

CORPORATE GOVERNANCE STATEMENT 2024

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1. Introduction

In accordance with Article 152(1) and Article 153(3) of Law 4548/2018, Law 4706/2020, and the Hellenic Corporate Governance Code, the Report of the Board of Directors of Eurobank Ergasias Services and Holdings S.A. (the "Company", "Eurobank Holdings", "Holdings", or "HoldCo") includes the Corporate Governance Statement, which addresses 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

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 has adopted and applies the Hellenic Corporate Governance Code (the "Code").

The Code is available on Eurobank Holdings' website (<https://www.eurobankholdings.gr>).

Given that the Eurobank Holdings Group (the "Group") primarily comprises Eurobank S.A. ("Eurobank" or the "Bank") and its subsidiaries (the "Eurobank Group"), this Corporate Governance Statement outlines how the principles set out in the Code were implemented across both Eurobank Holdings and Eurobank throughout 2024.

3. Corporate Governance and Key Policies

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

In this context, HoldCo and the Bank have established a comprehensive set of policies and procedures, which are regularly reviewed and approved by the respective Board of Directors (BoD) and/or Board Committees, as required. The Key Policies governing HoldCo and the Bank are outlined below.

3.1 Internal Governance Control Manual

The Internal Governance Control Manual (IGCM) of Eurobank Holdings and Eurobank has been developed in accordance with Law 4706/2020 to ensure compliance with regulatory requirements and internal governance policies. The IGCM defines the overarching framework by which each Company is directed and controlled, serving as a formal record of the high-level internal control principles in operation.

The policies and controls outlined in both the HoldCo IGCM and 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 HoldCo IGCM and Bank IGCM provide 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.

Each IGCM includes a high-level organizational chart and a brief description of the key responsibilities of the main control functions within HoldCo and Eurobank. These manuals are supplemented by the procedures manuals

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of individual units and subsidiaries, which provide a written description of the uppermost levels of the Group's System of Internal Controls.

3.2 Board Nomination Policy

The HoldCo/Banks' Board Nomination Policy 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.

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 HoldCo/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 HoldCo 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 HoldCo/Bank in achieving its strategic objectives. They must also be willing to enter into full-time employment with the HoldCo/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 HoldCo/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 HoldCo/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.

Succession Planning

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 HoldCo/Bank Board Diversity Policy, and
 - b) the findings of the HoldCo and 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 HoldCo/Bank's CEO Succession Planning Policy (the Policy) plays a crucial role in ensuring a seamless leadership transition. 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 Holdings and Eurobank establishes the principles, framework, and process for the annual assessment of the effectiveness of the Board of Directors and its Committees at both the HoldCo and the Bank. The Policy aspires to align with best European banking practices while fully complying with Greek and European legal and regulatory requirements.

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 HoldCo/Bank Board of Directors Diversity Policy reflects the organization's commitment to diversity in line with international best practices and applicable legal requirements.

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

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

The NomCo is responsible for incorporating diversity considerations when assessing the composition and structure of the Board.

During the Board collective suitability review, NomCo members discuss and define measurable objectives for enhancing Board diversity. These objectives guide the (re)appointment and succession planning of individual Board members, in accordance with the Board and Board Committees Evaluation Policy.

A key target outlined in the Policy is gender diversity. Specifically, NomCo so far aimed for at least 25% representation of the less represented gender on the Board, calculated based on the total Board size, according to legal requirements. After the publication of Law 5178/2025, the intention is to properly comply to its provisions.

3.6 Remuneration Policy

Eurobank Holdings has established a Board of Directors' Remuneration Policy (Remuneration Policy) in accordance with the requirements of Law 4548/2018 (the Law). The latest version of the Policy was approved by the Annual General Meeting of Shareholders on 23 July 2024. The Policy has been designed to comply with the specific provisions of Articles 110 and 111 of the Law.

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.

In addition, 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 Holdings publishes an annual Remuneration Report, detailing the remuneration and financial benefits granted to each Executive and Non-Executive Director during the financial year.

