></p> <p>1. The company is managed by the Board of Directors, which consists of seven (7) to fifteen (15) members, who are elected by the General Meeting of Shareholders by voting and by absolute majority. The term of office of the Board of Directors is three</p>

<p>the Board of Directors is three years. <del>However, it may not exceed six (6) years. If the appointment or election of a member or members is made for a period exceeding the maximum duration of the term of office, as defined, in accordance with the previous paragraph, they shall be valid for this maximum duration.</del> By way of exception, the term of office of the Board of Directors is extended until the expiry of the deadline within which the next Ordinary General Meeting must be convened and until the relevant decision is taken.</p> <p>2. The Board of Directors consists of executive and non-executive members and independent members, under the conditions and consequences of Law 4706/2020, as in force. The status of the members of the Board of Directors as executive or non-executive is determined by the Board of Directors. The independent non-executive members are elected by the General Assembly or appointed by the Board of Directors in the cases referred to in paragraph 4 of article 9 of Law 4706/2020, shall not be less than one third (1/3) of the total number of its members and, in any case, shall not be less than two (2). If a fraction occurs, it is rounded to the nearest integer.</p> <p>3. The Directors, shareholders or not, are always re-electable and freely recallable.</p>	<p>years. By way of exception, the term of office of the Board of Directors is extended until the expiry of the deadline within which the next Ordinary General Meeting must be convened and until the relevant decision is taken.</p> <p>2. The Board of Directors consists of executive and non-executive members and independent members, under the conditions and consequences of Law 4706/2020, as in force. The status of the members of the Board of Directors as executive or non-executive is determined by the Board of Directors. The independent non-executive members are elected by the General Assembly or appointed by the Board of Directors in the cases referred to in paragraph 4 of article 9 of Law 4706/2020, shall not be less than one third (1/3) of the total number of its members and, in any case, shall not be less than two (2). If a fraction occurs, it is rounded to the nearest integer.</p> <p>3. The Directors, shareholders or not, are always re-electable and freely recallable.</p>
<p style="text-align: center;"><b>ARTICLE 42 MINUTES</b></p> <p>1. Discussions and decisions taken at the general meeting are recorded in summary form in a special book of minutes. At the request of a shareholder, the chairman of the meeting is obliged to record a summary of his opinion in the minutes. The chairman of the general meeting is entitled to refuse to enter an opinion if it refers to matters which are obviously off the agenda or if its content is manifestly contrary to good morals or the law. A list of the shareholders who attended or were represented at the General Meeting is also recorded in the same book. The company publishes on its website, under the responsibility of its Board of Directors, the results of the vote, within five (5) days from the date of the General Meeting at the latest, specifying for each decision at least the number of shares for which valid votes were cast; the</p>	<p style="text-align: center;"><b>ARTICLE 42 MINUTES</b></p> <p>1. Discussions and decisions taken at the general meeting are recorded in summary form in a special book of minutes. At the request of a shareholder, the chairman of the meeting is obliged to record a summary of his opinion in the minutes. The chairman of the general meeting is entitled to refuse to enter an opinion if it refers to matters which are obviously off the agenda or if its content is manifestly contrary to good morals or the law. A list of the shareholders who attended or were represented at the General Meeting is also recorded in the same book. The company publishes on its website, under the responsibility of its Board of Directors, the results of the vote, within five (5) days from the date of the General Meeting at the latest, specifying for each decision at least the number of shares for which valid votes were cast; the proportion of the share capital represented by these votes, the total number of valid votes, as well as the</p>

<p>proportion of the share capital represented by these votes, the total number of valid votes, as well as the number of votes for and against each decision and the number of abstentions.</p> <p>2. Copies and extracts of the minutes of the General Meeting shall be certified by the Chairman of the Board of Directors, <del>or</del> his/her deputy <b>or the Secretary of the Board of Directors.</b></p> <p>3. Copies of minutes of meetings of the General Assembly for which there is an obligation to register them in the General Assembly in accordance with article 12 of Law 4548/2018 or other provisions shall be submitted to the competent G.E.MI. service within a period of twenty (20) days from the meeting of the General Assembly.</p> <p>4. The company is obliged to provide its shareholders with copies of minutes of general meetings upon their request.</p>	<p>number of votes for and against each decision and the number of abstentions.</p> <p>2. Copies and extracts of the minutes of the General Meeting shall be certified by the Chairman of the Board of Directors, his deputy or the Secretary of the Board of Directors.</p> <p>3. Copies of minutes of meetings of the General Assembly for which there is an obligation to register them in the General Assembly in accordance with article 12 of Law 4548/2018 or other provisions shall be submitted to the competent G.E.MI. service within a period of twenty (20) days from the meeting of the General Assembly.</p> <p>4. The company is obliged to provide its shareholders with copies of minutes of general meetings upon their request.</p>
<p style="text-align: center;"><b>DISSOLUTION AND LIQUIDATION ARTICLE 43</b></p> <p>1. The company is dissolved:</p> <p>a) Upon the expiry of its duration, unless by decision of the General Assembly taken in accordance with articles 36 and 41 par. 2 of this Regulation, it is decided to extend the duration of the contract.</p> <p>b) By decision of the General Assembly taken in accordance with articles 36 and 41 par. 2 hereof. In this case, the solution is achieved by submitting the decision of the general meeting to the public of the current legislative framework.</p> <p>c) By a court decision in accordance <b>with applicable provisions</b> <del>articles 165 and 166</del> of Law 4548/2018.</p> <p>d) in case the company's license to operate as a credit institution is revoked in accordance with article 19 of Law 4261/2014</p> <p>2. The concentration of all shares in one person is not a reason for the dissolution of the company.</p> <p>In the event that the total equity of the company becomes less than half (1/2) of the share capital, the Board of Directors is obliged to convene the General Meeting within a period of six months from the end of the financial year that will decide the dissolution of the company or the adoption of another measure.</p>	<p style="text-align: center;"><b>DISSOLUTION AND LIQUIDATION ARTICLE 43</b></p> <p>2. The company is dissolved:</p> <p>a) Upon the expiry of its duration, unless by decision of the General Assembly taken in accordance with articles 36 and 41 par. 2 of this Regulation, it is decided to extend the duration of the contract.</p> <p>b) By decision of the General Assembly taken in accordance with articles 36 and 41 par. 2 hereof. In this case, the solution is achieved by submitting the decision of the general meeting to the public of the current legislative framework.</p> <p>c) By a court decision in accordance with applicable provisions of Law 4548/2018.</p> <p>d) in case the company's license to operate as a credit institution is revoked in accordance with article 19 of Law 4261/2014</p> <p>2. The concentration of all shares in one person is not a reason for the dissolution of the company.</p> <p>In the event that the total equity of the company becomes less than half (1/2) of the share capital, the Board of Directors is obliged to convene the General Meeting within a period of six months from the end of the financial year that will decide the dissolution of the company or the adoption of another measure.</p>



