CORPORATE GOVERNANCE STATEMENT 2025

Table of Contents...Page

1. Introduction

Pursuant to Article 152(1) and Article 153(3) of Law 4548/2018, Law 4706/2020, and the Hellenic Corporate Governance Code (the "Code"), the Report of the Board of Directors of Eurobank S.A. ("Eurobank" or the "Bank") includes the present Corporate Governance Statement.

The Corporate Governance Statement addresses, inter alia, the following key areas:

- Adoption of the Hellenic Corporate Governance Code
- Corporate Governance and Key Policies
- Shareholders' General Meeting
- Board of Directors
- Board of Directors' Committees
- Management Committees
- Key Control Functions
- System of Internal Controls
- Sustainability
- Additional Disclosures Required by Directive 2004/25/EU

Furthermore, taking into account that:

a) the merger of Eurobank with Eurobank Ergasias Services and Holdings S.A. (the "Company", "Eurobank Holdings", "Holdings", or "HoldCo") by absorption of the latter by the former, as well as the subsequent listing of the Bank's shares on the Athens Stock Exchange, were completed on 12 December 2025, following the approvals of the General Meetings of the shareholders of both entities and the receipt of all necessary permits and approvals from the competent authorities; and

b) until the completion of the merger and in accordance with Article 152(1) and Article 153(3) of Law 4548/2018, Law 4706/2020, and the Code, the Report of the Board of Directors of Eurobank Holdings was required to include a Corporate Governance Statement covering the areas described above,

the present Corporate Governance Statement sets out the manner in which the principles of the Code were implemented:

- by Eurobank, for the entire financial year 2025; and
- by Eurobank Holdings, for the period from 1 January 2025 until 12 December 2025.

2. Adoption of the Hellenic Corporate Governance Code

In compliance with Article 17 of Law 4706/2020, which requires listed companies to adopt and implement a corporate governance code issued by a recognized and reputable body, Eurobank Holdings adopted the Hellenic Corporate Governance Code (the "Code") in September 2021 and applied it until 12 December 2025.

The Board of Directors of Eurobank has also approved the adoption of the Code on September 2021 and continues to apply it.

The Code is available on Eurobank's website (https://www.eurobank.gr).

3. Corporate Governance and Key Policies

The corporate governance framework of the Bank and its subsidiaries ("Group"), aligned with applicable legal and regulatory requirements and international best practices, ensures that the Group operates with credibility, responsibility, fairness, and transparency, safeguarding the interests of shareholders and all other stakeholders.

In this context, the Bank has established a comprehensive set of policies and procedures, which are regularly reviewed and approved by the Board of Directors ("BoD") and/or the competent Board Committees, as required.

During its period of operation until 12 December 2025, Eurobank Holdings applied the same corporate governance framework and corresponding policies and procedures, which were likewise subject to regular review and approval by its BoD and/or the competent Board Committees.

The Key Policies governing the Bank (for 2025) and HoldCo (from 1 January 2025 until 12 December 2025) are outlined below.

3.1 Internal Governance Control Manual

The policies and controls outlined in the Bank IGCM are designed to minimize the risk of errors or financial losses, protect the interests of shareholders and depositors, and ensure full compliance with regulatory requirements at all times.

The Bank IGCM provides a high-level overview of control policies, while more detailed operating procedures are documented in individual procedures and manuals maintained by their respective units. Subsidiaries are required to establish their own IGCMs and/or procedures manuals and to adopt the Group's policies where applicable. The principles outlined in the IGCM apply across all units and subsidiaries, except where local circumstances or regulations necessitate deviations.

The IGCM includes a high-level organizational chart and a brief description of the key responsibilities of the main control functions within Eurobank. It is supplemented by the procedural manuals of individual units and subsidiaries, which provide a written description of the uppermost levels of the Group's System of Internal Controls.

Throughout its period of operation until 12 December 2025, Eurobank Holdings had developed and maintained its own IGCM, in compliance with applicable legal requirements and aligned with its internal governance framework.

3.2 Board Nomination Policy

The Banks' Board Nomination Policy - that was also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025 - sets out the guidelines and formal process for identifying, selecting, and nominating candidates for the Board.

It ensures that appointments are made:

(a) in compliance with legal and regulatory requirements,

(b) with due regard to the expectations of major shareholders, and

(c) based on individual merit and ability, following best practices.

Primary Objectives of the Policy

The primary objectives of this Policy are to:

- Define the general principles that guide the Nomination and Corporate Governance Committee (NomCo) in all stages of the nomination process,
- Establish specific criteria and requirements for Board nominees,
- Ensure a transparent, efficient, and fit-for-purpose nomination process, and
- Maintain a Board structure—including succession planning—that meets high ethical standards, achieves an optimal balance of knowledge, skills, and experience, and aligns with current regulatory requirements.

Nomination Criteria

The Board, supported by NomCo, shall nominate candidates who meet the following criteria:

1. Reputation, Honesty, Integrity, and Trust

- Reputation: Candidates must have a strong reputation and high social esteem, demonstrating good repute in line with the applicable regulatory framework's standards for honesty and integrity.
- Honesty, Integrity, and Trust: Candidates should exemplify the highest standards of ethics, honesty, fairness, and personal discipline, as evidenced by their professional track record, personal history, and public commitments.

2. Knowledge, Skills, Experience (KSE), and General Suitability

- Understanding of the Bank: Candidates must possess sufficient knowledge, skills, and experience (KSE) to develop a thorough and up-to-date understanding of the business, governance structures, regulatory environment, markets, stakeholders, and risks associated with the Bank and its subsidiaries.
- Seniority: A candidate must have several years of experience in a recognized leadership position within their field of expertise.

- Independent Mindset and Ability to Challenge: Candidates should demonstrate the ability to form and express independent judgments on all matters before the Board, along with the candor to challenge management and other Board members when necessary.
- Collegiality, Teamwork, and Leadership: Candidates should contribute constructively and productively to Board discussions and decision-making, with the capability to lead discussions as a Committee Chair, Vice-Chair, or Board Chair.
- Additional Criteria for Executive Directors: Candidates for Executive Director positions must have demonstrated leadership capabilities through current or previous executive roles, along with the necessary expertise to guide the Bank in achieving its strategic objectives. They must also be willing to enter into full-time employment with the Bank.

3. Conflicts of Interest and Independence of Mind

NomCo shall assess candidates' personal, professional, financial, and political affiliations to ensure that they do not have actual, potential, or perceived conflicts of interest that cannot be prevented, adequately mitigated, or managed under the Bank's policies.

Candidates must be able to represent the interests of all shareholders, fulfill their responsibilities as Directors, and make sound, objective, and independent decisions.

NomCo shall also examine candidates' direct and indirect monetary and non-monetary interests, including their affiliations with or membership in other organizations.

4. Time Commitment

NomCo shall ensure that all nominees can dedicate the time required to effectively discharge their responsibilities as Directors.

This includes their ability to attend and actively participate in Board and Committee meetings on a regular basis.

5. Collective Suitability

*The Board, as a whole, must have the ability to understand the institution's activities, assess the associated risks, and make informed decisions aligned with the institution's business model, risk appetite, strategy, and market operations.

The composition of the Board should reflect the necessary knowledge, skills, and experience required to fulfill its responsibilities.

The Board should collectively possess expertise in:

- The institution's core business and its associated risks,
- All material activities of the Bank,
- Sector-specific and financial competencies, including financial and capital markets, solvency, risk modeling, and environmental, social, and governance (ESG) risks,
- Financial accounting and reporting,
- Risk management, compliance (including AML/CFT), and internal audit,
- Information and digital technology, including cybersecurity,
- Local, regional, and global markets, where applicable,
- The legal and regulatory framework,
- Strategic planning and managerial experience,
- Oversight of (inter)national group structures and risks related to group governance,
- Corporate governance,
- ESG issues, and
- Gender representation, in accordance with the Board Diversity Policy.

<u>Succession Planning</u>

As part of its oversight of the nomination process, NomCo shall ensure the implementation of structured, stepwise succession planning to maintain continuity and institutional knowledge at the Board level.

This is particularly critical in managing sudden or unexpected absences or departures of Board members.

To this end, NomCo shall:

- Monitor Board members' tenures and ensure staggered appointments and retirements whenever feasible. The reappointment of existing Board members shall be based on their continued adherence to the criteria set out in this Policy.
- Ensure an appropriate distribution of relevant KSEs across the Board, preventing undue reliance on the expertise of a few Directors.
- Assess whether a sufficient number of Board members are capable of assuming leadership roles, including Board and Committee Chair positions.
- Periodically evaluate the availability of suitable candidates to address the Board's future succession planning needs.
- Consider both:

a) the objectives and targets defined in the Bank Board Diversity Policy, and

b) the findings of the Bank Board Evaluations, ensuring necessary changes in composition or skills to enhance effectiveness and collective suitability.

The CEO Succession Planning Policy, which is supplementary to this Policy, sets out the framework for CEO succession planning.

3.3 CEO Succession Planning

The Bank's CEO Succession Planning Policy (the Policy) - that was also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025 - plays a crucial role in ensuring a seamless leadership transition.

Key Elements of the Policy

The key elements of the Policy are as follows:

- Qualifications for the CEO Position: The Nomination and Corporate Governance Committee (NomCo), in collaboration with the current CEO, defines the qualifications required for the CEO role. This ensures that the successor possesses the necessary skills, experience, and leadership attributes to guide the organization effectively.
- Viable Pool of Candidates: NomCo ensures that a strong pipeline of candidates meets the CEO position's requirements. This includes evaluating internal candidates within the organization while also considering external candidates when appropriate.
- Annual Review: NomCo reviews the qualifications and candidate pool at least annually to ensure that the succession planning process remains aligned with the organization's evolving needs, regulatory expectations, and strategic direction.
- Selection Process: NomCo leads the CEO selection process, evaluating candidates based on their qualifications, leadership capabilities, experience, and alignment with the organization's culture and strategic objectives.
- Tailored Induction Program: Once a new CEO is selected, NomCo approves a customized induction program to ensure a smooth transition. This program provides the new CEO with the necessary knowledge, resources, and support to succeed in the role from the outset.

Overall, the CEO Succession Planning Policy ensures that the organization is well-prepared for leadership transitions, maintaining continuity, stability, and effectiveness at the highest level of management.

3.4 Board Evaluation Policy

The Board and Board Committees Evaluation Policy of Eurobank - that was also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025 - establishes the principles, framework, and process for the annual assessment of the effectiveness of the Board of Directors and its Committees at the Bank.

The Policy aspires to align with best European banking practices while fully complying with Greek and European legal and regulatory requirements.

Responsibilities of NomCo

Under this Policy, the Nomination and Corporate Governance Committee (NomCo) holds the overall responsibility for:

- Assessing the structure, size, composition, and performance of the Board and its Committees,
- Recommending to the Board any necessary changes to enhance effectiveness,

- Evaluating the collective suitability of the Board as a whole, as well as the suitability and contributions of individual Board members, and
- Reporting its findings and recommendations to the Board accordingly.

3.5 Board of Directors Diversity Policy

The Bank Board of Directors Diversity Policy - that was also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025 - reflects the organization's commitment to diversity in line with international best practices and applicable legal requirements.

Scope of Board Diversity

According to the Policy, Board diversity encompasses multiple factors, including:

- Skills and expertise,
- Educational and professional background,
- Geographical provenance (nationality),
- Gender,
- Age, and
- Other relevant attributes that contribute to a well-balanced and effective Board.

The Nomination and Corporate Governance Committee is committed to fostering a diverse Board, recognizing that diversity includes a wide range of characteristics, such as gender, race, colour, ethnic or social origin, genetic features, religion or belief, membership of a national minority, property, birth, disability, age, sexual orientation, skills, educational background, professional background or geographical provenance (nationality).

During the review of the Board's collective suitability, as outlined in the Nomination Policy, and in the process of (re)appointment and succession planning of Board members, the Committee will consider all aspects of diversity to ensure a balanced and inclusive leadership structure.

Gender Representation Target

While the Board values diversity in all its forms, a specific and measurable objective is set for gender representation.

The Committee ensures that at least 25% (rounded to the previous integer) of the Board is composed of members of the less represented gender, with a target to increase this representation to a minimum of 33% (rounded to the nearest integer) as soon as practicable, and in any case no later than mid 2026.

This target aligns with legal and regulatory requirements and industry best practices and shall be maintained at all times, reflecting evolving legal frameworks and market trends.

Additionally, if the Board includes three (3) or more executive members, at least one (1) executive member of the less represented gender must be included in the aforementioned 33% percentage.

Compliance with this requirement is expected upon the first, after mid 2026, expiration of a term or of the next term in case of one renewal or upon a replacement of an already serving executive member of the Board of Directors for any reason after mid 2026.

3.6 Remuneration Policy

Eurobank established a Board of Directors' Remuneration Policy (Remuneration Policy) in accordance with the requirements of Law 4548/2018 (the Law) in 2025.

The Remuneration Policy was approved by the Bank's Annual General Meeting of Shareholders on 25 September 2025 and has been designed to comply with the specific provisions of Articles 110 and 111 of the Law.

It is noted that, prior to the merger of Eurobank and Eurobank Holdings, effected by the absorption of the latter by the former, Eurobank Holdings had established a Board of Directors' Remuneration Policy, as Eurobank Holdings—and not the Bank—was legally responsible for establishing such policy.

Purpose and Principles

The Remuneration Policy sets out the fundamental principles and structure governing the remuneration of Board members.

Its primary objective is to ensure that remuneration is:

- Reasonable and aligned with market standards,
- Gender-neutral, promoting equal treatment, and
- Sufficiently competitive to attract and retain Directors with the necessary skills and experience to implement Eurobank Holdings' business strategy effectively.

Additionally, the Policy safeguards the long-term interests and sustainability of the organization by discouraging excessive risk-taking. This is achieved through continuous monitoring of market trends and best practices at both domestic and global levels.

The Policy is informed by external and independent benchmarking analyses of remuneration in the financial and banking sectors, both in Greece and internationally. This benchmarking ensures that the remuneration framework for Board members remains aligned with industry best practices.

The development and implementation of the Remuneration Policy are characterized by:

- Objectivity and transparency throughout the process, and
- Independent judgment and discretion by the Board when approving or recommending remuneration, ensuring alignment with both individual and Company performance.

Remuneration Report

In compliance with Article 112(3) of Law 4548/2018, Eurobank publishes an annual Remuneration Report, detailing the remuneration and financial benefits granted to each Executive and Non-Executive Director during the financial year.

Prior to the merger of Eurobank and Eurobank Holdings, effected by the absorption of the latter by the former, Eurobank Holdings had the legal responsibility to publish an annual Remuneration Report.

In this context, the Eurobank Holdings Remuneration Report for 2025 (https://www.eurobank.gr) was approved by the Annual General Meeting of Eurobank Holdings on 30 April 2025 (before the completion of the merger).

The report provides comprehensive and transparent disclosure of Board remuneration, ensuring efficient communication with shareholders and stakeholders.

Remuneration Structure

Non-Executive Directors

- Fixed Remuneration Only: Non-Executive Directors receive fixed remuneration, which is annually approved by the Annual General Meeting. They are not eligible for variable remuneration.
- Board Fees: Their fixed remuneration consists of Board Fees, determined based on their roles on the Board and Committees, their expected contribution, and the additional time and effort required for their responsibilities.

Executive Directors

- Employment Contracts: Executive Directors are employed by the Bank under permanent, indefinite contracts. These contracts require a three-month notice period in case of resignation.
- Remuneration Structure:
    - Executive Directors receive remuneration under their employment contracts and do not receive additional compensation for their role as Board members.
    - Variable Remuneration: Any variable remuneration awarded follows the provisions of the Bank's Remuneration Policy and is subject to approval by the Shareholders' General Meeting.

The 2025 Board and key management remuneration disclosure is included in the relevant note of the consolidated accounts of Eurobank.

To ensure market transparency regarding remuneration structures and associated risks, this information is publicly available on the Eurobank website (www.eurobank.gr).

3.7 Board and Board Committees' Attendance Policy

In accordance with the Board and Board Committees' Attendance Policy of Eurobank – that was also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025 - Board members are expected to attend all Board and Committee meetings to which they are appointed.

However, it is recognized that, on occasion, Board members may be unable to attend certain meetings due to conflicting commitments or unforeseen circumstances.

To ensure active participation, each member must maintain a minimum attendance rate of 85% over the course of the calendar year.

Representation

Where a meeting is to be held with the notified absence of a Board member, the absentee has the option to be validly represented by another Board member respectively, noting that each Member of the Board or Board Committee may validly represent only one of the other Board or Board Committee members.

Representation in the Board and Board Committees may not be entrusted to persons other than the members thereof.

Resignation due to Unjustified Absence

Additionally, in accordance with Law 4706/2020, if a Board member is unjustifiably absent from at least two consecutive Board meetings, they shall be considered resigned.

This resignation is formally established through a Board decision, which subsequently initiates the replacement process in accordance with the applicable legal framework.

3.8 Directors' Induction and Continuous Professional Development Process

All new Board members undergo a comprehensive Induction Program, designed to ensure a smooth and effective transition into their roles.

Objectives of the Induction Program

The program aims to:

- Communicate the vision and corporate culture of Eurobank,
- Introduce practical and procedural responsibilities to facilitate a seamless onboarding process,
- Accelerate productivity by reducing the time needed to familiarize new members with their roles,
- Integrate new Directors as valued members of the Board,
- Provide insight into the organizational structure of the Bank, and
- Offer a comprehensive understanding of the business, strategy, market dynamics, key relationships, and leadership team of the Bank.

Upon appointment, new Board members also receive a Manual of Obligations, which outlines their core responsibilities towards the Supervisory Authorities and the Bank. This manual includes guidance on local regulatory requirements and Board procedures.

Additionally, newly appointed Directors participate in meetings and presentations with key executives to gain a holistic overview of the organization.

Recognizing the importance of continuous professional development, Eurobank provides ongoing learning resources to support the knowledge and skill enhancement of all Board members.

The above processes were applicable to Eurobank Holdings during the period of its operation, until 12 December 2025.

3.9 Group Governance Policy

In compliance with the regulatory framework, the Group Governance Policy of Eurobank (and Eurobank Holdings until 12.12.2025), establishes general governance principles for the Group entities, sets common governance standards, and defines authorities, responsibilities, and expectations, ensuring the Group operates as a unified entity with a cohesive strategic direction.

Scope of the Policy

The policy integrates internal governance by clarifying the distinct roles of the parent company and its subsidiaries, while also setting principles related to:

- Board composition,
- Roles and responsibilities,
- Chairmanship,
- Board committees,
- Nomination processes,
- Board diversity,
- CEO succession planning,
- Board evaluations,
- Professional development,
- Management committees,
- Governance manuals, and
- Corporate governance codes.

By harmonizing governance practices across the Group, the policy promotes accountability, transparency, and effective decision-making at all levels.

3.10 Conflicts of interest Policy

Eurobank (and Eurobank Holdings until 12.12.2025) have implemented a Conflicts of Interest Policy, approved by their respective Boards of Directors, to establish a comprehensive framework for identifying, preventing, and managing actual, potential, or perceived conflicts of interest arising from the Group's business activities.

This policy includes a structured set of policies, procedures, systems, and controls to uphold ethical standards and ensure transparent decision-making.

Procedural Safeguards

To prevent conflicts of duties, the Group has implemented procedural safeguards that:

- Segregate executive and non-executive responsibilities at the Board level, ensuring a clear distinction between the Chairperson of the Board and the CEO's executive functions,
- Prevent incompatible roles and conflicts of interest among Board members, Management, and Executives, and
- Mitigate the misuse of inside information or corporate assets.

Duties of Board Members

Board members are expected to:

- Adhere to high ethical standards and comply with the principles set out in the Conflicts of Interest Policy,
- Act independently, making sound, objective, and impartial decisions,
- Disclose any personal interests that may conflict with the interests of Eurobank or the Group,
- Maintain confidentiality of non-public information and avoid any conduct that could constitute market abuse or create a conflict of interest.

Board members are required to disclose:

- All external engagements, directorships, or affiliations outside the Group,
- Any new or ongoing circumstances that could affect their independence of mind or create a conflict of interest.

Management of Conflicts

All actual or potential conflicts of interest at the Board level must be:

- Communicated, documented, and discussed,
- Decided upon and managed by the Group,
- Mitigated through specific measures for unexpected conflicts, while persistent conflicts are managed through continuous oversight.

Board members must abstain from voting on matters where they have an identified conflict of interest, ensuring transparency, impartiality, and effective governance.

3.11 Responsible Artificial Intelligence

In line with article 10 par. 3 of Law 4961/2022, which provides that companies preparing a corporate governance statement must include information on the data ethics policy they apply in relation to artificial intelligence systems, Eurobank declares that it strategically embraces Artificial Intelligence (AI) to drive innovation, operational excellence, and improve customer experience. In doing so, the Bank remains firmly committed to upholding the highest standards of ethical conduct, regulatory compliance, and risk governance. In accordance with its Responsible Artificial Intelligence Framework, all AI systems are developed and used in a manner that is transparent, fair and secure. Eurobank ensures that AI enabled processes incorporate appropriate human oversight, safeguard customer rights, and adhere to robust controls for data quality, privacy and model governance including measures to detect and mitigate bias and to support explainability. The Bank continuously reviews and enhances these practices to reflect evolving risks, technologies, and supervisory expectations.

3.12 Other Key Policies

In addition to the above policies, Eurobank has established, among others, the following policies, which form an integral part of their corporate governance framework:

- the Code of Conduct and Ethics,
- the Anti-Bribery and Corruption Policy, and
- the Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law.

These policies were also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025.

4. Shareholders' General Meeting

The Shareholders' General Meeting (General Meeting) serves as the highest authority within Eurobank – and until 12.12.2025 within Eurobank Holdings - and is convened by the Board of Directors to address all matters concerning the entity.

Competence and Authority

It holds exclusive jurisdiction over matters specified in Article 117 of Company Law 4548/2018, including amendments to the Articles of Association.

Every shareholder has the right to participate and vote at the General Meeting, either in person or through a legal representative, in accordance with the prescribed legal procedures.

Quorum and Majority Requirements

For the General Meeting to reach a quorum and be considered valid, shareholders present or represented must collectively hold at least 20% (1/5) of the paid-in share capital associated with voting shares.

Resolutions are passed by an absolute majority and are binding on both absent and dissenting shareholders.

However, for significant decisions such as share capital changes or mergers:

- a higher quorum of at least 50% (1/2) of the paid-in share capital is required, and
- resolutions must be approved by a two-thirds (2/3) majority.

Annual and Extraordinary General Meetings

According to Article 119(1) of Law 4548/2018, the Annual General Meeting must be held no later than the tenth (10th) calendar day of the ninth month following the end of the business year.

Additionally, an Extraordinary General Meeting may be convened by the Board of Directors when deemed necessary or required by law.

Minutes and Minority Rights

Minutes of the General Meeting are authenticated by the Chairperson and the Secretary of the meeting.

The standard minority rights outlined in Company Law 4548/2018 apply.

4.1 Information about the Eurobank General Meetings

Taking into account that, until the completion of the merger on 12 December 2025, Eurobank Holdings was the sole shareholder of Eurobank, holding 100% of its share capital and in accordance with Article 121(5) of Law 4548/2018, a formal invitation to convene a General Meeting was not required, provided that the meeting was attended or represented by shareholders holding the entire share capital and none objected to its convening or decision-making.

In this context, the following General Meetings of Eurobank were held.

4.1.1 Annual General Meeting (AGM) of the shareholders

The Annual General Meeting of Eurobank's shareholders was held on April 30, 2025, in Athens, at Eurobank's Headquarters, 12 Stadiou Street & 2 Omirou Street.

The sole shareholder, Eurobank Holdings, participated, representing 3,683,244,830 shares, corresponding to 100% of the paid-up share capital with voting rights on the agenda items.

The Annual General Meeting:

1. Approved the Annual Separate and Consolidated Financial Statements for the financial year 2024, along with the Directors' and Auditors' Reports.
2. Approved the overall management for the financial year 2024 and the discharge of the Auditors for the same period.
3. Appointed KPMG Certified Auditors S.A. as Auditors for the financial year 2025.
4. Approved the dividend distribution to the sole shareholder, amounting to €405 m, from the "Special Reserves" account and authorized the Board of Directors to do everything necessary or appropriate in the context of the implementation of this decision of the AGM.
5. Approved the distribution of net profits to executives and employees of the Bank.
6. Approved, pursuant to Article 86 of Law 4261/2014, a higher than 100% maximum level of the ratio between fixed and variable remuneration for eight executives.
7. Approved the remuneration for the financial year 2024 and the advance payment of remuneration for the Directors for the financial year 2025.
8. Was informed on the Annual Activity Report of the Audit Committee for the financial year 2024.

4.1.2 Extraordinary General Meeting (EGM) of the shareholders, September 25, 2025

An Extraordinary General Meeting of Eurobank's shareholders was held on September 25, 2025, in Athens, at Eurobank's Headquarters, 12 Stadiou Street & 2 Omirou Street, following the decision of the Board of Directors dated September 24th, 2025 and pursuant to article 121, par. 5 of L. 4548/2018, as in force.

The sole shareholder, Eurobank Holdings, participated, representing 3,683,244,830 shares, corresponding to 100% of the paid-up share capital with voting rights on the agenda items.

The Extraordinary General Meeting:

1. Approved the listing for trading of total shares of the Bank on the Regulated Market (Main Market) of the Athens Stock Exchange and the Cyprus Stock Exchange, authorized senior executives of the Bank to represent Eurobank and take all

necessary actions and approved the appointment of "Eurobank Equities Single Member Investment Firm S.A." as Listing Advisor.

2. Approved the amendment of the Nomination Policy of the Directors.
3. Approved the Remuneration Policy for Directors.
4. Approved the amendment of the Articles of Association of the Bank, with amendment, addition and renumbering of its articles, in order to comply with the legal provisions regarding listed companies; and authorized senior executives of the Bank to sign any related documentation and to proceed with any relevant, necessary or deliberate action to complete the amendment of the Bank's Articles of Association.

4.1.3 Extraordinary General Meeting (EGM) of the shareholders, October 22, 2025

An Extraordinary General Meeting of Eurobank's shareholders was held on October 22, 2025, in Athens, at Eurobank's Headquarters, 12 Stadiou Street & 2 Omirou Street, following the decision of the Board of Directors dated October 22nd, 2025 and pursuant to article 121, par. 5 of L. 4548/2018, as in force.

The sole shareholder, Eurobank Holdings, participated, representing 3,683,244,830 shares, corresponding to 100% of the paid-up share capital with voting rights on the agenda items.

The Extraordinary General Meeting, unanimously:

1. 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 amendment to Clause 1.6. 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 and the rest of the documents, as submitted to the General Meeting.
2. Approved the amendment of Article 5 of the Bank's Articles of Association, following increase and reduction of the share capital of the Bank, as a result of the Merger, and authorized senior executives of the Bank, to sign any related documentation and to proceed with any relevant, necessary or deliberate action to complete the amendment of the Bank's Articles of Association.
3. Approved the share buyback programme (as a continuation of the programme of "Eurobank Ergasias Services and Holdings S.A.") and authorized the Board of Directors to determine at its discretion any other detail and take all necessary actions, delegating the relevant authorities to the appropriate individuals for the implementation of the Programme.
4. Approved the Stock Options Plan (as a continuation of the Stock Options Plan established by "Eurobank Ergasias Services and Holdings S.A.").

4.2 Information about the Eurobank Holdings General Meetings

Requirements for calling and convening the General Meetings

Until the completion of the merger on 12 December 2025, when Eurobank Holdings was absorbed by Eurobank and ceased to be listed while Eurobank became the listed entity, all persons registered as shareholders of ordinary shares of Eurobank Holdings in the Dematerialized Securities System (DSS), managed by Hellenic Central Securities Depository S.A., on the Record Date —specifically, at the start of the fifth day before the General Meetings were entitled to participate and vote in the HoldCo General Meetings.

This Record Date also applied to any Repeat Meetings.

Shareholders were informed in advance about the agenda of each General Meeting, and new technologies were utilized to facilitate their participation.

At least 20 days before the meetings, shareholders were provided with access to all necessary information, in full compliance with Greek law.

The Notice of each General Meeting included:

- The date, time, and place of the meeting,
- The agenda items, presented in clarity,

- Participation and voting rights, along with the relevant procedures,
- The rights of minority shareholder, and
- The documents and information made available to shareholders.

All resolutions and related information from each General Meeting were published under the Investor Relations section of the Eurobank Holdings website.

Participation and proxies

Eurobank Holdings facilitated shareholder participation in General Meetings.

All shareholders had the right to attend in person or appoint a proxy, provided that the proxy was designated at least 48 hours before the meeting.

If shareholders' questions regarding agenda items were not addressed during the General Meeting, Eurobank Holdings had a structured process in place to provide the relevant responses.

4.2.1 Annual General Meeting (AGM) of the shareholders

The Annual General Meeting of Eurobank Holdings' shareholders was held on April 30, 2025, at 10 a.m., remotely via teleconference in real-time.

Shareholders representing 2,895,478,195 shares out of 3,676,736,329 shares, corresponding to 78.75% of the paid-up share capital with voting rights.

The Annual General Meeting:

1. Approved, with a majority exceeding the minimum required by law, the Annual Separate and Consolidated Financial Statements for the financial year 2024, along with the Directors' and Auditors' Reports.
2. Approved, with a majority exceeding the minimum required by law, the overall management for the financial year 2024, as well as the discharge of the Auditors for the same period.
3. Approved, with a majority exceeding the minimum required by law:

   (a) The appointment of the firm KPMG Certified Auditors S.A. (KPMG) as the statutory auditor of the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2025 as well as for the audit and assurance of the submission of the Sustainability Statement, according to the provisions of article 154C of l. 4548/2018, for the financial year 2025; and

   (b) KPMG's fees for the statutory audit of the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2025 to amount to €0.3 m. and to €0.3 m. for the audit and assurance of the submission of the Sustainability Statement, according to the provisions of article 154C of l. 4548/2018, for the financial year 2025.
4. Approved, with a majority exceeding the minimum required by law, the dividend distribution to shareholders, amounting to €386 million, from the "Special Reserves" account, and authorized the Board of Directors to undertake all necessary actions for its implementation.
5. Approved, with a majority exceeding the minimum required by law, the distribution of a total amount of €437,670 to executives and employees of the Company from the "Special Reserves" account.
6. Approved, with a majority exceeding the minimum required by law:

   a) a share buyback programme ("Programme"), in accordance with the terms and conditions provided by Article 49 of Law 4548/2018, under the following terms:

   (i) the total cost of the Programme that will not exceed the amount of € 287,942,685.45, and in any case, the own shares that will be acquired will not exceed 10% of the Company's paid-in Share Capital, in accordance with the legislation in force;

   (ii) the duration of the Programme, which will not exceed 12 months, starting from the day of receipt of ECB's decision granting supervisory permission of the Programme; and

(iii) the proposed range for the acquisition of the shares under the Programme, which sets as minimum price, the nominal value of the share i.e. €0.22 and as maximum price the €10; and

b) authorized the Board of Directors to determine at its discretion any other detail and take all necessary actions, delegating the relevant authorities to the appropriate individuals, for the implementation of the Programme.

