



Strategic Planning Committee

**of
Eurobank Ergasias S.A.
& Subsidiaries
TERMS OF REFERENCE
April 2019**

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1. INTRODUCTION

The Strategic Planning Committee (hereinafter “SPC” or “Committee”) of Eurobank Ergasias S.A. (hereinafter “Bank” or “Eurobank”) and its subsidiaries (hereinafter “Group”) is a Board Committee established by the Board of Directors (hereinafter “Board” or “BoD”).

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

The function of the SPC is subject to the provisions of the Relationship Framework Agreement (RFA)¹ signed between the Hellenic Financial Stability Fund (HFSF) and Eurobank.

The ToR are approved by the Bank’s BoD and reviewed once every three (3) years and revised if necessary, unless significant changes in the role, responsibilities, organization and / or regulatory requirements necessitate earlier revision. The revised ToR are approved as stated above.

2. PURPOSE

The Bank’s BoD has delegated to the Committee the responsibilities:

- a) to assist the Board’s Executive Officers in planning, developing and implementing the Group’s Strategy.
- b) to recommend to the Board certain initiatives in relation to the Group’s Strategy.

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

3. KEY TASKS AND RESPONSIBILITIES

The key tasks and responsibilities of the SPC are:

- To ensure that the Group develops a well-defined planned medium term strategy in line with the Board’s guidance and its approved business plan.
- Within the framework of which the Executive Board draws up the annual budget and the business plan, to review the key objectives and goals contained therein and review major business initiatives, before their submission for approval to the Board.
- To review, analyze and deliberate issues concerning the Group’s strategic choices (e.g. strategic 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 major investments or disinvestments by the Group etc.), ensuring these being in line

¹ As per HFSF’s clarifications dated 25.01.2016 on the implementation of the RFA signed between the Bank and HFSF on 04.12.2015, clauses 3.4 (a) & (b) of the RFA regarding the appointment of an HFSF Representative and an HFSF Observer, are not applicable to the Strategic Planning Committee

with the approved Group's strategy. The SPC shall formulate relevant proposals to the Board, if:

- (a) the issue under discussion exceeds € 40 million, while for lower amounts approval will be provided by the Executive Board.
 - (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.
- To submit to the Board for approval proposals relating to the strategy and the budget of the Property Portfolio as described in the Service Level Agreement between Eurobank and Grivalia Management Company.
 - To submit to the Board for approval proposals for the acquirement, disposal of assets other than repossessed assets (as these are defined in the Service Level Agreement between Eurobank and Grivalia Management Company) with book value above € 10 million.
 - To submit to the Board for approval proposals for the disposal of repossessed assets (as these are defined in the Service Level Agreement between Eurobank and Grivalia Management Company) with gross book value above € 20 million.
 - To maintain and take all necessary actions on regulatory and internal capital required to cover all types of risks (incl. strategic and reputational risks, as well as other non-quantifiable risks) and to ensure that capital requirements are met at all times.
 - To review and evaluate all major Group's initiatives aiming at transforming the business and operating model.
 - To monitor on a regular basis the strategic and the key performance indicators of the Group, including the segmental view.
 - To review and, as needed, make proposals to the Board on all other issues of strategic importance to the Group.

4. MEMBERSHIP

- The Committee is composed of the following members with voting rights:
 - The Chairman of the Board
 - The Vice-Chairman of the Board
 - The Chief Executive Officer (CEO)
 - The Deputy CEOs
 - The Group Chief Risk Officer
 - The Group Chief Financial Officer

The General Manager Group Strategy will participate in the Committee as a permanent attendee with no

voting rights.

- The Committee is chaired by the Chairman of the Board and in case of absence or impediment of the Chairman by the Vice-Chairman of the Board.
- The SPC composition is approved by the Board on the recommendation of its Chairman, following the proposal by the Nomination Committee.
- The Committee may delegate specific responsibilities and authorities within the purview of its responsibilities and authorities to one or more individual Committee members.

5. MEETINGS

- The SPC shall meet bi-weekly or ad hoc when necessary, at the time and place and with the agenda set by its Chairman, in consultation with the CEO, and announced by the Secretary of the Committee to the members.
- The Chairman can decide to convene an extraordinary meeting of the Strategic Planning Committee or to alter the day or frequency of regular meetings.
- The Committee is in quorum and meets validly when half of its members plus one, including the Chairperson or the Vice-Chairperson of the Board and the CEO, are present.
- Resolutions of the Committee are reached unanimously by the members who are present. The drawing up and approval of minutes by circulation by all the members of the Committee is equal to a resolution of the Committee, even if no meeting has preceded.
- Each member of the SPC has the right to table issues for discussion within the framework of their competencies.
- The Chairman of the Committee may invite to its meetings any Board member, officer of the Bank or of a Group subsidiary, or such other person deemed appropriate to assist it in performing its duties.
- The Committee appoints its Secretary who reports to the Group Company Secretariat and cooperates with the Chairperson of the Committee. The Secretary is responsible to minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance, issue true copies/extracts of the Committee's minutes and notify the responsible managers regarding any issue discussed by the Committee and is relevant to them or on which they need to take action.

6. REPORTING RESPONSIBILITIES

- The Committee's minutes of its meetings are submitted to the Board on a quarterly basis and as required.

7. PERFORMANCE EVALUATION

- The Committee assesses its performance at least annually and establishes criteria for such evaluation. The results are submitted to the Nomination Committee, so that the Nomination Committee makes proposals to the Board, as required.