



Nomination and Corporate Governance Committee
of Eurobank S.A.
Terms of Reference

14.12.2023

TABLE OF CONTENTS

1. INTRODUCTION	4
2. PURPOSE	4
3. AUTHORITY	4
4. MEMBERSHIPS	4
5. MEETINGS	5
6. KEY TASKS AND RESPONSIBILITIES	6
6.1. Nominations and assessment of suitability of BoD members	6
6.1.1. BoD Nomination Policy	6
6.1.2. Member nomination	6
6.1.3. Diversity	7
6.1.4. Directors' Induction & Continuous Professional Development Process	7
6.1.5. Suitability Assessment of BoD and BoD members	7
6.1.6. Board Succession Planning, Continuity and Renewal	8
6.1.7. CEO Succession Planning	8
6.1.8. Review of independence of Non-Executive Directors	8
6.1.9. Conflicts of interest	8
6.1.10. Monitoring of attendance	9
6.1.11. External commitments & directorships	9
6.2 Key Function Holders and Senior management	9
6.2.1 Key Function Holders and Senior Management Selection and Appointment Policies	9
6.2.2 Succession planning for the senior executives at the level of the CEO minus one	10
6.2.3 Performance Evaluation of Key Function Holders	10
6.3. Group's subsidiaries member nomination	10
6.4. Corporate Governance	10
6.4.1 Corporate Governance practices and arrangements	10
6.4.2. Organizational chart	10
6.4.3. Internal Governance Control Manual	11
6.4.4. Group Governance Policy	11
6.4.5. Group internal governance framework	11
6.4.6. Assessment of the Corporate Governance Risk	11
6.5. Subsidiaries' oversight	11

6.6. Additional Duties and Responsibilities	12
6.7. Reporting	12
7. PERFORMANCE EVALUATION	13
8. AMENDMENTS TABLE.....	13
9. TABLE OF CREATION, ISSUANCE AND APPROVALS	14

1. INTRODUCTION

The Nomination and Corporate Governance Committee (hereinafter the “Committee”) of Eurobank S.A. (the Bank) is a Board Committee established by the Board of Directors (hereinafter the “Board” or the “BoD”), which approves its composition and Terms of Reference (ToR).

Within its scope and in order to perform its duties, the Committee is authorized by the BoD to have unrestricted access to information and to members of Management and employees of the Bank and its subsidiaries (Group), who should cooperate with and support the Committee. In addition, it is authorized to work and liaise as necessary with all other Board Committees.

In connection with its duties the Committee is authorized by the BoD to use any forms of resources that it considers appropriate and to obtain any external legal or other professional advice, provided that no conflict of interest arises. To that effect, the Committee shall receive appropriate funding.

These Terms of Reference are drafted in accordance with international best practices and the applicable legal and regulatory framework.

ToR will be reviewed annually and revised if necessary, unless significant changes in the role, responsibilities, organization and / or regulatory requirements necessitate earlier revision. Revised ToR will be approved as stated above.

2. PURPOSE

The BoD has delegated to the Committee the responsibility to lead the process for BoD and BoD Committee appointments. In this context, the Committee is responsible for, amongst other things, the identification, nomination and recommendation of candidates for appointment to the BoD.

The Committee also considers matters related to the Board’s adequacy, efficiency and effectiveness, and to the appointment/replacement/dismissal of Senior Executives. Senior Executives include all executives of the Bank at the level of General Manager and above as well as Heads of General Divisions.

Finally, the Committee oversees the corporate governance framework of the Group and ensures that it is consistent with regulatory framework and best practice.

The Committee, in carrying out its duties, is accountable to the BoD.

3. AUTHORITY

The Committee is authorized:

- To have unrestricted access to all relevant information and data necessary to perform their role, including information and data from relevant corporate and control functions.
- To obtain external professional advice, as it deems necessary, provided that no conflict of interest arises. To that effect the Committee shall receive appropriate funding.
- To work and liaise as necessary with all other Board Committees.