7. Approved, with a majority exceeding the minimum required by law, in accordance with Article 86 of Law 4261/2014, a higher than 100% maximum level of the ratio between fixed and variable remuneration for the CEO, Deputy CEO Group Chief Operating Officer & International Activities, Deputy CEO Head of Corporate & Investment Banking, Deputy CEO Head of Retail & Digital Banking, General Manager Group Risk Management, the General Manager Group Finance, the General Manager Group Strategy and the General Manager Markets.
8. Approved, with a majority exceeding the minimum required by law, the amendment of the Remuneration Policy for Directors of the Company.
9. Approved, with a majority exceeding the minimum required by law, the remuneration paid to Board members for the financial year 2024, for their duties as Board members and Board Committees members, and the payment of the remuneration for the financial year 2025.
10. Casted a positive vote on the Remuneration Report for the financial year 2024.
11. Approved, with a majority exceeding the minimum required by law, the amendment of Article 12 of the Company's Articles of Association by updating paragraph 2 of article 12.
12. Was informed on the Annual Activity Report of the Audit Committee for the financial year 2024.
13. Was informed on the Independent Non-Executive Directors' Report.

All information regarding the AGM of Eurobank Holdings can be found on the Eurobank website.

4.2.2 Extraordinary General Meeting (EGM) of the shareholders, December 3, 2025

The Extraordinary General Meeting of Eurobank Holdings' shareholders was held on December 3, 2025, at 10 a.m. in a hybrid manner, namely, with the physical presence of Shareholders in the Conference Hall of Nea Ionia, at 8 Iolkou Street, Building H, Nea Ionia, GR 14234, and with the participation of Shareholders remotely, in real time, via teleconference.

Shareholders representing 2,891,575,831 shares out of 3,631,510,801 corresponding to 79.62% of the paid-up share capital with voting rights.

The Extraordinary General Meeting:

1. Approved the Draft Merger Agreement with its annexes (including the transformation balance sheets of "Eurobank Ergasias Services and Holdings S.A." and "Eurobank S.A.", with reference date 31 December 2024), with the amendment to Clause 1.6.
2. Approved the Merger of the Bank with the Company 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.
3. Authorized senior executives to appear before a notary public and, on behalf of the Absorbed Company, execute the notarial deed of merger of the Bank with the Company by absorption of the latter by the former, determining the specific terms of the notarial 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.
4. Authorized the Board of Directors to resolve any matter that may arise in connection with the approved Merger, at its absolute discretion.

5. Board of Directors

5.1 General

The Bank is managed by the Board of Directors (Board or BoD), which bears collective responsibility for its long-term success.

The Board exercises its duties in compliance with Greek legislation, international best practices, its Articles of Association, and the legitimate decisions of the shareholders' General Meetings.

The Board's role is to provide entrepreneurial leadership to the Group within a framework of prudent and effective controls, enabling the identification, assessment, and management of risks.

It establishes the Group's strategic objectives, ensures the availability of financial and human resources necessary to achieve these objectives, and evaluates management performance.

Additionally, the Board defines the Group's values and standards, ensuring that its responsibilities towards shareholders and other stakeholders are recognized and fulfilled.

All Board members are required to act in the best interests of the Group, in full alignment with their legal duties.

The same principles were also applied to Eurobank Holdings and its Board of Directors throughout their period of operation, up to 12 December 2025.

5.2 Composition of the Board

The members of the Eurobank Board are elected by the General Meeting of Eurobank, which determines the exact number of directors and their term of office, in accordance with legal provisions and the Articles of Association of both entities.

The General Meeting also designates the independent non-executive directors.

The above principles were also applicable to HoldCo and its Board throughout their period of operation, up to 12 December 2025.

For efficiency reasons, the composition of HoldCo's BoD was identical to that of Eurobank's BoD throughout its period of operation, up to 12 December 2025.

Election and Term

The Boards of HoldCo and Eurobank were elected by the AGMs of HoldCo and Eurobank respectively on July 23, 2024, for a three-year term, extending until the AGMs of 2027.

The AGMs also designated the independent non-executive members of the Boards.

The new BoDs, in accordance with the BoD decisions dated May 30, 2024, and June 28, 2024, following the NomCos' recommendations on May 28, 2024, and June 26, 2024, comprised:

- twelve (12) re-elected previous Board members, and
- one (1) newly elected member, Mr. Evangelos Kotsovinos.

In accordance with the above AGM decisions and the NomCos' recommendations dated May 28, 2024, and June 26, 2024, the new BoDs, in their meeting of July 23, 2024, decided on:

- their constitution,
- the appointment of the Chief Executive Officer (CEO) and Deputy Chief Executive Officers (DCEOs), and
- the designation of executive and non-executive directors.

Resignation of Independent Director

On 18 June 2025, Mr. Jawaid Mirza, Non-Executive Independent Member of the Boards of Directors of Eurobank Holdings and Eurobank, submitted his resignation, effective as of 27 June 2025.

The resignation was due to no longer fulfilling the independence criteria of Article 9 of Law 4706/2020, as he had cumulatively served nine (9) years as a member of the Company's and the Bank's BoDs.

Composition as at 12 December 2025

Following these developments:

- as of the completion of the merger on 12 December 2025, the HoldCo BoD; and
- as of the date of approval of this Statement, the Bank Board,

consisted of twelve (12) directors, categorized as follows:

- Three (3) executive directors – representing 25% of the Board,
- Two (2) non-executive directors – representing 17% of the Board, and
- Seven (7) independent non-executive directors – representing 58% of the Board.

Name	Position	Eurobank Holdings		Eurobank	
		First appointment	End of operations due to merger	First appointment	End of Term
Georgios P. Zanias	Chairperson, Non-Executive Director	Mar. 2019	12 December 2025	Mar. 2020	2027
Fokion C. Karavias	Chief Executive Officer	Jun. 2014	12 December 2025	Mar. 2020	2027
Stavros E. Ioannou	Deputy Chief Executive Officer	Apr. 2015	12 December 2025	Mar. 2020	2027
Konstantinos V. Vasileiou	Deputy Chief Executive Officer	July 2018	12 December 2025	Mar. 2020	2027
Bradley Paul L. Martin	Non-Executive Director	Jun. 2014	12 December 2025	Mar. 2020	2027
Rajeev Kakar	Non-Executive Independent Director	July 2018	12 December 2025	Mar. 2020	2027
Alice K. Gregoriadi	Non-Executive Independent Director	Apr. 2020	12 December 2025	Apr. 2020	2027
Irene Rouvitha Panou	Non-Executive Independent Director	Apr. 2020	12 December 2025	Apr. 2020	2027
Cinzia V. Basile	Non-Executive Independent Director	Dec. 2020	12 December 2025	Dec. 2020	2027
Burkhard Eckes	Non-Executive Independent Director	Jul. 2023	12 December 2025	Jul. 2023	2027
John Arthur Hollows	Non-Executive Independent Director	Jul. 2023	12 December 2025	Jul. 2023	2027
Evangelos Kotsovinos	Non-Executive Independent Director	Jul. 2024	12 December 2025	Jul. 2024	2027

The average tenure of BoD members stands at (6.5) years.

5.3 CVs of Board Board members and Secretary

The short CVs of Eurobank Board members, summarized below (the CVs of the Board may be found at the Bank website https://www.eurobank.gr/en/group/about-eurobank/corporate-governance/board-of-directors/the-bod-members), demonstrate that the Board's composition aligns with the knowledge, skills, and experience necessary for the effective execution of their duties. This is in accordance with the Board Nomination Policy and the business model and strategy of Eurobank.

Additionally, the directorships held by Eurobank Board members as of December 31, 2025, are outlined in Section "Directorships of Board Members".

Georgios Zanias - Chairperson, Non-Executive Director

- Membership in Board Committees: Nomination and Corporate Governance Committee – Member
- Year of birth: 1955
- Nationality: Hellenic
- Number of shares in Eurobank: None

Mr. Zanias joined Eurobank as the Chairman of the Board of Directors in 2019. He is also a Professor Emeritus of Economics at the Athens University of Economics and Business, Chairman of the Hellenic Bank Association (HBA) ,Board Member of the European Banking Federation (EBF) and a Member of the Board of IOBE.

In the past, Mr Zanias has served as the Minister of Finance (2012), Chairman of the Board of Directors of the National Bank of Greece (2012-2015), Chairman of the Board of the Hellenic Banking Association (2012-2015), Member of the Board of the European Banking Federation (2012-2015), Member of the Board of the American-Greek Chamber of Commerce (2019-2022), Chairman of the Council of Economic Advisors at the Ministry of Finance (2009-2012), General Secretary of the Ministry of Economy and Finance (2001-2004), Chairman and Scientific Director of the National Economic Institute (KEPE) (1998-2001).

He has also served as a Director on the Boards of Hellenic Exchanges (2000-2001), Public Debt Management Office (PDMA) (2009-2012), General Bank (1997-1998), CHIPITA SA (2015-2019), the European Financial Stability Mechanism (EFSF/ESM) (2010-2012). Also: Member of the Board of Governors of the Black Sea Trade and Development Bank (2003-2004), Alternate Governor of the Board of Governors of EBRD (2002-2004), Member of the European Securities Committee (2001-2002), Member of the Monetary Policy Committee of the Bank of Greece (May-July 2012), Chairman of the Board of Directors of Piraeus Real Estate SA and Picar SA (2017-2019), Vice Chairman of the Board of ETVA Industrial Zone SA (2018-2019).

He holds a Doctorate from Oxford University, an M.Sc. for the University of Reading and a B.Sc. from the Athens University of Economics and Business.

Fokion Karavias-Chief Executive Officer (CEO)

- Membership in Board Committees: None
- Year of birth: 1964
- Nationality: Hellenic
- Number of shares in Eurobank: 1,311,488

Mr. Karavias has served as Chief Executive Officer of Eurobank since February 2015 and has been an Executive Member of the Board of Directors since 2014. He joined Eurobank in 1997, initially leading fixed income and derivative product trading. Over the years, he held various key positions, including Deputy General Manager and Treasurer (2002-2005), General Manager and Executive Committee Member (2005-2013), and Senior General Manager overseeing Group Corporate & Investment Banking, Capital Markets, and Wealth Management (2014-2015).

Previously, Mr. Karavias held several key positions including Treasurer at Telesis Investment Bank in 2000 and Head of Fixed Income Products and Derivatives for Citibank in Athens from 1994 to 1997. He began his banking career in 1991 at JP Morgan in New York, working in the Market Risk Management Division.

He is currently a Member of the Board of Directors at the Hellenic Bank Association (HBA), a Member of the General Council of the Hellenic Federation of Enterprises (SEV), and an Honorary Member of The Greek Tourism Confederation (SETE). His previous roles include serving on the Board of Directors of Eurobank Private Bank Luxembourg SA from 2012 to 2022 and as a Member of the Board of Directors at the Athens Stock Exchange from 2013 to 2015.

He holds a PhD in Chemical Engineering from the University of Pennsylvania, Philadelphia, USA and an MA in Chemical Engineering from the same university, as well as a Diploma in Chemical Engineering from the National Technical University of Athens.

Stavros Ioannou-Deputy Chief Executive Officer (CEO), Group Chief Operating Officer (COO) & International Activities

- Membership in Board Committees: Board Digital and Transformation Committee - Member
- Year of birth: 1961
- Nationality: Hellenic
- Number of shares in Eurobank: 236,529

Mr. Ioannou holds several other posts in the Eurobank Group as Head of International Activities & Group Private Banking, Member of the BoD of Eurobank Private Bank Luxembourg S.A (since October 2024), Member of the Supervisory Board of Eurobank Bulgaria AD (since October 2015), Member of the BoD of Eurobank Limited (since October 2025) and is also the Chairman of the BoD inBE-Business Exchanges SA (since January 2014). He has been appointed as the responsible BoD member Eurobank for climate-related and environmental risks and for the outsourcing function.

He is currently Non-Executive Board member of Grivalia Management Company S.A. (since September 2019).

In the past, Mr. Ioannou had also the following significant posts: he was appointed Chief Executive Officer at Eurobank A.D. Beograd (2005-2008), Chairman of the Executive Committee in the Hellenic Banking Association (2020-2022) where he had been member since 2013, Vice Chairman at Cardlink SA (2013-2015), Member of the BoD in Millennium Bank, responsible for Retail, Private Banking and Business Banking (2003), Head at Barclays Bank PLC, responsible for Retail Banking, Private Banking and Operations (1990-1997).

He holds an MA in Banking and Finance from the University of Wales, UK and a Bachelor Degree in Business Administration from the University of Piraeus.

Kostas Vassiliou-Deputy Chief Executive Officer (CEO), Head of Corporate & Investment Banking

- Membership in Board Committees: None
- Year of birth: 1972
- Nationality: Hellenic
- Number of shares in Eurobank: 235,001

Mr. Vassiliou currently holds several key positions within the Eurobank Group, including Chairman of the Board of Directors of Eurobank Factors Single Member SA since December 2018.

Additionally, he serves as Vice-Chairman of the Board of Directors of Eurolife FFH Insurance Group Holdings SA (since January 2021), Eurolife FFH Life Insurance SA (since December 2020), and Eurolife FFH General Insurance SA (since December 2020). He is also a Non-Executive Director of Marketing Greece S.A..

Previously, Mr. Vassiliou served as a Non-Executive Director of Hellenic Exchanges – Athens Stock Exchange S.A. and as a Member of the Board of Directors of Eurobank Equities Single Member S.A. His earlier career includes significant roles at Mitsubishi UFJ Financial Group in London, where he was Country Manager for Greece, Cyprus, and the Balkans (2000-2005), and Senior Relationship Manager (1998-2000).

He holds an MBA from Boston University, USA and a BA in Business Administration from the Athens University of Economics and Business.

Alice Gregoriadi-Independent Non-Executive Director

- Membership in Board Committees: a) Audit Committee – Member, b) Remuneration Committee – Member, c) Board Digital and Transformation Committee – Chairwoman
- Year of birth: 1968
- Nationality: Hellenic
- Number of shares in Eurobank: None

Mrs. Gregoriadi also serves as an Affiliate Partner – Management Consultant at True North Partners LLP, London, UK and is a Non-Executive Board Director at CGI Greece - Climate Governance Initiative Greece and as a Non-Executive Director / Founding Member at Hellenic Blockchain Hub.

In the past, Mrs. Gregoriadi had also the following significant posts: Hellenic Corporation of Assets & Participations (HCAP), Greece, Non-Executive Board member, Audit Committee member, Corporate Governance and Nominations Committee member (February 2017 – February 2021), JPMorgan, London, UK, various posts as Managing Director (February 2010 – May 2015), IBOS Board Director (April 2010 – August 2014), ABN Amro Bank, Amsterdam, Netherlands & London, UK, various posts as Managing / Executive Director (November 2001 – December 2009), Citibank NA, London, UK, various Senior Executive Director posts (February 1994 – August 2001), Clearing House Automated Payments System (CHAPS), UK, Board Director (June 1997 – July 2000).

She holds an MBA from the Manchester Business School, UK (1991-1993), including an MBA international exchange program from the E.J.Cox School of Management, Texas, USA – (1992), an Executive Certification on Blockchain for business from University College London (2019), an Executive Certification on eCommerce from the Darden School of Business, Virginia University, USA (2000) and a BSc in Business Administration from the The American College, Athens, (1987-1990).

Rajeev Kakar-Independent Non-Executive Director

- Membership in Board Committees: a) Audit Committee – Member, b) Board Risk Committee – Chairman, c) Nomination & Corporate Governance Committee – Member
- Year of birth: 1963
- Nationality: Indian
- Number of shares in Eurobank: None

Mr. Kakar is a senior international banker with 37 years of financial services experience, and currently also serves as a board member of several Financial Institutions- including Gulf International Bank Group Board (Bahrain), Gulf International Bank (Saudi Arabia) and a Board Member at Pan-IIM, Indian Institutes of Management. In the past Mr. Kakar has also served as board member on several international financial institutions/bank boards - eg., as Board Member of Commercial International Bank (CIB) (2019 – 2025), as a Global Advisory Board member at the University of Chicago's Booth School of Business, as Board Member of Visa International CEEMEA (United Kingdom 2004-2006), Global Management Board member of Fullerton Financial Holdings (Singapore 2006-2018), Board member of UTI AMC in India (2019-2024), Chairman of the BoD, Fullerton Securities & Wealth Advisors (New Delhi, India 2008-2017), board Member of Fullerton India Credit Company (India 2009-2017), Member of the Board of Commissioners, Adira Dinamika Multi Finance Tbk, subsidiary of Bank Danamon (Indonesia 2010-2013), etc.

Between 2006-2018, Mr. Kakar served as the Global Co-Founder of Fullerton Financial Holdings (Singapore) - a wholly owned subsidiary of Temasek Holdings, Singapore. In this role, he also concurrently served as Fullerton's Global CEO of Consumer Banking, Regional CEO for Central Europe, Middle East and Africa, and also as the Founder, Managing Director and CEO of Dunia Finance (Fullerton's UAE subsidiary). Prior to 2016, he was at Citibank for 20 years working across various countries and held various senior management positions, including, his most recent Citibank assignment where he served as the Regional CEO & Division Executive for Citibank-Turkey, Middle East and Africa until Jan 2006.

Mr. Kakar holds an MBA, Finance & Marketing from the Indian Institute of Management, Ahmedabad (India) and a Bachelor of Technology, Mechanical Engineering from the Indian Institute of Technology (India).

Bradley Paul Martin-Non-Executive Director

- Membership in Board Committees: None
- Year of birth: 1959
- Nationality: Canadian
- Number of shares in Eurobank Holdings: 122,500

In the past Mr. Martin has also served as: Vice President of Fairfax Financial Holdings (1998 - 2024), Vice President, Strategic Investments of Fairfax Financial Holdings (2012 - 2024), Member of the BoD, Bank of Ireland (2013-2017), Chief Operating Officer (COO), Fairfax Financial Holdings (2006-2012) and Partner, Torys LLP law firm (before 1998).

Mr. Martin also serves as Non-Executive Director, of AGT Food and Ingredients Inc., of Blue Ant Media Corporation, of G.S. Dunn Limited and of Universal Matter Inc..

He holds a BA from Harvard University, USA and an LLB from the University of Toronto, Canada.

Irene Rouvitha Panou-Independent Non-Executive Director

- Membership in Board Committees: a) Nomination & Corporate Governance Committee – Chairwoman, b) Audit Committee – Member, c) Remuneration Committee - Member
- Year of birth: 1958
- Nationality: Cyprus
- Number of shares in Eurobank: None

Mrs. Rouvitha Panou is a highly accomplished international leader with over three decades of cross-border financial services experience in strategy, governance, organizational & digital transformation, audit and compliance. Throughout her career she has consistently attained sustainable corporate growth by initiating and implementing key strategic initiatives, driving corporate turnarounds, enhancing governance frameworks and fostering innovation. She has contributed to the drastic upgrade and digital evolution of critical services in Cyprus, a country of strategic importance to Eurobank. Her work spans across Cyprus, Greece, Central Europe, the UK, the USA and Australia, providing her with broad international exposure in banking, financial services and telecommunications.

She served as Chair of the Board of Cyta (Cyprus' leading integrated electronic communications provider) for two consecutive tenures (July 2016-July 2021) and Chair of the Management Committee of the Pensions & Grants Fund of the Personnel of Cyta (January 2019-July 2021). Her leadership at Cyta focused on driving major M&A and pivotal digital transformation initiatives, which contributed to the modernization of Cyprus' telecommunications and digital infrastructure. These include the early rollout of 5G & Fiber-To-The-Home (FTTH) technologies, innovative smart city activities and significant forward-looking ESG projects.

Previously, she had been Chair of the Board of the Cyprus Development Bank following its privatization (September 2008-April 2014) and Board Member of the Cyprus Employers and Industrialists Federation (May 2020-July 2021). She was Independent Non-Executive Director and Chair or Member of Board Committees at the Cyprus Asset Management Company KEDIPES (March 2023-June 2024), Alpha Bank subsidiaries in Romania, Cyprus and Greece (November 2014-April 2020) and Vassiliko Cement public company (February 2012-October 2014). She was Managing Director of Laiki Bank Hellas SA (April 2002-November 2006) and Group General Manager of Cyprus Popular Bank (HSBC associate bank) (January 2000-November 2006), also serving as Group Board Director and Member of the Group's banking subsidiary Boards in Greece and Australia. Between June 1984 and September 1991 she worked in Boston USA, where she held senior positions in the field of management and financial services consulting.

Apart from her engagement with Eurobank, Mrs. Rouvitha Panou is currently Non-Executive Board Director of the Aik Group (CY) Limited in the field of banking and financial services. She is also a committed Board Member in academic, social and philanthropic organisations internationally, serving as Trustee of the UK-based Stelios Philanthropic Foundation, Member of the International Advisory Committee of Komvos Global Hellenism Network and Member of the Advisory Council of the School of Economics & Management at the University of Cyprus.

She graduated from the London School of Economics, UK (B.Sc. Economics, Metcalfe Scholar) with postgraduate studies at the University of Cambridge, UK (M.Phil. Economics) and the Massachusetts Institute of Technology, USA (M.Sc. Management, Fulbright Scholar).

Cinzia Basile-Independent Non-Executive Director

- Membership in Board Committees: a) Board Risk Committee – Member, b) Remuneration Committee – Chairwoman, c) Board Digital and Transformation Committee – Member
- Year of birth: 1971
- Nationality: Italian / British
- Number of shares in Eurobank: None

Mrs Basile is the Chairperson of Amova Asset Management Europe, one of Asia's largest asset managers; she also Chairs the HR Advisory Committee and is a member of the Risk & Stewardship Committee.

Mrs Basile is a highly accomplished financial leader with deep expertise in the financial sector, asset management, and strategic growth. In addition, she is a Non-Executive Director at Amova Global Umbrella Fund and Zenith Global S. p.A..

In the past, Mrs. Basile had also the following significant posts: she set up and ran Credit Suisse AG's Investment Bank multi-asset investment management business (Custom Markets) in the UK, Ireland and Luxembourg, Non-Executive Member of the BoD and Chair of the Operating and Risk Committee of Credit Suisse Custom Markets, a sponsored management company of Credit Suisse located Luxembourg (August 2011 – August 2017), Non-Executive Member of the BoD and Chair of the Operating of Custom Markets plc and Custom Markets QIAF, sponsored management companies of Credit Suisse located in Ireland (August 2011 – August 2017), Non-Executive Member of the BoD and Chair of the Operating and Risk Committee of Custom Markets QIAF a subsidiary of Credit Suisse located in Ireland (August 2011 – August 2017).

She is a fellow at the CSaP's Dowling Policy Fellowship, Cambridge University. The fellowship's mission is to help public policy-making address the major challenges of the 21st century by drawing more effectively on the best research, evidence, and expertise. Fellows share a common interest in advancing policies that support science, innovation, and entrepreneurship in the public interest.

She holds a Juris Doctor Degree from the University of Rome "La Sapienza", Italy and she was awarded a Thesis Scholarship (derivative instruments), London School of Economics, UK.

John Arthur Hollows-Independent, Non-Executive Director

- Membership in Board Committees: a) Board Risk Committee – Vice Chairman, b) Board Digital and Transformation Committee – Member, c) Remuneration Committee - Member
- Year of birth: 1956
- Nationality: British
- Number of shares in Eurobank: None

Mr. Hollows served for 26 years in the KBC Group as Member of the Boards of Directors, KBC Bank and KBC Insurance (2009-2022), Member of the Executive Committee, KBC Group (2009-2022), Chair of the Board of Directors of Československá obchodní banka, a. s. (ČSOB) and CEO (2014-2022), Member of the Board of Directors of KBC Group N.V., Group Chief Risk Officer (2010-2014), CEO, Central and Eastern Europe and Russia (2009-2010), Senior General Manager, Banking, Central Europe Business Unit, KBC Group, Brussels (2006-2009), CEO, Kereskedelmi es Hitelbank Rt., Hungary (2003-2006), General Manager, Asia Pacific, KBC Bank N.V. (1999-2003), General Manager, Shanghai Branch, KBC Bank N.V. (1997-1999) and Commercial Banking Head, Hong Kong Branch, Kredietbank N.V (1996).

In the past. Mr. Hollows served at Barclays Bank PLC as Chief Manager, Taipei Branch (1991-1995), Head of International Trade Services, London (1989-1991), Manager, Export Finance Department, London (1986-1989), Corporate Manager, Watford Branch (1984-1986), Assistant Manager, Cost Control Unit, General Manager's Office (1982-1984) and Graduate Trainee (1978-1982). He has also served as Chair, European Council of Commerce and Trade (1994-1995) and Deputy Chair, British Exporters Association (1989-1991).

He holds a Master of Arts, Sidney Sussex College, Cambridge (law and economics).

Burkhard Eckes - Independent, Non-Executive Director

- Membership in Board Committees: a) Audit Committee – Chairman, b) Nomination and Corporate Governance Committee – Member, c) Board Risk Committee - Member
- Year of birth: 1960
- Nationality: German
- Number of shares in Eurobank: None

Mr. Eckes served for more than 30 years at PwC. He was Senior Advisor, of PwC Germany and EMEA (Europe, Middle East and Africa) (2022 - 2023) in Banking & Capital Markets (BCM), Global BCM ESG Leader and member of the Global Financial Services (FS) ESG Leadership Team (2019 - 2022), responsible for BCM activities in ESG consulting globally, EMEA BCM Leader and member of the EMEA FS Leadership Team (2017 - 2022), responsible for BCM client relationships, projects and strategy in consulting and assurance services, including development and implementation of banking strategies, business models, supervisory and regulatory requirements and practices, governance, risk management, accounting and reporting best practices, ESG, bank restructuring and bank transformation advice, Member of the Global BCM Leadership Team (2009 - 2022), German BCM Leader and member of the German FS Leadership Team (2009 - 2018), responsible for consulting and assurance services, including HR, people development and statutory audits of large German banks, Chair of the Global Banking International Accounting Group (2002 - 2023) and Partner (1996 - 2022).

Mr. Eckes also serves as Member of the Board of Directors and Chair of the Audit Committee of Commercial International Bank, Cairo (since June 2025), Member of the Supervisory Board and Chair of the Audit Committee of Bayerische Landesbank,Munich (since May 2024), as Member of the Supervisory Board and Chair of the Audit Committee of Bank Pictet & Cie (Europe) AG, Frankfurt (since June 2023) and as Member of the Supervisory Board and Chair of the Risk and Audit Committee of Solaris SE, Berlin (since April 2023 until March 2025).

In the past, Mr. Eckes has served as Chair of the Banks Working Party of Accountancy Europe (former FEE - Fédération des Experts Comptables Européens) (2015 - 2022), Chair of the Banking Committee (Bankenfachausschuss – BFA) of the German Institute of Public Auditors (Institut der Wirtschaftsprüfer - IDW) (2017 - 2022) and member of the BFA (2008 - 2022), Member of the European Parlamentary Financial Services Forum - EPFSF (2012 - 2023) and Member of the Steering Committee Sustainability of IDW (2020 - 2022).

He holds an MBA from the University of Saarland, Saarbrücken (1986) and is a Certified Public Auditor (German Wirtschaftsfprüfer) (1996).

Evan Kotsovinos-Independent, Non-Executive Director

- Membership in Board Committees: a) Board Risk Committee – Member, b) Board Digital and Transformation Committee – Member
- Year of birth: 1979
- Nationality: Greek / UK
- Number of shares in Eurobank: None

Mr. Kotsovinos also serves as Vice President of Engineering and General Manager, Google, New York (since November 2022).

In the past. Mr. Kotsovinos served at American Express, New York as Senior Vice President and Global Head of Infrastructure, (2019-2022). He also held senior management positions at Morgan Stanley: Asia Chief Information Officer, Hong Kong (2018-2019), Head of Asia Infrastructure, China CIO, Hong Kong and Shanghai (2014-2018), Head of Infrastructure Hungary, Executive Director, Budapest (2013-2014), EMEA CTO of Infrastructure, Global CTO of Cloud, Executive Director (2012-2014).

He holds a Masters in Finance (2010-2012), London Business School, a PhD in Computer Science (2001-2004), University of Cambridge and a BSc in Computer Science (1997-2001), University of Crete.

The Board is served by a competent and experienced company secretary, the short CV of whom is outlined below:

Ioannis Chadolias-Secretary to the BoD, Head of Group Company Secretariat

- Secretary to the following Board Committees: a) Remuneration Committee, b) Nomination & Corporate Governance Committee, c) Board Digital and Transformation Committee
- Year of birth: 1970
- Nationality: Hellenic
- Number of shares in Eurobank: 30,000

Mr. Chadolias is responsible to lead the Group Company Secretariat unit and provide effective company secretarial support to the Board and Board Committees of Eurobank and Eurobank Holdings as well as to their most important Executive Committees, ensuring compliance with corporate law and regulations and maintaining effective corporate governance and internal policy framework.

With nearly three decades of experience in corporate governance, compliance, and financial services, he previously served as Deputy Company Secretary of Eurobank and Eurobank Holdings (2016–2021) and led the Group Corporate Governance Division (2009–2016). Earlier roles at Eurobank include Subsidiaries Control and Compliance Manager (2006–2009). Before joining the Bank, he held managerial positions, among others, at Megatrust (a stockbroker company-member of Interamerican group) and Cosmote (the largest telecommunications group in Greece), while he began his career as an auditor and business consultant at PwC.

He holds an MSc in Project Analysis, Finance, and Investment from the University of York and a Bachelor's in Economics from the Athens University of Economics and Business and several professional qualifications.

5.4 Diversity Profile of the Board

As at 31 December 2025, the Bank Board consists of twelve (12) members, of whom three (3) are women, corresponding to 25% representation of the less represented gender.

Apart from the gender dimension, the diversity characteristics of the Board, assessed in the context of the Diversity Policy (please refer to the relevant section) and the annual collective suitability review, are summarized below.

Geographical origin and international experience

The Board demonstrates a strong international profile. Half of the Board members are non-Greek nationals and/or have substantial professional experience outside Greece, contributing international perspectives and cross-border expertise to Board deliberations.

