

**EXTRAORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS OF  
EUROBANK S.A.  
22 OCTOBER 2025**

On Wednesday, October 22<sup>nd</sup>, 2025, at 20:00, the Extraordinary General Meeting of the Shareholders (hereinafter "GM") of Eurobank S.A. (hereinafter "Bank") convened in Athens, at Eurobank's Headquarters, 12 Stadiou street & 2 Omirou street, following the decision of the Board of Directors (hereinafter "Board" or "BoD") dated October 22<sup>nd</sup>, 2025 and pursuant to article 121, par. 5 of L. 4548/2018, as in force.

The Chairman of the BoD, Mr. Georgios P. Zanias, pursuant to the law, temporarily chairs the GM and appoints Mr. Ioannis E. Chadolias as interim Secretary and teller.

The publications provided by law and the Articles of Association were omitted, according to the above BoD's decision, because the representation of the total share capital of the Bank in the GM was presumed.

It is ascertained that the below sole shareholder of the Bank is present at the GM:

Shareholder: Eurobank Ergasias Services and Holdings S.A./  
8 Othonos Str., Athens, 105 57

Number of shares and voting rights: 3,683,244,830

Represented by: Fokion Karavias, 12 Stadiou & 2 Omirou Str., 105 64, Athens

The above-mentioned shareholder has complied to all statutory requirements for his participation in the GM.

It is therefore established that the Bank's sole shareholder, who represents 100% of its share capital, is present at the meeting and does not object to the GM's holding and decision-making.

Therefore, there is quorum in accordance with the law for holding the meeting and for decision-making.

Ms. Spyros Zarkos, Head of Internal Audit Group General Division, is also present at the meeting.

Following the proposal of the interim Chairman, the final presidium panel is unanimously elected, with Mr. Georgios P. Zanias being elected as Chairman of the GM and Mr. Ioannis E. Chadolias as Secretary and teller.

Discussion follows and decision-making as follows:

**1. Approval of the Merger of "Eurobank S.A." with "Eurobank Ergasias Services and Holdings S.A." by absorption of latter by the former in accordance with the provisions of Articles 6–21, 30–34 and 140 of Law 4601/2019, Article 16 of Law 2515/1997, and the applicable provisions of Law 4548/2018, the Draft Merger Agreement and the other documents relating to the Merger. Appointment of a representative for the execution of the notarial deed of merger and granting of authorizations to carry out all actions necessary for the completion of the Merger.**

The Chairman of the General Meeting referred to the resolution of the Board of Directors of the Bank dated 18 December 2024, by which it was decided to initiate the merger procedure between the société anonyme "Eurobank S.A." (hereinafter the "Absorbing Company" or the "Bank") and the société anonyme "Eurobank Ergasias Services and Holdings S.A." (hereinafter the "Absorbed Company", and together with the Absorbing Company, the "Merging Companies"), by absorption of the latter by the former, pursuant to Article 16 of Law 2515/1997 and Articles 6 to 21, 30–34, and 140 of Law 4601/2019, as currently in force (hereinafter the "Merger").

In implementation of the above resolution of the Bank's Board of Directors, the following actions were carried out:

1. On 18 December 2024:

(a) The Boards of Directors of the Merging Companies, by their respective resolutions, dated 18.12.2024, determined 31 December 2024 as the date for the preparation of the transformation balance sheets of the Absorbed Company and the Absorbing Company.

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(b) The Boards of Directors of the Merging Companies, by their respective resolutions dated 18.12.2024, appointed the audit firm "Deloitte Certified Public Accountants S.A." (SOEL Reg. No. E120) to verify the accounting value of the assets and liabilities of the Absorbed Company and the Absorbing Company, as reflected in their transformation balance sheets as of 31 December 2024, respectively.

2. The transformation balance sheets of the Absorbed Company and the Absorbing Company, with reference date 31 December 2024, were duly prepared.

3. The Boards of Directors of the Merging Companies, by their respective resolutions dated 30 April 2025, approved the Draft Merger Agreement (hereinafter the "Draft Merger Agreement") for the proposed Merger. The Draft Merger Agreement, having been duly signed by the authorised representatives of the Merging Companies pursuant to the said Board resolutions, was submitted to the required publication formalities in accordance with Article 8 of Law 4601/2019, and filed with the General Commercial Registry (G.E.MI.) on 19 May 2025. The reports issued by the Boards of Directors of the Merging Companies on the Draft Merger Agreement, in accordance with Article 9 of Law 4601/2019, as well as the report prepared by the audit firm "Deloitte Certified Public Accountants S.A." (SOEL Reg. No. E120) pursuant to Article 10 of Law 4601/2019 were also filed with G.E.MI..