The amendment of article 1 of the Articles of Association will be announced at the date of the ordinary general meeting.

**Item 8: Filing of the Annual Report of the Audit Committee in accordance with article 44 of Law 4449/2017**

Pursuant to the provisions of article 44, par. 1(i) of L. 4449/2017, the Board of Directors files to the General Meeting the Annual report of the Audit Committee for the year 2024, which has been posted and will be available at the official website of the Bank via the following link: <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/>

The Annual report of the Audit Committee is filed to the General Meeting in accordance with article 44, par. 1(i) of Law 4449/2017, as currently in force, and **it is not subjected to a voting process.**

**Item 9: Filing of the Report of the Independent Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020**

Pursuant to the provisions of article 9, par. 5 of Law 4706/2020, the Board of Directors files to the General Meeting the report of the independent members of the Board of Directors for 2024, which has been posted and will be available at the official website of the bank at the following link: <https://www.atticabank.gr/en/group/the-investor-relations/general-meetings/general-meetings/> and **it is not subjected to a voting process.**

**Item 10: Granting of consent in accordance with article 98 par. 1 of Law 4548/2018 to members of the Board of Directors and the Managers of the Bank for their participation in the Board of Directors or the Administration of Companies pursuing the same or similar business objects.**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

The Board of Directors recommends to the General Meeting to approve in accordance with article 98 par. 1 of L. 4548/2018 the granting of consent to members of the Board of Directors and Managers of the Bank for their participation in Boards of Directors or the Administration of Companies pursuing the same or similar business objects with those of the Bank or in order to act as provided for in any of the other cases set out in the article in question, provided that a justified resolution of the Board of Directors will precede, which will verify that there is no substantial impediment whatsoever.

The participation in companies not pursuing the same or similar business objects is regulated in accordance with the Law and the Policies of the Bank.

**Item 11: Approval of the offsetting of special reserves arising from the issuance of shares above par and from share capital decreases pursuant to article 31 par. 2 of L. 4548/2018 and the special reserve under article 1 of L. 5127/2024, against the Bank's accumulated losses. Granting of relevant authorizations.**

	Minimum quorum required	Minimum majority required
Ordinary General Meeting	1/5 of all incorporeal ordinary shares issued by the Bank with voting rights	½ of all voting rights present or represented plus one vote present or represented
Repeat General Meeting	Any represented portion of the incorporeal ordinary shares issued by the Bank with voting rights	

The Board of Directors proposes to the Ordinary General Meeting of Shareholders the offsetting of:

- (a) the Bank's special reserve under article 31 par. 2 of L. 4548/2018, arising from share capital decreases (former special reserve under article 4 par. 4a of L. 2190/1920), amounting to €871,531,072.15
- (b) a part of the Bank's special reserve arising from the issuance of shares above par amounting to €1,046,012,330.61 and
- (c) the special reserve under L. 5127/2024 amounting to €94,952,920.50 against the Bank's accumulated losses amounting to €2,012,496,323.26.

The aforementioned offsetting under corporate law (in particular, under articles 31 and 35 of L. 4548/2018, as currently in force) and the applicable tax law, respectively, intends to the rationalization of the Bank's accounting and regulatory net equity. It is clarified that the Bank's net equity shall not be altered and, accordingly, the shareholders' financial position shall remain stable, the Bank's capital structure shall remain unaltered and no impact shall occur on capital CET1 and/or on any existing or carried-forward tax losses.

It is noted that the resolution proposed to the Ordinary General Meeting will be subject to the required regulatory approvals.

It is further proposed that the Ordinary General Meeting authorizes the Board of Directors to proceed to all necessary actions, including, indicatively, the submission of any declarations and applications required for securing all requisite approvals from the competent authorities, with the aim to conclude the aforementioned offsetting, as well as for any other matter related to this resolution, with the power to sub-delegate and further assign powers to the Bank's executives, acting either jointly or severally, for the purposes thereof.

**Item 12: Other Issues - Announcements**

**The Chairman of the Board of Directors  
Konstantinos Herodotou**