Age distribution

The age profile of the Board reflects a balance between long-standing senior experience and active executive engagement, supporting continuity and effective challenge. Board members are distributed across the following age ranges:

- 40–50 years: 8.3%
- 51–60 years: 25.0%
- 61–70 years: 66.7%

Educational and professional background

The Board comprises members with diverse educational and professional backgrounds, including economics, business administration and finance, engineering and other STEM disciplines, as well as legal studies. All Board members hold postgraduate or doctoral qualifications, reinforcing the Board’s collective analytical capability and technical depth.

Skills and expertise

Based on NomCo's assessment, the Board collectively covers the key areas of knowledge, skills and experience required for the effective governance of the Group, including banking and financial services, corporate and investment banking, risk management and regulatory matters, audit and accounting, capital markets and treasury, digital transformation and technology, ESG and sustainability, as well as international and cross-border operations.

Taking into consideration that the Bank and HoldCo BoDs had an identical composition, the above diversity profile also applies to the HoldCo's BoD as at 12 December 2025.

5.5 Re-election, Cessation and Independence of Board Members

There are no limitations on the re-election or cessation of Directors in the Articles of Association of Eurobank. In cases where a Board member's term has expired, the Board retains the authority to continue managing and representing the Bank without immediately replacing the expired members, provided that the remaining members constitute more than half of the original number of members before the lapse event and, in any case, are not fewer than three (3).

As stipulated in the Articles of Association of Eurobank, and in compliance with Law 4548/2018, the Board may consist of three (3) to fifteen (15) members. Additionally, in accordance with Law 4706/2020 on corporate governance, independent non-executive directors are appointed by the General Meeting and must constitute at least one-third (1/3) of the total number of Board members (rounded to the nearest integer), with a minimum of two (2) independent non-executive directors.

The above principles were also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025.

For the year 2025, the Nominations and Corporate Governance Committees of Eurobank and HoldCo, in their meetings held on May 27, 2025, and November 24, 2025, reviewed the independence criteria in accordance with Law 4706/2020, European Commission Recommendation 2005/162/EC, and the Executive Committee Act of the Bank of Greece No. 224/21.12.2023 (BoG ECA 224/2023), which incorporated the Joint ESMA and EBA Guidelines on the Assessment of the Suitability of Members of the Management Body and Key Function Holders. The Committees concluded that the Independent Non-Executive Directors meet the applicable independence criteria.

5.6 Division of responsibilities

At the top level of Eurobank, there is a clear separation of responsibilities between governance and executive management. The Chairperson oversees the governance functions, while the Chief Executive Officer (CEO) and Deputy CEOs manage the operational and managerial aspects of the organization. Importantly, the roles of Chairperson and CEO are held by different individuals, ensuring a balanced and effective leadership structure.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.6.1 Chairperson

The Chairperson of the Eurobank Board is a Non-Executive Director and does not concurrently serve as Chairperson of the Risk or Audit Committees. Elected by all Board members, including Independent Non-Executive Directors, in accordance with Law 4548/2018 and the Articles of Association, the Chairperson presides over Board meetings, ensuring their effective organization and operation.

The Chairperson's responsibilities include:

- Organizing and coordinating the work of the Board.
- Setting the Board's agenda and ensuring adequate time for discussions, particularly on strategic matters.
- Promoting a culture of open-mindedness and constructive dialogue.
- Facilitating and promoting good relationships among Board members and ensuring the effective contribution of all Non-Executive Directors.
- Ensuring that Directors receive accurate, timely, and clear information and that their developmental needs are met to enhance Board effectiveness.
- Maintaining continuous communication with representatives of the Ministry of Finance, the Bank of Greece (BoG), and other public authorities.
- Ensuring that the Board as a whole has a satisfactory understanding of shareholder views.
- Ensuring effective communication with all shareholders, promoting fair and equitable treatment, and fostering constructive dialogue to understand their perspectives.

- Working closely with the CEO and the Corporate Secretary to prepare Board meetings and ensure that Board members are fully informed.

It is noted that the Board has not appointed a Senior Independent Director (SID).

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.6.2 CEO

The CEO of Eurobank is responsible for the development and execution of strategy in alignment with the Group's vision. As the leader of the organization, the CEO is accountable for driving the achievement of the Group’s goals and objectives, ensuring effective implementation of strategic initiatives and operational excellence.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.6.3 Executive Directors

The Executive Directors of Eurobank, including the CEO and Deputy CEOs, are responsible for the day-to-day management and oversight of the Group, as well as for executing its strategy, as defined by the Board. Their responsibilities include:

- Regularly consulting with Non-Executive Directors to assess the appropriateness of the implemented strategy.
- Providing updates to the Board, in collaboration with senior managers, regarding market conditions and other developments affecting HoldCo and Eurobank.
- Promptly informing the Board, either jointly or individually in writing, by submitting a report with assessments and proposals, in the event of crisis situations or anticipated risks that may impact the financial position of HoldCo and Eurobank.

The CEO and Deputy CEOs of Euobank fulfill their duties in accordance with the Internal Governance Control Manual (IGCM) of Eurobank, which are endorsed by their respective Boards. These IGCMs provide a comprehensive framework for the governance, direction, and supervision of Eurobank, ensuring compliance with legal and regulatory corporate governance standards.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.6.4 Non-Executive Directors

The Non-Executive Directors are responsible for promoting and safeguarding the interests of Eurobank as a whole. Their key responsibilities include:

- Monitoring and evaluating the strategy and its execution, as well as assessing the achievement of objectives.
- Ensuring effective oversight of executive members, including monitoring and evaluating their performance.
- Reviewing and providing feedback on proposals submitted by the Executive Directors, based on available information.
- Approving, revising, and overseeing the implementation of the Group-level remuneration policy.

The Non-Executive Directors have the authority to request, in accordance with Eurobank’s internal procedures, direct engagement with senior management. This is facilitated through regular presentations by department heads and service leaders.

The Non-Executive Directors convene at least once a year, or as deemed appropriate, without the presence of executive members, to evaluate their performance. These meetings do not constitute a formal Board body or committee. In 2025, the Non-Executive Directors of Eurobank held meetings on May 7, 2025.

Eurobank encourage Non-Executive Directors to remain well-informed on all matters handled by the respective Board.

The Independent Non-Executive Directors are required to submit their own reports, either individually or collectively, to the Annual or Extraordinary General Meeting of Shareholders, in addition to the reports presented by the Board.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.7 Operation of the Board

The operation of the Board, including its meeting protocols, decision-making processes, and procedural guidelines, is defined in the Internal Governance Control Manual (IGCM) of Eurobank. This manual, endorsed by the Board, is designed to adhere to legal and regulatory corporate governance standards, while also incorporating the relevant provisions of Eurobank’s Articles of Association.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.7.1 Board Meetings

The Board convenes regularly on a quarterly basis and on an ad hoc basis whenever required by law or the needs of Eurobank. Each year, within the third quarter of the preceding year, the Board establishes an annual calendar of Board and Committee meetings, along with an annual action plan. This plan is adjusted as necessary to ensure the timely, comprehensive, and effective execution of responsibilities and the thorough review of all matters requiring decisions. Any updates or modifications to the annual calendar are promptly communicated to all Board and Committee members to facilitate their planning.

Board meetings are convened with a notice period of at least two (2) business days or five (5) business days if the meeting is held outside the registered office of Eurobank, in accordance with Company Law 4548/2018. The invitation must clearly state the agenda items. If the agenda is not explicitly stated, decisions may only be made if all Board members are present or represented and no objections are raised regarding the meeting's convocation and decision-making. Documents submitted to the Board are typically circulated along with the agenda.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.7.2 Dissemination of Information

The Bank Board utilizes technological tools with necessary security specifications to facilitate real-time information sharing and connectivity for Board members.

The CEO and senior management are responsible for ensuring that Board members have access to all necessary information required for the performance of their duties at any time.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.7.3 Quorum in the Board Meetings

The Bank Board is considered to have quorum and may conduct valid meetings when at least half plus one of its members are present or represented. The number of present or represented members may not fall below three (3), and any resulting fraction when determining quorum is disregarded.

Board decisions are made by an absolute majority of the Directors present or represented. In the event of a tie vote, the Chairperson does not have a casting vote.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.7.4 Board Decisions and Minutes

Ban Board decisions are made following discussions that fully address the agenda items, ensuring that all members present are satisfied with the deliberations.

Bank Board meeting minutes are kept by the Company Secretary, approved at subsequent Board meetings, and signed by all members present. Additionally, the drafting and signing of minutes by all Board members or their representatives is considered equivalent to a formal Board decision, even in the absence of a preceding physical meeting.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.7.5 Company Secretary

The Board of Eurobank is supported by a capable, skilled, and experienced Company Secretary, who ensures adherence to internal procedures and policies, as well as compliance with relevant laws and regulations, thereby enabling the effective and efficient operation of the Boards.

The Company Secretary holds a senior management position and is appointed or dismissed by the Board, based on the recommendation of the Chairperson.

Serving as the head of the Group Company Secretariat, a unit within Eurobank, the Company Secretary, in collaboration with the Chairperson, is responsible for:

- Ensuring prompt, transparent, and comprehensive communication with the Board and its Committees.
- Managing the integration of new Board and Committee members.
- Organizing General Meetings of Shareholders.
- Facilitating communication between shareholders and the Board.

- Facilitating communication between the Board and senior management.

Additionally, the Company Secretary provides advice to the Board, through the Chairperson, on governance matters, ensuring adherence to Board procedures.

All Board members have the right to access the advice and services of the Company Secretary, who is also responsible for facilitating their orientation and supporting their professional development.

The above principles also applied to Eurobank Holdings during the period of its operation, until 12 December 2025.

5.8 Attendance of Board members in the Board and Board Committees

In accordance with the Bank Board and Board Committees Attendance Policy (that was also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025 - please refer to the relevant section in this report), and within the scope of the Nomination and Corporate Governance Committee's (NomCo) responsibility to regularly monitor Board members attendance and assess whether escalation to the Board is necessary in cases of inadequate participation, the NomCo conducted reviews of Directors' attendance on June 25, 2025 (for the Bank and HoldCo), and December 16, 2025 (for the Bank).

Furthermore, in 2025, the average attendance rate of Directors of Eurobank and HoldCo at Board and Board Committee meetings was as follows:

Company	Meetings		Average ratio of Directors' attendance	
	2025	2024	2025	2024
Bank	18	25	98.2%	98.5%
HoldCo	15	20	96.8%	98.1%

During 2025, at individual level, the attendance of the Directors to the Board, stood above the 85% threshold. In addition, it is noted that all Directors with missed Board attendances, provided representation proxies, leading to an attendance rate (physical and under representation) of 100%.

In particular, the Directors' attendance rates at the Board meetings in 2025 were the following:

Name	Eurobank Holdings Board			Eurobank Board		
	Eligible to attend	Attended in person (# and %)		Eligible to attend	Attended in person (# and %)	
Georgios Zanias, *Chairperson, Non-Executive Director*	15	15	100%	18	18	100%
Fokion Karavias, *Chief Executive Officer*	15	15	100%	18	18	100%
Stavros Ioannou, *Deputy Chief Executive Officer*	15	15	100%	18	18	100%
Konstantinos Vassiliou, *Deputy Chief Executive Officer*	15	14	93%	18	18	100%
Bradley Paul Martin, *Non-Executive Director*	15	14	93%	17	17	94%
Rajeev Kakar, *Non-Executive Independent Director*	15	15	100%	18	18	100%
Jawaid Mirza, *Non-Executive Independent Director*[1]	9	9	100%	8	8	100%
Alice Gregoriadi, *Non-Executive Independent Director*	15	15	100%	18	18	100%
Irene Rouvitha Panou, *Non-Executive Independent Director*	15	14	93%	18	17	100%
Cinzia Basile, *Non-Executive Independent Director*	15	15	100%	18	18	100%
Burkhard Eckes, *Non-Executive Independent Director*	15	15	100%	18	18	100%
John Arthur Hollows, *Non-Executive Independent Director*	15	13	87%	18	17	94%
Evangelos Kotsovinos, *Non-Executive Independent Director*	15	14	93%	18	17	94%

[1] On 18 June 2025, Mr. Jawaid Mirza, Non-Executive Independent Member of the Boards of Directors of Eurobank Holdings and Eurobank, submitted his resignation, effective as of 27 June 2025, due to no longer fulfilling the independence criteria of Article 9 of Law 4706/2020, as he has cumulatively served nine (9) years as a member of the Company's and the Bank's BoDs

The average Director's attendance rates to Eurobank's and HoldCo's Board Committees, along with the individual attendance rates per Board Committee are presented separately, under the subsection of the present Corporate Governance Statement, referring to the Board Committees.

5.9 Directorships of Board members

The directorships held by Board members, including significant non-executive commitments to companies and non-profit organizations, are notified prior to appointment to the Chairperson of the Nomination & Corporate Governance Committee (NomCo) and/or NomCo, in accordance with the Bank External Engagements Policy (that, until the merger, was also applicable to Eurobank Holdings). Additionally, Board members must notify the Bank Group Company Secretariat of any changes to their directorships as soon as they occur.

The number of directorships a Board member may hold simultaneously is regulated by Article 83 of Law 4261/2014. Under this provision, a Director may not hold more than one of the following combinations of directorships at the same time:

- One (1) executive directorship with two (2) non-executive directorships, or
- Four (4) non-executive directorships.

This restriction does not apply to directorships within the Group. Additionally, the Bank of Greece (BoG), as the competent authority, may permit a Board member to hold one (1) additional non-executive directorship.

Furthermore, directorships in organizations that do not pursue predominantly commercial objectives are not counted for regulatory purposes.

As part of the Board's overall effectiveness assessment, through which NomCo annually evaluates the knowledge, skills, experience, and contribution of both individual Board members and the Board collectively, the directorships of Board members were reviewed for 2025. This review confirmed that all Board members of Eurobank and Eurobank Holdings (until 12 December 2025) comply with the provisions of the Law.

5.9.1 HoldCo and Eurobank Board Members' Directorships (including Directorships within Eurobank Group) as at 31.12.2024

Georgios Zanias – Chairperson, Non-Executive Director

- Foundation for Economic and Industrial Research (IOBE) – Board Member[1]
- Hellenic Bank Association – Chairman[1]
- European Banking Federation – Board Member[1]

Fokion Karavias – Chief Executive Officer

- Hellenic Bank Association (HBA) – Member[1]

Stavros Ioannou – Deputy Chief Executive Officer

- Grivalia Management Company S.A. – Non-Executive Director
- Be-Business Exchanges S.A. of Business Exchanges Networks and Accounting and Tax Services – Chairman[2]
- Eurobank Limited – Non-Executive Director
- Eurobank Private Bank Luxembourg S.A. – Non-Executive Director[2]
- Eurobank Bulgaria AD – Non-Executive Director, Supervisory Board[2]

Konstantinos Vasileiou – Deputy Chief Executive Officer

- Marketing Greece S.A. – Non-Executive Director[1]
- Eurolife FFH General Insurance Single Member S.A. – Vice Chairman, Non-Executive Director[3]
- Eurolife FFH Life Insurance Single Member S.A. – Vice Chairman, Non-Executive Director[3]
- Eurolife FFH Insurance Group Holdings S.A. – Vice Chairman, Non-Executive Director[3]
- Eurobank Factors Single Member S.A. – Chairman[2]

Bradley Paul Martin – Non-Executive Director

- Blue Ant Media Corporation. – Non-Executive Director
- AGT Food and Ingredients Inc. – Non-Executive Director
- G.S. Dunn Limited– Non-Executive Director
- Universal Matter Inc– Non-Executive Director [6]

Rajeev Kakar – Non-Executive Independent Director

- Gulf International Bank, Bahrain – Non-Executive Director[4]
- Gulf International Bank, Kingdom of Saudi Arabia – Non-Executive Director[4]

Alice Gregoriadi – Non-Executive Independent Director

- Hellenic Blockchain Hub – Non-Executive Director[1]
- CGI Greece – "Climate Governance Initiative Greece" – Non-Executive Director

Cinzia Basile – Non-Executive Independent Director

- Zenith Global S.p.A. – Non-Executive Director
- Amova Asset Management – Chairperson, Non-Executive Director[5]

- Amova Global Umbrella Fund – Non-Executive Director[5]

Irene Rouvitha Panou – Non-Executive Independent Director

- Aik Group (CY) Limited – Non-Executive Director
- Stelios Philanthropic Foundation – Trustee[1]

Burkhard Eckes – Non-Executive Independent Director

- Bank Pictet & Cie (Europe) AG – Non-Executive Member of the Supervisory Board
- Bayerische Landesbank (BayernLB)– Non-Executive Member of the Supervisory Board
- Commercial International Bank (CIB) – Non-Executive Director

John Hollows – Non-Executive Independent Director

- None

Evangelos Kotsovinos – Non-Executive Independent Director

- None

Explanatory Notes

[1] Organization that does not pursue predominantly commercial objectives.

[2] Company that belongs to Eurobank Group and, along with directorships in other Eurobank Group companies, is considered one (1) directorship for regulatory purposes.

[3] Company that belongs to Eurolife FFH Group and, along with directorships in other Eurolife FFH Group companies, is considered one (1) directorship for regulatory purposes.

[4] Company that belongs to Gulf International Bank Group and, along with directorships in other Gulf International Bank Group companies, is considered one (1) directorship for regulatory purposes.

[5] Company that belongs to Amova Asset Management Group and, along with directorships in other Amova Asset Management Group companies, is considered one (1) directorship for regulatory purposes.

[6] Via ECB decision notification dated 9.9.2025, it has been notified that European Central Bank has decided to grant the authorization for Mr. Martin to hold a 5th non-executive directorship, as a member of the board of Universal Matter Inc..

5.10 Board Duties and Responsibilities

The principal duties and responsibilities of the Bank's Board mainly described in paragraphs 14 to 21 of the Bank of Greece (BoG) Executive Committee Act 243/2/07.07.2025, encompass a wide range of strategic, oversight, and governance functions:

- review, guide, and approve the strategy and the key policies, major plans of action, risk policy and risk culture, business and restructuring plans, and set performance objectives taking into account long-term financial interests and solvency,
- monitor performance and oversee major capital expenditures, acquisitions, divestitures, and formation of new entities, including special purpose vehicles and set targets for the liquidity management,
- ensure the availability of necessary financial and human resources, as well as an internal control system,
- approve the annual budget and monitor its implementation quarterly,
- approve the three-year business plan and monitor its implementation,
- review and approve at least annually the risk strategy and risk appetite, ensuring alignment with overall business strategy and other plans,
- receive and discuss comprehensive risk reports on a quarterly basis,
- develop and deliver objectives in agreed restructuring plans under applicable laws,
- provide oversight to senior management and approve corporate governance practices and values,
- set standards shaping corporate culture and integrate desired culture into systems, policies, and behaviors,
- approve risk and capital strategy and monitor CEO and Executive Board implementation,
- approve organization chart and related policies as required by law or internal processes,

- approve material on & off balance sheet credit transactions including restructuring and write-offs with related parties as defined as defined under legal and regulatory framework and as provided for in the Related Parties Credit Approval Policy,
- ensure rigorous processes for monitoring organizational compliance with strategy, risk appetite, laws, and regulations,
- select, compensate, monitor, and replace key executives as needed and oversee succession planning,
- align executive and board remuneration with long-term interests of Group and shareholders,
- facilitate formal and transparent board nomination and election processes, as well as the key function holders in line with the applicable and regulatory framework
- monitor and manage potential conflicts of interest among management, board, and shareholders,
- ensure integrity of accounting and financial reporting systems,
- review and monitor Non-Performing Loans (NPL) and Non-Performing Exposures (NPE) performance against set targets,
- ensure an adequate level of risk data quality and governance within the Group, in line with the provisions and responsibilities prescribed in the Group's "BCBS 239 Overarching Framework",
- ensure the implementation of policies and processes for Risk Data Aggregation & Risk Reporting (RDARR) at Group level,
- oversee disclosure and communication processes,
- determine appropriate level of remuneration for Board and Committees' members pending ratification,
- address matters related to new technologies and environmental issues,
- identify and engage with important stakeholders, understanding their interests and interactions with Group strategy,
- facilitate open dialogue with stakeholders and utilize various communication channels for effective engagement and understanding,
- ensures the implementation of an adequate and effective internal governance and internal control framework, which includes the implementation of a clear organisational structure and well-functioning independent internal risk management, compliance and audit functions that have sufficient authority, stature and resources to perform their functions,
- ensures compliance with applicable regulatory requirements in the context of the prevention of money laundering and terrorism financing,
- the amounts, types and distribution of both internal capital and regulatory capital to adequately cover the risks of Eurobank,
- approve and oversee the implementation of the remuneration policy in line with the applicable legal and regulatory framework.

These duties collectively contribute to the effective governance, strategic direction, risk management, and sustainable growth of the Bank and its operations.

Throughout its period of operation until 12 December 2025, Eurobank Holdings had the same duties and responsibilities as those described above.

5.11 Main issues the Board dealt with during 2025

In 2025, the Board of Eurobank, and during the period from 1 January until 12 December 2025, the Board of Eurobank Holdings, conducted a comprehensive review of the corporate strategy, the principal business risks to the business, and the system of internal controls.

In more detail, the main issues addressed by the Boards of Directors of Eurobank Holdings and Eurobank included the following:

5.11.1 Bank Board activities in 2025

a) Governance

- Approved the constitution of the BoD – Appointment of the Chief Executive Officer and the Deputy Chief Executive Officers – Determination of executive and non-executive members.
- Approved the new composition of Board Committees and their revised Terms of Reference.
- Was updated on the on-going Board nomination process for the appointment of a new female candidate to the Board of Directors.
- Reviewed an annual progress report on BoD gender representation.
- Received a wrap-up for the Nomination and Corporate Governance Committee workings during 2025 concerning the C-level Succession Planning and Diversity.
- Approved the assessment of the Corporate Governance System (L.4706/2020 requirement)
- Convened the Shareholders' General Meetings.

- Discussed the 2024 annual evaluation of the Board and Board Committees and reviewed/acknowledged the Action Plan.
- Reviewed the attendance of Directors at Board and Board Committee meetings.
- Non-Executive Directors approved the CEO's performance evaluation for 2024 and his financial and non-financial objectives for 2025.
- Approved key governance policies, including:
  - CEO Succession Planning Policy
  - Board of Directors Diversity Policy
  - Board Nomination Policy (also submitted to the Annual General Meeting (AGM) for approval)
  - Board and Board Committees Evaluation Policy
  - Group Governance Policy
  - Related Party Transactions Policy
  - Key Function Holders Selection and Appointment Policy
  - Compliance Policy
  - Anti-Bribery and Corruption Policy
  - External Engagements Policy
  - Insider Dealing Guideline
  - Conflict of Interest Policy
  - C-Level Succession Planning Policy
  - Senior Management Selection and Appointment Policy
  - AML/CFT and Sanctions Policy
  - Board and Board Committees attendance policy
  - Shareholders' Remuneration Policy (prior Dividend Distribution policy)
  - Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law
  - Group Subsidiaries' Dividend Distribution Policy
- Non-Executive Directors approved the Board of Directors Remuneration Policy (post merger), the Group Greece Annual Base Salary Framework, the evaluation of Group KPIs and KRIs for FY2024 and the Performance (related remuneration pool of the Group and its allocation among Countries) as well as the setting of Group KPIs & KRIs for FY2025 variable remuneration.
- Approved the Board and Board Committees' fees for Non-Executive Directors, which were subsequently submitted to the AGM for approval.
- Approved the distribution of net profits to senior management and employees and granted approvals according to Article 86 of Law 4261/2014, which were subsequently submitted to the AGM for approval.
- Non-Executive Directors approved the Implementation of the Group Separation Policy at Group level.
- Non-Executive Directors approved the Group Subsidiary Board Remuneration Policy and reviewed the implementation of this Policy during 2024.
- Approved the Bank's Internal Governance Control Manual.
- Received regular updates on Board Committee matters.
- Approved the Board and Board Committees' calendar for 2026.
- Addressed remuneration matters, including variable remuneration and remuneration increases for senior executives of international subsidiaries.
- Approved and submitted to the AGM for approval the appointment of auditors for the financial year 2025.
- In the context of the External Auditor's tendering, approved the recommended audit firm for the new Group External Auditors for 2027-2031.
- Received updates from the Board Chairpersons of the international banking subsidiaries.
- Approved credit facilities to related parties and other related parties' transactions.
- Received the Group Company Secretary's Report 2024.

b) Strategic Issues, Corporate and Other Actions

- Received CEO's quarterly report and discussed various strategy matters.
- Approved the updated Group Investment and Group Divestment Policies.
- Approved the issuance by Eurobank of Additional Tier 1 instruments in the form of common, unsecured, perpetual, subordinated notes

- Approved Eurobank's dividend distribution to Eurobank Holdings (the sole shareholder of the Bank at that time) and the amendment of the Dividend Policy.
- Discussed the Geopolitical and Business Planning Implications of the New US Tariff Policy.
- Approved the Corporate Investment Banking (CIB) International Expansion strategy
- In the context of the merger for the absorption of Eurobank Holdings by Eurobank (Project Square):

  a) approved the Transformation Balance Sheet, Draft Merger Agreement and Explanatory Report to Shareholders.
  b) approved the listing of Eurobank shares on Athens and Cyprus Stock Exchange (subsequent parallel listing).
  c) approved and further proposed to the General Meeting for approval the merger of the Bank with Eurobank Holdings by absorption of latter by the former in accordance with the applicable legislation.
  d) approved and further proposed to the General Meeting for approval the increase and reduction of the share capital of the Bank, as a result of the Merger, with amendment of article 5 of the Articles of Association of the Bank.
  e) for the Share Buyback Program: approved and further proposed to the General Meeting for approval the continuation of the program of Eurobank Holdings and approved the specific terms for the continuation of the program's implementation.
  f) approved and further proposed to the General Meeting for approval the continuation of the Stock Options Plan of Eurobank Holdings.
  g) approved the ovedraft facility from Eurobank to Eurobank Holdings.
  h) approved the Interim Consolidated Financial Statements of Eurobank for the nine-month period ended 30 September 2025
  i) approved the certification of the payment of share capital increase as a result of the merger of Eurobank with Eurobank Holdings.

- Approved the Hellenic Bank integration plan.
- Approved the establishment of category 4 branch in Abu Dhabi.
- Approved a Pre-Settlement Agreement between the Hellenic Bank Public Company Ltd and the Cypriot Asset Management Company KEDIPES.
- Approved Arbitration Agreements and authorizations.
- Approved the Project Sun, the outright sale of Eurobank's corporate exposures previously included in Project Solar.
- Approved Project Shell, entering into a term sheet with Fairfax to fully acquire Eurolife FFH Life Insurance
- Reviewed presentations concerning the Retail Banking business (for 2024) and Revolut.
- Discussed the Postbank Bulgaria Retail Portfolio.
- Discussed the 2024 payout ratio & capital headroom for large ECB-supervised banks.
- Approved the Cards Monoissuer Request for Proposal (RFP) Process
- Approved the financing of the "Marietta Giannakou" school renovation program.

c) Capital Adequacy

- Approved the 2025 Internal Capital & Liquidity Adequacy Statements (CAS & LAS) as part of the Internal Capital & Liquidity Adequacy Assessment Process (ICAAP & ILAAP 2025).
- Approved the exercise of the call option for Wave I securitization.
- Approved the Wave III Upsize (Synthetic Securitization of Shipping Loans)
- Approved the updated Minimum Requirement for Own Funds and Eligible Liabilities (MREL) Plan 2025-2027 and the MREL Plan 2026-2028.

d) Business Monitoring

- Approved the 2024 annual consolidated financial statements and the 2025 interim consolidated financial statements.
- Approved the Annual Budget 2025 and the Three-Year Business Plan (2025-2026), including an adverse scenario.
- Discussed the Annual Budget 2026 and the Three-Year Business Plan (2026-2028), including assumptions for the adverse scenario.
- Discussed 2025 performance versus budget.
- Received updates from the CEOs of the international banking subsidiaries.
- Approved the update of Group accounting policies.

e) Risk Management and Internal Control

- Approved the appointment of the new Group Chief Risk Officer.
- Acknowledged the annual regulatory report of Group Internal Audit on the System of Internal Controls (SIC).
- Received updates on significant internal audit issues, Group Internal Audit Priorities and Plans for 2025 and beyond.
- Discussed the Annual Group Compliance report on Anti-Money Laundering (AML) and the Annual Group Compliance Report (including MiFID report).
- Reviewed compliance updates, including the Anti-Money Laundering (AML) Business Risk Assessment and the Compliance Risk Assessment for Greece and International Subsidiaries.
- Approved the appointment of the new Money Laundering Reporting Officer (MLRO)
- Approved the renewal of terms for the Report Receiving & Monitoring Officer (RRMO) and the assistant RRMO.
- Reviewed the Anti-Bribery and Corruption Annual Report and the Ethics Hotline Reports received during 2024.
- Received updates on significant legal and regulatory matters.
- Discussed the Risk Appetite Dashboard for the Level 1 Key Risk Indicators (KRIs) and approved the Risk Appetite Statements.
- Approved the Risk Identification and Materiality Assessment (RIMA) Reports.
- Approved the Data Governance Deployment Plan for Eurobank Limited, in the context of the ongoing actions for compliance with the Basel Committee on Banking Supervision principles for effective risk data aggregation and risk reporting (BCBS 239).
- Approved the consolidated Pillar 3 Report (capital and risk management disclosures) for 2024.
- Received updates on credit and NPE-related issues.
- Received updates on Securitizations Performance.
- Received Dashboards for Liquidity, IRRBB/CSRBB and Market Developments.
- Received the Annual Outsourcing Risk Review.
- Approved the updated thresholds for the Recovery Plan Indicators.
- Reviewed significant risk issues, including the Group Chief Risk Officer's Annual Report for 2024.
- Reviewed the 2024 Annual Activity Report of the Audit Committee before submission to the AGM.
- Approved new and revised risk policies, including:
    - Risk Culture policy
    - Group Liquidity Risk Policy
    - Market & Counterparty Risk Policy
    - Interest Rate Risk in the Banking Book (IRRBB) & Credit Spread Risk in the Banking Book (CSRBB) Policy
    - Grouping and Degrouping policy
- Approved the IT & Security Risk Management Framework (including Information Security Policy)
- Reviewed presentations of various large groups included to Eurobank's 25 Largest Performing Exposures.
- Received update regarding the Low Start portfolio Deep Dive from SSM
- Received updates by the responsible BoD member for climate-related and environmental risks
- Discussed the Operational Act regarding Macro Hedging Unwinding
- Discussed the findings from the On-Site Investigation (OSI) in the areas of IRRBB/CSRBB and Funding Risk.

f) Transformation Project

- Received regular updates on the transformation project.

