



## PANCRETA BANK

### INVITATION

#### TO THE SHAREHOLDERS

#### OF PANCRETA BANK SOCIETE ANONYME

(COMMERCIAL REGISTRATION NUMBER 077156527000)

#### TO ORDINARY GENERAL MEETING

**Tuesday, September 3<sup>rd</sup>, 2024 at 16:00p.m.**

**Repetitive General Meeting, Monday, September 9<sup>th</sup>, 2024 at 11:00a.m.**

Pursuant to the provisions of L. 4548/2018 "Reformation of the Law on Societes Anonymes" and pursuant to the provisions of articles 120 par. 1 and 125 as in force, as well as the provisions of Articles of Association of the Banking Societe Anonyme under the trade name "**PANCRETA BANK SOCIETE ANONYME**" (hereinafter the "Bank") and upon the resolution of its Board of Directors August 8th, 2024, the Shareholders are invited to an Ordinary General Meeting which will convene on **September 3rd, 2024, day of the week Tuesday and time 16:00p.m.**, as much as with the physical presence of the Shareholders at the Bank's headquarters in Heraklion, Crete (5 Ikarou Avenue), as for the remote participation of the Shareholders in real time via teleconference as provided for in article 125 of the above L. 4548/2018, as in force after its amendment by article 23 of Law 4712/2020 (Government Gazette A' 146/29.7.2020).

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 **September 9<sup>th</sup>, 2024, day of the week Monday and time 11:00a.m.** The Repetitive General Meeting shall convene for the above significant reason with the participation of the Shareholders either with the physical presence of the Shareholders at the Bank's headquarters in Heraklion, Crete (5 Ikarou Avenue), or with the participation of the Shareholders remotely 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It is noted that a new invitation for the Repetitive General Meeting will not be published (article 130 par. 2 L. 4548/2018).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. Submission for approval of the Annual Financial Statements of the Bank for the financial year 2023 (01.01.2023 - 31.12.2023) along with the Board of Directors' and Auditors Reports.
2. Approval, as per article 108 of Law 4548/2018, of the overall management of the Bank by the Board of Directors during the financial year 01.01.2023 - 31.12.2023 and discharge of the Certified Auditors for the financial year 01.01.2023 - 31.12.2023.
3. Election of Certified Auditors (regular and substitute) to audit the Annual Financial and Consolidated Financial Statements of the Bank for the financial year 01.01.2024 - 31.12.2024 and approval of their remuneration.
4. Submission of the Annual Report of the Audit Committee to the Shareholders for the fiscal year

PANCRETA BANK S.A.



01.01.2023 - 31.12.2023.

5. Approval of the payment of fees of the members of the Board of Directors of the Bank [09.09.2023 - 03.09.2024] - Preapproval of the payment of their fees [04.09.2024 - until the next Ordinary General Meeting].
6. Determination of the type, the duration, the number and the qualifications of the members of the Audit Committee of the Company and appointment of its members in case it is defined independent pursuant to article 44 par. 1 of Law 4449/2017 as in force.
7. Approval of Suitability Policy of the members of the Board of Directors, in accordance with article 3 of Law 4706/2020.
8. Exclusion of the Bank from the deferred tax regime under article 27A of Law 4172/2023 with effect from 2024.
9. Submission for approval of (i) the Joint Draft Merger Agreement dated 26.07.2024 with the absorption of the Bank by the societe anonyme (credit institution) under the name "Attica Bank Banking Societe Anonyme" with General Commercial Registry Number (GEMI) 000255501000 and VAT number 094014170, drafted in accordance with article 7 of Law 4601/2019, (ii) the Report of the Board of Directors of the Bank to its General Meeting on the Draft Merger Agreement dated 26.07.2024, drafted in accordance with Article 9 of Law 4601/2019, (iii) the Report of the Audit Company "KPMG Auditors S.A." dated 26.07.2024 on the establishment of the book value of the Bank's assets and the obligations as at 31.12.2023 (iv) the Report of the Auditing Company "KPMG Auditors S.A." dated 26.07.2024, Examination of the Draft Merger Agreement and opinion on the fairness and reasonableness of the proposed share exchange ratio.
10. Adoption of a resolution for the merger by absorption of Pancreta Bank by "Attica Bank Banking Societe Anonyme", according to the specific provisions of the Draft Agreement in accordance with the provisions of Law 5127/26.07.2024 "Ratification of the Merger and Investment Agreement between the Hellenic Financial Stability Fund and the company "Thrivest Holding LTD", dated 18.07.2024, the provisions of articles 6-21, 30-34 of Law 4601/2019, article 16 of Law 2515/1997 and the applicable provisions of Law 4548/2018.
11. Issuance of new shares to the shareholders of Pancreta Bank.
12. Approval of the resolutions and actions of the Board of Directors of the Bank to date regarding the above merger. Granting of authorization to sign the merger agreement and, in general any action necessary to complete the merger.
13. Election of a new Board of Directors of the Bank as defined in article 8 par. 1 and 2 of its Articles of Association due to the expiration of its term of office – Appointment of Independent Non-Executive Members of the Board of Directors
14. Various announcements

