

CHAPTER A
CORPORATE NAME - REGISTERED OFFICE - OBJECT - DURATION

Article 1

Name

The present articles of association govern the société anonyme under the corporate name “Eurobank S.A.” and the distinctive title “Eurobank”. In texts drawn up in the English language the corporate name is “Eurobank S.A.” and the distinctive title is “Eurobank”. In texts drawn up in other foreign languages the corporate name is stated either in exact translation or in Latin characters.

Article 2

Seat

1. The Bank’s registered seat is in the Municipality of Athens.
2. By decision of the Board of Directors, branches or agencies or offices can be established anywhere in Greece and abroad.

Article 3

Object

1. The object of the Bank is to perform any kind of operations and activities which credit institutions are permitted to perform, according to the legislation each time in force. The object of the Bank is the widest possible, in the sense that the Bank’s operations, projects, services and activities of any kind may include any business, project, service and activity in general, that, either traditionally, or in the context of technical, economic and social developments, constitute each time operations, services, projects and activities in general that can each time be performed by a credit institution.

The following activities, indicatively, fall within the object of the Bank:

- a) Acceptance of money deposits or other repayable funds;
- b) Granting of loans or other credit, including factoring;
- c) Leasing;
- d) Payments, including funds transfers;
- e) Issue and administration of means of payment (credit and debit cards, travellers’ and banker’s cheques);
- f) Guarantees and commitments;
- g) Transactions in the name of the Bank or its customers regarding:
 - i) money market instruments (securities, deposit certificates etc);
 - ii) foreign exchange;
 - iii) financial futures or options;
 - iv) exchange and interest-rate instruments;
 - v) transferable securities;
- h) Participation in the issue of securities and provision of similar services, including specifically underwriting services;
- i) Advice to undertakings on capital structure, industrial strategy and related questions and advice as well as services relating to mergers and the purchase of undertakings;
- j) Intermediation in interbank markets;
- k) Portfolio Management of any kind of property belonging to customers or provision of advisory services regarding its management;
- l) Safekeeping and administration of transferable securities;

- m) Collection and processing of commercial information, including credit assessments of customers;
- n) Hiring of safe deposit boxes (vaults);
- o) Issue of electronic money;
- p) Provision of primary and ancillary investment services, such as those mentioned in Annex I, Parts A and B of Law 4514/2018, as each time in force;
- q) Any other operation or activity related to the above, allowed by law.

2. In the framework of the above object, the Bank may establish undertakings and companies of any form whatsoever, acquire participations by any means in undertakings and companies which already exist, in cooperation with any third person, and generally take any action serving directly or indirectly its object.

Article 4 Duration

The Bank's duration shall be indefinite.

CHAPTER B SHARE CAPITAL - SHARES

Article 5 Share capital

1. The share capital of the Bank amounts to three billion, nine hundred forty one million, seventy one thousand, nine hundred and sixty eight euros and ten cents (€3,941,071,968.10), and is divided into three billion, six hundred eighty three million, two hundred and forty four thousand, eight hundred and thirty (3.683.244.830) ordinary registered voting shares, each having a nominal value of one euro and seven cents (€1.07).

2. The said total amount of the Bank's share capital emerged as follows:

2.1 The initial share capital amounted to four billion, fifty one million, five hundred and sixty nine thousand, three hundred and thirteen euros (4,051,569,313.00), divided into three billion, six hundred eighty three million, two hundred and forty four thousand, eight hundred and thirty (3.683.244.830) ordinary registered voting shares, each having a nominal value of one euro and ten cents (€1.10).

2.2 By decision of the Extraordinary General Meeting of the Bank's Shareholders dated 1 June 2021, the share capital a) was reduced pursuant to paragraph 1 of article 31 of L. 4548/2018, by the amount of one hundred and two million, ten thousand and fifty euros and ninety five cents (€102,010,050.95), through the reduction of the nominal value of each common nominal share issued by the Bank, by 0.0276957019308433 euros, and the granting to the Bank's shareholder of bonds issued by the company under the name, "*Mexico Finance Designated Activity Company*", of a total value which is equal to the reduction of the Bank's share capital in kind; and b) was further reduced by eight million, four hundred eighty seven thousand, two hundred ninety three Euros and ninety five cents (€ 8,487,293.95), through the reduction of the nominal value of the shares issued by the Bank by 0.00230429806915667 euros, in order to establish special reserves of an equal amount, pursuant to paragraph 2 of article 31 of L. 4548/2018.

Following the above, the share capital of the Bank amounts to three billion, nine hundred forty one million, seventy one thousand, nine hundred and sixty eight euros and ten cents (€3,941,071,968.10), and is divided into three billion, six hundred eighty three million, two hundred and forty four thousand, eight hundred and thirty (3.683.244.830) ordinary registered voting shares, each having a nominal value of one euro and seven cents (€1.07).