5.11.2 Eurobank Holdings' Board activities during the period from 1 January until 12 December 2025

a) Governance

- Approved the constitution of the BoD – Appointment of the Chief Executive Officer and the Deputy Chief Executive Officers – Determination of executive and non-executive members
- Approved the new composition of Board Committees and their revised Terms of Reference.
- Reviewed an annual progress report on BoD gender representation.
- Approved the assessment of the Corporate Governance System (L.4706/2020 requirement)
- Convened the Shareholders' General Meetings.
- Discussed the 2024 annual evaluation of the Board and Board Committees and reviewed/acknowledged the Action Plan.

- Reviewed the attendance of Directors at Board and Board Committee meetings.
- Non-Executive Directors approved the CEO's performance evaluation for 2024 and his financial and non-financial objectives for 2025.
- Approved key governance policies, including:
  - CEO Succession Planning Policy
  - Board of Directors Diversity Policy
  - Group Governance Policy
  - Related Party Transactions Policy
  - Key Function Holders Selection and Appointment Policy
  - Compliance Policy
  - Anti-Bribery and Corruption Policy
  - Insider Dealing Guideline
  - Conflict of Interest Policy
  - Shareholders' Remuneration Policy
  - Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law
- Addressed remuneration matters, including:
  - Non-Executive Directors approved the Group Greece Annual Base Salary Framework, the evaluation of Group KPIs & KRIs for FY2024 and the Performance (related remuneration pool of the Group and its allocation among Countries) as well as the setting of Group KPIs and KRIs for FY2025 variable remuneration.
  - Non-Executive Directors approved the Remuneration adjustment for the CEO.
  - Proposed to the AGM for approval of the Board and Board Committees' fees for Non-Executive Directors, the Board of Directors' Remuneration Policy, the Remuneration Report for 2024.
  - Approved the Stock Options exercise of the 8th Stock Option Plan.
- Non-Executive Directors approved the Implementation of the Group Separation Policy at Group level.
- Received regular updates on Board Committee matters.
- Approved and submitted to the AGM for approval the appointment of auditors for the financial year 2025.
- In the context of the External Auditor's tendering, approved the recommended audit firm for the new Group External Auditors for 2027-2031.
- Discussed the 2024 Supervisory Review and Evaluation Process (SREP)aggregated results, the Supervisory Review and Evaluation Process (SREP) preliminary assessment 2025 and received update on SREP 2025 final decision.
- Approved related parties' transactions.
- Received the Group Company Secretary's Report 2024.

b) Strategic Issues, Corporate and Other Actions

- Received the CEO's quarterly reports and discussed various strategy matters.
- Approved the exchange offer of subordinated instruments issued by Eurobank Holdings with dated subordinated notes issued by Hellenic Bank Plc.
- Approved a share capital increase following the exercise of stock option rights and amended Article 5 of the Articles of Association in accordance with Article 113(3) of Law 4548/2018.
- Discussed the Geopolitical and Business Planning Implications of the New US Tariff Policy.
- Approved (subject to AGM approval) the Shareholders' Remuneration in cash and share buyback.
- Approved specific terms for the Share Buy-back.
- In the context of the merger for the absorption of Eurobank Holdings by Eurobank (Project Square):
  - Approved the Transformation Balance Sheet, the draft Merger Agreement and the Explanatory Report to Shareholders.
  - Approved the merger of Eurobank with Eurobank Holdings 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
- Approved the interim dividend distribution.

- Approved the issuance of Additional Tier 1 Instruments in the form of common, unsecured perpetual, subordinated notes by Eurobank Holdings.
- Discussed the 2024 payout ratio & capital headroom for large ECB-supervised banks.

c) Capital Adequacy

- Approved the 2025 Internal Capital & Liquidity Adequacy Statements (CAS & LAS) as part of the Internal Capital & Liquidity Adequacy Assessment Process (ICAAP & ILAAP 2025).
- Approved the updated Minimum Requirement for Own Funds and Eligible Liabilities (MREL) Plan 2025-2027.

d) Business Monitoring

- Approved the 2024 annual financial statements and the 2025 interim financial statements.
- Approved the final Annual Budget 2025 and the Three-Year Business Plan (2025-2027), including an adverse scenario.
- Approved the updated thresholds for the Recovery Plan Indicators and the Group Recovery Plan.
- Reviewed 2025 performance versus budget.
- Reviewed the Segmental performance analysis.
- Approved the Business and Capital Plan Policy and discussed the top-down Business and Capital Plan 2025-2027.
- Approved the update of Group accounting policies.

e) Risk Management and Internal Control

- Approved the appointment of the Group Chief Risk Officer.
- Acknowledged the annual regulatory reports of Group Compliance and Group Internal Audit on the System of Internal Controls (SIC).
- Discussed the Annual Group Compliance Report (including MiFID report).
- Approved the renewal of terms for the Report Receiving & Monitoring Officer (RRMO) and the assistant RRMO.
- Reviewed the Anti-Bribery and Corruption Annual Report and the Ethics Hotline Reports received during 2024.
- Received updates on significant internal audit and compliance issues.
- Discussed the Risk Appetite Dashboard for the Level 1 Key Risk Indicators (KRIs) and approved the Risk Appetite Statements.
- Approved the Risk Identification and Materiality Assessment (RIMA) Reports.
- Approved the consolidated Pillar 3 Reports (capital and risk management disclosures) for2024, Q1 2025, Q2 2025, and Q3 2025.
- Received Dashboards for Liquidity, IRRBB/CSRBB and Market Developments.
- Received the Annual Outsourcing Risk Review.
- Received updates on significant risk issues, including the Group Chief Risk Officer’s Annual Report for 2024.
- Reviewed the 2024 Annual Activity Report of the Audit Committee before submission to the AGM.
- Approved new and revised risk policies and plans, including:
    - Risk Culture policy
    - Group Liquidity Risk Policy
    - Market & Counterparty Risk Policy
    - Interest Rate Risk in the Banking Book (IRRBB) & Credit Spread Risk in the Banking Book (CSRBB) Policy
    - Grouping and Degrouping policy revision
    - Consolidated Pillar 3 disclosures policy
- Approved the IT & Security Risk Management Framework (including Information Security Policy)
- Received updates by the responsible BoD member for climate-related and environmental risks
- Discussed the Operational Act regarding Macro Hedging Unwinding
- Discussed the findings from the On-Site Investigation (OSI) in the areas of IRRBB/CSRBB and Funding Risk.

f) Transformation Project

- Received regular updates on the transformation project.

5.11.3 Board Strategy Day

In addition to the formal meetings focused on Eurobank's annual budget and three-year business plan, the Board holds an annual strategy meeting, known as the Board Strategy Day. This meeting is separate from the regular Board of Directors' meetings and is conducted in an informal setting, without the recording of formal minutes.

The purpose of the Board Strategy Day is to allow Board members the time and flexibility to engage in in-depth discussions and deliberations on the top strategic initiatives that are critical to Eurobank's growth and competitive positioning among its peers.

During the most recent Board Strategy Day, held on September 25 and 26, 2025 various strategic issues were discussed. Following the meeting, a memorandum was issued summarizing the key discussions.

5.12 Board and Board Committees overall effectiveness assessment

5.12.1 Board and Board Committees Evaluation

In accordance with the Bank Board and Board Committees Evaluation Policy (Section B4) – that was also applicable to Eurobank Holdings until 12 December 2025 - the Nomination and Corporate Governance Committee (NomCo) is responsible for evaluating the structure, size, composition, and performance of the Board and its Committees and making recommendations for necessary changes. The NomCo oversees the annual self-evaluation of the Board's and Committees' effectiveness (Internal Evaluation), typically using a self-assessment questionnaire as the primary tool.

For the 2025 Internal Evaluation, all twelve (12) Board members participated by completing anonymous self-assessment questionnaires, which were administered via Diligent's secure web-based platform. These questionnaires covered various areas, including:

- Strategy oversight
- Engagement with management
- Risk management
- Board composition and dynamics
- Chairperson's role
- Secretarial support
- Effectiveness of Board Committees

Key Findings of the Internal Evaluation

The results indicated that in 2025, the Board of Eurobank, and until 12 December 2025, the Board of HoldCo, continued to function effectively, maintaining a high level of performance consistent with the 2024 evaluation.

Strategy Oversight

- Board members expressed a positive impression of the Board's role in strategy, particularly regarding the improved integration of strategic, financial and ESG-related information, which has enhanced the Board's ability to effectively monitor execution.

Relationship with Management

- The Board maintained a strong relationship with management, characterized by high levels of trust, open communication, and effective follow-up, which supported and reinforced the Board's oversight role.

Strategic HR and Remuneration

- The Board demonstrated strong oversight of banking culture, leadership capability and alignment of remuneration with strategy and risk appetite, with oversight of banking and risk culture remaining a clear strength.

Risk Governance and Internal Control

- The Board maintained high standards in risk governance and internal control.

- Oversight of internal controls, Internal Audit and Compliance is particularly strong, reinforcing confidence in the Group's control environment and ethical framework.

Board Profile and Composition

- The Board was recognized for its adequate knowledge, skills, experience, and diversity.
- Financial and international experience continue to represent clear strengths, reinforcing the Board's ability to oversee a complex, multi-jurisdictional banking group.

Board Functioning and Dynamics

- The Board demonstrated robust annual agenda planning, with well-established and consistent procedures.
- Board discussions included constructive reviews and challenges, fostering effective decision-making.

Board Chairperson's Role

- The Chairperson's leadership was recognized as a key factor in the Board's overall effectiveness and success.

Board Secretarial Support

- Board members highlighted the effectiveness of operational support and recognized for professionalism, reliability and quality, particularly in the materials submitted by management and the preparation of meeting minutes.

Opportunities for further enhancement

While the evaluation was overwhelmingly positive, some areas for enhancement were identified:

- Further sharpening the Board's medium- to long-term strategic focus, particularly in light of the Group's expanding international footprint, with more structured and recurring discussions on growth platforms and geographic priorities.
- Strengthening the Board's focus on innovation, digital leadership and competitive positioning.
- Improving the monitoring of subsidiary performance, ensuring more strategic and in depth discussions.

The main conclusions of the Internal Evaluation regarding Board Committees have been integrated into the relevant sections detailing their functioning and operations.

5.12.2 Assessment of the knowledge, skills and experience (KSE) of the Board collectively as well as the KSE and contribution of individual Board members.

In accordance with the Bank Board and Board Committees Evaluation Policy (see the relevant section in this Statement) - that was also applicable to Eurobank Holdings until 12 December 2025 - the NomCo is responsible for assessing the knowledge, skills, and experience (KSE) of the Board collectively, as well as the KSE and contribution of individual Board members, and reporting to the Board accordingly.

5.12.3 Individual Evaluations

The individual evaluations (assessment of the Board Chairperson, Non-Executive Directors (NEDs), and Executive Directors) consider the status of the member (executive, non-executive, independent), participation in committees, specific responsibilities/projects undertaken, time commitment, behavior, and the application of knowledge and experience.

A. Assessment of the Board Chairperson

The Board Chairperson's evaluation is part of the Internal Evaluation and is conducted by all other Board members through the Board and Board Committees' Self-Evaluation Questionnaire.

The evaluation of the Board Chairperson in 2025 for the Bank and until 12 December 2025 for the HoldCo remained very strong, consistent with the 2024 evaluation.

B. Assessment of the Non-Executive Directors' (NEDs) Contribution to the Board (Excluding the Chairperson)

The Board Chairperson is responsible for conducting the assessment of NEDs' contributions and presenting the results to the NomCo.

The assessment process follows these steps:

- NomCo approves the NEDs' self-evaluation questionnaire.

- The questionnaire is distributed to the NEDs, and responses remain strictly confidential, accessible only to the Board Chairperson or designated individuals.
- The Board Chairperson conducts confidential one-on-one interviews with each NED, using the self-evaluation questionnaire as a reference.
- The Board Chairperson presents an overall report on the findings to the NomCo.
- The Board Chairperson's views on NEDs' performance, knowledge, skills, and experience are discussed in the NomCo, particularly during the (re)appointment and succession planning of Board members.

For the 2025 annual assessment, the Board Chairperson led the evaluation of the NEDs' contribution using a self-evaluation questionnaire consisting of 10 questions focused on five key areas:

- Contribution to overall Board profile and skillset
- Board participation and quality of contributions to deliberations
- Punctuality and attendance
- Team spirit and demeanor
- Independent thinking and constructive challenge

The 2025 annual assessment for the Bank and until 12 December 2025 for the HoldCo, demonstrated that the NEDs adequately meet expectations, effectively fulfilling their roles as Directors of HoldCo/Bank.

C. Executive Directors' Performance Evaluation

The evaluation of Executive Directors in 2025 for the Bank until 12 December 2025 for the HoldCo, including the CEO and Deputy CEOs, follows a structured process involving the CEO, the NomCo, and the Board Remuneration Committee (RemCo). This annual evaluation is based on qualitative and quantitative Key Performance Indicators (KPIs) approved by the Non-Executive Directors.

For the CEO's evaluation, the RemCo proposes KPIs related to CEO remuneration, which are then submitted to the Non-Executive Directors for approval. The CEO's performance is assessed based on these approved KPIs, and the results are communicated to the CEO and considered in determining remuneration.

5.12.4 Collective Suitability Assessment

In 2025, alongside the Board of Directors' performance evaluation, an assessment of the Board's collective suitability was conducted in accordance with the Joint ESMA/EBA Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06). This assessment was supported by the NomCo.

The evaluation examined whether the Bank Board in 2025 and the HoldCo Board until 12 December 2025, collectively possessed the necessary knowledge, skills, and experience to understand the business model, strategy, risks, and governance-related matters. The assessment confirmed that the Board was collectively suitable to effectively address these areas.

The evaluation also identified potential areas for improvement in specific Bank business lines and products, various geographies and subsidiaries, and risk management, particularly regarding cybersecurity and outsourcing risks. It was suggested that initiatives could be considered to address these observations and ensure alignment with Bank strategic goals.

To enhance understanding in these areas, presentations at the Board and Board Committees level, along with targeted external training and internal sessions, will continue to play a central role in strengthening the Bank Board's expertise.

5.13 Directors' Induction and Continuous Professional Development

In accordance with the Directors' Induction and Continuous Professional Development Process of the Bank - that was also applicable to Eurobank Holdings during the period of its operation, until 12 December 2025 - all directors who join the Board, undergo a comprehensive Induction Program designed to achieve several key objectives, as outlined in Section B8.

Mr. Evangelos Kotsovinos, who was the last director who joined the Bank/HoldCo Board in 2024, upon his appointment:

- Received a Manual of Obligations detailing his main responsibilities towards the Supervisory Authorities and HoldCo/Bank, including local regulations and Board procedures.
- Attended meetings and presentations by Key Executives of HoldCo/Bank, providing a comprehensive overview of the organization.

As part of the continuous professional development framework, in 2025, Board members participated in formal training sessions on:

- Artificial Intelligence and Algorithmic Risk Governance
- Cybersecurity Awareness Session (incl. Digital Operational Resilience Act (DORA))
- Risk Data Aggregation and Risk Reporting (RDARR) for decision making

Additionally, Board members engaged in in-house meetings and discussions on Strategy, Business Planning, and Budgeting. They received regular updates, reports, and presentations from senior management on operational and strategic targets, market developments, and updates on risk, audit, compliance, financial, human resources, legal, and regulatory matters.

Board members also received regular and ad-hoc research and economic bulletins from Eurobank's Economic Analysis and Financial Markets Research.

6. Board Committees

The Board of Eurobank is assisted in carrying out its duties by Board Committees, to which it delegates specific responsibilities.

The Bank Board Committees include:

- Audit Committee (AC)
- Board Risk Committee (BRC)
- Remuneration Committee (RemCo)
- Nomination and Corporate Governance Committee (NomCo)
- Bank Board Digital & Transformation Committee (BDTC)

It is noted that, throughout its period of operation until 12 December 2025, the HoldCo Board was assisted in the discharge of its duties by Board Committees, to which it delegated specific responsibilities. The HoldCo Board Committees comprised the AC, BRC, RemCo and NomCo and had responsibilities similar to those of the respective Board Committees of the Bank.

6.1 Governance and Operations of Board Committees

The governance and operational arrangements applicable to the Bank Board Committees are set out below. It is noted that, throughout their period of operation until 12 December 2025, the HoldCo Board Committees operated in accordance with the same governance and operational arrangements as those applicable to the Bank Board Committees.

6.1.1 Board Committees’ members

The members of Bank Board Committees are appointed by the Board, following a recommendation from the NomCo and in accordance with the applicable legal and regulatory framework.

The tenure of Committee members coincides with the tenure of the Board, with the option for renewal. However, total service on the Committees must not exceed nine (9) years.

6.1.2 Board Committees’ Terms of Reference (ToR)

The ToR of each Board Committee outlines its purpose, responsibilities, and modus operandi. It is reviewed annually and revised if necessary unless significant changes require an earlier revision. The ToR is approved by the Board and made publicly available on the Bank website.

6.1.3 Board Committees’ meetings

The minimum number of annual meetings for each Board Committee is defined in its ToR.

Only Committee members have the right to attend meetings, though other individuals, such as Management members, external auditors, and external advisors, may be invited when appropriate and necessary. The number of invitees is kept to a minimum to preserve the efficiency and effectiveness of the meeting.

Members may attend meetings remotely via video or audio conference. A mandatory minimum attendance requirement applies, as set out in the Board and Board Committees’ Attendance Policy (please refer to the relevant section in this Statement).

6.1.4 Quorum in the Board Committees’ Meetings

A quorum is established when more than half of the Committee members are present or represented, provided that at least three (3) members are present, including the Chairperson or, in the case of BRC, the Vice Chairperson.

Each Committee member may validly represent only one other Committee member. Representation cannot be assigned to individuals outside the Committee.

6.1.5 Board Committees' Decisions

Resolutions are validly adopted by an absolute majority of the members present or represented.

In the event of a tie, the Chairperson or in his/her absence, the Vice Chairperson for BRC or the most senior Independent Non-Executive Director present (based on tenure), has the casting vote.

The Board is informed whenever a decision is not reached unanimously.

Minutes may be drawn up and signed by circulation by all Committee members, which is equivalent to a valid decision, even if no formal meeting takes place.

6.1.6 Board Committees' Secretary and Minutes

Each Bank Board Committee appoints its Secretary, who reports to the Group Company Secretariat and collaborates with the Committee Chairperson and other relevant parties.

The Secretary is responsible for:

- Recording the proceedings and decisions of the Committee meetings.
- Listing the names of attendees and documenting action plans and follow-ups.
- Issuing extracts of minutes as required.
- Disseminating decisions, actions, and follow-ups to the relevant parties.

6.1.7 Board Committees' Performance Evaluation

The performance of Board Committees is evaluated annually, in line with the Board and Board Committees Evaluation Policy (please refer to the relevant section in this Statement).

6.2 Audit Committee[4]

The primary function of the Bank Audit Committee (AC) is to assist the respective Board in discharging its oversight responsibilities primarily relating to:

- the review of the adequacy of the Internal Control and Risk Management systems and the compliance with rules and regulations monitoring process including on issues of sustainability,
- the review of the financial reporting process and satisfaction as to the integrity of the Bank's Statutory Financial Statements, Information, including Sustainability Reporting,
- the External Auditors' / Independent Assurance Providers' for the audit and assurance of sustainability reporting (IASP) selection, performance and independence,
- the effectiveness and performance of the Group Internal Audit (Group IA) and of the Compliance function.

In addition, in the context of AC's responsibility to safeguard External Auditors' independence, the AC ensures that the nature of non-audit services, prior to their being undertaken by the External Auditors, has been reviewed and approved as required and that there is proper balance between audit and non-audit work in accordance with the policy on External Auditors' Independence.

Throughout its operation, until 12 December 2025, HoldCo AC carried out responsibilities similar to those described above.

6.2.1 AC Membership/Composition

The Bank's AC is consisted exclusively by Board members and its composition has been approved by the General Meeting of the Shareholders (as per the legal framework), following the recommendation of the NomCo to the Board. The Chairperson of the Committee is appointed by the members of the Committee.

All AC members have sufficient knowledge in the field of Bank's activities and the necessary skills and experience to carry out their duties and meet the requirement of established knowledge and experience in auditing and/or accounting.

[4] Bank ACs' Terms of Reference may be found at the Bank website (www.eurobank.gr).

The AC consists of four (4) independent non-executive Directors of the Board. In particular, the Bank's AC composition is outlined below:

AC Chairperson:	Burkhard Eckes, *Non-Executive Independent Director of the Board*
AC Members:	Irene Rouvitha Panou, *Non-executive Independent Director of the Board*
	Rajeev Kakar*, Non-Executive Independent Director of the Board*
	Alice Gregoriadi, *Non-Executive Independent Director of the Board*

Following Mr. Jawaid Mirza's resignation dated 18.06.2025 from the position of member of the Bank BoD and member of the Bank BoD Committees he served, effective as of 27.06.2025 and the Bank Nomination & Corporate Governance Committee's relevant recommendation, the Bank BoD of 27.06.2025 decided the Bank AC to continue its operation with the remaining independent non-executive directors.

Throughout the period of its operation, until 12 December 2025, the composition of the HoldCo AC was identical to that of the Bank AC.

6.2.2 AC Meetings

The AC meets at least eight (8) times per year or more frequently, as circumstances require, reports on its activities to the Board on a quarterly basis and submits the minutes of its meetings and the annual Activity Reports (before its submission to the Shareholders' Annual General Meeting) to the Board.

Apart from the AC members, the BRC's members may also attend AC sessions when common issues are discussed (e.g. compliance risk assessment). The Chairperson of the AC may also invite to the meetings other executives of the Group or external advisors or experts, as deemed appropriate.

6.2.3 Attendance to the AC Meetings

During 2025 the attendance details for the Audit Committee were as follows:

Company	Meetings		Average ratio of Directors' attendance	
	2025	2024	2025	2024
HoldCo	14	15	98%	97%
Bank	17	14	100%	98%

The Directors' individual attendance rates at the AC meetings in 2025 were the following:

Name		Eurobank Holdings AC		Eurobank AC		
	Eligible to attend	Attended in person (# and %)		Eligible to attend	Attended in person (# and %)	
Burkhard Eckes, *AC Chairperson*	14	14	100%	17	17	100%
Jawaid Mirza, *AC member until 27.6.2025*	8	8	100%	9	9	100%
Irene Rouvitha Panou, *AC member*	14	14	100%	17	17	100%
Rajeev Kakar, *AC member*	14	13	93%	17	17	100%
Alice Gregoriadi, *AC member*	14	14	100%	17	17	100%

It is noted that in 2025, Mr. Rajeev Kakar provided representation proxy for his missed meeting in HoldCo's AC, leading his overall attendance rate (physical and under representation) at 100% in HoldCo's AC.

6.2.4 AC’s Performance Evaluation

The AC’s 2025 evaluation by BoD members that are not members of the AC confirmed the Committee’s enhanced ability to support the Board and to communicate its work clearly and effectively. The improvements noted reflect strengthened reporting, clearer articulation of key issues and robust oversight across financial reporting, internal control and audit matters.

Similarly, the AC’s 2025 evaluation by its members confirms a very high level of effectiveness. The results reflect a mature, well-functioning Committee with strong leadership, disciplined processes and comprehensive mandate coverage, while also pointing to limited areas where further fine-tuning could enhance effectiveness.

In this context, the AC members identified a focused set of priority areas for further enhancement. These priorities largely reflect the growing complexity of the Group, the expansion of international activities, and the increasing regulatory, technological and supervisory demands placed on the Audit Committee.

6.2.5 ACs’ Activity in 2025

ACs have amongst others:

Eurobank for 2025

- Decided on its constitution/reconstitution and the appointment of its Chairman.
- Reviewed and approved the revised Compliance Mandate.
- Jointly with the BRC, discussed and further submitted to the BoD for discussion the Business Risk Assessment Exercise (AML, CFT, Sanctions) and the Compliance Risk Assessment for the Bank and international subsidiaries.
- Approved and further submitted to the BoD for information the annual and triennial Plans of Internal Audit and Compliance and monitored their progress.
- Reviewed and discussed regular and ad hoc reports with information relating to the System of Internal Controls, including quarterly reports from Group Internal Audit, Group Compliance, the Operational Risk Sector, Clients Relations Office, etc.
- Received updates on various legal and regulatory issues.
- Discussed extensively AML issues, including the legal and regulatory framework for the EU’s Anti-Money Laundering Authority (AMLA) along with the respective implementation timeline for Eurobank.
- Discussed various Group Compliance issues.
- In line with the BoG Act 2577/2006 (that was in force in that time), ensured that an annual evaluation of the System of Internal Controls for the year 2024 was performed and documented by the Internal Audit Group. This report, along with the AC’s assessment, was further submitted to the BoD and subsequently to the BoG as required.
- In line with the BoG Governors Act 2577/2006 (that was in force in that time), reviewed the annual Group Compliance Sector’s reports on AML and compliance activities of the Bank for the year 2024. These reports, along with the AC’s own assessment, were further submitted to the Board and the BoG.
- Reviewed and submitted to the BoD for approval the revised Related Party Transactions Policy.
- Reviewed and, depending on the case, approved or approved and further submitted to the BoD for approval/information: a) the Compliance Policy, b) the Policy governing marketing communications of MiFID II investment products-services c) the Inducements Policy, d) the new European Market Infrastructure Regulation (EMIR) Policy, e) the Policy on Safekeeping of Clients’ Financial Instruments and Funds, f) the Appropriateness Assessment Policy, g) the Suitability Assessment Policy, h) the Insider Dealing Guideline, i) the Group Anti-trust Compliance Policy, j) the Client/Investor Categorization Policy, k) the Conflict of Interest Policy, l) the Anti-Bribery and Corruption Policy, m) the Order Execution Policy, n) the Policy for the Prevention and Detection of Market Abuse, o) the Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law, p) the AML/CFT and Sanctions Policy, q) the Code of Conduct and Ethics, r) the Policy for governance of MiFID II financial products (MiFID II Product Governance).
- In the context of the Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law (mentioned above), approved and further submitted to the BoD for approval the Report Receiving & Monitoring Officer (RRMO) and the Assistant RRMO.
- In joint session with the BRC and the Board Digital Transformation Committee (BDTCo), approved the Policy regarding the Responsible AI Framework.
- in the presence of NomCo members for consultation, proposed to the BoD for approval the appointment of a new Money Laundering Reporting Officer (MLRO), with effective date February 1st, 2025, pursuant to the provisions of article 38 of L. 4557/2018 and the Decision 281/17.3.2009 of the Banking and Credit Matters Committee of Bank of Greece.

- Discussed with Management, Internal Audit, and External Auditors issues relating to the financial results, including accounting policies.
- Discussed/approved (depending on the case) various Group Internal Audit issues, including its staffing, strategy, budget, and training.
- Strengthened its monitoring of the effectiveness of the IA functions of subsidiaries (in Greece and abroad).
- Reviewed and cleared the consolidated financial statements.
- Discussed with Management the implementation of corrective actions to recommendations made by Internal and External Auditors and Regulatory Authorities.
- Assessed the effectiveness, objectivity, and independence of the External Auditors for the financial year 2024, discussed the results of their evaluation with Management and Internal Audit, and communicated the final results to the Board and the External Auditors.
- Approved the External Auditors' Bank Group Audit and Assurance Fees for 2025.
- Proposed to the Board and the Annual General Meeting of Shareholders for approval the appointment of the External Auditors for the financial year 2025.
- Approved the External Auditors' Independence Policy and monitored, in line with this Policy, the non-audit services provided by the External Auditor in 2025.
- Assessed the performance of the Chief Audit Executive and the General Manager Head of Group Compliance/Anti-Money Laundering Reporting Officer.
- Monitored the memberships and the modus operandi of the Audit Committees of the banking subsidiaries, as required, and reviewed their Activity Reports.
- Approved AC Chair of Eurobank Bulgaria.
- Discussed key Audit Committee issues with the Chairpersons of banking subsidiaries.
- In accordance with the provisions of Law 2533/1997, the Audit Committee reviewed reports on substantial stock transactions of the Bank's Directors and General Managers that met the criteria set in Law 2533/1997 and notified the Board.
- With the assistance of Group Finance, maintained oversight of the merger of Eurobank with Eurobank Holdings (Project Square) and received regular updates on the project's progress. In this context, the AC reviewed the final prospectus for the submission to Hellenic Capital Markets Committee (HCMC) and subsequently each of the BoD members signed the endorsement letter, which was signed following the AC's clearance of the final prospectus.
- Approved and notified the Board for further submission to the Annual General Meeting the annual AC Activity Report for 2024.
- Discussed the Annual AC Plan for 2026.
- At the BRC meetings that the AC members participated in, among others various issues including accounting policies, progress reports for the Corporate Sustainability Report Directive (CSRD) Program Implementation, risk related issues such as the operational and non-financial risks, Group Top ten non-financial risks report, Semi-annual COO/CIO report, Risk Culture policy, the Information and Communication Technology risk (ICT risk) and security (incl. Cyber Security and Digital Operational Resilience Act (DORA)), the climate-related and environmental risks, the Minimum Requirement for Own Funds and Eligible Liabilities (MREL) plan, the Resolvability Progress Report, the Outsourcing report the Environmental and Social Governance (ESG) and the General Data Protection Regulation (GDPR) have been discussed

Eurobank Holdings (from 1 January until 12 December 2025)

- Decided on their constitution/reconstitution and the appointment of their Chairman.
- Reviewed and approved the Compliance Mandate.
- Monitored the progress of Internal Audit and Compliance annual plans.
- Reviewed and discussed reports related to Internal Audit and Compliance, including quarterly reports from the Internal Audit and Compliance functions.
- Discussed the progress of actions taken to resolve Internal Audit findings.
- Received updates on various internal control, legal, and regulatory issues.
- Ensured that an annual evaluation of the System of Internal Controls (SIC) for 2024 was performed and documented by Internal Audit. This report, along with the AC's assessment, was further submitted to the Board of Directors (BoD) and subsequently to the Bank of Greece (BoG) as required.
- In line with the BoG Governors Act 2577/2006 (that was in force at that time), acknowledged the annual Group Compliance report on compliance activities for 2024. This report, along with the AC's assessment, was further submitted to the BoD and subsequently to BoG as required.