4. MEMBERSHIPS

- The Committee members should not exceed 40% of total BoD members (in case of fraction, rounded to the next integer) with a minimum of three (3) members.

- The Committee members, including the Chairperson and the Vice-Chairperson, shall be selected on the basis of their competence and experience on relevant issues and shall be appointed by the Bank's BoD, following the Committee's relevant proposal, in accordance with the applicable legal and regulatory framework as well as the internal procedures followed by the Bank.
- The tenure of the Committee members coincides with the tenure of the Board of Directors, with the option to renew their appointment, but in any case the service in the Committee should not be more than nine (9) years in total.
- All Committee members are Non-Executive Directors of the Bank's BoD while the majority of the members, including the Chairperson and the Vice-Chairperson, are Independent Non-Executive Directors.
- The members of the Committee are not allowed to hold positions and conduct transactions through which a conflict regarding the Committee's mission might arise. The members of the Committee can participate in other BoD Committees.
- The Chair of the Committee should not be the Chair of the Remuneration Committee.

5. MEETINGS

- Meetings shall be held as required, but not less than twice a year.
- The Committee is in quorum and meets validly when half of its members plus one are present or represented, provided that no less than three (3) Committee members, including the Chairperson or the Vice Chairperson, are present. Each member of the Committee may validly represent only one of the other Committee members. Representation in the Committee may not be entrusted to persons other than the members thereof. In determining the number of members for the quorum, fractions, if any, will not be counted.
- Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, Chief Human Resources Officer, Chief Audit Executive, Chief Risk Officer, Chief Compliance Officer, Chief Finance Officer and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary. The number of invitees should be confined at a minimum, so as not to impact the effectiveness and efficiency of the meeting.
- Members may attend the meetings by video or audio conference. Mandatory minimum attendance of Committee members should be achieved as described in the Board and Board Committees' Attendance Policy. In particular, each Board member is expected to achieve mandatory minimum attendance to the Board and Board Committees where he participates of not less than 85% every calendar year, while meetings up to 15% can be missed only if a valid excuse is provided.
- Decisions of the Committee shall be validly taken by an absolute majority of the members who are present and represented. In case of a tie, the Chairperson and in case of his/her absence the Vice Chairperson of the Committee shall have the casting vote.

- The drawing up and signing of minutes by circulation by all the members of the Committee or their representatives is equal to a decision of the Committee, even if no meeting has preceded.
- The agendas together with the relevant materials shall be sent to the Committee members by written notice at least five (5) business days prior to the meetings normally intended for the physical attendance of the members (quarterly meetings) and at least five (5) calendar days prior to any other meeting.
- The Chairperson, and in case of his/her absence the Vice Chairperson, updates the BoD members on the material matters covered by the Committee during the previous period at the next BoD.
- The Committee appoints its Secretary who reports to the Group Company Secretariat and cooperates with the Chairperson of the Committee. The Secretary is responsible to minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance, issue true copies/ extracts of the Committee's minutes and notify the responsible managers regarding the Committee's decisions that are relevant to them or on which they need to take action. In case of non-unanimous decisions, the views of the minority should be also minuted.
- The minutes shall be submitted for approval (to the extent possible) at the next meeting. Additionally, after their approval, the minutes shall be signed by all present or represented Committee members.
- Once approved, minutes shall be available to all Board members through the software application of the Committees' meetings support [Diligent Boards].
- No individual shall be present when his/her own succession plan is being considered.

6. KEY TASKS AND RESPONSIBILITIES

Key Tasks and Responsibilities of the Committee are:

6.1. Nominations and assessment of suitability of BoD members

6.1.1. BoD Nomination Policy

1. To review and recommend for the approval of the BoD and in case of substantial amendments, of the General Assembly the BoD Nomination Policy. The BoD Nomination Policy should be disclosed in the annual Directors' Report.
2. To ensure that the nomination process, as this is described in the BoD Nomination Policy, is clearly defined and applied in a transparent manner and in a way that ensures its effectiveness.

