

COMMENTS OF THE BoD OF EYDAP S.A.**ON THE AGENDA OF****THE 36th ANNUAL ORDINARY SHAREHOLDERS' GENERAL MEETING OF EYDAP SA****ON JUNE 18th, 2018****(LAW 3884/2010)****1. Submission and approval of the Annual Corporate and Group Financial Statements, according to the I.F.R.S. for the fiscal year 1.1.2017 - 31.12.2017, the Board of Directors' (BoD) Report and the Independent Auditors' Report of the Company.**

The BoD of EYDAP S.A., following the resolution no. 19592 (WUN: Ω13P46Ψ84Ψ-YΦM), taken during the 1257 meeting of the BoD on March 28th, 2018, approved the Annual Corporate and Group Financial Statements of 2017, which were subsequently published as provided by law, at the newspaper " NAFTEMPORIKI" (30.03.2018). During the above mentioned meeting the BoD also approved the BoDs' Report.

During the 1267rd meeting of the BoD May 23rd, 2018, the BoD of EYDAP S.A., decided and recommends to the Ordinary General Meeting of Shareholders the approval of the Annual Corporate and Group Financial Statements in accordance with International Financial Reporting Standards (IFRS) for the fiscal year 1.1.2017 to 31.12.2017, the BoDs' Report and the Audit Report compiled by the Chartered Auditors of the Company.

2. Exemption of the BoD members and the Chartered Auditor from any responsibility for compensation for the fiscal year 1.1.2017 - 31.12.2017.

The Annual Ordinary General Meeting of Shareholders will be asked to decide on the exemption of the BoD members and the Chartered Auditors from any responsibility for compensation for the fiscal year 01.01.2017 to 31.12.2017.

3. Approval of dividend distribution concerning profits of fiscal year 2017 to the Shareholders, as well as determination of Shareholders entitled to receive the dividend and of the date for dividend payment.

The BoD of EYDAP S.A., following the Resolution no. 19593 (WUN: 6ΨΣ746Ψ84Ψ-36Σ), taken during the 1267 meeting of the BoD on May 23rd, 2018, decided and recommends to the Annual General Meeting of Shareholders a dividend distribution for the year 2017, totaling 21.300.000,00 €, i.e. dividend of € 0.20 / share.

Entitled to receive the dividend are the shareholders of EYDAP S.A. on June 25th, 2018 (Record Date).

The dividend payment will be made in accordance with the Athens Stock Exchange Regulation (article 4.1.3.4) on June 29th 2018.

4. Approval of the remunerations paid for the Chairman of the BoD and the Chief Executive Officer, for the fiscal year 2017 accountably for the period starting from 1.7.2017 until 30.6.2018 and approval in advance of the relevant remunerations for the period starting from 1.7.2018 to 30.06.2019.

During the 1267th meeting of the BoD on May 23rd, 2018, the BoD of EYDAP S.A. decided and recommends to the Annual Ordinary General Meeting of Shareholders the approval of:

1. The remuneration of the Chairman of the BoD of EYDAP S.A. Mr. Konstantinos A. Papadopoulos for the period 01.07.2017 to 30.06.2018, amounting to € 57.000,00 gross with additional employer contributions amounting to € 11.690,76.
2. The remuneration of the CEO of EYDAP S.A. Mr. Ioannis Benisis, for the period from 01.07.2017 to 30.06.2018 amounting to €57.000,00 gross with additional employer contributions amounting to € 11.690,76.
3. The accountably remuneration of the Chairman of the BoD of EYDAP S.A. Mr. Konstantinos A. Papadopoulos for the period from 01.07.2018 to 30.6.2019 amounting to € 57.000,00 with additional employer contributions € 11.690,76.
4. The accountably remuneration of the CEO of EYDAP S.A. Mr. Ioannis Benisis, for the period from 01.07.2018 to 30.06.2019 amounting to € 57.000,00 gross with additional employer contributions amounting to € 11.690,76.