- Reviewed and submitted to the BoD for approval the revised Related Party Transactions Policy.
- Reviewed and, depending on the case, ratified, approved, or approved and submitted to the BoD for approval/information: a) the Compliance Policy, b) the Insider Dealing Guideline, c) the Group Anti-trust Compliance Policy, d) Policy for the Prevention and Detection of Market Abuse, e) Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law, f) Conflict of Interest Policy, g) Anti-Bribery and Corruption Policy.
- In joint session with the BRC, approved the Policy regarding the Responsible AI Framework.
- In the context of the Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law, approved and submitted to the BoD for approval the appointment of the Report Receiving & Monitoring Officer (RRMO) and the assistant RRMO.
- Discussed financial results with Management, Internal Audit, and External Auditors.
- Reviewed and cleared the financial statements and other financial reports and trading updates prior to their release.
- Discussed with Management the implementation of corrective actions to recommendations made by Internal and External Auditors and Regulatory Authorities.
- Assessed the effectiveness, objectivity, and independence of the External Auditors for the financial year 2024, discussed the results of their evaluation with Management and Internal Audit, and communicated the final results to the Board and the External Auditors.
- Proposed to the Board and the Annual General Meeting (AGM) the appointment of the External Auditors for the financial year 2025.
- Discussed and approved the Global Group Audit and Assurance Fees for 2025.
- Approved the External Auditors' Independence Policy and monitored, in line with this policy, the non-audit services provided by the External Auditor in 2025.
- Worked with Group Finance to complete the External Auditor's tendering process for the Group statutory audit of 2027 and subseuently made a recommendation to the BoD for the selection of the new Group External Auditors for 2027.
- discussed various issues regarding the Corporate Sustainability Reporting Directive (CSRD), including the Sustainability reporting process, the Sustainability IT Platform and the Group Internal Audit Report on CSRD, and received update on the status of CSRD outlining key milestones and highlights of the 2025 Sustainability Statement
- Assessed the performance of the Internal Auditor and the Head of Compliance/Anti-Money Laundering Reporting Officer for 2024.
- Received updates on the progress of the Annual Budget.
- In accordance with the provisions of Law 2533/1997, reviewed reports on substantial stock transactions by HoldCo's Directors and General Managers that meet the criteria set in Law 2533/1997 and notified the Board.
- Approved and submitted to the Board for further submission to the AGM the annual AC Activity Report for 2024.
- Discussed the Annual AC Plan for 2026.
- Participated in Board Risk Committee (BRC) meetings, during which discussions included:
    - Accounting policies, including hedge accounting policy.
    - Progress reports on the Corporate Sustainability Report Directive (CSRD) Program Implementation.
    - Various risks, including non-financial risks, climate-related and environmental risks, and the Environmental and Social Governance (ESG) Strategy.

It is noted that in accordance with the Law 4449/2017 as in force, the Bank AC submits an annual activity report to their Shareholders' Annual General Meeting on the issues dealt with by the AC during the previous year, also including a description of the sustainability policy followed by the entity.

The 2025 Bank AC Activity Report, which forms part of the 2025 Annual Financial Report, provides a detailed account of the Bank AC's activities for 2025 and, for completeness purposes, also includes reference to the HoldCo AC's activities for 2025.

6.3 Board Risk Committee[5]

The purpose of the Bank's Board Risk Committee (BRC) is to assist the Board in the following risk-related issues:

- To advise and support Eurobank's BoD regarding Eurobank's capital management, the monitoring of the overall actual/present and future risk strategy and risk appetite, taking into account all types of risks to ensure that they are in line

[5] HoldCo/Bank BRCs' Terms of Reference may be found at the HoldCo/Bank websites (www.eurobankholdings.gr & www.eurobank.gr).

with the business strategy, objectives, corporate culture, corporate values and the availability of the Bank's and the Bank's Group resources;

- To provide Eurobank's BoD with recommendations on necessary adjustments to the risk strategy resulting from, inter alia, changes in the business model of Eurobank, market developments or recommendations made by the risk management function;
- To assist Eurobank's BoD in overseeing the implementation of Eurobank's risk strategy and the corresponding limits/thresholds set;
- To oversee the implementation of the capital and liquidity management strategies as well as for all material risks of the Group, as identified through the Risk Identification and Materiality Assessment (RIMA) process and listed in the relevant RIMA report, in order to assess their adequacy against the approved risk strategy and risk appetite. Material risk types include financial and non-financial risks, indicatively credit risk, market risk, liquidity risk, interest rate risk and credit spread risk in the banking book, counterparty risk, operational risk (including legal and IT, fundamental rights, discrimination and ICT risks), outsourcing risk, climate risk, country risk, reputational risk, conduct risk, risk stemming from strategic projects;
- To oversee the progress of the Bank to enhance its resolvability in accordance with the requirements of the Resolution Authorities;
- To review a number of possible scenarios, including stressed scenarios, to assess how Eurobank's risk profile would react to external and internal events;
- To oversee the alignment between all material financial products and services offered to clients and the business model and risk strategy of Eurobank. The BRC should assess the risks associated with the financial products and services offered and take into account the alignment between the prices set for them and the profits derived from them;
- To provide advice on the appointment of external consultants that Eurobank's BoD may decide to engage for advice or support on matters within its competence;
- To assess the recommendations of internal or external auditors and follow up on the appropriate implementation of measures taken on matters within its competence;
- To ensure the development of an internal risk management framework and its integration into the business decision-making process (e.g. decisions concerning new products and services introduction, risk adjusted pricing for products and services, risk related performance measurement and capital allocation) across the full range of Eurobank's activities or operations and the Group;
- To define the principles that must govern risk management regarding the identification, forecasting, measurement, monitoring, control, and mitigation of risks, in line with the applicable business strategy and the adequacy of the available resources;
- To receive and evaluate the reports submitted at least quarterly by the risk management function/GCRO, inform Eurobank's BoD about the most significant risks undertaken by the Bank and document their effective management.
- To formulate proposals and recommend corrective actions to the Board in case it identifies weaknesses in the implementation of the Bank's risk management strategy or deviations in its implementation.
- To set, approve and oversee the implementation of the Bank's core values and expectations regarding all material risks and propose to the BoD the approval of the Bank's risk culture.

Throughout its operation, until 12 December 2025, HoldCo BRC carried out responsibilities and duties similar to those described above.

6.3.1 BRC Membership/Composition

The BRCs consist of five (5) independent non-executive Directors. The Chairperson qualifies as independent member with a solid experience in commercial banking and preferably risk and/or Non-Performing Exposures management and is familiar with the Greek and international regulatory framework.

The BRCs' composition is outlined below:

BRC Chairperson:	Rajeev Kakar, *Non-Executive Independent Director of the Board*
BRC Vice-Chairperson:	John Arthur Hollows, *Non-executive Independent Director of the Board*
BRC Members:	Cinzia Basile, *Non-Executive Independent Director of the Board*
	Burkhard Eckes, *Non-Executive Independent Director of the Board*
	Evangelos Kotsovinos*, Non-executive Independent Director of the Board*

It is noted that during 2025 no changes occurred in the composition of the Committee, as no such need arose.

6.3.2 BRC Meetings

The BRC meets at least ten (10) times per year and the Chairperson updates the BoD members on the material matters covered by the Committee during the previous period (if any) at the quarterly meetings of the BoD.

Apart from the BRC members, the AC's members may also attend BRC sessions when common issues are discussed (i.e. on operational risk matters, on IT security and cyber risks). The Chairperson of the BRC may also invite to the meetings other executives of the Group or external advisors or experts, as deemed appropriate.

6.3.3 Attendance to the BRC Meetings

During 2025, attendance details for the Board Risk Committee were as follows,

Company	Meetings		Average ratio of Directors' attendance	
	2025	2024	2025	2024
HoldCo	11	12	93%	95%
Bank	13	12	95%	95%

The Directors' individual attendance rates at the BRC meetings in 2025 were the following:

Name	Eurobank Holdings BRC until 12 December 2025			Eurobank BRC		
	Eligible to attend	Attended in person (# and %)		Eligible to attend	Attended in person (# and %)	
Rajeev Kakar, *BRC Chairperson*	11	11	100%	13	13	100%
John Arthur Hollows, *BRC Vice-Chairperson*	11	11	100%	13	13	100%
Cinzia Basile, *BRC member*	11	10	91%	13	12	92%
Burkhard Eckes, *BRC member*	11	10	91%	13	12	92%
Evangelos Kotsovinos, *BRC member*	11	9	82%	13	12	92%

It is noted that in 2025, Ms. Cinzia Basile, Mr. Burkhard Eckes and Mr. Evangelos Kotsovinos provided representation proxies for their missed meetings in HoldCo/Bank's BRCs, leading their overall attendance rate (physical and under representation) at 100% in HoldCo/Bank's BRCs.

6.3.4 BRCs' Performance Evaluation

The 2025self-evaluation conducted by the HoldCo/Bank BRCs indicates that the Committee remains substantively strong, with high levels of expertise, challenge and regulatory alignment, while also highlighting persistent pressures around time management, agenda density and balance of participation.

The evaluation also highlighted a clear set of priorities centred on strengthening Group-wide risk integration, enhancing forward-looking and independent risk judgement, improving time management and agenda discipline, and deepening coverage of non-financial and emerging risks. The feedback also places strong emphasis on regulatory credibility and alignment with supervisory expectations.

6.3.5 BRCs' Activity in 2025

The BRCs have, amongst others:

Eurobank in 2025

- Monitored Eurobank's overall actual and future risk appetite and strategy, ensuring that all types of risks were aligned with the institution's business strategy, objectives, corporate culture, and values.
- Oversaw both qualitative and quantitative aspects of credit, market, liquidity, and operational and non-inancial risks.
- Reviewed Information and Communication Technology (ICT) Risk and Security, including Cyber Security, Physical Security, and Fraud Detection.
- Approved various regulatory and other reports, risk policies, and frameworks, including:
    - Liquidity Report.
    - Counterparty and Issuer Risk Report.
    - Interest Rate Risk in the Banking Book / Credit Spread Risk in the Banking Book.
    - Market Risk Developments Report.
    - Group Operational and Non-Financial Risk Report.
    - Asset Quality Monthly and Quarterly Update.
    - Impairment Results: Quarterly Update.
    - New Disbursements Performance Report.
    - Forbearance Report.
    - Quarterly NPE & Early Remedial update.
    - Quarterly Securitizations Performance Update Report.
    - Risk Appetite Dashboard.
    - Bank's Macro Hedging Strategy Updates.
    - BCBS239 Project implementation progress update
    - CIB international expansion strategy
    - OSI findings updates (Postbank for Credit Counterparty)
    - CHF loans update
    - SREP 2025 update
    - Country limits
    - IFRS9 risk parameters update and models validation report
    - Varius Policies reviews incl., Sensitive Borrowers Policy, Related parties credit approval policy, CPMs, Market and Counterparty Risk Policy, Liquidity Risk Policy, IRRBB & CSRRB, write off policy, Country limits framework etc.
    - International Subsidiaries Monitoring, including key risk indicators, the BRC Chairman's Annual Activity Report, and the approval of BRC Chairs appointed during 2024.
- BRC meetings where AC members were also invited, discussing and approving the following issues:
    - Resolvability Progress Report.
    - Corporate Sustainability Report Directive (CSRD) program implementation
    - Climate and Environmental Risk issues incl. Collateral Valuation Policy enhancements to incorporate CR&E aspects, climate and Environmental Risks Dashboard, Semiannual update of responsible BoD person, Climate related & Environmental Risks Materiality Assessment; Group Climate Risk Stress Test Framework; Omnibus key implications for the Bank
    - Quarterly Outsourcing report
    - Quarterly Group Operational and Non-Financial Risk Report
    - Group top 10 NFR annual risk review, semiannual actions update
    - ICT & Security Risk Management framework and regular updates
    - OSI Low Start Deep dive, Low Start portfolio updates and FRC model review
    - EBA Guidelines on management of ESG Risks progress updates

- GDPR status updates
- Notification for breaches of Risk Appetite Statements (RAS) thresholds
- MREL plan
- Various Accounting Policies (e.g. Classification & Measurement of financial assets)
- Risk Culture Policy

Eurobank Holdings (for the period from 1.1.2025 until 12.12.2025)

- Monitored the Group's overall actual and future risk appetite and strategy, ensuring alignment with the business strategy, objectives, corporate culture, and values of the Group, while considering all types of risks.
- Approved various regulatory and risk-related reports, policies, and frameworks, including:
  - Internal Capital & Liquidity Adequacy Assessment Processes (ICAAP/ILAAP)
  - Capital Adequacy Statements (CAS) and Liquidity Adequacy Statements (LAS)
  - Risk Identification and Materiality Process (RIMA) Report
  - Group Recovery Plan
- Approved the Group Chief Risk Officer (GCRO) Annual Report.
- Approved the Group Risk and Capital Strategy, the Risk Appetite Framework (RAF), and the Risk Appetite Statements (RAS), including the RAS dashboard.

6.4 Remuneration Committee [6]

The Bank's Boards has delegated to RemCo the responsibilities (a) to provide specialized and independent advice for matters relating to remuneration policy and its implementation at Bank Group level and for the incentives created while managing risks, capital and liquidity, (b) to safeguard the proper exercise of its duties and responsibilities, the efficient alignment of the personnel's remuneration with the risks the Bank undertakes and manages and the required alignment between the Bank and the Group, and (c) to approve or propose for approval all exposures of Key Management Personnel and their relatives (spouses, children, siblings). The Non-Executive Directors of Bank have the responsibility to approve and periodically review Bank's remuneration policy and oversee its implementation both at Bank and Group level.

The implementation of the Bank remuneration policy is in line with the provisions of Law 4261/2014 and Bank of Greece Executive Committee's Act 231/2024.

The Bank RemCo is also responsible to:

- determine the remuneration system for the members of the Board of Directors and the senior executives and to make a relevant recommendation on them to the Board of Directors, which decides on them or to make recommendations to the General Meeting, where required,
- propose to the Non-Executive Directors of the HoldCo/Bank's BoD for their approval the goals and objectives relevant to the Bank's CEO remuneration and evaluate his/her performance in light of these goals and objectives,
- guide and monitor the external remuneration consultant (if hired) and ensure that it receives appropriate reporting from him/her. In addition, Bank RemCo ensures that the external consultant is referred in the Bank's annual report of the year hired and/or completed his/her work, together with a statement of any possible relationship between him/her and the Bank or with members of the Bank's Board individually.

The above responsibilities and duties also applied to HoldCo RemCo until the date of the merger, 12 December 2025.

6.4.1 RemCo's Membership/Composition

The Bank RemCo consists of four (4) independent non- executive Directors.

In the event that the Chairperson of the Bank's Board is a member of the RemCo, she/he cannot participate in the determination of his/her remuneration.

[6] HoldCo/Bank RemCos' Terms of Reference may be found at the HoldCo/Bank websites (www.eurobankholdings.gr & www.eurobank.gr).

The Bank RemCo's composition is outlined below:

RemCo Chairperson:	Cinzia Basile, *Non-executive Independent Director of the Board*
Members:	Alice Gregoriadi, *Non-Executive Independent Director of the Board*
	Irene Rouvitha Panou, *Non-Executive Independent Director of the Board*
	John Arthur Hollows, *Non-Executive Independent Director of the Board*

Following Mr. Jawaid Mirza's resignation dated 18.06.2025 from the position of member of the Bank BoD and member of the Bank BoD Committees he served, effective as of 27.06.2025 and the Bank Nomination & Corporate Governance Committee's relevant recommendation, the Bank BoD of 27.06.2025 decided the Bank RemCo to continue its operation with the remaining independent non-executive directors.

Throughout the period of its operation, until 12 December 2025, the composition of the HoldCo RemCo was identical to that of the Bank RemCo.

6.4.2 RemCo's meetings

RemCo meet at least twice a year.

6.4.3 Attendance to the RemCo meetings

During 2025 the attendance details for the Remuneration Committees were as follows:

Company	Meetings		Average ratio of Directors' attendance	
	2025	2024	2025	2024
HoldCo	10	11	100%	100%
Bank	11	11	100%	100%

6.4.4 RemCo's Performance Evaluation

The 2025 self-evaluation conducted by RemCos' members reflects a clear improvement in overall effectiveness. This positive development indicates strengthened leadership, improved meeting discipline, and more consistent engagement by Committee members, while also confirming that the RemCo has responded constructively to areas for enhancement identified in the previous year.

in addition the evaluation by non-members highlighted heightened expectations regarding the Committee's visibility, clarity of outcomes and communication to the Board, particularly in the context of ongoing pressure on remuneration competitiveness, regulatory constraints and talent retention considerations.

6.4.5 RemCos' Activity in 2025

For 2025, RemCos have amongst others:

Eurobank for 2025

- Proposed to the Board of Directors (BoD) for approval the revised RemCo Terms of Reference.
- Received the Board and Board Committees evaluation 2024 outcome for RemCo and discussed an action plan and suggestions for improvement.
- Reviewed and proposed to the BoD and the General Meeting for approval the Board of Directors Remuneration Policy (post merger).
- Reviewed and proposed to the Non-Executive Directors for approval the Group Greece Annual Base Salary Framework.
- Reviewed and proposed to the Non-Executive Directors for approval the Variable Remuneration - Key Performance Indicators (KPIs) & Key Risk Indicators (KRIs) and the Group Variable Remuneration Pool.
- Reviewed and approved the Material Risk Takers' List and the Remuneration Disclosures for 2024.
- Discussed the remuneration policy implementation at both the Bank and Group levels.
- Discussed the Remuneration Policy Review – Follow-up (for the year 2024), conducted by the Internal Audit Group.

- Proposed to the Board and Annual General Meeting (AGM) for approval the Board and Board Committees' Fees for Non-Executive Directors of the Bank (Actual Fees 2024 & Estimated Fees 2025).
- Proposed to the Board and AGM for approval:
  - The distribution of net profits to senior management and employees.
  - Approvals in accordance with Article 86 of Law 4261/2014.
- Proposed to the Non-Executive Directors of the Bank for approval the CEO's Performance Evaluation for 2024 and the CEO's Financial and Non-Financial Objectives for2025.
- Reviewed the implementation of the Board and Board Committees' Attendance Policy.
- Discussed and further submitted to the Board for approval the implementation of the Group Subsidiary Board Remuneration Policy across the Group.
- Depending on the case, approved or proposed to the Non-Executive Directors for approval various remuneration issues related to subsidiaries.
- Depending on the case, approved or proposed to the Non-Executive Directors for approval various remuneration issues and borrowing requests.
- Received and reviewed the annual updates from the RemCo Chairpersons of the Group's banking subsidiaries.
- Approved the appointment of a new RemCo Chairperson in Eurobank Bulgaria.
- Discussed / received updates on various issues:
  - The Benefits and Business Related Components Framework.
  - The Board Fees framework
  - Gender pay gap
- Reviewed and proposed to the Non-Executive Directors for approval Implementation of the Group Separation Policy at Group level
- Approved the engagement of a consulting firm for the Benchmarking Remuneration Exercise which aims to address critical remuneration challenges, particularly those related to the retention of key senior executives and discussed the results of this exercise.
- Received dedicated training for the following topics:
  - Evolving trends in Executive and Non-Executive remuneration
  - Regulatory Compliance in Executive Compensation
- Discussed the Annual RemCo Plan for 2026.

Eurobank Holdings (for the period from 1.1.2025 until 12.12.2025)

- Proposed to the Board of Directors (BoD) for approval the revised RemCo Terms of Reference.
- Received the Board and Board Committees evaluation 2024 outcome for RemCo and discussed an action plan and suggestions for improvement.
- Reviewed and proposed to the Board and the Annual General Meeting (AGM) for approval the Remuneration Policy for Directors.
- Reviewed and proposed to the Non-Executive Directors for approval the Group Greece Annual Base Salary Framework.
- Reviewed and proposed to the Non-Executive Directors for approval the Variable Remuneration - Key Performance Indicators (KPIs) & Key Risk Indicators (KRIs) and the Group Variable Remuneration Pool.
- Reviewed and approved the Material Risk Takers' List and the Remuneration Disclosures for 2024.
- Discussed the remuneration policy implementation at the Group level.
- Discussed the Remuneration Policy Review – Follow-up (2024), conducted by the Internal Audit Group.
- Proposed to the Board and AGM for approval the Board and Board Committees' Fees for Non-Executive Directors of the HoldCo (Actual Fees 2024 & Estimated Fees 2025).
- Proposed to the Board and AGM for approval the Remuneration Report for the financial year 2024.
- Proposed to the Board and AGM for approval:
  - The distribution of net profits to senior management and employees.
  - Approvals in accordance with Article 86 of Law 4261/2014.

- Proposed to the Non-Executive Directors for approval the CEO's Performance Evaluation for 2024 and the CEO's Financial and Non-Financial Objectives for 2025.
- Reviewed and approved the Material Risk Takers' List and the Remuneration Disclosures for 2024.
- Reviewed the implementation of the Board and Board Committees' Attendance Policy.
- Depending on the case, approved or proposed to the Non-Executive Directors for approval various remuneration issues and borrowing requests.
- Proposed to the Board for approval the Stock Option Plan 8 – 5th Series
- Reviewed and proposed to the Non-Executive Directors for approval Implementation of the Group Separation Policy at Group level.
- Approved the engagement of a consulting firm for the Benchmarking Remuneration Exercise which aims to address critical remuneration challenges, particularly those related to the retention of key senior executives and discussed the results of this exercise.
- Received dedicated training for the following topic:
    - Evolving trends in Executive and Non-Executive remuneration

6.5 Nomination and Corporate Governance Committee[7]

Bank's Board has delegated to the NomCo the responsibilities (a) to lead the process for Board and Board Committees appointments, including the identification, nomination and recommendation of candidates for appointment to the Board, (b) to consider matters related to the Board's adequacy, efficiency and effectiveness and (c) review the Group's corporate governance policies, procedures and arrangements and recommend, where appropriate revisions for the approval of the Board of Directors.

The NomCo, in carrying out its duties, is accountable to the Board.

In particular, among others, the NomCo is responsible:

- at least annually and in accordance with Board and Board Committees Evaluation Policy, to assess the structure, size, composition and performance of the BoD and make recommendations to the BoD with regard to the need for its renewal and/or any other changes it considers appropriate,
- 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,
- 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 individual evaluation of Non-Executive Directors, including the Chair, the succession plan of the Chief Executive and the members of the Board, the targeted composition of the Board of Directors in relation to the strategy and Board Nomination Policy,
- to play a leading role in the nomination process and the design of the succession plan for the members of the Board and senior management,
- to review at least once every two years and recommend for the approval of the BoD the BoD Nomination Policy,
- to ensure that the nomination process, as this is defined in the BoD Nomination Policy, is clearly defined and applied in a transparent manner and in a way that ensures its effectiveness,
- 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,
- 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,
- 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,
- 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 he deems appropriate,
- 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.

[7] HoldCo/Bank NomCos' Terms of Reference may be found at the HoldCo/Bank websites (www.eurobankholdings.gr & www.eurobank.gr).

The above responsibilities and duties also applied to HoldCo NomCo until the date of the merger, 12 December 2025.

As far as NomCos of subsidiaries are concerned, the Eurobank NomCo cannot replace them, nor did the HoldCo NomCo replace them during the period of its operation. However, the Eurobank NomCo has the overall responsibility to oversee that the NomCos of subsidiaries comply with its standards, modus operandi and governance framework.

6.5.1 NomCo Membership/Composition

The Bank NomCo consists of four (4) non-executive Directors, three (3) of whom are independent Directors, including the Chairperson who may not serve as the Chairperson of the Remuneration Committee.

Throughout the period of its operation, until 12 December 2025, the composition of the HoldCo NomCo was identical to that of the Bank NomCo.

The NomCo composition is outlined below:

NomCo Chairperson:	Irene Rouvitha Panou, *Non-Executive Independent Director of the Board*
Members:	George Zanias, *Non-Executive Director of the Board*
	Rajeev Kakar, *Non-Executive Independent Director of the Board*
	Burkhard Eckes, *Non-Executive Independent Director of the Board*

Following Mr. Jawaid Mirza's resignation dated 18.06.2025 from the position of member of the Bank BoD and member of the Bank BoD Committees he served, effective as of 27.06.2025 and the Bank Nomination & Corporate Governance Committee's relevant recommendation, the Bank BoD of 27.06.2025 decided the Bank NomCo to continue its operation with the remaining independent non-executive directors.

Throughout the period of its operation, until 12 December 2025, the composition of the HoldCo NomCo was identical to that of the Bank NomCo.

6.5.2 NomCo Meetings

NomCo meets at least twice a year.

6.5.3 Attendance to the NomCo meetings

During 2025 the attendance details for the NomCo were as follows:

Company	Meetings		Average ratio of Directors' attendance	
	2025	2024	2025	2024
HoldCo	10	10	95%	98%
Bank	11	10	95%	98%

Directors' individual attendance rates at the NomCo meetings in 2025 were the following:

Name		Eurobank Holdings NomCo until 12 December 2025		Eurobank NomCo		
	Eligible to attend	Attended in person (# and %)		Eligible to attend	Attended in person (# and %)	
Irene Rouvitha Panou, NomCo *Chairperson*	10	10	100%	11	11	100%
George Zanias, NomCo member	10	9	90%	11	10	91%
Jawaid Mirza, NomCo member until 27.6.2025	6	6	100%	6	6	100%
Rajeev Kakar	10	10	100%	11	11	100%
Burkhard Eckes, NomCo member	10	9	90%	11	10	91%
Irene Rouvitha Panou, NomCo *Chairperson*	10	10	100%	11	11	100%

It is noted that in 2025, Mr. George Zanias and Mr. Burkhard Eckes provided representation proxies for their missed meetings in Bank/HoldCo's NomCos, leading their overall attendance rate (physical and under representation) at 100% in Bank/ HoldCo's Nom Cos.

6.5.4 NomCos' Performance Evaluation

The 2025 self-evaluation conducted by the NomCos indicates excellent preparation, structured agenda management, high-quality participation and a well-balanced composition, confirming the Committee's effectiveness in addressing its mandate across nomination, succession and governance matters. Leadership is also assessed positively, confirming effective and constructive chairing and a solid governance tone.

The evaluation also highlighted opportunities for further enhancement. Areas requiring ongoing focus included a forward-looking agenda focused on Board and Senior Management succession planning, structured skills mapping, diversity and inclusion priorities, and the continued strengthening of Group-wide governance alignment, including across international subsidiaries.

6.5.5 NomCos' Activity in 2025

NomCos have amongst others:

<u>Eurobank for 2025</u>

- Proposed to the Board of Directors (BoD) for approval the revised NomCo Terms of Reference.
- Reviewed the Board and Board Committees' 2024 self-evaluation and the Board's overall effectiveness assessment for further update to the Board. Additionally, reviewed and acknowledged the Action Plan for the BoD Evaluation 2024.
- Reviewed and proposed to the BoD for approval the assessment of the Corporate Governance System (L.4706/2020 requirement)
- Received update on the annual Performance Evaluation and the semi-annual Feedback Process for Key Function Holders.
- Discussed, approved and/or proposed to the Board for approval (depending on the case) the Board nomination process, the composition of the Board Committees and other Board and Board Committees' matters.
- Reviewed and proposed to the Board for approval various governance and nomination policies, including:
    - CEO Succession Planning Policy.
    - Board of Directors Diversity Policy.
    - Key Function Holders Selection and Appointment Policy.
    - Group Governance Policy.
    - External Engagements Policy.
    - Board and Board Committees Evaluation Policy.
    - C-Level Succession Planning Policy.
    - Senior Management Selection and Appointment Policy.
    - Board Nomination Policy – that was also proposed to the General Meeting for approval.

- Received update on the organizational chart of Eurobank.
- Proposed to the Board for approval the Internal Governance Control Manual.
- Received quarterly updates on governance-related issues.
- Discussed various governance-related issues, including:
    - The new Law 5178/2025 on Board Gender Diversity and its implementation.
    - Action plan for strengthening ESG ratings
    - Compliance Risk Assessment (CRA) related to the Corporate Governance Framework.
    - Annual implementation report of the Group Governance Policy by Eurobank's banking subsidiaries and the Review of Group Governance Policy Implementation by Group Internal Audit (Assurance Assignment).
- Discussed and/or approved various issues regarding significant subsidiaries, including the selection of candidates as Board members of the Group's significant subsidiaries and the Hellenic Bank BoD following the completion of the Transfer of Business from Eurobank Cyprus to Hellenic Bank.
- Received and reviewed the annual updates from the NomCo Chairpersons of the Group's banking subsidiaries and approved the NomCo Chairperson in Eurobank Private Bank Luxembourg.
- Reviewed, discussed, and approved (depending on the case) various succession planning issues, including:
    - CEO Succession Plan.
    - Roadmap for 2025 NomCo's oversight of the C-Level succession planning process and gender diversity.
    - The C-Level Succession Planning Assessment Criteria.
    - The Criteria for identifying emergency/interim successors and process for activating emergency succession.
    - 2025 C-Level Succession Planning: SPC members & Key Function Holders.
- Approved
- of Directors at the Board and its Committees.
- Discussed the external engagements for Board members.
- Reviewed the independence of the Independent Non-Executive Directors.
- Reviewed the attendance gender Diversity in Executive & Senior Management: forward-looking initiatives.
- Reviewed the Terms of Reference of the Board Digital and Transformation Committee (BDTCo) to ensure alignment with the corporate governance framework, prior to submission to the BoD for approval (by the BDTCo)
- Discussed the NomCo Annual Plan for 2026.

Eurobank Holdings (for the period from 1.1.2025 until 12.12.2025)

- Proposed to the Board of Directors (BoD) for approval the revised NomCo Terms of Reference.
- Reviewed the Board and Board Committees' 2024 self-evaluation and the Board's overall effectiveness assessment for further update to the Board. Additionally, reviewed and acknowledged the Action Plan for the BoD Evaluation 2024.
- Reviewed and proposed to the BoD for approval the assessment of the Corporate Governance System (L.4706/2020 requirement)
- Received update on the annual Performance Evaluation and the semi-annual Feedback Process for Key Function Holders
- Discussed, approved and/or proposed to the Board for approval (depending on the case) the Board nomination process the new composition of the Board Committees and other Board and Board Committees' matters.
- Reviewed and proposed to the Board for approval various governance and nomination policies, including:
    - CEO Succession Planning Policy.
    - Board of Directors Diversity Policy.
    - Key Function Holders Selection and Appointment Policy.
- Received an update on the HoldCo Group Organizational Chart.
- Reviewed and proposed to the Audit Committee and the Board for approval the 2024 Corporate Governance Statement.
- Received quarterly updates on governance-related audit issues.
- Discussed various governance-related issues, including:
    - The new Law 5178/2025 on Board Gender Diversity and its implementation.
    - Action plan for strengthening ESG ratings

- Reviewed, discussed, and approved (depending on the case) various succession planning issues, including:
  - CEO Succession Plan.
  - Roadmap for 2025 NomCo's oversight of the C-Level succession planning process and gender diversity
  - C-Level Succession Planning Assessment Criteria.
  - Criteria for identifying emergency/interim successors and process for activating emergency succession
  - 2025 C-Level Succession Planning: SPC members & Key Function Holders.
- Approved external engagements for Board members.
- Reviewed the independence of the Independent Non-Executive Directors.
- Reviewed the attendance of Directors at the Board and Board Committees.

6.5.6 Senior Management Diversity

The Bank, as a major employer of women, is committed to fostering an inclusive employment framework and culture that enables women to thrive. Eurobank provides supportive working arrangements, robust learning and development opportunities, and equitable career pathways to empower women to excel in senior management roles.