6.1.2. Member nomination

3. To identify and recommend, for the approval of the BoD or the General Assembly, where required, candidates as members of the BoD (including the current BoD members at the conclusion of their specified term of office), taking into consideration the BoD Nomination Policy. The Committee should evaluate the balance of skills, knowledge, diversity, experience

and the assessments from Group Compliance and Legal Services on conflict of interest, reputational risk, independence, time commitment, as appropriate, of the Board members, prepare a description of the roles and capabilities required for a particular appointment and assess the time commitment expected.

4. To identify and recommend, for the approval of the BoD or the General Assembly, the members of all BoD Committees.

6.1.3. Diversity

5. To decide on a target for the representation of the underrepresented gender in the BoD, prepare a policy on how to meet this target and recommend it to the BoD for approval. The target, the policy and their implementation should be disclosed pursuant to legal and regulatory framework.

6.1.4. Directors' Induction & Continuous Professional Development Process

6. To review regularly and approve the Director's Induction and Continuous Professional Development Process of BoD members in order to enhance the Board's oversight capabilities.

6.1.5. Suitability Assessment of BoD and BoD members

7. To review and recommend for the approval of the BoD the Board and Board Committees Evaluation Policy.
8. At least annually and in accordance with Board and Board Committees Evaluation Policy, to assess the structure, size, composition and performance of the BoD. The assessment should be disclosed in the annual Directors' Report.

In the context of the above, the NomCo reviews the priority areas for improvement, as these are highlighted by the Board Chair following his/her relevant discussion with NEDs, and presents its assessment to the Board.

9. At least annually and in accordance with Board and Board Committees Evaluation Policy, to assess the knowledge, skills, experience and contribution of individual Board members and of the Board collectively and report to the BoD accordingly. The assessment should be disclosed in the annual Directors' Report.

It is noted that the Board collective suitability assessment which is performed in accordance with the EBA Guidelines, aims to bring to light any areas for improvement of the Board's collective suitability, which could be achieved through targeted training actions and/or the appointment of new members with specific skillset.

10. In the context of Board and Board Committees Evaluation Policy implementation, to determine the evaluation parameters based on best practices and ensure the effectiveness of the evaluation of the Board, the evaluation of the Chair, the succession plan of the Chief Executive and the members of the Board, the targeted composition of the Board in relation to the strategy and Board Nomination Policy

6.1.6. Board Succession Planning, Continuity and Renewal

11. To ensure that there is adequate, step-wise succession planning for Board members so as to maintain an appropriate level of continuity and organizational memory at Board level, especially when dealing with sudden or unexpected absences or departures of Board members.
12. To monitor the Board succession planning in order to ensure the smooth succession of the members of the Board with their gradual replacement in order to avoid the lack of management.
13. To ensure that the succession framework takes into account the findings of the evaluation of the Board in order to achieve the necessary changes in composition or skills and to maximise the effectiveness and collective suitability of the Board

6.1.7. CEO Succession Planning

14. To review at least annually and recommend to the Board for approval the CEO Succession Planning Policy and monitor its implementation.
15. In accordance with the CEO Succession Planning Policy, to review at least annually and always before the initiation of the CEO succession process the qualifications required for the position of the CEO, to ensure that there is a viable pool of internal and external candidates and also to ensure that the CEO is involved in all the areas of CEO Succession Plan, including the assessment of the nominees for his/her position, as it deems appropriate.

6.1.8. Review of independence of Non-Executive Directors

16. To review semi-annually the independence of Non-Executive Directors and make recommendations to the BoD with regard to any changes it considers appropriate. Non-Executive BoD members independence criteria should follow those in Law 4706/2020, the European Commission Recommendation 2005/162/EC and the Joint ESMA and EBA Guidelines on the “Assessment of the suitability of members of the management body and key function holders” dated 02.07.2021. The review of the independence of the Non-Executive BoD members should be documented as appropriate.

6.1.9. Conflicts of interest

17. To consider actual or potential conflicts of interest of the Directors and assess the need for escalation to the BoD.