5. Approval of the remunerations paid and compensations for the BoD members, the Secretary of the BoD and the Members of the Audit Committee and the Director of Legal Services Division and the Legal Advisor, accountably for the period starting from 1.7.2017 until 30.6.2018 and approval in advance of the relevant remunerations and compensations for the period starting from 1.7.2018 to 30.06.2019.

During the 1267th meeting of the BoD on May 23rd, 2018, the BoD of EYDAP S.A., decided and recommends to the Annual Ordinary General Meeting of Shareholders the approval of:

1. The compensation paid to the Members of the BoD for their participation in the meetings of the BoD for the period from 01.07.2017 to 30.6.2018 amounting to 156.002,54 € gross and meeting fees amounting to € 31.876,68 gross, a total of € 187.879,22 gross with additional employer contributions of € 37.717,95.
2. The compensation paid to the Secretary of the BoD for the period from 01.07.2017 to 30.6.2018, amounting to € 16.593,60 gross.

3. The compensation paid to the three Members of the BoD that constitute the Audit Committee and have to oversee the Internal Audit function (Law 3693, Art. 37), amounting to €10.880,88 gross and meeting fees amounting to € 5.642.64 gross, a total of € 16.532.52 gross with additional employer contributions of € 3.532,73.
4. The compensation paid to the Legal Advisor of EYDAP SA for his participation in the meetings of the BoD for the period 01.07.2017-30.06.2018 amounting to 10,565.28 € gross, and the Director of Legal Services for his participation in the meetings of the BoD for the period 01.07.2017-30.06.2018 amounting to 10.785,39 € gross.
5. The accountably compensation/fee paid to the BoD members, the Secretary, the Director of Legal Services Division, the Legal Advisor and the Audit Committee members for the period from 1.7.2017 to 30.6.2018, which is analyzed as follows:
 - The Members of the BoD compensation amounting to €241,49 gross per person and per meeting with additional employer contributions for ten month period.
 - Meeting fees and movement costs of the BoD members, amounting to €241,49 gross per month per person and €2,414.90 gross per person for ten month period with additional employer contributions of € 516,31.
 - The compensation of the Secretary of the BoD, amounting to €345.70 gross per meeting for ten month period.
 - The compensation of the Audit Committee members of the Board amounting to € 200,00 gross per person per meeting with additional employer contributions for ten month period.
 - Meeting fees and movement costs of the three-member of the Audit Committee of the Board amounting to € 156.74 gross per person per month and € 1.567,40 gross per person with additional employer contributions of € 335,11 for ten month period.
 - The compensation of the Director of Legal Services Division amounting to € 220,11 gross per meeting for ten month period.
 - The compensation of the Legal Advisor of EYDAP S.A. amounting to € 220,11 gross per meeting for ten month period.

For the period from 01.05.2018 to 30.06.2018, it is estimated that according to the predetermined meetings of the BoD of EYDAP SA, will be the following:

- The Members of the BoD compensation amounting to € 241.49 gross per person and per meeting with additional employer contribution for two month period.
- Meeting fees and movement costs of the BoD members, amounting to € 241.49 gross per person, per month and € 482,98 gross per person for two month period with additional employer contribution of € 103,27.

- The compensation of the Secretary of the BoD, amounting to € 345,70 gross per meeting for two month period.
- The compensation of the members of Audit Committee of the Board amounting to € 200,00 gross per person and per meeting with additional employer contribution for two month period.
- Meeting and movement fees of the three-member of Audit Committee of the Board amounting to € 156,74 gross per person and € 313,48 gross per person for two month period with additional employer contribution of € 67.03.
- Compensation of the Director of Legal Services Division amounting to € 220.11 gross per meeting for two month period.
- Compensation of the Legal Advisor of the Company amounting to € 220.11 gross per meeting for two month period.

and the pre-approval of the compensation /fee that will be paid, for the period from 1.7.2018 to 30.06.2019, to the Members of the BoD, the Secretary of the Board, the Director of Legal Services Division, the Legal Advisor of the Company and to the Audit Committee members of the BoD, which is analyzed as follows:

- The Members of the BoD compensation amounting to € 241.49 gross per person and per meeting with additional employer contribution.
- Meeting fees and movement costs of the BoD members, amounting to € 241.49 gross per person with additional employer contribution.
- The compensation of the Secretary of the BoD, amounting to € 345,70 gross per meeting.
- The compensation of the members of Audit Committee of the Board amounting to € 200,00 gross per person and per meeting with additional employer contribution.
- Meeting and movement fees of the three-member of Audit Committee of the Board amounting to € 156,74 gross per person with additional employer contribution.
- Compensation of the Director of Legal Services Division amounting to € 220.11 gross per meeting.
- Compensation of the Legal Advisor of the Company amounting to € 220.11 gross per meeting.

The above fees and allowances will be paid to the beneficiaries per meeting by the condition of their participation in these meetings.

6. Selection of Audit Company and approval of remuneration for the Financial year 1.1.2018 until 31.12.2018, for auditing the annual financial statements, reporting on the Review of Interim Condensed Financial Statements and for granting the Tax Certificate.

During the 1267th meeting of the BoD on May 23rd, 2018, the BoD of EYDAP S.A., decided and recommends to the Annual Ordinary General Meeting of Shareholders:

- A.** The selection of the Audit Company “SOL S.A., Audit Accountants” for the financial year 01.01.2018 to 31.12.2018, for the audit of the Annual Financial Statements, for the Review of the Interim Condensed Interim Financial Statements and for the granting of the Tax Certificate, according to the 30.04.2018 offer, with a total fee of € 75.000,00 plus VAT, that is:
- 1.** Fee of € 60,000.00, plus VAT, for:
 - The regular audit, by law, of the annual financial statements for the fiscal year 2018, according to the IFRS.
 - The audit of the interim financial statements prepared by the Company for a half-year period ending on 30th of June 2018, according to the IFRS.
 - 2.** Fee of € 15,000.00, plus VAT, for:
 - The granting of the tax certificate for the fiscal year 2018.
- B.** The designation of Messrs.’ Efstratios Paparidis (SOEL num. 14351) and Dimitrios Stavrou (SOEL num. 14791) as Chartered Auditors and the designations of Mrs Athina Keramitzi (SOEL num. 29421) and Dionysios Papageorgakopoulos (SOEL num. 37221) as deputy Chartered Accountants.

7. Ratification of no. 19649 of the BoD of EYDAP SA of 11.05.2018, on the non-exercise of the preemptive right of EYDAP SA to the increase in the share capital of Attica Bank.

The BoD of EYDAP S.A., following the Resolution no. 19649/11.05.2018 (WUN: 6ΠΕΤ46Ψ84Ψ-Π0Λ), taken during the 1267th meeting of the BoD on May 23rd, 2018, decided and recommends to the Annual Ordinary General Meeting of Shareholders the ratification of no. 19649 / 11.05.2018 of the BoD of EYDAP SA not exercising a preemptive right of EYDAP SA to the increase in the share capital of Attica Bank.

8. Election of Members of the Audit Committee of EYDAP SA, in accordance with article 44 of Law 4449/2017.

The BoD of EYDAP S.A., during the 1267th meeting of the BoD on May 23rd, 2018, decided and recommends to the Annual Ordinary General Meeting of Shareholders, the election of the Audit Committee of EYDAP SA, in accordance with article 44 of Law 4449/2017.

9. Modification of the Articles of Association of EYDAP SA

The BoD of EYDAP S.A., during the 1267th meeting of the BoD on May 23rd, 2018, following the no. 19657/16.05.2018 resolution, (ΑΔΑ: Ψ40Ι46Ψ84Ψ-ΣΒ8) decided and proposed to the Annual Ordinary General Meeting of the Shareholders the amendment of the Articles of Association of EYDAP SA, according to the draft of the Legal Services Division since 10.05.2018.

10. Announcements

Under this agenda item, fall all the announcements upon the topics that the BoD wishes to inform the Annual Ordinary General Meeting, but neither voting nor resolution are required.