To advance this commitment, the Bank is implementing a series of targeted strategic initiatives and has taken significant steps to enhance gender diversity, strengthen leadership pipelines, and support the professional growth of women executives:

- C-Level Succession Planning: A key initiative is the annual C-Level Succession Planning exercise, which aims to improve the underrepresented gender ratio in the successors' pool. In the 2025 succession planning exercise, 30% of the total C-Level successors' pool were women, demonstrating a strong commitment to gender diversity at senior levels.
- Participation in "The Boardroom" initiative: The Bank actively participates in initiatives such as "The Boardroom" in Greece, which supports senior female leaders aspiring to become Board members in major organizations. By sponsoring such initiatives, the Bank encourages employees and clients to pursue leadership roles.
- Women in Banking (WiB) programme: The Bank has successfully completed the third season of the Women in Banking (WiB) programme, following the strong momentum of the previous cycles. WiB is an Accelerating Talent initiative designed to empower women across Eurobank, supporting their progression into higher leadership roles, driving transformative change, and promoting an inclusive and equitable work environment. The collaboration among participants from all three seasons, together with the involvement of 200 mentors and mentees, has created a vibrant and growing WiB Community within Eurobank.
- C-1 Succession Planning Review: In 2025, the Bank completed the first review of C-1 succession planning, complementing the existing C-Level succession framework. Notably, 38% of the total C-1 successor pool were women, demonstrating the strong potential for further enhancement and support of the Bank's female senior talent pipeline.
- DE&I Awareness Training: As part of the Bank's ESG Strategy, a DE&I awareness training programme for all managers was completed in 2025 to reinforce inclusivity.

6.6 Board Digital & Transformation Committee[8]

The Bank's Board Digital & Transformation Committee (BDTC) operates as a non-regulatory, consultative forum, supporting the Board's engagement on digital and transformation matters from a strategic perspective. The BDTC, in carrying out its duties, is accountable to the Bank Board.

[8] Bank BDTC Terms of Reference may be found at the Bank websites (www.eurobank.gr).

6.6.1 BDTC Membership / Chairmanship

The BDTC consists of five (5) Directors of whom one (1) executive and (4) independent non-executives. The BDTC composition is outlined below:

BDTC Chairperson:	Alice Gregoriadi, *Non-Executive Independent Director of the Board*
Members:	Cinzia Basile, *Non-Executive Independent Director of the Board*
	John Arthur Hollows, *Non-Executive Independent Director of the Board*
	Evangelos Kotsovinos, *Non-Executive Independent Director of the Board*
	Stavros Ioannou, *Executive Director of the Board*

It is noted that during 2025 no changes occurred in the composition of the Committee, as no such need arose.

6.6.2 BDTC Meetings

BDTC meets at least twice a year and as The Committee meets at least twice a year and as often as required. It is noted that the annually held Strategy Away Day is also a forum in which relevant digital and transformation strategic matters may be discuss ed.

6.6.3 BDTC Attendance Rate

During 2025, BDTC held thee (3) meetings and the ratio of attendance was 87% (vs. four (4) meetings with ratio of attendance was 100% in 2024).

The Directors' individual attendance rates at the BDTC meetings in 2025 were the following:

Name	Eurobank 's BDTC		
	Eligible to attend	Attended in person (# and %)	
Alice Gregoriadi, *BDTC Chairperson*	3	3	100%
John Arthur Hollows, *BDTC member*	3	2	67%
Cinzia Basile, *BDTC member*	3	3	100%
Evangelos Kotsovinos, *BDTC member*	3	3	100%
Stavros Ioannou, *BDTC member*	3	2	67%

It is noted that in 2025, Mr. John Arthur Hollows and Mr. Stavros Ioannou provided representation proxies for their missed meetings in Bank's BDTCo, leading their overall attendance rate (physical and under representation) at 100% in Bank's BDTCo.

6.6.4 BDTC Performance Evaluation

The 2025 evaluation of the BDTC highlights opportunities to enhance its effectiveness. While the Committee has provided valuable insights, feedback suggests a need for more outcome-driven discussions and a stronger focus on high-impact initiatives. Non-committee members emphasized to align expectations regarding strategic relevance and visible impact at Board level with the outcomes currently perceived.

BDTCo members marked a material improvement in 2025 (vs. 2024), reflecting tangible progress in leadership effectiveness, meeting structure, agenda discipline and mandate coverage. Members recognised that actions taken during the year have strengthened the Committee's internal functioning and its ability to engage constructively on digital and transformation topics.

6.6.5 BDTC's Activity in 2025

In 2025, the BDTC reviewed the Board and Board Committees evaluation 2024 outcome for BDTC and discussed on action plan and suggestions for improvement. The Committee also proposed its Terms of Reference (ToR) for Board approval.

Throughout the year, the Committee reviewed updates on:

- the Eurobank 2030 Transformation Plan and Digital metrics
- the global digital banking study Digital Banking Maturity 2024 and the Digital Banking Benchmarking

- the Journey to Cloud and Data Transformation
- the Sustainability and alignment with Transformation
- the Core Banking System in Eurobank and Luxembourg and the Cyprus Operational Merger Plan and Status
- the Digital Leader Strategy
- the Embedded Banking

7 Management Committees

At the Bank level, the CEO establishes committees as needed to assist in fulfilling his duties and responsibilities. The most significant committees include the Executive Board, the Strategic Planning Committee, the Management Risk Committee, the Group Asset and Liability Committee, the Central Credit Committees (I & II), the Troubled Assets Committee, the Products and Services Committee (PSC), and the Sustainability Management Committee (SMC).

At the HoldCo level, however, the CEO had not established committees, as there was neither a regulatory requirement nor a business necessity.

7.1 Management Committees' Policy

The Bank has implemented the Management Committees' Policy, which defines the framework and general principles governing the establishment, dissolution, and operation of a Management Committee (MCo). This policy aligns with international corporate governance best practices and regulatory requirements, where applicable. It also establishes the minimum requirements for each MCo's Terms of Reference (ToR).

According to the Management Committees' Policy:

- The establishment of each MCo is formally announced through a Management Act, which clearly defines the purpose, composition, and Chairperson of the Committee. This Management Act is signed by the CEO and, where applicable, by the responsible Deputy CEO or General Manager.
- The MCo's ToR are approved by the CEO and define, among other aspects, the modus operandi, including the frequency of meetings, quorum requirements, and decision-making process. The ToR are reviewed regularly and revised as needed, with any updates also requiring the CEO's approval.
- Individuals who are not MCo members or the MCo Secretary—such as Board members, Bank or Group subsidiary officers, or external auditors/consultants—may be invited to attend all or part of an MCo meeting, depending on the topics under discussion. These individuals do not have voting rights, and their attendance is determined by the MCo Chairperson.
- The MCo Secretary, appointed when the MCo is established and stated in the Management Act, supports the Chairperson in ensuring the effective operation of the MCo. The Secretary's responsibilities include maintaining an annual meeting calendar, coordinating logistics, recording attendance, ensuring quorum requirements are met, documenting meeting minutes and resolutions, and issuing extracts of decisions. Additionally, the Secretary notifies responsible managers about relevant discussions or actions required.
- Each MCo is required to define evaluation criteria based on its ToR and to assess its performance annually. If the Chairperson identifies concerns related to the scope or functioning of the MCo, an earlier evaluation may be conducted.
- The CEO has the discretion to dissolve an MCo at any time, with the dissolution formally communicated through a Management Act.

7.2 Executive Board (ExBo)

7.2.1 CVs of ExBo members (other than BoD members)

The composition of the Executive Board (ExBo), excluding the Executive Members of the Board of Directors who are also ExBo members, is summarized below. The CVs of Mr. F. Karavias (CEO), Mr. S. Ioannou (Deputy CEO), and Mr. K. Vassiliou (Deputy CEO) are presented in the Board of Directors section. Short biographical details of the remaining ExBo members are provided below (the CVs of the ExBo members may be found at the Bank website https://www.eurobank.gr/en/group/about-eurobank/corporate-governance/committees-formed-by-the-ceo/executive-committee).

Thanasis Athanasopoulos-General Manager Group Compliance, Group Chief Compliance Officer

- Year of birth: 1973
- Nationality: Hellenic
- Number of shares in Eurobank : 453,358

He is also a Member of the Executive Committee of Hellenic Bank Association. In the past, Mr. Athanasopoulos has served as Chief Audit Executive of the Alpha Bank Group and Vice President - Audit & Risk Review of the Mellon Financial Corporation.

He holds a BSc, Business Administration from the Athens University of Economics and Business, a MSc, Banking from the University of Reading, a MSc, Economic History from the London School of Economics and he is certified as a Fellow Chartered Accountant of ICAEW, as a Fellow of the International Compliance Association and a Certified Director (IDP) by INSEAD.

Iakovos Giannaklis-Deputy Chief Executive Officer, Head of Retail & Digital Banking of Eurobank SA

- Year of birth: 1971
- Nationality: Hellenic
- Number of shares in Eurobank: 319,606

He is also the Vice-Chairman in the Board of Directors of Worldline Merchant Acquiring Greece S.A. In the past, Mr. Giannaklis held BoD positions in the following entities of Eurobank Group: Eurobank FPS Loans and Credits Claim Management SA (2018-2019), Eurobank Household Lending Services SA (2016-2018), Eurobank Asset Management MFMC (2014-2017) and Eurobank Business Services (2009-2017). He also held the following posts in Eurobank: Head of Retail Banking General Division (2016-2023), Head of Branch Network General Division (2014-2016), Head of Branch Network Commercial Development Sector (2014), and Head of Branch Network Sector (2009-2014).

He has also been a member of the BoDs of Eurolife FFH Group Holdings, General Insurance and Life Insurance (2021-2023). Mr Giannaklis also served as Group Deputy General Manager, Retail and Digital, Growth and Transformation in Bank Muscat, Oman (2023)

He holds an MBA from the University of Indianapolis, USA and a BA in Business Administration, from the City University of Seattle, USA.

Eleftherios Economides - General Manager Group Risk Management, Group Chief Risk Officer (Group CRO), Eurobank SA

- Year of birth: 1971
- Nationality: Hellenic
- Number of shares in Eurobank: 67,697

In the past, Mr. Economides has served within the Eurobank Group as General Manager, Group Chief Credit Officer (2016- March 2025), Head of Corporate Special Handling Sector (2013-2016), Head of Global Corporate Clients International (2008-2013), Senior Manager of Debt Capital Markets, EFG Telesis Finance (2003-2008) and Wholesale Credit Audit Manager, Internal Audit Group (2000-2003). In the past, Mr. Economides worked in Telesis Investment Bank in the position of Large Corporate Account Officer (1998-2000) and in Price Waterhouse Coopers as Auditor/Consultant, (1996-1998).

He holds an MBA in International Banking and Finance from the University of Birmingham, a Degree in Business Administration from the University of Macedonia, and he is a Fellow member of the Association of Chartered Certified Accountants (FCCA).

Tasos Ioannidis-General Manager Markets, Eurobank SA

- Year of birth: 1968
- Nationality: Hellenic
- Number of shares in Eurobank Holdings: 322,833

In the past Mr. Ioannidis has served as General Manager, Head of Markets & Asset Management (July 2019 - June 2024), General Manager, Head of Global Markets & Treasury (April 2015 - July 2019), Deputy General Manager, Head of Global Markets & Treasury (October 2013 - March 2015), Deputy General Manager, Group Treasurer (April 2009 - October 2013), Deputy General Manager, Group Head of Trading (March 2007 - April 2009). He has also served Member of the BoD, ERB Hellas PLC (August 2006 - June 2022), Member of the BoD, ERB Hellas Ltd (Cayman Islands) (August 2006 - December 2022), as Member of the BoD, Eurobank Asset Management MFMC (May 2015 - September 2017), Chairman of the BoD, Eurobank ERB MFMC, former TT ELTA MFMC (February 2014 - September 2015), Member of the BoD, Global Asset Management SA (June 2006 - December 2009), and Member of the BoD, Portfolio Investment SA (June 2002 - April 2003).

He holds a MSc in Shipping, Trade and Finance from Cass Business School, London, UK and a BSc, School of Mechanical Engineering from the National Technical University of Athens.

Apostolos Kazakos-General Manager, Group Strategy, Eurobank SA

- Year of birth: 1972
- Nationality: Hellenic
- Number of shares in Eurobank: 167,041

He serves also as a Non-Executive Director at doValue Greece Loans and Credits Claim Management Société Anonyme.

Mr. Kazakos has held several senior positions including Senior Executive and Head of Investment Banking at Eurobank Equities and Telesis Bank (1998–2010), CEO of Eurobank Telesis Finance, Deputy CEO of Eurobank Equities (2010–2013), General Manager and Head of Investment Banking, Restructuring & Capital Investment at General Bank, Piraeus Group (2013–2014), and Assistant General Manager, Head of Group Strategy & Investor Relations at National Bank of Greece (2014–2015).

He earned an MSc in International Securities, Investment and Banking from the University of Reading (ISMA Centre), UK, and a degree in Accounting from the International University of Greece.

Harris Kokologiannis-General Manager, Group Finance, Group Chief Financial Officer (Group CFO), Eurobank SA

- Year of birth: 1967
- Nationality: Hellenic
- Number of shares in Eurobank: 180,940

Mr. Kokologiannis joined Eurobank in January 2008 as Head of Group Finance and Control until his appointment as Group CFO in July 2013.

He has served as Audit Supervisor, Deloitte (Tax, Audit, Management Consultant), Group CFO (Lafarge Cement - Heracles General Cement Company), Director of Finance and Control (L'Oreal Hellas), Group Financial Manager (PLIAS Group).

He is a Chartered Accountant in UK, member of the Chartered Institute of Management Accountant (C.I.M.A.), UK. He holds an MBA from the University of Warwick (UK) and a BA in Business Management and Organization from the School of Economics and Business Science (ASOEE).

Michalis Louis-Chief Executive Officer (CEO) & Executive Board Member of Hellenic Bank Public Company Limited & Executive Committee Member of Eurobank S.A.

- Year of birth: 1962
- Nationality: Cypriot
- Number of shares in Eurobank: 435,648

Mr. Louis has also served as Head of International Activities General Division (2014-2024) & Group Private Banking (2019-2024), CEO of Eurobank Cyprus Ltd (2007-2024), Member of the BoD of Eurobank Private Bank Luxembourg SA (2014-2024) and Member of the Supervisory Board (SB) of Eurobank Bulgaria AD (2015-2024).

Additionally, he was a Member of various Committees within Eurobank Group and served on the Boards of multiple subsidiaries abroad owned by Eurobank Group.

Earlier in his career, he held Senior Managerial roles at Laiki Bank of Cyprus and at an HSBC subsidiary in New York, specializing in Corporate Finance.

He holds a B.A in Accounting Studies from Ealing College, London, and an M.Sc. in Corporate Finance & Accounting from the London School of Economics.

Natassa Paschali-General Manager, Group Human Resources General Division, (Group CHRO), Eurobank SA

- Year of birth: 1972
- Nationality: Greek
- Number of shares in Eurobank: 145,643

Mrs. Paschali is the Group Chief Resources Officer (Group CHRO), since June 2018.In the past she has served within the Eurobank Group as Head of People Engagement (January 2017 – June 2018), Head of HR, Eurobank Private Bank Luxembourg SA (parallel assignment), Luxembourg (May 2014 – May 2017), Head of HR Line Management, Wholesale Banking (2008-2016). She also held positions in Citigroup- Citibank International Plc as Head of HR – Vice President, Global Corporate and Investment Banking Group, (July 2006 – June 2008) and Head of Training & Development – Assistant Vice President, Consumer Banking Group, (February 2004 – July 2006).

She holds a MSc in Industrial Relations and Personnel Management from the London School of Economics and Political Science (1995-1996) and a BA in English Language and Literature from the University of Athens, School of Philosophy (1991-1995).

Ioannis Serafeimidis-General Manager, Retail Banking Strategy & Growth, Chief Retail Growth Officer, Eurobank SA

- Year of birth: 1973
- Nationality: Hellenic
- Number of shares in Eurobank: 329,090

Mr Serafeimidis is also a Non-Executive member of the BoDs in, Eurolife FFH Insurance Group Holdings SA (since July 2023), Eurolife FFH Life Insurance SA (since July 2023) and Eurolife FFH General Insurance SA (since July 2023).

In the past Mr. Serafeimidis has served as Head of Retail Banking Channels, General Manager (2023-2024), Head of Branch Network, General Manager (2019-2023), Executive Director and Head of Retail Banking, Postbank, Sofia (2014-2019), Head of Branch Network, Postbank, Sofia (2011-2014), Senior Executive Manager and Head of Small Business Banking, Bancpost, Bucharest (2008-2011), as well as other significant posts in Eurobank's Branch Network, which he joined in 2002 after a 4 year incumbency in KPMG Management Consulting in Athens.

He holds an MSc in International Relations from London School of Economics (UK) and a BSc in Economics from the University College London (UK).

7.2.2 ExBo Permanent Attendees

Additional permanent attendees without voting rights may include pivotal roles subject to the CEO's discretion. Such roles include, among others, the role of the Group Chief Audit Executive.

Spyridon Zarkos-Group Chief Audit Executive

- Year of birth: 1967
- Nationality: Hellenic
- Number of shares in Eurobank: 210,923

Mr. Spyros G. Zarkos is Eurobank's Group Chief Audit Executive since May 2024.

Prior to joining Eurobank, Mr. Zarkos has inter alia served as an external financial sector expert on risk-based supervision and crisis management for the IMF, as Head of Supervision and Resolution at the EBA, as Director of Banking Supervision and as Director of Private Insurance Supervision at the Bank of Greece, as Deputy and Group Chief Risk Officer in Geniki Bank and as senior economist & macro-econometrician at the National Bank of Greece.

Mr. Zarkos holds a BA, MA and PhD in Economics, with specialization in the fields of monetary economics, international trade and finance, econometrics. His early research interests were in the area of computational econometrics and macro-econometrics. He has taught at undergraduate and graduate level in the US and in Greece.

7.2.3 ExBo Secretary

Mrs. Veronique Karalis, Deputy Group Company Secretary, serves as the Secretary of the ExBo and reports to the Group Company Secretariat.

7.2.4 ExBo Operations and Responsibilities

The ExBo manages the implementation of Group's strategy in line with the Board's guidance.

The ExBo meets on a weekly basis or ad hoc when necessary.

The ExBo achieves quorum when: 1. At least half its members plus one (fractions are excluded from the computation) are present, with a minimum of three members in attendance. 2. Either the Chairperson or the longest-serving Deputy CEO (if chairing) is present.

Decisions are passed by majority vote. In the event of a tie, the Chairperson has the casting vote; if absent, the longest-serving Deputy CEO has this authority.

The ExBo's key tasks and responsibilities are to:

- manage the implementation of the Group's strategy, in line with the BoD's guidance
- draw up the annual budget and the business plan
- approve issues concerning the Group's strategic choices (e.g. partnerships, share capital increase, issuing convertibles and/or launching debt issuance programs, mergers, acquisitions or disposals, the formation of joint ventures, creation or dissolution of special purpose vehicles, dividend distribution and all other investments or non-material disinvestments by the Group etc.), ensuring these being in line with the approved Group's strategy, if the issue under discussion is less than or equal to €40 million. In case though:

    a. the issue under discussion exceeds € 40 million,

    b. a decision of the Board is obligatory by Law or by the Bank's contractual commitments,

    c. it is deemed necessary by the SPC, taking into account the complexity and nature of the strategic choices under discussion, the issues concerning the Group's strategic choices are approved by the Board following a relevant proposal by the SPC (as per its Terms of Reference)

- monitor the performance of each business unit and country against budget and ensure corrective measures are in place wherever required
- decide on all major Group's initiatives aiming at transforming the business and operating model, enhancing the operating efficiency and cost rationalization, improving organizational and business structure
- ensure that adequate systems of internal controls are properly maintained
- review and approve Bank's Policies and other governance documents that are related to its responsibilities and/or are of critical importance to the Bank,
- review the performance of any Committee and /or individuals to whom it has delegated part of its responsibilities, as approved
- ensure adequacy of Resolution Planning governance, processes and systems
- ensure adequacy of Risk Data Aggregation and Risk Reporting (RDARR) implementation programs processes, remediation of issues and progress monitoring.
- hire and retain external consulting firms and approve their compensation and terms of engagement in accordance with Bank's policies and procedures
- hire and retain investment banking advisors, and approve their compensation and terms of engagement, in accordance with Bank's policies and procedures, where applicable

The 2025 self-assessment confirmed the Executive Board's consistently strong performance across its profile and composition, the effectiveness of its organization and administration, and the execution of its key managerial and strategic responsibilities. The results demonstrate a mature governance body with sustained operational discipline and strategic focus. The evaluation identified opportunities for further enhancement, including continued prioritization of agenda focus, optimization of supporting materials, strengthened monitoring of transformation initiatives, and more structured oversight of delegated responsibilities.

7.3 Strategic Planning Committee[9]

The primary purpose of the SPC is to support Management in planning, developing, and implementing the Group's strategy. Additionally, the SPC is responsible for recommending certain strategic initiatives to the Board for consideration and approval.

[9] Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

The key tasks and responsibilities of the SPC are:

- To ensure that the Group establishes a well-defined, planned medium-term strategy aligned with the Board's guidance and the approved business plan.
- To review the key objectives and goals within the framework established by the Executive Board's annual budget and business plan, as well as major business initiatives, prior to their submission for Board approval.
- To review, analyze, and deliberate on issues concerning the Group's strategic choices—such as strategic partnerships, capital increases, issuance of convertible or debt instruments, mergers/demergers, acquisitions or disposals, joint ventures, creation or dissolution of special purpose vehicles, dividend distributions, and other major investments or divestments—ensuring alignment with the approved Group strategy. The SPC will formulate relevant proposals to the Board if:

  a) The matter under discussion exceeds €40 million, while lower amounts are approved by the Executive Board.

  b) A decision by the Board is required by law or by the Bank's contractual commitments.

  c) The SPC deems Board consideration necessary due to the complexity or nature of the strategic choices under discussion.

- To submit proposals to the Board for approval concerning the strategy and budget of the property portfolio, as outlined in the Service Level Agreement between Eurobank and Grivalia Management Company.
- To submit proposals to the Board for approval concerning the acquisition or disposal of assets, excluding repossessed assets (as defined in the Service Level Agreement between Eurobank and Grivalia Management Company), with a book value exceeding €10 million.
- To submit proposals to the Board for approval regarding the disposal of repossessed assets, as defined in the Service Level Agreement between Eurobank and Grivalia Management Company, with a gross book value exceeding €20 million.
- To maintain and implement all necessary measures for regulatory and internal capital management, ensuring sufficient coverage for all risk types, including strategic, reputational, and other non-quantifiable risks, to consistently meet capital requirements.
- To review and assess all major Group initiatives aimed at transforming the business and operating model.
- To regularly monitor the Group's strategic and key performance indicators, including a segmental perspective.
- To review and, when necessary, make recommendations to the Board on any other matters of strategic significance to the Group.

The SPC meets on a weekly basis or ad hoc, when necessary.

The SPC is in quorum and meets validly when a) half of its members plus one are present (fractions are excluded from the computation), provided that at least three members are present and b) SPC's Chairperson or the longest serving Deputy CEO in attendance, entitled to chair the Committee, is present.

Decisions are passed by majority vote. In case of a tie of votes, SPC's Chairperson has the casting vote. If SPC's Chairperson is absent, the longest serving Deputy CEO in attendance, entitled to chair the Committee, has the casting vote.

The 2025 self-assessment confirmed the Strategic Planning Committee's consistently strong performance across all core evaluation areas, namely its profile and composition, the effectiveness of its organization and administration, and the discharge of its key strategic tasks and responsibilities. The results reflect a well-balanced Committee with effective strategic oversight and sound governance practices. The evaluation also identified opportunities for further enhancement, including continued strengthening of submission discipline, further refinement of supporting materials, deeper integration of forward-looking capital and risk considerations, and continued development of oversight over the Group's real estate and property portfolio strategy.

7.4 Management Risk Committee[10]

The main responsibility of the MRC is to oversee the risk management framework of Eurobank S.A. ("the Bank"). As part of its responsibility, the MRC facilitates reporting to the BRC on the range of risk-related topics under its purview. The MRC proactively supports the Group CRO to identify material risks, in addition to those identified independently by the Group CRO and the Group Risk Management General Division, and to promptly escalate them to the BRC and assists the Group CRO in ensuring that the necessary policies and procedures are in place to prudently manage risk and to comply with regulatory requirements.

[10] Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

The MRC understands and evaluates risks, addresses issues, promotes the implementation of risk policies and informs the BRC of the Group's risk profile. Furthermore, the MRC assists the BRC in defining risk management principles and methodologies, thereby ensuring that the Group's risk management framework contains processes for identifying, measuring, monitoring, mitigating and reporting the current risk profile against its risk appetite, limits and performance targets.

Specific responsibilities performed by the MRC are relevant to the following areas:

- Alignment of Business Plan with Risk Appetite
- Provisioning
- Risk monitoring, reporting and remediation
- Stress Testing Programme
- Regulatory required Stress Tests (EBA / ECB)
- Group ICAAP and ILAAP
- Group Recovery Plan
- Internal Model approval, results monitoring and reporting
- BCBS 239 – Risk Data Aggregation and Risk Reporting (RDARR)
- Resolution Planning
- Reporting
- Significant Risk Transfer (SRT)

The 2025 self-assessment confirmed the Management Risk Committee's strong performance across its composition and expertise, the effectiveness of its organizational framework, and the execution of its key risk oversight responsibilities. The results highlight the Committee's solid governance structure and effective contribution to the Bank's risk management framework. The evaluation identified opportunities for further enhancement in areas such as agenda management, meeting efficiency and continued reinforcement of timely submission practices.

7.5 Group Asset and Liability Committee (G-ALCO)[11]

G-ALCO's primary mandate is to:

a) formulate, propose, approve, implement and monitor – as the case may be - the Group's i) liquidity position and risk profile and its funding strategies and policies ii) interest rate guidelines and interest rate risk profile and policies iii) Capital investments - as well as FX exposure and hedging - strategy iv) Group's business initiatives and/or investments that affect the bank's capital, market and liquidity risk profile. Further, to approve at a first stage, and recommend to BRC for final approval the respective country limits and the relevant policy/methodology (special attention is given for the approval/monitoring of the limits for countries where Eurobank has a local presence).

b) approve or propose – as the case may be - changes to these policies that conform to the Bank's risk appetite and levels of exposure as determined by the Board Risk Committee (and BoD as the case may be) and Management, while complying with the framework established by regulatory/supervisory authorities.

G- ALCO responsibility is to also review the overall liquidity positions and developments of the Group on a country-by-country level. In this context, international subsidiaries' ALCOs should report on monthly basis material country developments and decisions (reflected in respective country ALCO minutes) to G-ALCO, based on the above principles and their respective regulatory/supervisory authorities' instructions and guidelines.

The key tasks and responsibilities of G-ALCO are the following:

Regarding the approval of general policies and guidelines, compliance with regulatory requirements, review of activities/investments, risks & exposures:

- Formulate, propose and/or modify - as appropriate - guidelines and pricing policies for deposit and loan interest rates for the Group, as well as review and approve business proposals for pricing loans and deposits.
- Regularly review, adapt/modify - as may be required – and approve on an annual basis (or ad-hoc if needed) the Group's internal Funds Transfer Pricing (FTP) policies and FTP annual budget/business plan guidelines, in order to reflect current market developments and business objectives. With regards to International Subsidiaries, local FTP policy is reviewed, adapted/modified, approved by local ALCOs and presented for approval/acknowledgement to G-ALCO whenever it is

[11] Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

deemed necessary.

- Review International subsidiaries' Capital investments, FX exposures and hedging strategies, and approve related actions as may be required.
- Review and approve the Market & Counterparty Risk policy and the relevant KRIs and the RAS framework for market and counterparty risks before their submission to BRC/BoD.
- Be informed of the MREL requirement and the MREL issuance plan following its approval by the BRC; review and approve individual MREL instruments' wholesale issuance and related costs in the context of the approved plan and MREL targets. Similar intra-group requirements by International Subsidiaries are separately assessed when they arise.
- Approve the liquidity-related resolution deliverables prior to their submission to the SRB/NRA.
- Approve the implementation of MREL and liquidity options within the context of the Group's Recovery Plan.
- Review ERB/Group material market risks and exposures across investment portfolios (AC, FVOCI etc) and risk dimensions (e.g., interest rate risk, liquidity/currency mismatch) as may be identified by Markets & and/or GMCRS, and recommend actions as may be required.
- Approve Markets' new trading & investment activities for the bank's own books (Trading, FVOCI, AC).
- Review on annual basis country exposures/limits and sovereign exposure/limits (as per Sovereign Risk Policy); approve new Country and/or Sovereign limits when proposed and modify existing Country and/or Sovereign limits as/when appropriate. Any Country Limit increases approved by G-ALCO also require BRC approval. G-ALCO should allocate country limits between exposures in state bonds/treasury bills and exposures in credit facilities to state controlled entities.
- Within the context of the approved investment framework for corporate/FI bond portfolio, review the relevant portfolio limits annually. Review and approve (prior to Group's formal commitment) business proposals for planned soft underwriting commitments. Review and clear hard underwriting commitments; to note, these would also require prior approval by the appropriate Credit Committees as per existing Credit policies.

Regarding Liquidity Risk

- Within the scope of the Group's Liquidity Risk Policy, i) monitor the implementation of the Asset Encumberance policy and the execution of the Contingency Funding Plan process, as may be required, ii) establish, monitor, propose and approve - as may be required - actions for the maintenance of adequate liquidity buffers in order to withstand liquidity stress (or alternatively, adverse liquidity) events and comply (as possible) with regulatory requirements and internal thresholds or targets.
- Ensure that the Group Liquidity Risk policy is properly coordinated, integrated and updated – as may be required and in compliance with the relevant regulatory framework, and market practices - across Group entities.
- Review planned/projected liquidity profile and performance, monitor regulatory liquidity risk ratios (LCR, NSFR); review wholesale funding strategies and initiatives, and approve related actions for the Bank/Group.
- Report the Bank's liquidity position, projections and risks, recommend actions related to liquidity risk management as may be required to the Board Risk Committee (BRC) and BoD), and implement / monitor related BRC and/or BoD decisions.
- Review regulatory liquidity ratios, liquidity stress tests, and internal liquidity related warning indicators. Review material liquidity risks; formulate, approve, and propose to MRC related stress test scenarios. Formulate and implement action plans in case regulatory liquidity ratios and indicators' evolution (and/or stress tests results) may so require, in the context of the Group's policies, risk appetite and regulatory framework.
- Determine the appropriate KRIs and related framework for the monitoring of liquidity risk, approve the proposed KRIs and framework before their submission to BRC and BoD.
- Review and approve the periodic funding plan, including the funding plan which is prepared for the ILAAP/ ICAAP exercise, and take its results into consideration in its decision making process as appropriate. Also, review and approve the LCR restoration plan and the related funding plan, and any major changes to it.