6.1.10. Monitoring of attendance

18. To monitor semiannually the attendance of the Directors to the BoD and its Committees and assess the need for escalation to the BoD in case that the mandatory minimum attendance of 85% for individual members is not achieved, in line with the provisions of the Board and Board Committees' Attendance Policy. Meetings up to 15% can be missed only if a valid excuse is provided. The BoD member attendance at BoD and BoD Committees' meetings should be disclosed in the annual Directors' Report.

6.1.11. External commitments & directorships

19. To review and recommend to the BoD for approval the External Engagements Policy.
20. To review annually the Directors' other significant commitments and directorships outside the Bank's Group and assess the need for escalation to the BoD.
21. In line with the provisions of the External Engagements Policy,
 - to approve the external engagements or business interests of the Board members
 - to approve the external engagements or business interests of the Bank's General Managers who are ExBo members,

6.2 Key Function Holders and Senior management

6.2.1 Key Function Holders and Senior Management Selection and Appointment Policies

22. To review at least once every three years and recommend to the BoD for approval:
 - a) the Key Function Holders Selection and Appointment Policy, and
 - b) the Senior Management Selection and Appointment Policy.
23. In line with the provisions of the Key Function Holders Selection and Appointment Policy:
 - to approve the appointment/replacement/dismissal of the Chief Financial Officer
 - to consult with the Audit Committee in order the latter to propose to the BoD for approval the appointment/replacement/dismissal of:
 - the Chief Audit Executive,
 - the Group Compliance Officer and his/her deputies,
 - the Anti-Money Laundering Officer and his/her deputies
 - to consult with the Board Risk Committee in order the latter to propose to the BoD for approval the appointment/replacement/dismissal of the Chief Risk Officer.

24. In line with the provisions of the Senior Management Selection and Appointment Policy, to approve the appointment/replacement/dismissal of the Bank's General Managers, as well as the Heads of General Divisions, other than those described above.

6.2.2 Succession planning for the senior executives at the level of the CEO minus one

25. To review the succession planning for the senior executives at the level of the CEO minus one and inform the BoD accordingly.

26. To ensure that the CEO is involved in the succession planning process of the senior executives at the level of the CEO minus one, including the assessment of nominees for the said positions.

6.2.3 Performance Evaluation of Key Function Holders

27. To ensure that the formal performance evaluation of Key Function Holders is done on an annual basis, while a semiannual feedback process takes place ahead of the final evaluation.

6.3. Group's subsidiaries member nomination

28. To approve the selection of candidates, other than Eurobank Group employees (including in-house lawyers), as members of the Board of Directors of significant Eurobank Group's subsidiaries, prior to their election (as significant subsidiaries for the purposes of the present terms of reference, are defined Eurobank Group's subsidiaries that are subject to the supervision by a Central Bank and/or a Capital Markets Commission and they employ over 40 employees, or have been identified as Material Legal Entities in Eurobank Group's Recovery Plan). The Committee should evaluate the balance of skills, knowledge, diversity, experience and the assessments from Group Compliance and Legal Services on conflict of interest, reputational risk, independence, time commitment, as appropriate, of the Board members of significant Eurobank Group's subsidiaries.

29. In line with the provisions of the Senior Management Selection and Appointment Policy, to approve the appointment/replacement/dismissal of the CEOs of the Bank's significant subsidiaries.

6.4. Corporate Governance

6.4.1 Corporate Governance practices and arrangements

30. To review Corporate Governance practices and arrangements and ensure compliance with legal and regulatory framework and best practice.

6.4.2. Organizational chart

31. To review and propose to the BoD for approval any proposed top Management changes (General Manager and above) and any proposed changes that might create conflicting situations in reporting lines.
32. To be informed, on an annual basis, of the organizational chart and the organizational changes of a functional nature that have been approved by the CEO during the last year.

6.4.3. Internal Governance Control Manual

33. To review and propose to the Board for approval the Internal Governance Control Manual.

6.4.4. Group Governance Policy

34. To review and propose to the Board for approval the Group Governance Policy.
35. In accordance with the Group Governance Policy, to review on an annual basis an implementation report of the provisions outlined in the Group Governance Policy by the banking subsidiaries, validated by the Internal Audit Group and the Group Compliance.