In the Ordinary General Meeting of September 3<sup>rd</sup>, 2024 or the Repetitive General Meeting of September 9<sup>th</sup>, 2024, the members of the Board of Directors of the Bank and its Auditors may participate either by physical presence or 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 September 3<sup>rd</sup>, 2024, or the repetitive General Meeting of September 9<sup>th</sup>, 2024, each shareholder, who bears and proves this capacity on the day on the General Meeting or any 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 any 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 BY PHYSICAL PRESENCE OR REMOTELY VIA TELECONFERENCE**

Shareholders are entitled to participate and vote at the General Meeting of September 3<sup>rd</sup>, 2024 or the repetitive Meeting of September 9<sup>th</sup>, 2024, either physically or remotely via teleconference. Participation in the General Meeting and the exercise of voting rights are carried out in accordance with the provisions of Law 4548/2018 and the Bank's Articles of Association.

In order for the Shareholders to participate and vote in the General Meeting of September 3<sup>rd</sup>, 2024 or the Repetitive General Meeting of September 9<sup>th</sup>, 2024 which will be held as per the above either by physical presence or remotely in real time via teleconference, required 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 Meetings on the website <https://www.pancretabank.gr>.

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 Ordinary General Meeting or any Repetitive General Meeting.

The Shareholders participating in the General Meeting of September 3<sup>rd</sup>, 2024 or the Repetitive General Meeting of September 9<sup>th</sup>, 2024 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/any 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/any 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 September 3<sup>rd</sup>, 2024 and/or the Repetitive General Meeting of September 9<sup>th</sup>, 2024 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 noncompliance of the representative with the instructions received shall not affect the validity of the resolutions of the General Meeting, 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 September 3<sup>rd</sup>, 2024 and/or the Repetitive Meeting of September 9<sup>th</sup>, 2024 (a) with physical presence, the Shareholder may appoint up to three (3) representatives, (b) remotely in real time via teleconference, the Shareholder may



appoint up to one (1) representative, given that the participation and exercise of the shareholder's voting right through this process, requires a single email address and a single mobile phone number of a Shareholder or his representative.

The appointment or revocation or replacement of the Shareholder's representative in the General Meeting of September 3<sup>rd</sup>, 2024 or the Repetitive General Meeting of September 9<sup>th</sup>, 2024 in order to participate and vote either by physical presence or remotely via teleconference shall be submitted in writing to the Bank's Shareholder Registry Office (5 Ikarou Ave. Heraklion, Kastrinogianni Building , 2<sup>nd</sup> floor, Heraklion Crete) or notified to the Bank via e-mail from the shareholder's last e-mail address declared to the Bank 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 any Repetitive General Meeting (article 128 par. 3 of L. 4548/2018).

However, it is recommended to the Shareholders, 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 Ordinary General Meeting of September 3<sup>rd</sup>, 2024 or the Repetitive General Meeting of September 9<sup>th</sup>, 2024 which is available to the Shareholders (i) 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 338725 and +30 2810 338866 (Messrs. N. Panteris, K. Ntena, and E. Kaparaki), at the Bank's Branches and (ii) in electronic form on the Bank's website <https://www.pancretabank.gr/en>.

The form shall be submitted to the Bank verified for the authenticity of its signature at the Bank's Shareholders' Registry Office at the above address (5 Ikarou Ave., Kastrinogianni Building, 2<sup>nd</sup> floor, Heraklion, Crete), or sent by the Shareholder or his representative in the case of a legal entity, by e-mail from the last e-mail address of the shareholder declared to the Bank, 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 338725 and +30 2810 338866

(Messrs. N. Panteris, K. Ntena, and E. Kaparaki), working days 10:00-16:00.

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

The present invitation, the documents related thereto which will be submitted to the Ordinary 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 338725 and +30 2810 338866 (Messrs. N. Panteris, K. Ntena, and E. Kaparaki), working days 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/trapeza/enimerosi-ependyton/gdpr](http://www.pancretabank.gr/trapeza/enimerosi-ependyton/gdpr)).

**Heraklion, August 8th, 2024**

**For the Board of Directors**