Regarding Interest Rate Risk in the Banking Book (IRRBB) and Credit Spread Risk in the Banking Book (CSRBB), G-ALCO (as delegated by the BoD and BRC) has the overall responsibility for the monitoring and management of said risks, and clear authority over the units responsible for taking such risks.

More specifically, G-ALCO's tasks, authorities and responsibilities are to:

- Formulate the Group's IRRBB and CSRBB Policies' framework and assumptions (e.g., models, stress scenarios etc.) before its submission to BRC/BoD; review and approve the Group's strategies for managing relevant risks
- Review and approve the Group's guidelines for the systems used for IRRBB and CSRBB monitoring and assessment; further propose to BRC for final approval
- Formulate the risk appetite and appropriate exposure limits (RAF thresholds) for the IRRBB and CSRBB; propose for approval to BRC and BoD;
- Establish a comprehensive IRRBB and CSRBB reporting and monitoring framework to regularly assess the IRRBB and CSRBB exposure against the respective limits (as they are established); GMCRS is the responsible monitoring/reporting unit
- Ensure that adequate controls and procedures are in place, and appropriate management actions are triggered, when set limits and early warnings levels are breached
- Evaluate the performance, and impact, of risk management strategies applied to relevant exposures (interest rate, credit risk) on EVE and NII in the context of the IRRBB/CSRBB Policy and Management targets
- Approve the Economic Hedging Framework and propose its approval to BRC/BoD (also part of the IRRBB and CSRBB Policy)
- Define the high-level risk management strategy on a periodic basis - quarterly or ad hoc as may be required - in the context of the Economic Hedging Framework (established to hedge the bank's interest rate risk and credit risk exposures on a portfolio basis). Further, to monitor and evaluate the outcome of hedging strategies, request their extension or termination, escalate significant developments to BRC/BoD, monitor the RAF thresholds and the effect of hedging strategies on the CAD ratio and Bank results.
- Review and approve proposals to use new products, or engage in new activities - related to risk taking or hedging strategies, prior to acquisition or implementation, to ensure that the resources required to establish sound and effective IRRBB management of the product or activity have been identified, the proposed activities are in line with the institution's overall risk appetite and RAS, and that procedures to identify, measure, monitor and control the risks of the proposed product or activity have been established. It should be ensured that the IRRBB characteristics of these new products and activities are well understood.
- Approve major hedging or risk-taking initiatives in advance of implementation. Ensure that positions related to internal risk transfers between the non-trading book and the trading book are properly documented.

Key reports reviewed by G-ALCO:

- Loans and Deposits evolutions (Greece and International)
- Deposits Structure (Core, Time Deposits)
- Deposit rates evolution (per business unit) and market share evolution (Greece)
- LCR & NSFR evolution on a monthly basis (at a Solo and Group level)
- FTP budget/business plan guidelines and funding cost
- Sources and Uses of funds at Group/country level, secured funding report
- Liquidity buffer analysis (Solo, Group, and per country).
- Liquidity stress tests
- Liquidity risk analysis/sensitivities
- Interest Rate Gap report
- Market risk analytics reports (PV01 in FVOCI and AC, VaR analysis, historical simulation results and reporting of the relevant KRIs for MTM exposure in OCI & AC, evolution of RWAs for market risk, reports on the level of KRIs related to market risk.
- IRRBB reports: sensitivity of NII and sensitivity of EVE per regulatory framework (EBA IRRBB guideline) & per internal framework

- Greek sovereign exposure report (internal and regulatory)
- RWA movement report
- Secured funding analysis report
- Quarterly report on economic hedging positions
- International subsidiaries' liquidity buffers and regulatory ratios
- International subsidiaries' FX net investment hedging analysis

Annually / or more frequently if needed:

- Internal or external auditors reports with reference to G-ALCO areas of responsibility.
- Regulatory Reports with reference to G-ALCO areas of responsibility

G-ALCO convenes once a month or more frequently if required.

Required quorum for G-ALCO meetings to be effective is six members. In order to have a quorum the presence of its Chairperson and a minimum of three (3) SPC members is required. Decisions on issues are to be taken by majority; in case of a tie vote, the issue under discussion is escalated to ExBo. Additionally, under exceptional circumstances, decisions may be taken by circulation, which is equal to a decision of the G-ALCO, even if no meeting has taken place. A relevant approval memo is then issued by the Secretary.

By the date of issuance of the 2025 Corporate Governance Statement, Committee's self-evaluation for 2025 was in progress. The last Committee's self-evaluation that was extended to include 2024 for completeness, determined that: i) G-ALCO members' composition and engagement is well appropriate, and the committee's performance is well satisfactory ii) the Committee continues to function effectively in relation to its mandate and responsibilities, with members actively engaging in critical discussions during meetings, with special focus on topics regarding key risk and regulatory/supervisory issues iii) in light of the complexity and importance of issues arising, the continued evolution of the regulatory framework and complexity, and the emergence of additional risk considerations/requirements or activities, G-ALCO should continue to improve its organizational and operational efficiency and further increase the scheduled frequency, and/or length of meetings (as possible), as may be required to remain as effective. Said action had been implemented for the 2025 scheduled meetings plan.

7.6 Central Credit Committees[12]

7.6.1 Central Credit Committee I

The main objective of Central Credit Committee I (CCCI) is to ensure the objective credit underwriting of relevant exposures of Greek corporate performing and private banking clients, in accordance to the Risk Appetite Framework and the Credit Policy Manual of the Bank and in a way that balances credit risk and return on equity. The CCCI is chaired by an independent to Business and Risk Professional, convenes at least once a week and all meetings are minuted. Decisions are taken unanimously. If unanimity is not achieved, the credit request is escalated by the Chairperson to the next (higher) approval level requiring a unanimous decision. In case of non-unanimity the final decision lies with the Management Risk Committee (MRC), by majority voting.

The main duty and responsibility of the CCCI is to assess and approve all credit requests for clients in the Greek related corporate performing and private banking portfolio of a total exposure above €50mio and unsecured exposure above €35mio. For total exposure exceeding €75mio and unsecured exposure exceeding €50mio, additional approval by the GCRO is required, while for total exposure exceeding €150mio and unsecured exposure exceeding €100mio, additional approval by the CEO is required. Furthermore, for exposures higher than 10% (or 20% for selected borrowers where no single risk exists) of the Bank's regulatory capital the additional approval of the Management Risk Committee (MRC) is required. Subsequently, the final approval is granted by the Board Risk Committee (BRC).

7.6.2 Central Credit Committee II

The main objective of the Central Credit Committee II (CCCII) is the same as for the CCCI for lower levels of exposure.

The CCCII convenes at least once a week and all meetings are minuted. Decisions are taken unanimously. If unanimity is not achieved, the request is escalated by the Chairperson to the next approval level.

[12] Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

The main duty and responsibility of CCCII is to assess and approve all credit requests for clients in the Greek related corporate performing and private banking portfolio for total exposure from €20mio up to €50mio and unsecured exposure from €10mio up to €35mio and retail exposures for total limits above €3mio.

By the date of issuance of the 2025 Corporate Governance Statement, Committee's self-evaluation for 2025 was in progress.

7.7 Troubled Assets Committee[13]

The Troubled Assets Committee (TAC) is established according to the regulatory provisions. The main purpose of TAC is to act as an independent oversight body, closely monitoring the Bank's troubled assets portfolio and the execution of its NPE Management Strategy.

The Committee meets at least once per month and/or whenever required if the majority of the members, including the Chairperson, are present. Decisions are taken by majority, are minuted and circulated as appropriate. The Chairman has a casting vote.

TAC cooperates with Group Risk Management to reach a mutual understanding and develop an appropriate methodology for the evaluation of the risks inherent in the portfolio management. TAC's propositions regarding NPE policy updates are submitted to the Board Risk Committee. In exceptional circumstances, decisions may be taken by circulation.

TAC's main responsibilities are to:

- review internal reports regarding troubled assets management under the regulatory provisions,
- approve the available forbearance, resolution and closure solutions by loan sub-portfolio, and monitor their performance through Key Performance Indicators (KPIs),
- define the criteria to assess the sustainability of credit and collateral workout solutions through the design and use of "decision trees",
- approve, monitor and assess pilot modification programmes and
- supervise and provide guidance and know-how to the respective troubled assets units of Eurobank's subsidiaries abroad.

By the date of issuance of the 2025 Corporate Governance Statement, Committee's self-evaluation for 2025 was in progress. For 2024 the evaluation concluded that the committee operates effectively, in the areas of Profile and Composition, Organization & Administration as well as regarding the Key Tasks and Responsibilities. However the evaluation also identified that while the overall quality and quantity of information submitted related to the proposals for assessment by the TAC members is adequate, there is room for further enhancement on providing more details on the quantification of the impact through monitoring (i.e. through KPIs) of implemented solutions, products and targets set as well as indicating the monitoring frequency of all new remedial/work-out proposals. Such enhancements will benefit TAC members make more informed decisions.

7.8 Products & Services Committee (PSC)[14]

The Products & Services Committee (PSC) is responsible for developing and supervising the governance framework for the products and services offered to Eurobank's clients in Greece through the physical and alternative channels, in accordance with the supervisory and regulatory requirements. Risk culture is embedded in the Group's product governance. A dedicated policy is in place to address risks associated with the introduction, significant modifications, and periodic monitoring of products and services. The Group operates a robust governance framework throughout the product and service lifecycle, where material financial and non-financial risks are assessed by the relevant Group Risk Management units and other Second Line of Defence functions.The products and services of Remedial & Servicing Strategy are excluded and are under the responsibility of TAC (Troubled Assets Committee).

PSC convenes once a month and/or whenever required.

The PSC is in quorum and meets validly when half of its members plus one are present (fractions are excluded from the computation). For quorum, the Chairperson or the Vice-Chairperson (in case of Chairperson's absence) should be also present.

Decisions require, as a minimum, a majority vote of 50%+1 of the members present in the meeting and are recorded in the meeting's minutes. In case of a tie vote, the Chairperson or the Vice-Chairperson (in case of Chairperson's absence) has the casting vote. All members of the PSC have equal voting rights. In case of no reaching a decision due to disagreement of Members, the issue under discussion is escalated to the Executive Board (ExBo).

[13] Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).
[14] Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

Additionally, decisions may be taken by circulation, which is equal to a decision of the Committee, even if no meeting has preceded. No resolution can be deemed for high risks products/services by circulation. They will be submitted to a PSC Meeting for discussion and approval or rejection.

By the date of issuance of the 2025 Corporate Governance Statement, Committee's self-evaluation for 2025 was in progress. According to the Committee's 2024 self-evaluation, its performance was assessed as very strong, it functions very efficiently, contributes to the enhancement of the Bank's governance framework, and its Members demonstrate a high level of commitment and dedication.

7.9 Sustainability Management Committee (SMC)[15]

The primary mandate of the SMC is to provide strategic direction on sustainability initiatives, review the Sustainability Strategy, Net Zero targets and transition plans prior to approval, ensure that the elements of the Sustainability Strategy and the Net Zero commitments are integrated into the Group's business model and operations, approve changes in eligible assets of Green Bond and Sustainable Finance Frameworks, regularly measure and analyze the progress of the Sustainability Strategy goals and performance targets and ensure the proper implementation of sustainability-related policies and procedures, in accordance with supervisory requirements and voluntary commitments.

SMC convenes four times a year and/or ad hoc when necessary. Other Bank employees, depending on the subject to be discussed, may be invited as deemed appropriate.

Required quorum for SMC meetings to be effective is when 2/3 of its members. For quorum, the Chairperson should be also present. In case of Chairperson absence, the Sustainability Management Committee will be chaired by the Group Senior Sustainability Officer, following relevant previous written acknowledgement to all committee members. In determining the number of members for the quorum, fractions, if any, shall not be counted. Decisions on issues are taken by majority. In case of a tie vote, the Chairperson has the casting vote, and if s/he is absent the Group Senior Sustainability Officer (as his substitute) has the casting vote. Whenever a decision of the SMC is not reached unanimously, this is recorded in the minutes along with the opinion of the minority. All meetings and decisions are minuted by the Committee's Secretary and distributed to SMC members.

According to the 2025 self-assessment conducted by the Sustainability Management Committee indicates overall satisfaction among its members regarding the Committee's structure, leadership, preparedness, and effectiveness. Members highlighted the quality of discussions and the Committee's effective oversight of sustainability strategy, Net Zero commitments, sustainability-related risks, policies, and regulatory reporting obligations, including CSRD-related matters. The evaluation also identified opportunities for further enhancement, particularly regarding sustainability training initiatives and the continued integration of sustainability considerations into remuneration and incentive frameworks. Overall, the assessment confirms that the Committee operates effectively and in line with applicable regulatory requirements and corporate governance best practices.

7.10 Ethics Co[16]

The task of the Ethics Committee is to ensure that the Eurobank Group's Code of Conduct & Ethics as well as the Bank's Statute of Internal Service is observed, to interpret and constantly enrich it, as well as to contribute, generally, to the formulation of a code of values with which the behaviour of the officers and personnel of Eurobank, as well as that of third persons that regularly collaborate with the Bank, must comply. Adherence to the rules of ethics contributes, on the one hand, to the protection of dignity and personality of the personnel, and on the other hand, to the good reputation and the protection of the interests of the Bank.

The Ethics Committee convenes once a month, if there are issues to be discussed or, exceptionally, more frequently, in case of an emergency, in a place and time that are stated in the agenda. The Ethics Committee may convene either with the physical presence of its members, or by electronic means. The Committee shall act unanimously.

Ethics Committee's performance has been evaluated twice (in February 2023 and in March 2025) and in both occasions has been determined that it functions effectively.

8 Key Control Functions

As part of its overall system of internal controls, the Bank has established a number of dedicated control functions. These functions operate as independent control mechanisms designed to strengthen and reinforce the control environment of the Bank.

[15] Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).
[16] Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

During the period of its operation and until 12 December 2025,a Eurobank Holdings also maintained dedicated control functions aimed at strengthening its control environment.

The most important functions of the Bank and Eurobank Holdings and their key responsibilities are described below.

8.1 Internal Audit

8.1.1 Eurobank

Group Internal Audit (Group IA) is an independent, objective assurance and consulting function designed to add value and improve the operations of Eurobank. Its Primary Role is to strengthen Eurobank and its subsidiaries ("Eurobank Group" or "Group") ability to create, protect, and sustain value by providing the board and management with independent, risk-based, and objective assurance, advice, insight, and foresight. This is achieved by providing assurance on the adequacy and operational effectiveness of internal control and risk mitigation systems established by management in order to address inherent risks associated with businesses carried out and operations.

In order to achieve its objectives in an efficient manner, Group IA consists of seven units, with the heads reporting to the Chief Audit Executive (CAE):

- Group Technology Audit & Next-Gen Audit Lab,
- Strategy, Credit & Business Audit,
- Sustainability, Markets, Finance and Operations Audit,
- Forensic Audit (FA),
- International Audit (INTA),
- Quality Assurance, Methodology & Training, and
- Reporting, Monitoring and Support (RMS).

Additionally:

- The International subsidiaries' Internal Audit Heads report to CAE and to the respective local ACs.
- The Head of Branch Network Operational Risk Control, maintains a secondary line of reference to the CAE for the work related to On-Site Branch Inspections of Retail & Digital Operational Risk Management.

Group IA enhances Eurobank's: a) Successful achievement of its objectives, b) Governance, risk management, and control processes, c) Decision-making and oversight, d) Reputation and credibility with its stakeholders and e) Ability to serve the public interest.

Within Eurobank's organisational structure, Group IA is Independent of Bank units with operational responsibilities.

In order to safeguard its independence, the Group IA reports functionally to the Audit Committee and administratively (for example, day-to-day operations) to the CEO. Group IA is headed by the Group Chief Audit Executive (CAE) who has the responsibility to report on the activities of Group IA to the Audit Committee and arrange periodic private meetings with the Audit Committee. The Audit Committee appoints or dismisses the CAE, assesses periodically his/her performance, soliciting the CEO's views whenever deemed necessary/value-adding, and recommends his/her remuneration for approval by the Remuneration Committee.

The key assurance and advisory/consulting responsibilities of Group IA are to:

- provide reasonable assurance, in the form of an independent opinion, as to the adequacy and effectiveness of the governance, risk and internal control framework of Eurobank and adherence to the risk appetite framework. In order to form an opinion, Group IA establishes and carries out a programme of audit work (based on the risk assessment of the audit universe). Group IA follows a risk-based approach in planning and conducting its work. Group IA carries out continuous monitoring of the Eurobank's risk profile. This provides key input to the formal risk-assessment that forms the basis for the preparation of the Annual Audit Plan.
- assist Management in enhancing the system of internal controls including improvement of existing policies and procedures
- manage effectively the internal audit process and resources of both Group IA and the Internal Audit departments of subsidiaries that are reporting directly to Group IA and assess the performance of the Group's internal audit functions, which have a direct reporting line
- follow-up to ascertain that appropriate action is taken on reported audit findings with agreed deadlines
- attends the Audit Committee meetings in order to present a summary of its activity and highlight key issues at least on a quarterly basis
- attend Shareholders' General Meetings

- provide any information requested in writing by the Supervisory Authorities and co-operate with them in order to facilitate their work. The Audit Committee and/or Management shall always be advised regarding information provided to the Authorities
- carry out any other specific duties required by the Regulatory Authorities and/or participate in bank wide projects undertaken by the Bank
- participate in Bank projects in an assurance or consulting capacity
- liaise with the Legal Services and Group Human Resources and provide support to the Ethics and Operational Risk Legal Cases Committees
- liaise with the external auditors and other assurance providers to share information, minimise any duplication of effort and ensure adequate coverage of risks
- Strive to maintain an open, constructive and cooperative relationship with the Supervisors
- assess the adequacy and effectiveness of the control functions (such as risk management, compliance or finance) and involving judgment determine to what extent it is appropriate to take account of the relevant work undertaken by these functions

Internal Audit (IA) is an independent, objective assurance and consulting function designed to add value and improve the operations of Eurobank Holdings. IA has adequate organisation structure and appropriate resources to ensure that it can fulfil its roles and responsibilities.

Eurobank's Group Internal Audit (Group IA) maintains a quality assurance and improvement programme to ensure that the methodology is applied consistently and the objectives and responsibilities of Group IA are met. Under the framework of co-operation between IA and Group IA, IA assigns the assessment of the effectiveness of internal audit activities and conformance with IIA Standards to Group IA.

In order to safeguard its independence, IA reports functionally to the Audit Committee and administratively to the CEO. The Board has delegated the responsibility for monitoring the activity of the IA to the Audit Committee of the HoldCo. IA is headed by the Chief Internal Auditor (CIA) who is appointed by the Audit Committee. The latter also assesses the CIA's performance.

The mission of IA is to enhance and protect organisational value by providing risk-based and objective assurance, advice and insight. The key assurance and consulting responsibilities of IA are to:

- provide reasonable assurance in the form of an independent opinion, as to the adequacy and effectiveness of the governance and risk and internal control framework of HoldCo and adherence to the risk appetite framework. In order to form an opinion, IAU establishes and carries out a programme of audit work (based on the risk assessment of the audit universe)
- assist management in enhancing the system of internal control including improvement of existing policies and procedures
- manage effectively the internal audit process and resources of IA
- provide any information requested in writing by the Supervisory Authorities and co-operate with them in order to facilitate their work. The AC and/or Management shall always be advised regarding information provided to the Authorities
- carry out any other specific duties required by the Regulatory Authorities and/or participate in projects undertaken by the Company
- participate in Company's projects in an assurance or consulting capacity
- liaise with the external auditors and other assurance providers to share information, minimise any duplication of effort and ensure adequate coverage of risks
- assess the adequacy and effectiveness of the control functions (such as risk management, compliance or finance) and involving judgment determine to what extent it is appropriate to take account of the relevant work undertaken by these functions
- strive to maintain an open, constructive and cooperative relationship with the Supervisors.

8.1.2 Eurobank Holdings

During the period of its operation and until 12 December 2025, Internal Audit of Eurobank Holdings (IA) was an independent, objective assurance and consulting function designed to add value and improve the operations of Eurobank Holdings. IA had adequate organisation structure and appropriate resources to ensure that it can fulfil its roles and responsibilities.

Eurobank's Group Internal Audit (Group IA) maintained a quality assurance and improvement programme to ensure that the methodology was applied consistently and the objectives and responsibilities of Group IA were met. Under the framework of cooperation between IA and Group IA, IA assigned the assessment of the effectiveness of internal audit activities and conformance with IIA Standards to Group IA.

In order to safeguard its independence, IA was reporting functionally to the Audit Committee and administratively to the CEO. The Board had delegated the responsibility for monitoring the activity of the IA to the Audit Committee of the HoldCo. IA was headed by the Chief Internal Auditor (CIA) who was appointed by the Audit Committee. The latter was also assessing the CIA's performance.

The mission of IA was to enhance and protect organisational value by providing risk-based and objective assurance, advice and insight. The key assurance and consulting responsibilities of IA were to:

- provide reasonable assurance in the form of an independent opinion, as to the adequacy and effectiveness of the governance and risk and internal controls framework of HoldCo and adherence to the risk appetite framework. In order to form an opinion, IA had established and carried out a programme of audit work (based on the risk assessment of the audit universe)
- assist management in enhancing the system of internal control including improvement of existing policies and procedures
- manage effectively the internal audit process and resources of IA
- follow up to ascertain that appropriate action is taken on reported audit findings within agreed deadlines
- attend Shareholders' General Meetings
- provide any information requested in writing by the Supervisory Authorities and co-operate with them in order to facilitate their work. The AC and/or Management was always advised regarding information provided to the Authorities
- carry out any other specific duties required by the Regulatory Authorities and/or participate in projects undertaken by the Company
- participate in Company's projects in an assurance or consulting capacity
- liaise with the external auditors and other assurance providers to share information, minimise any duplication of effort and ensure adequate coverage of risks
- assess the adequacy and effectiveness of the control functions (such as risk management, compliance or finance) and involving judgment determine to what extent it was appropriate to take account of the relevant work of these functions
- strive to maintain an open, constructive and cooperative relationship with the Supervisors.

8.2 Risk Management

8.2.1 Eurobank

The Group Risk Management, which is headed by the Group Chief Risk Officer (GCRO), operates independently from the business units and is responsible for the identification, assessment, monitoring and measurement of the risks the Bank is exposed to. The major types of risk managed by Eurobank are the material risks, identified through the Risk Identification and Materiality Assessment (RIMA) process and listed in the relevant RIMA report.

Material risk types include financial and non-financial risks, indicatively credit risk, market risk, liquidity risk, interest rate risk and credit spread risk in the banking book, operational risk, sustainability risk, country risk, reputational risks, conduct risk, risks stemming from strategic projects.

The Group Risk Management comprises the Group Credit, the Group Credit Control, the Group Credit Risk Capital Adequacy Control, the Group Market & Counterparty Risk, the Group Operational and Non-financial Risks, the Group Model & Data Validation, the Group Risk Management Strategy & Oversight, the Sustainability Risk, the Risk Analytics and the Supervisory Relations & Resolution Planning[17].

The GCRO serves as a pivotal point for the risk management functions. Centralization ensures that business targets and related growth are combined with a risk conscious perspective, thus ensuring that the approved risk appetite is adhered to.

The GCRO develops and formalises the Risk Appetite Framework (RAF), defines the Risk Appetite Statements (RAS), and submits them to the Board Risk Committee for approval. The GCRO oversees the implementation of the frameworks and policies for the identification, measurement and management of risks.

The GCRO reviews and approves the risk policies before their submission for approval to the BRC or to the BoD and oversees their implementation thereafter. The GCRO reports to the BRC deviations from the risk policies or potential conflict with the approved risk strategy and risk appetite.

[17] The Supervisory Relations & Resolution Planning has a dual reporting line to both the Group CRO & the Group CFO

The GCRO is responsible to provide to the BRC adequate information, so that the Committee can properly assess and advise the BoD on the Group's risk exposures / profile and risk strategy. The GCRO oversees compliance with approved Risk Appetite limits, and reports to the BRC the compliance status and any deviations, as stipulated in the Risk Appetite Framework (RAF).

Risk culture is a foundational element of the Group's operations, encompassing the norms, attitudes, and behaviors that guide risk awareness, risk-taking, and risk management. The Group is committed to fostering a robust risk culture that supports proactive identification, assessment, and mitigation of both financial and non-financial risks. The Risk Management function provides a comprehensive framework, procedures, and guidance to empower employees across all levels to manage risks effectively within their areas of responsibility. This includes ongoing education, communication, and awareness initiatives such as dedicated learning programs, monthly meetings, and the sharing of best practices. A strong risk culture is reinforced by the Group's Board of Directors and Senior Management, who set the appropriate "Tone from the Top" to align risk practices with strategic objectives.

Eurobank has a well-established strategy and clear risk management objectives that has to deliver through core risk management processes and methodologies. At a strategic level, the risk management objectives are to:

- identify the new risks relevant to the Group and assess their materiality
- assess the current and emerging risks as an integral part of the strategic planning process
- provide opinion for the Group Business Plan regarding the risk perspective on the overall outcome and reliability of the Plan
- ensure that business plan is consistent with Eurobank's risk appetite
- participate actively in decision-making processes to ensure that risk considerations are considered appropriately
- optimize risk/return decisions, while establishing strong and independent review
- ensure that business growth plans are properly supported by effective risk infrastructure
- manage risk profile to ensure that specific financial deliverables remain possible under a range of adverse business conditions
- assist senior executives to improve the control and co-ordination of risk taking across their business
- cultivate a robust risk culture throughout the Bank, encouraging a positive attitude towards risk management, regulatory compliance and the internal control framework, through strong risk awareness and ownership, where all staff members consider risk management as an integral part of their everyday responsibilities
- provide the framework, procedures and guidance to enable all employees to manage risk in their own areas and improve the control and co-ordination of risk taking across the Bank
- advise and support Eurobank Holdings in risk management according to the agreed Service Level Agreement (SLA) between Eurobank Holdings and Eurobank.

Risk Management along with Compliance and other Units are involved in the assessment of all products and services throughout their lifecycle.

The Group applies the elements of the Three Lines of Defence Model for the management of risk. The Three Lines of Defence Model enhances risk management and control by clarifying roles and responsibilities within the organization. Under the oversight and direction of the Management Body, three separate lines of defence are necessary for effective risk management. In particular:

- Line 1 - Own and manage risk and controls. The front-line business and operations are accountable for this responsibility as they own the rewards and are the primary risk generators.

- Line 2 - Monitor risk and controls in support of Executive Management, providing oversight, challenge, advice and group-wide direction. These include the Risk Management and Compliance Units, among others.

- Line 3 - Provide independent assurance to the Board and Executive Management concerning the effectiveness of risk and control management. This refers to Internal Audit.

8.2.2 Eurobank Holdings

As part of its overall system of internal controls HoldCo had engaged in a Service Level Agreement (SLA) with Eurobank in order to receive supporting and advisory services in all areas of risk management (credit, market, liquidity and operational risks) undertaken by the Group.

The most important services that were provided to Eurobank Holdings until 12 December 2025, through the above-mentioned SLA are described below:

- provision of advice on:
  - Identification, evaluation and monitoring of credit risk,
  - Ensuring policy and instructions (strategy and products) recommended by business owners and Servicers were aligned to applicable credit policy manual and regulatory guidelines,
  - Standardization of procedures and guidelines,
  - Update and maintenance of the risk strategic framework master document,
  - Participation in systemic bank consultation committees,
  - Review new remedial products and initiatives prior submission to TAC or approval
- coordination of NPE related regulatory reporting
- provision of input for SSM submission and 3-year business plan, monthly MIS actual data (including Greek and International subsidiaries)
- advising on identification, support/advise, recording and evaluation of liquidity risks and financial monitoring
- advising in the identification, assessment, recording and monitoring of operational risks (e.g. RCSA, events capture, outsourcing etc.)

8.3 Compliance

8.3.1 Eurobank

Group Compliance is established with the approval of the Board of Directors and the Audit Committee of Eurobank. It is a permanent function and independent from the Bank's business activities so that conflicts of interests are avoided. In order to safeguard its independence, Group Compliance reports functionally to the Board of Directors through Audit Committee of the Bank and for administrative purposes[18] to the CEO. The Audit Committee in consultation with the NomCo proposes to the Board for approval the appointment, replacement or dismissal of the Group Chief Compliance Officer (Group CCO). The performance of the Group CCO is assessed on an annual basis by the AC. The Group CCO attends all Audit Committee's meetings and submits quarterly and annual reports (per regulatory requirements) summarising Group Compliance's activity and highlighting the main compliance issues.

Its mission is to promote, within Eurobank and its subsidiaries (Eurobank group), an organizational culture that encourages ethical conduct through integrity and a commitment to compliance with laws and regulations as well as the application of international governance standards.

The main objective of Group Compliance is to ensure that the Eurobank group has established an adequate system of internal controls that allows it to operate in accordance with the ethical set of values contained in its "Code of Conduct and Ethics" and in compliance with applicable laws, regulations and internal policies, as well as international best practices. In brief, for the regulatory topics within its scope of responsibilities, Group Compliance is mandated to:

- raise compliance awareness throughout the Eurobank group,
- provide advice to the Board of Directors and Senior Management on compliance with applicable laws, rules and standards and keep them informed of related developments,
- issue policies, procedures and other documents such as compliance manuals, internal codes of conduct & ethics and practice guidelines in order to provide guidance to staff on the appropriate implementation of applicable laws, rules and standards as well as to assist the business to develop and implement regulatory compliant policies and procedures,
- review new activities and advise on potential compliance risks,
- ensure that staff is adequately trained and frequently updated about compliance issues by designing training programs and co-operating with HR for their implementation,
- ensure the development of a robust compliance risk identification and assessment framework, provide support and challenge, if required, the business line management regarding the effectiveness of the compliance risk management activities,

[18] The administrative reporting line to the CEO does not entail any form of oversight over Group Compliance. It is rather intended to facilitate the smooth day to day administrative processes

- coordinate compliance risk management actions performed by other business units,
- monitor and test whether staff applies effectively the internal processes and procedures aimed at achieving regulatory compliance and report to the relevant Business Units any potential breaches in order for the latter to proceed with the required improvements,
- monitor staff adherence to internal policies and the "Code of Conduct and Ethics" and identify potential breaches or fraudulent activity,
- monitor timely submission of reports to Competent Authorities and report any delays and fines for any alleged breaches of regulations to the AC,
- fulfil any statutory responsibilities and liaise with regulators and external bodies on compliance issues,
- supervise, monitor, coordinate and evaluate the activities of the Compliance Officers of the Bank's local and international subsidiaries in order to ensure compliance with Eurobank group standards.