6.4.5. Group internal governance framework

36. To ensure that the Group internal governance framework (policies, manuals, guidelines etc.) is up-to-date (reviewed at least annually).

6.4.6. Assessment of the Corporate Governance Risk

37. To review on an annual basis Group Compliance's assessment of the Corporate Governance Risk.

6.5. Subsidiaries' oversight

38. To consult the respective Board Committees of the banking subsidiaries on a case-by-case basis as required and not to replace them.
39. To approve the appointment of the Chairperson of the respective Board Committees of the banking subsidiaries.
40. To review on an annual basis a report prepared by the Chairperson of the respective Committee of the banking subsidiaries, with the following content:
 - a. the major issues the subsidiary's Board Committee dealt with the during the previous period;

- b. confirmation that the subsidiary's Board Committee Terms of Reference comply with those of Eurobank (or explain deviations) and that the Board Committee has fulfilled the ToR during the previous period; and
- c. confirmation that the membership of the subsidiary's Board Committee fulfils the nomination criteria provided for in the Group's Corporate Governance Arrangements Guideline.
- d. confirmation that the subsidiary's Board Committee has assessed a) the structure, size, composition and performance of the subsidiary's BoD and b) the knowledge, skills, experience and contribution of individual Board members and of the Board collectively (through the collective suitability assessment) and reported to the BoD accordingly.
- e. confirmation that the subsidiaries internal Governance framework (policies, manuals, guidelines etc.) is up-to-date (reviewed at least annually).

6.6. Additional Duties and Responsibilities

- 41. To review the Committee's annual plan, referring to the annual schedule of the Committee's meetings and the allocation of the main agenda items to each meeting
- 42. develop proposals, for consideration by the BoD, regarding any matter within the purview of this ToR
- 43. perform any other activities within the purview of this ToR, at the request of the BoD or as required by the Hellenic Corporate Governance Code
- 44. oversee issues within its purview in the overall context of maintaining a sustainable business model for the Bank
- 45. To provide, when appropriate, adequate information to the General Assembly regarding its activities
- 46. To be kept up to date and fully informed about strategic issues and commercial changes affecting the Bank and the market in which it operates.
- 47. To review on a quarterly basis the governance related audit issues.

6.7. Reporting

48. Following Committee's meetings, the Committee's Chairperson, and in case of its absence the Vice Chairperson, keeps the BoD updated on nomination and corporate governance issues as necessary.
49. In performing its duties, the Committee shall, to the extent possible and on an ongoing basis, take into account the need to ensure that the BoD's decision making is not dominated by any one individual or small group of individuals in a manner that is detrimental to the interests of the Bank. In any case, the Committee should take under consideration the legal and regulatory framework.

7. PERFORMANCE EVALUATION

The Committee's performance is evaluated according to the provisions of the Board and Board Committees Evaluation Policy of the Bank. In order to perform their role effectively, the Committee members need to maintain and develop their skills and knowledge.

8. AMENDMENTS TABLE

Version	Date	Change Description
1.0	20.03.2020	Initial version following the conclusion of the demerger of Eurobank Ergasias S.A. through sector's hive down and establishment of a new company-credit institution under the corporate name "Eurobank S.A."
2.0	31.03.2022	Incorporating provisions of the Corporate Governance Code. Adding responsibilities for monitoring the corporate governance framework as per best practices.

3.0	14.12.2023	<ul style="list-style-type: none"> - Review of the RFA provisions referring to NomCo and amendments as required - Additions to address SSM's finding for more input from internal control functions - Additions to reflect NomCo responsibilities with regards to certain Policies - Additions to address NomCo's requests.
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9. TABLE OF CREATION, ISSUANCE AND APPROVALS

Unit	Authorized Personnel	Date
Created by: Group Company Secretariat		4.12.2023
Reviewed by: Group Human Resources		30.11.2023
Recommended for approval by: Committee		12.12.2023
Approved by: Board of Directors		14.12.2023