

Policy

Name: Board of Directors Diversity Policy

Responsible Unit: Group Company Secretariat

Version: 6.0

Valid as of:29.02.2024

Applicable to: Eurobank Ergasias Services and Holdings SA & Eurobank SA

Purpose: The Board of Directors Diversity Policy (“Policy”) sets out the approach to diversity on the Board of Directors (“Board”) of Eurobank Ergasias Services and Holdings SA (“Eurobank Holdings”) and Eurobank SA (“Eurobank” or “Bank”) which together with their subsidiaries are the Eurobank Group.

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1. Introduction

Eurobank Holdings and the Bank ¹ recognise the benefits of having a diverse Board and sees diversity at Board level as an important element in maintaining a competitive advantage. Diversity within the Board leads to a broader range of experience, knowledge, skills and values, and is one of the factors that enhance the functioning of the Board, reduces the phenomenon of ‘group-think’ and facilitates independent opinions and constructive challenging in the process of decision-making through a broader range of views and experiences as well as values and backgrounds.

The scope of the Policy applies to the Board of Eurobank Holdings and the Bank.

Furthermore the Policy is supplementary to the Eurobank Holdings and the Bank Board Nomination Policy (“Nomination Policy”) and the Eurobank Holdings and the Bank Board and Board Committees Evaluation Policy (“Board Evaluation Policy”).

2. Description

2.1. Policy Statement

According to the Nomination Policy, the Board’s diversity is one of the factors that the Nomination and Corporate Governance Committee (“Committee”) shall consider when examining composition and structure of the Board. A diverse Board includes and makes good use of variety in the skills, educational and professional background, geographical provenance (nationality), gender, age and other qualities of Directors. All Board appointments,

¹ Article 88 and 91(10) of Directive 2013/36/EU and Article 80, par 5.a of Law 4261/2014.

including succession planning, shall ensure that the structure of the Board is aligned with regulatory requirements, has optimal balance of knowledge, skills and experience and meets high ethical standards, without discrimination based on gender, race, colour, ethnic or social origin, genetic features, religion or belief, membership of a national minority, property, birth, disability, age, or sexual orientation. In this context, the search for the Board candidates is conducted, and appointments are made, on merit, against objective criteria² and with due regard to the benefits of diversity on the Board.

According to the provisions of the Board Evaluation Policy, the Committee has the overall responsibility to annually assess the structure, size, composition and performance of the Board and make recommendations to the Board with regard to any necessary changes. In assessing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to maintain an appropriate range and balance of skills, experience and background on the Board.

2.2. Measurable Objectives

The Committee will discuss and agree all measurable objectives for achieving diversity on the Board during the review process of the Board's collective suitability according to the Nomination Policy and for proposing the (re)appointment/succession planning of individual Board members according to the Board Evaluation Policy, taking into consideration the balance of all diversity aspects mentioned in the present policy, in the Nomination Policy and the Board Evaluation Policy. At any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

The Committee's priority is to ensure that the Board continues to have strong leadership and the right mix of skills to deliver the business strategy. Within this context and in regard to the less represented gender in the Board, the Committee's target is that the percentage of the female gender representation in the Board shall be at least 25% calculated on the total Board size (rounded to the previous integer) in the next 3 years, with the aim the actual percentage to be maintained above the said minimum target at all times, also considering industry trends and best practices.

2.3. Monitoring and Reporting

The Committee will monitor annually the implementation of the Policy and will report to the Board the measurable objectives set for implementing the Policy and progress made towards achieving those objectives.

Short description of the Policy, its measurable objectives and if the targets set have been accomplished are also included, annually, in Eurobank Holdings' Corporate Governance Statement, as provided for in the relevant legislation.

2.4. Review of the Policy

Group Company Secretariat has the responsibility to review the Policy on an annual basis and ensure that there are no material changes, particularly in relation to changes in the regulatory framework, external developments and internal processes. The bodies which are involved in the review/approval process (the Committee & the Board) are informed of this annual review and either acknowledge that the existing Policy does not need amendment, or, in case there are significant changes, approve the revised Policy as required. In any case, an overall review of the Policy takes place every 3-years and the revised Policy is submitted for approval to the relevant bodies as required.

² As per the Nomination Policy, the Nomination Criteria are the following: (a) Reputation along with honesty, integrity and trust; (b) Knowledge, skills, experience and other general suitability requirements; (c) Conflicts of interest and independence of mind; (d) time commitment; and (e) Collective suitability criteria.

<p>3. Terminology</p> <p>Policy: The Board of Directors Diversity Policy</p> <p>Board: The Board of Directors of Eurobank Holdings and the Bank</p> <p>Eurobank Holdings: Eurobank Ergasias Services and Holdings S.A.</p> <p>Bank: Eurobank S.A.</p> <p>Nomination Policy: Eurobank Holdings’ and Eurobank’s Board Nomination Policy</p> <p>Board Evaluation Policy: Eurobank Holdings’ and Eurobank’s Board and Board Committees Evaluation Policy</p> <p>Committee: Eurobank Holdings’ and Eurobank’s Nomination and Corporate Governance Committee</p> <p>Diversity: means the situation whereby the characteristics of the members of the Board, including their age, gender, geographical provenance and educational and professional background, are different to an extent that allows a variety of views within the Board³</p>

4. Amendments Table		
Version	Date	Change description
1.0	04.12.2015	
2.0	24.02.2017	
3.0	28.03.2018	Wording adjusted to the Joint EBA & ESMA Guidelines of 26 September 2017 Revision frequency adjusted to every two (2) years
4.0	12.03.2020	Adjustment to the target for the less represented gender in the Board,so that it is clearly indicating the 20% as the desired go-to target, but at no time to have less than 2 female members.
5.0	25.02.2022	Wording adjusted to the Joint EBA & ESMA Guidelines of 2 July 2021 As per provisions of Law 4706/2020 minimum female representation to 25%
6.0	29.2.2024	Regular revision, as per the former revision clause. Minor adjustments to reflect the current framework and amendment of the revision clause.

5. Table of Creation, Issuance and Approvals		
Unit	Authorized Personnel	Date
Created by(Latest Version):		
Group Company Secretariat	I. Chadolias	15.2.2024
Involved Unit:		
Group Human Resources	N. Paschali	

³ Definition according to the Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU (EBA/GL/2021/06), issued on 2 July 2021 and adopted by BoG’s Executive Committee Act 224/21.12.2023.

For Eurobank Holdings

Reviewed and proposed to the Board by:

Nomination and Corporate Governance Committee		27.02.2024
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Approved by:

Board of Directors		29.02.2024
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Reviewed and proposed to the Board by:

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