The scope of activities of Group Compliance covers the following core regulatory topics:

- Financial Crime including laws and regulations on Anti Money Laundering (AML) and Countering the Financing of Terrorism (CFT) and legislation aimed at combatting Tax evasion such as FATCA and CRS (tax compliance). The scope includes the provision of timely and accurate responses to requests arising from regulatory and judicial authorities for the lifting of banking secrecy or freezing of assets and co-operation with them. Financial Crime also includes anti-bribery and anti-corruption legislation. The Eurobank Audit Committee in consultation with the Eurobank NomCo proposes to the Board for approval the appointment, replacement, or dismissal of the Anti-Money Laundering Reporting Officer of Eurobank, who may be the same person as the Group CCO, and his/her Deputy
- Conduct related regulations, including:
  - market Conduct related regulation regarding the provision of investment products and services to clients including laws and regulations on Market Manipulation, Insider Trading, Unlawful disclosure of inside information and other financial crimes,
  - Internal Conduct and Ethics, including monitoring adherence with the Group Code of Conduct and Ethics and its related policies, Conflicts of Interest, insider dealing and managing the Ethics Hotline
  - customer conduct laws and regulations (including, inter alia, dormant accounts legislation, BoG's Code of Conduct for loans, the Payment Services Directive and the Deposit Guarantee scheme).
- Outsourcing and third-party risk regulations

Group Compliance has an overlay role over the regulatory framework concerning personal data protection, corporate governance, prudential regulation (credit market, liquidity and operational risk), information & IT security, cyber security risk, artificial intelligence and Sustainability Framework. In this context Group Compliance performs a high-level monitoring through compliance risk assessments and monitoring of the alignment of the Bank's activities with regulatory requirements.

The scope of activities can be expanded with the approval of the AC.

8.3.2 Eurobank Holdings

Eurobank Holdings Compliance was established with the approval of the Board of Directors and the Audit Committee of Eurobank Holdings and operated until 12 December 2025. It was a permanent function and independent from Eurobank Holdings' business activities so that conflicts of interests were avoided. In order to safeguard its independence, Eurobank Holdings Compliance was reporting functionally to the Audit Committee of Eurobank Holdings and for administrative purposes to the CEO[19]. The Audit Committee in consultation with the NomCo, was proposing to the Board for approval the appointment, replacement or dismissal of the Head of Eurobank Holdings Compliance. The performance of the Head of Eurobank Holdings Compliance was assessed on an annual basis by the AC. The Head of Compliance was attending all AC meetings and was submiting quarterly and annually reports (per regulatory requirements) summarizing Compliance's activity and highlighting the main compliance issues.

Its mission was to promote, within Eurobank Holdings, an organizational culture that encouraged ethical conduct, and a commitment to compliance with laws and regulations as well as global governance standards.

The main objective of Eurobank Holdings Compliance was to ensure that Eurobank Holdings had established an adequate system of internal controls that allowed it to operate in accordance with the ethical set of values contained in its "Code of Conduct and Ethics" and in compliance with applicable laws, regulations and internal policies. More specifically, for the regulatory topics withi n its scope of responsibilities, Eurobank Holdings Compliance was mandated to:

- raise compliance awareness in Eurobank Holdings
- provide advice the Board of Directors and Senior Management on Eurobank Holdings compliance with applicable laws, rules and standards and keeping them informed of related developments
- issue, as necessary, policies and other documents, in order to provide guidance to staff on the appropriate implementation of applicable laws, rules and standards as well as to assist the business to develop and implement regulatory compliant policies and procedures
- review new activities and advise on potential compliance risks
- ensure that staff is adequately trained about compliance issues
- provide support and challenge, if required, the business line management regarding the effectiveness of the compliance risk management activities
- monitor whether staff applies effectively the internal processes and procedures aimed at achieving regulatory compliance
- monitor through appropriate procedures staff adherence to internal policies and the "Code of Conduct and Ethics" and identify fraudulent activity
- monitor timely submission of reports to Competent Authorities and report any delays and fines for any alleged breaches of regulations to the AC
- fulfil any statutory responsibilities and liaise with regulators and external bodies on compliance issues.

8.4 Personal Data Protection

8.4.1 Eurobank

Personal Data Protection Unit assists the Data Protection Officer (DPO) in performing his duties in an independent manner. Ke y tasks include:

- issues relevant guidelines on GDPR requirements and provides relevant advice to involved Units,
- provides advice, where requested, for the appropriate technical and organizational measures to be implemented to ensure compliance with the principles of privacy by design and privacy by default,
- provides advice regarding the content of privacy notices,
- provides advice on the appropriate handling of the GDPR requests and/or complaints,
- upon request, provides advice regarding the categorization of the third parties, in accordance with the GDPR and any other applicable data protection legislation (controller/ joint controller/processor/ sub-processor), and the relevant privacy terms to be signed,
- provides advice to the Incident Management Team on whether the incident must be reported to the data protection authority,
- provides advice, where requested, as regards the performance of Data Protection Impact Assessments,

provides advice where requested as regards the maintenance of the Register of Processing Activity.

8.4.2 Eurobank Holdings

In the context of Personal Data Protection, Eurobank Holdings had entrusted the following functions to the Bank's Personal Da ta Protection Unit with the support of Legal was needed:

- consultation and advice regarding the drafting of privacy notices for the customers, employees, shareholders of the HoldCo and/ or persons with voting rights and their representatives in the HoldCo meetings and committees,
- provision of drafts of privacy policies, cookies policies and cookies management tool for the HoldCo's website,
- provision of advice in handling requests and complaints of data subjects,
- provision of advice for incident and data breach management and notifications to the competent authority, if was required,
- provision of advice on GDPR policies and related guidelines.

9 System of Internal Controls

9.1 Principles of Internal Controls

The Group has established a robust System of Internal Controls that aligns with international best practices and utilizes COSO terminology. This system is designed to provide reasonable assurance regarding the achievement of objectives in key categories:

- Efficient and Effective Operations: The Group's internal controls ensure that operations are conducted efficiently and effectively, promoting productivity and optimal resource utilization.
- Reliability and Completeness of Financial and Management Information: Internal controls are in place to ensure that financial and management information is reliable, accurate, and complete. This helps in making informed decisions and maintaining transparency.
- Compliance with Applicable Laws and Regulations: The Group emphasizes compliance with all relevant laws, regulations, and industry standards. Internal controls are designed to ensure adherence to legal requirements and mitigate regulatory risks.

The key principles that underpin the Group's System of Internal Controls are as follows:

- Control Environment: The control environment serves as the foundation for all internal control components. It includes factors such as management's integrity and ethical values, recruitment and training policies, organizational structure, and delegation of authority. These elements contribute to a strong control consciousness among employees.
- Risk Management: The Group recognizes the importance of risk management in its operations. It implements mechanisms to identify, assess, and manage risks that may impact the achievement of objectives. The risk management framework is dynamic and evolves to address new and emerging risks.
- Control Activities: Internal control activities are documented in policies and procedures that ensure safe operations and accurate record-keeping. Segregation of duties is a crucial organizational measure to enhance control effectiveness, ensuring that key functions such as approval, dealing, administration, and controlling are separated.
- Information and Communication: Effective information and communication channels are established to ensure that relevant information is identified, captured, and communicated in a timely manner. This includes internal communication within the organization and external communication with stakeholders such as regulators, shareholders, and customers.
- Monitoring: The Group conducts ongoing monitoring of activities as part of its operations. This includes regular management and supervisory activities, internal audits, and independent evaluations of the internal control system. Internal control deficiencies are reported and escalated as necessary, with major issues reported to top management, the Audit Committee, and the Board.

Additionally, the efficiency of the internal control system is independently evaluated every three years by a third-party auditing firm, in accordance with regulatory requirements. The evaluation report is assessed by competent bodies within the Group and submitted to regulatory authorities for review and acknowledgment.

9.2 Characteristics of the System of Internal Controls (SIC)

Eurobank have established key characteristics of its System of Internal Controls (SIC), which are indicative and not restrictive. These characteristics include:

- Code of Conduct: There is a defined Code of Conduct along with processes for monitoring its implementation to ensure ethical conduct and adherence to standards.
- Organizational Chart: An approved organizational chart is in place, depicting the hierarchy and functions of each sector/department clearly defined to ensure effective management.
- Audit Committee: The composition and function of the Audit Committee are outlined to oversee financial reporting and compliance.
- Strategic Planning: A description of strategic planning processes is provided, including development, implementation, and periodic evaluation of strategic objectives.
- Action Plans: Long-term and short-term action plans for important activities are established, with periodic reports and identification of deviations along with justifications.
- Articles of Association: The Articles of Association are complete and up-to-date, reflecting the objectives and operations of the entity.
- Directorates and Departments: Tasks of directorates, departments, and job descriptions are defined to ensure clarity in roles and responsibilities.

- Policies and Procedures: Policies and procedures for important operations are documented, including internal controls for risk management.
- Compliance Processes: Processes for compliance with legal and regulatory frameworks are established to ensure adherence to laws and regulations.
- Risk Assessment and Management: Processes for risk assessment and management are in place to identify and mitigate risks effectively.
- Financial Information Integrity: Processes ensure the integrity and reliability of financial information through accurate reporting and controls.
- Executive Performance Evaluation: Processes for recruitment, training, delegation, targeting, and evaluation of executive performance are outlined.
- Information Systems Security: Processes for the security, adequacy, and reliability of information systems are established to safeguard data.
- Personnel and Asset Protection: Processes are in place to safeguard personnel and assets, ensuring security and protection.
- Reporting and Communication: Reporting lines and communication channels within and outside the organization are described for effective information flow.
- Monitoring and Evaluation: Mechanisms are established for monitoring and evaluating the efficiency and effectiveness of processes regularly.
- Independent Evaluation: There is a process for periodic evaluation of the adequacy and efficiency of the SIC by an independent auditor to ensure objectivity.
- Environmental Policies: Policies for environmental management and other ESG factors are recorded to address sustainability and social responsibility.
- These policies and procedures are part of the corporate governance system's assessment and are regularly reviewed and updated to align with best practices and regulatory requirements.

These policies and procedures are part of the corporate governance system's assessment and are regularly reviewed and updated to align with best practices and regulatory requirements.

It is noted that throughout its operation and until 12 December 2025, HoldCo had adopted the key characteristics mentioned above.

9.3 Evaluation of the System of Internal Controls

The Bank's AC is responsible for annually reviewing and evaluating the adequacy of the Internal Control System (ICS) of both the Bank and its subsidiaries. This evaluation is based on data and information provided by the Group Internal Audit (IA) of the Bank, external auditors' findings and remarks, as well as feedback from supervisory authorities. The AC utilizes oversight and reporting mechanisms established with the Audit Committees of the Bank's Subsidiaries to ensure a comprehensive assessment.

Similarly, until 12 December 2025, the HoldCo's AC was tasked with reviewing and evaluating the adequacy of the Internal Control System (ICS) of the HoldCo itself. This evaluation was conducted based on relevant data and information from the Internal Audit (IA) of the HoldCo, findings and remarks from external auditors, and feedback from supervisory authorities. The AC ensured a thorough assessment of the HoldCo's ICS to uphold standards of governance and compliance.

9.4 Independent Evaluation of the HoldCo/Bank System of Internal Controls

In March 2024, Grant Thornton presented the scope, findings, and methodology of their Independent triennial Evaluation of the HoldCoand Bank System of Internal Controls (SIC) to the HoldCo/Bank AC members, as per the Bank of Greece Act 2577/9.3.2006 (BoG Act) that was in force at that time.

Based on the procedures conducted and the evidence gathered, there were no indications that the SIC, at the time of assessment, was not compliant in all material aspects with the requirements of the BoG Act.

Grant Thornton identified 21 observations during their assessment, categorized as 16 low-risk observations and 5 medium-risk observation related to the IT issues in Eurobank Equities, and 7 recommendations for improvement. Management will take appropriate actions in response to these observations.

9.5 Corporate Governance System Assessment in accordance with article 4 par. 1 of Law 4706/2020

In compliance with Article 4, Paragraph 1 of Law 4706/2020 (the Law), the Bank Boards of Directors (BoD) is responsible for designating and overseeing the implementation of the corporate governance system (CGS) as outlined in Articles 1 to 24 of the Law.

Additionally, the BoD must monitor and evaluate the application and effectiveness of the CGS at least every three (3) financial years, taking necessary actions to address any deficiencies.

Given that the Law came into force on 17.7.2021, the Hellenic Capital Market Commission (HCMC) specified that the maximum reporting period for the first CGS review should extend from 17.7.2021 to 31.12.2024. It also required that the 2024 Corporate Governance Statement include a relevant reference to this review.

The above requirements were also applicable to HoldCo for the period of its operation until 12 December 2025.

In this context, on 24 February 2025, the HoldCo and Bank NomCos reviewed the CGS for the reporting period and updated the HoldCo and Bank BoDs accordingly. The review concluded that HoldCo and Bank have taken all necessary actions to fully comply with the Law, as no gaps were identified.

Furthermore, in line with supporting work related to the Corporate Governance Framework, performed both by external parties and internally, HoldCo and Bank have taken proactive measures to exceed the Law's provisions, enhancing their processes and practices for more efficient governance. In this regard, HoldCo and Bank have effectively addressed identified issues and implemented recommendations for improvement provided by external parties, including regulators and external advisors.

10 Sustainability

10.1 Sustainability Approach

Eurobank supports the transition towards a sustainable economy and considers sustainability and climate change as an opportunity. A key strategic objective is to adapt the business and operation in a way that addresses climate change challenges, accommodates social needs within its business model and safeguards prudent governance for itself and its counterparties, in accordance with supervisory initiatives, and following international standards and best practice.

To this end, Eurobank has designed, approved and is currently implementing its Sustainability Strategy, including targets and commitments, along with the two key pillars: Operational Impact Strategy (OIS) and Financed Impact Strategy (FIS), both of which aim to address sustainability matters within the context of the Group's business model and operations.

A. Operational Impact Strategy (OIS):

The **Operational Impact Strategy** (OIS) focuses on minimising the operational environmental footprint, ensuring that its own activities are sustainable, and aligning its operations with climate and sustainability goals. The key elements of this strategy are:

- **Environmental Impact:** Minimising negative impact of Eurobank's operations, to promote environmental stewardship with a clear goal of achieving climate neutrality.
- **Societal Impact:** Providing a diverse and inclusive environment for Eurobank's people and clients, while fostering sustainable development and prosperity for the benefit of society.
- **Governance & Business Impact:** Focusing on building sustainability awareness, internally and across its value chain, while intensifying Eurobank's efforts for ethics and transparency.

The OIS is supported by a governance structure of multiple project streams (one per each commitment) and the supervisory ESG/OIS Committee. Progress is regularly reviewed at the Sustainability Management Committee. Each project stream is planned with milestones, KPIs, annual targets and long-term interim targets, serving the declared commitments, spanning over the next decade. Links are established with Transformation streams as well as corresponding ISO Management System standards, to ensure substantiation and certification of activities, validate target setting and measured performance, and systematically monitor progress through internal reviews and external assurance.

B. Financed Impact Strategy:

The **Financed Impact Strategy** focuses on foster favorable economic, social and environmental outcomes across all aspects of its financing activities, with a commitment to sustainability and responsible stewardship. To achieve this objective, the Financed Impact Strategy is structured around the following 4 strategic pillars:

- **Client Engagement and Awareness:** Helping clients transition to more sustainable business models by raising awareness of climate change challenges and opportunities.
- **Supporting Clients in Transition:** Facilitating the transition of clients towards sustainable practices by offering financing solutions, that are guided by the financing approaches and the eligible activities of the Sustainable Finance Framework. goals and ambitions.

- **Enablers and Tools for Sustainable Financing:** Providing frameworks, tools, and products to underpin sustainable financing
- **Assessment and Management of sustainability-Related Risks:** Identifying and managing the sustainability-related risks within its loan and investment portfolios, including assessing exposure to transition and physical risks linked to climate change.

The Financed Impact Strategy supports Eurobank's commitment to sustainable financing and ensuring that the Group's financial activities align with sustainability goals, such as reducing the carbon footprint of financed projects.

Main Challenges Ahead:

Both strategies face several challenges:

- **Operational Transition:** The need for transition to climate neutrality in Eurobank's own operations while managing the associated costs and risks. This involves transforming internal processes and aligning with evolving applicable regulatory requirements and voluntary initiatives as well as adopted standards and guidelines enabling Eurobank's contemporary and continuously updated approach towards Sustainability, in line with international best practice.
- **Client Transition:** Assisting clients in adapting their business models to meet sustainability and climate change objectives. This may involve addressing different levels of maturity, overcoming resistance to change, and navigating and aligning to complex regulatory requirements.
- **Sustainability-related Risks:** Managing both transition risks (e.g., changes in market, technology and regulatory conditions) and physical risks (e.g., climate change impacts such as extreme weather) that could affect both the Group's own operations and the sectors in which it invests or lends to is dependent on data availability and commitment of involved counterparties and stakeholders
- **Alignment with Global Standards:** Ensuring full compliance with global sustainability standards, climate-related financial disclosures (such as TCFD), and managing the increasing demand for transparency in sustainability reporting.

To overcome these challenges, Eurobank has implemented a series of strategic initiatives:

- **Operational Impact Strategy (OIS) key components:**
    - **Operational efficiency:** Focus on energy efficiency, reducing carbon emissions, towards the commitment to achieve Net Zero in its operations for Scope 1 & 2 by 2033 and Scope 3 by 2050. Promotion of environmental stewardship by accelerating also transition towards a paperless banking network and preservation of natural resources, as well as extending circular economy practices. Accommodation of social needs within its business model and safeguarding prudent governance for itself and its counterparties, in accordance with supervisory initiatives, and following international standards and best practice.
    - The OIS is supported by a governance structure of project streams per each commitment and the supervisory ESG/OIS Committee. Regular review of progress via milestones and KPIs to ensure annual and long-term sustainability goals related to Environmental, Societal, and Governance & Business Impact are met. Progress is regularly reviewed at the Sustainability Management Committee.

- **Financed Impact Strategy (FIS) key components:**
    - **Sustainable Financing:** Development of strategies that will promote the green transition of the Group's clients through sustainable financing.
    - **Portfolio alignment:** Gradual alignment of the Group's portfolio with sectoral transition pathways that are aligned with the 1.5°C climate transition scenario.
    - **Net zero strategy:** Sectoral decarbonisation targets covering the Group's lending portfolios, with phased target-setting up to 2050.

In line with its commitment to address climate change, the Group joined the Net-Zero Banking Alliance (NZBA), a bank-led, UN-convened alliance of banks worldwide, reinforcing its dedication to aligning its lending and investment portfolios with net-zero emissions by 2050 or sooner, in line with the most ambitious targets set by the Paris Climate Agreement.

The Group has developed sectoral, financed emissions reduction targets based on the NZBA framework, for some of the most carbon-intensive and, therefore, most relevant and impactful sectors and portfolios. The Group applies established industry standards (e.g. NZBA, PCAF) and accredited science-based decarbonisation scenarios, in line with a 1.5-degree Celsius objective by 2050.

While the Sustainability Strategy described above remains the formally approved and applicable strategic framework during the 2025 reporting period, Eurobank has, in parallel, initiated a structured process to review and update its Group Sustainability Strategy. The objective of this process is to build on the existing strategy, further strengthen its effectiveness and embed sustainability more deeply across the Group's operations, decision-making and business activities. In this context, the update of the Group Sustainability Strategy has been developed through a structured and comprehensive, Group-wide process, aimed at strengthening the contribution of sustainability to long-term value creation. This process includes research, benchmarking, and re-alignment on sustainability mega-trends and regulatory developments to redefine the key sustainability topics based on assessment of the Group's strategic priorities and performance, and consideration of stakeholder expectations and leading market practices.

This work enables a more focused articulation of the Group's sustainability strategic direction and leads to the identification and prioritisation of strategic drivers and focus areas designed to enhance value creation, notably through supporting business growth, strengthening risk management and improving operational efficiency across the Group.

Subsequent phases will focus on translating this strategic direction into defined targets, KPIs and detailed action plans, supported by appropriate governance and monitoring frameworks, following formal approval of the updated Group Sustainability Strategy.

10.2 Sustainability Policies & Frameworks

Eurobank has taken action towards updating its Sustainability Policy Framework, to outline the approach for adherence to applicable regulatory requirements and voluntary initiatives as well as adopted standards and guidelines enabling its contemporary and continuously updated approach towards Sustainability, in line with international best practices. The Sustainability Policy Framework sets the foundation towards integration of sustainability into Eurobank's business model and operations.

Focusing on the social aspect of Sustainability, Eurobank has taken actions that outline its corporate values, principles and commitments by issuing the Human Rights Statement, the Diversity, Equity and Inclusion Policy as well as the Policy against Harassment and Violence in Workplace. In order to further enhance its efforts against Harassment and Violence in Workplace, the Bank has introduced a relevant focused training program to all employees. This approach outlines zero-tolerance for various types of violation and discrimination as well as for the equal opportunities with fairness and meritocracy and irrespective of gender, nationality, age or other traits throughout the entire employee life cycle (i.e. recruitment and selection, learning, performance, talent and career development, reward management).

Moreover, Eurobank has developed and implements three guiding frameworks, defining the approach and criteria for classifying its financing and investing activities as sustainable:

- its Sustainable Finance Framework (SFF), which supports the identification of sustainable/green financing opportunities and provides a clear and comprehensive methodology for classifying, monitoring and reporting sustainable financing,
- its Green Bond Framework. The Framework, which has been externally reviewed by an established second-party opinion provider, facilitates the financing of projects that will deliver environmental benefits to the economy and support Bank's business strategy and vision,
- its Sustainable Investment Framework, which describes the Bank's potential sustainable investment approaches/strategies and the process for selection of eligible investments, based on criteria observed in international market practices, frameworks and guidelines.

The above-mentioned frameworks enable the Bank to pursue economic growth in line with sustainable criteria.

These frameworks are complemented by the adopted Environmental Policy, Energy Management Policy and Water Management Policy, aiming to protect the environment in all aspects of its operations. In line with these policies, the Bank applies certified management systems, in accordance with international standards, such as an Environmental Management System (ISO 14001, EMAS) and an Energy Management System (ISO 50001).

Eurobank has taken action towards updating its Sustainability Policy Framework, to outline the approach for adherence to applicable regulatory requirements and voluntary initiatives as well as adopted standards and guidelines, thus enabling a contemporary and continuously updated approach towards Sustainability, in line with international best practice. The Sustainability Policy Framework sets the foundation towards the integration of Sustainability principles into Eurobank's business model and operations.

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The above-mentioned frameworks enable the Bank to pursue economic growth in line with sustainable criteria.

These frameworks are complemented by the adopted Environmental Policy, Energy Management Policy and Water Management Policy, aiming to protect the environment in all aspects of its operations. In line with these policies, the Bank applies certified management systems, in accordance with international standards, such as an Environmental Management System (ISO 14001, EMAS) and an Energy Management System (ISO 50001).

10.3 Stakeholders engagement and double materiality assessment

An integral part of the Group's approach to sustainability is to foster strong relationships of trust, cooperation and mutual benefit with all stakeholders affected by its activities, directly or indirectly. In this context, the Group promotes two-way communication and develops ongoing dialogue with stakeholders, to be able to actively meet the expectations, concerns and issues raised by all its stakeholders. A more detailed presentation of the cooperation framework, expectations and means of communication is included in the Group's Sustainability Statement for the year 2024.

Acknowledging the importance of double materiality, Eurobank conducted a comprehensive assessment to identify the most significant sustainability issues for its business and stakeholders, following the evaluation of sustainability impacts from its activities, and the assessment of risks and opportunities with financial influence across its value chain. This process included stakeholder consultations and was guided by the European Sustainability Reporting Standards (ESRS). The Group's double materiality assessment is the process that shapes the contents of the Sustainability Statement and the Annual Report 2024 – Business & Sustainability. The Double Materiality Assessment is conducted on an annual basis. The methodology was carried out in 4 phases, namely i. Understanding of the business value chain and related activities, ii. Stakeholder engagement and identification of impacts, risks and opportunities (IROs), iii. Assessment of IROs, and iv. Material topics. As per the final stage of the double materiality and as informed by the results of the impact and financial materiality assessment process, a list of topics was prioritized as material, which in turn formed the basis for determining the contents of the Annual Report 2024 – Business & Sustainability, as well as the disclosures of relevant key performance indicators. Further details regarding the aforementioned process and its results are embedded in the Group's Sustainability Statement for the year 2024 and the Annual Report 2024 – Business & Sustainability.

Governance

Sustainability at Eurobank is deployed across a Governance structure that addresses both regulatory requirements and voluntary sustainability commitments. Board oversight with respect to the Sustainability Strategy is addressed through the inclusion of dedicated sustainability items in the Board Meetings agenda, as per international best practice. The Group applies the elements of the Three Lines of Defense (3LoD) model for the management of climate-related, environmental and sustainability risks. The 3LoD model enhances risk management and control by clarifying responsibilities within the organization. Eurobank's Sustainability Governance model supports the integration of its Sustainability Strategy and sustainability risks. Additionally, the Group Senior Sustainability Officer (GSSO) plays a key role in leading and coordinating the Group's sustainability initiatives, reporting directly to the senior management and Board for sustainability matters and the Group Sustainability Coordination Office serves as the Secretary of the Sustainability Management Committee.

In that context, the Group Sustainability Risk (GSR) is responsible for managing and monitoring sustainability risks, including preparing and maintaining the Bank's sustainability risks methodologies, performing the identification and materiality assessment process of sustainability risks, supporting, reviewing, and challenging the involved stakeholders, across the Group, regarding the setting of the Net Zero targets and of the Sustainability Strategy and monitoring of their implementation thereof. Moreover, the Board has assigned an executive member as the Board Member responsible for climate-related and environmental risks. This member provides updates to the Board Risk Committee (BRC) at least semi-annually. As outlined in its Terms of Reference, the BRC is responsible for overseeing (among others) sustainability issues, including sustainability risks.

A dedicated Sustainability Management Committee (SMC) complements the Sustainability Governance model. The SMC provides strategic direction on sustainability initiatives, reviews the Sustainability Strategy, Net Zero targets and transition plans prior to approval, ensures that the elements of the Sustainability Strategy and the Net Zero commitments are integrated into the Group's business model and operations, approves changes in eligible assets of Green Bond and Sustainable Finance Frameworks, regularly measures and analyzes the progress of the Sustainability Strategy goals and performance targets and ensures the proper implementation of sustainability-related policies and procedures, in accordance with supervisory requirements and voluntary commitments.

A dedicated Group Sustainability Unit (GSU) is responsible for managing and coordinating sustainability strategy related issues, for the development of action plans for the Group's Net Zero portfolio strategies, as well as for monitoring sustainability performance and coordinating sustainability-linked activities that enhance the Group's Impact. In this context, the Unit is responsible for facilitating the development of the Sustainability data framework to coordinate and prepare external and internal sustainability-related reports.

10.4 Reporting and Transparency

In 2024, the Group began preparing its first Group Sustainability Statement in accordance with the Corporate Sustainability Reporting Directive (CSRD), which was published in the first quarter of 2025. Under the Directive (EU) 2022/2464 and the Delegated Directive (EU) 2023/2775 as in force, which were transposed into the Greek legislation pursuant to Law 5164/2024 as in force, the Sustainability Statement for the year 2024 is an integral part of the Directors' Report and provides the necessary information to understand the impact of the Group's activities on sustainability, as well as the impact of sustainability on the progress, performance and position of the Group.

The Group leveraged the extended disclosures provided in the Sustainability Statement, incorporating references to the Annual Report 2024 – Business & Sustainability. Bank issues its Annual Report – Business & Sustainability with a view to fully inform its stakeholders about its performance in the sustainable development pillars: economy, society, and environment. The publication is prepared in accordance with the Global Reporting Initiative (GRI) Standards (2021), applying the principles of accuracy, balance, clarity, comparability, completeness, sustainability context, timeliness and verifiability. This approach ensures comprehensive and transparent information, addresses stakeholders' expectations and interests, and promotes ongoing dialogue with them. Through the Report, Eurobank provides full disclosure on sustainability impacts such as environmental performance, energy and emissions, social impact and corporate governance, information regarding the Group's initiatives, while addressing all material stakeholder interests across the sustainability spectrum. The Annual Report - Business & Sustainability is accessible to all interested parties through the corporate website. Additionally, besides the sustainability reporting frameworks of the GRI sectoral supplement on Financial Services, the SASB Commercial Banks Standard, as well as the Athens Stock Exchange (ATHEX) ESG Reporting Guide (2024) have been considered, while the double materiality assessment was conducted in accordance with the ESRS standards. This report also incorporates the 10 Principles of the United Nations Global Compact (UNGC), as well as the Accountability AA1000 2018 Principles. The sustainability-related disclosures in the report are assured by a competent assurance provider in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information, issued by the International Auditing and Assurance Standards Board (IAASB), as per the independent auditor's Limited Assurance Report which is disclosed as part of the Annual Report – Business & Sustainability. In addition, the Eurobank reports disclosures as required by the EU Taxonomy Regulation. Specifically, upon reviewing its business activities, to align taxonomy reporting with its core activities, provides the key performance indicators (KPIs) and other disclosure requirements related to its dominant financial undertakings as laid down in Article 10 of the Art. 8 Delegated Act. Furthermore, in the context of Pillar III disclosures on ESG risks, Eurobank discloses ESG risks information on a semi-annual basis. Also, the Bank's GHG financed emissions for loans, bonds and shares positions and CRE investments, following the PCAF methodology, are disclosed in the Group's Sustainability Statement as at 31 December 2024.

Furthermore, the Bank's environmental and energy management performance, with respect to the improvement of its operational footprint, is monitored through specific indicators and associated targets disclosed also in the Environmental Report (EMAS). This constitutes an environment and energy monitoring and self-improvement tool, in line with commitments, regulated by applicable standards, audited & verified by independent third party. Within the EMAS Report framework, the Bank discloses the Green House Gas emissions record in line with the ISO 14064 standard, as verified by external independent party and in line with the provisions of the national Climate Law.

Moreover, the Bank actively participates in internationally recognized Sustainability ratings to highlight the continuous improvement in its environmental, social and governance performance, upgrade the relevant disclosures, and further enhance investor confidence in its practices.

11 Other information required by Directive 2004/25/EU

The elements c), d), f), h), and i) of paragraph 1, Article 10 of Directive 2004/25/EC of the European Parliament and the Council have been incorporated into elements c), d), e), g), and h) of Article 4, Paragraph 7 of Law 3556/2007. These elements are included and referenced in the Report of the Directors, of which the present Corporate Governance Statement forms an integral part.