From the date of the above publication until today, no creditor of the Bank whose claims arose prior to the publication and had not yet fallen due at the time thereof has requested guarantees, according to Article 13 of Law 4601/2019.

On September 29<sup>th</sup>, 2025 European Central Bank approved the application of the merger.

The Chairman notes that the documents relating to the Merger had been made available to the shareholders of the Merging Companies in accordance with Article 11 of Law 4601/2019. Furthermore, he declares that the procedure for informing the personnel has been followed.

The Chairman informs the General Meeting that the BoD proposes to the GM the amendment of clause 1.6 of the Draft Merger Agreement, as, following the approval of the Draft Merger Agreement by the Boards of Directors of the Merging Companies, an amendment to the Athens Stock Exchange (ATHEX) Regulation was adopted pursuant to Decision No. 212/19.05.2025 of the ATHEX Steering Committee, which was approved by Decision No. 1054/5.6.2025 of the Hellenic Capital Market Commission. The said amendment of ATHEX Regulation introduced a new procedure for the approval of share listings in cases of mergers by absorption of a listed company, without the prior fulfilment of the minimum required free float.

In light of the foregoing, the Chairman informs the General Meeting that the Board of Directors proposes to the General Meeting:

(a) the approval of the Draft Merger Agreement with its annexes (including the transformation balance sheets of the Absorbed Company and the Absorbing Company with reference date 31 December 2024), with the following amendment to the relevant Clause 1.6.;

"1.6. Prior to the approval of the Merger as provided above, the Absorbing Company shall submit an application to the Athens Stock Exchange for the listing of its *existing* shares. In particular, the *existing* shares of the Absorbing Company shall be admitted to trading on the Athens Stock Exchange ~~under suspension, subject to satisfaction of the free float requirements set out in the Athens Exchange Rulebook and the completion of the Merger in~~ *accordance with the provisions of section 3.1.15.6 of the Athens Stock Exchange Regulation*. Upon completion of the Merger and the share capital increase of the Absorbing Company, the newly issued shares shall be listed on the Athens Stock Exchange, ~~and, Trading in~~ the *trading of the* shares of the Absorbing Company shall commence ~~upon the lifting of the suspension~~. For the listing of the existing shares of the Absorbing Company on the Main Market of the Athens Stock Exchange, a prospectus will be issued and published in accordance with Regulation (EU) 2017/1129, following the approval of the Hellenic Capital Market Commission. The prospectus will include, among other things, the necessary information required to inform the investing public about the Merger in accordance with applicable legislation."

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(b) the approval of the Merger of "Eurobank S.A." with "Eurobank Ergasias Services and Holdings S.A.", by absorption of the latter by the former, in accordance with the provisions of Articles 6–21, 30–34 and 140 of Law 4601/2019, Article 16 of Law 2515/1997, and the applicable provisions of Law 4548/2018, as in force, and under the specific terms and conditions set out in the Draft Merger Agreement, as proposed to be amended above, and the rest of the documents, as submitted to the General Meeting.

Following discussion, the General Meeting unanimously approved:

(a) the Draft Merger Agreement with its annexes (including the transformation balance sheets of the Absorbed Company and the Absorbing Company with reference date 31 December 2024), the above amendment to Clause 1.6., which is attached hereto as annex; and

(b) the Merger of "Eurobank S.A." with "Eurobank Ergasias Services and Holdings S.A." by absorption of the latter by the former, in accordance with the provisions of Articles 6–21, 30–34 and 140 of Law 4601/2019, Article 16 of Law 2515/1997, and the applicable provisions of Law 4548/2018, as in force, and under the specific terms and conditions set out in the Draft Merger Agreement, as approved above, and the rest of the documents, as submitted to the General Meeting.

The General Meeting unanimously authorised Messrs. F. Karavias, S. Ioannou, K. Vassiliou, H. Kokologiannis, A. Kazakos, H. Koukoutsaki, E. Deligiannis and A. S. Kouleimanis, to appear before a notary public and, on behalf of the Bank, execute the notarial deed of merger of "Eurobank S.A." with "Eurobank Ergasias Services and Holdings S.A." by absorption of the latter by the former, determining the specific terms of the merger deed within the framework of the approved Draft Merger Agreement, and to sign any other document, application, declaration, or certificate etc. as may be required for the completion of the Merger.

Furthermore, the General Meeting unanimously authorised the Board of Directors to resolve any matter that may arise in connection with the approved Merger, at its absolute discretion.

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Following the above, the meeting is closed.

THE CHAIRMAN

THE SECRETARY

George P. Zanias

Ioannis E. Chadolias

Athens, 22 Οκτωβρίου 2025