Article 6

Shares

1. The shares of the Bank are all registered, ordinary with voting rights.
2. All shares are indivisible. In case of co-ownership, the rights of the co-owners are exercised by a common representative. Co-owners of a share are jointly and severally responsible for the fulfilment of all obligations arising from the share.
3. The increase of share capital is also possible through the issue of preferred shares, voting or non-voting, convertible to ordinary shares or not, the privileges of which are defined by the General Meeting, in accordance with the legal provisions each time in force.
4. The increase of share capital is also possible through the issue of redeemable shares, which are issued either as ordinary or as preferred shares, voting or non-voting. The redemption comes into effect following a statement on behalf of the Bank, in accordance with the conditions and the procedure resolved by the body competent to decide the increase.
5. If the Bank has already issued shares belonging to multiple categories, for which shares the voting rights or the right to participate in the profits or in the distribution of the proceeds of liquidation, are different to each other, an increase of the share capital is possible through shares belonging to only one of such category.

CHAPTER C

BODIES OF THE BANK

Article 7

Board of Directors

Election of members

1. The Bank is governed by a Board of Directors consisting of a minimum of three (3) and a maximum of fifteen (15) members, elected by the General Meeting, also determining their term of office, which must not exceed the maximum term of office provided by law. A legal entity may be elected as a Member of the Board.
2. In all cases of members whose membership has lapsed (due to resignation, death or degradation for any reason), the Board of Directors is entitled to continue the management and representation of the Bank, without being obliged to replace the lapsed members, provided that the number of the remaining members exceeds half of the number of the members prior to the event that led to the lapse of their membership and, in any case, is not less than three (3).

Article 8

Constitution of the Board of Directors

1. The Board of Directors elects a Chairperson among its members. The Board of Directors may also elect a Vice Chairperson or Vice Chairpersons among its members.
2. In case of absence, impediment or non-existence of the Chairperson, the Chairperson's duties, as these emerge from the law or the articles of association, are exercised, in order, by the Vice Chairperson (if such a position exists) or by the most senior independent non-executive director based on tenure - or, in case that more than one such member exists, the Chairperson shall be substituted by the senior in age member among them or by a non-executive member that the Board of Directors appoints.

Article 9

Meetings of the Board of Directors

1. Other than at the registered office of the Bank, the Board of Directors may convene in the following locations:
a) in Greece: in the Municipalities of the Prefecture of Attiki, Thessaloniki, Patra and Heraklio (Crete), b) abroad:

in the capital of any European country and c) where the Bank has an establishment of business activity or subsidiary company.

2. The Board of Directors may convene by teleconference.
3. The Chairman of the Board of Directors chairs its meetings and may appoint a person to act as the Secretary of the Board.
4. In case of co - signature of minutes without meeting, the signatures of the members of the Board of Directors or their representatives may be replaced by an exchange of e-mail or other electronic means.
5. Copies or extracts of the minutes of the Board of Directors' meetings are officially issued either by the Chairperson or the Chief Executive Officer or any of the Deputy Chief Executive Officers or the Secretary of the Board, without any other ratification required.

Article 10

Competence of the Board of Directors

1. The Board of Directors is competent to decide on any act concerning the Bank's management, the administration of its assets and generally the pursuit of its object, without any restrictions (with the exception of matters falling expressly within the exclusive competence of the General Meeting) and to represent the Bank at court and extrajudicially.
2. The Board of Directors may assign the exercise of the whole or part of its powers of administration and representation to one or more persons, members of the Board of Directors or not, employees of the Bank or third parties, by determining the extent of the assigned powers. The persons, to whom the above powers are assigned, bind the Bank, by being its agents, to the extent of the powers assigned to them.
3. The Board of Directors may assign the internal audit of the Bank to one or more persons, in accordance with the provisions of the law each time in force.

Article 11

Remuneration of the members of the Board of Directors

By resolution of the General Meeting and in accordance with the each time applicable legislation, remuneration may be granted to the members of the Board of Directors consisting of participation to the profits of the financial year.

Article 12

General Meeting

1. The General Meeting is the supreme body of the Bank, convened by the Board of Directors and entitled to resolve upon any matters concerning the Bank. The shareholders have the right to participate and vote in the General Meeting, either in person or by their legal representatives, according to the law each time in force. The appointment and revocation of the legal representative and the relevant notification to the Bank may also take place via electronic mail (email) and/or other electronic means defined by the Board of Directors upon the convocation of the General Meeting.
2. The minutes of the General Meeting are signed by the Chairman and the Secretary of the General Meeting. Copies or extracts of the minutes are issued by the persons who have the authority to issue copies and extracts of the Minutes of the Board of Directors.
3. In case of co - signature of minutes without meeting, the signatures of the shareholders or their representatives may be replaced by an exchange of e-mail or other electronic means.

**CHAPTER D
OTHER PROVISIONS**

Article 13

Fiscal year – Distribution of profits

1. The fiscal year is a twelve-month period, commencing on January 1st and ending on December 31st of each year.
2. The distribution of profits that are by law permitted to be distributed is effected according to the decisions of each General Meeting.

Article 14

Participation of members of the Board of Directors and managers in associated companies

Members of the Board of Directors or managers of the Bank or persons participating in any way in its management are allowed to provide their services or to participate in boards of directors or the management of associated, according to the law, with the Bank companies, the object of which is identical or similar to the Bank's, or to participate in such companies as shareholders or partners.

Article 15

Regarding all matters not regulated by these Articles of Association, the legislative and regulatory provisions concerning Sociétés Anonymes and credit institutions, including those relating to the provision of investment services by credit institutions, as each time in force, are applicable.