The Eurobank Holdings Remuneration Report for 2024 (<https://www.eurobankholdings.gr>) was approved by the Annual General Meeting on 23 July 2024. 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.

Remuneration Governance

Given the identical composition of the Boards of Eurobank Holdings and Eurobank, and the fact that Directors are compensated solely by the Bank, any reference to Board remuneration at Eurobank Holdings also applies to their remuneration as Directors of the Bank.

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The 2024 Board and key management remuneration disclosure is included in the relevant note of the consolidated accounts of Eurobank Holdings. To ensure market transparency regarding remuneration structures and associated risks, this information is publicly available on the Eurobank Holdings website (www.eurobankholdings.gr).

3.7 Board and Board Committees' Attendance Policy

In accordance with the Board and Board Committees' Attendance Policy of Eurobank Holdings and Eurobank, 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.

Board members may miss up to 15% of scheduled meetings, but only if a valid excuse is provided.

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. The program aims to:

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

Upon appointment, new Board members also receive a Manual of Obligations, which outlines their core responsibilities towards the Supervisory Authorities and the HoldCo/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 Holdings and Eurobank provide ongoing learning resources to support the knowledge and skill enhancement of all Board members.

3.9 Group Governance Policy

In compliance with the regulatory framework, the Group Governance Policy of Eurobank Holdings and Eurobank 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.

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 Holdings and Eurobank 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.

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.

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 Holdings 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.

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 Other Key Policies

In addition to the above policies, Eurobank Holdings and Eurobank have 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.

4. Shareholders' General Meeting

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

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.

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.

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 of the General Meeting are authenticated by the Chairperson and the Secretary of the meeting, and the standard minority rights outlined in Company Law 4548/2018 apply.

4.1 Information about the Eurobank Holdings General Meetings

4.1.1 Requirements for calling and convening the General Meetings

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 Meeting—are entitled to participate and vote in the HoldCo General Meeting. This Record Date also applies to any Repeat Meeting.

Shareholders are informed in advance about the agenda of each General Meeting, and new technologies are utilized to facilitate their participation. At least 20 days before the meeting, shareholders are provided with access to all necessary information, in full compliance with Greek law.

The Notice of General Meeting includes:

- The date, time, and place of the meeting,
- The agenda items,
- Participation and voting rights, along with the relevant procedures,
- Minority shareholder rights, and
- Relevant documents made available to shareholders.

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

4.1.2 Participation and proxies

Eurobank Holdings facilitates shareholder participation in General Meetings. All shareholders have the right to attend in person or appoint a proxy, who must be designated at least 48 hours before the meeting date.

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

4.1.3 Annual General Meeting (AGM) of the shareholders

The Annual General Meeting of Eurobank Holdings' shareholders was held on July 23, 2024, remotely via teleconference in real-time. Shareholders representing 2,849,603,397 shares out of 3,664,399,104 shares (excluding 52,080,673 treasury shares, in accordance with Article 50(1) of Law 4548/2018) participated, corresponding to 77.76% of the paid-up share capital with voting rights on the agenda items.

The General Meeting:

1. Approved, with a majority exceeding the minimum required by law, the Annual Separate and Consolidated Financial Statements for the financial year 2023, 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 2023, 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 KPMG Certified Auditors S.A. (KPMG) as the statutory auditor for the Annual and Consolidated Financial Statements of the Company for the financial year 2024.
 - (b) The approval of KPMG's fees for the 2024 audit, amounting to €0.3 million.
4. Approved, with a majority exceeding the minimum required by law, the dividend distribution to shareholders, amounting to €342 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 amendment of Articles 8 and 9 of the Company's Articles of Association, updating paragraphs 1 and 2 of Article 8 and paragraph 5 of Article 9.
6. Approved, with a majority exceeding the minimum required by law:
 - (a) The addition of a new Article 11 to the Company's Articles of Association, allowing for the remuneration of Board members through participation in the profits of the respective financial year, in accordance with Article 109(2) of Law 4548/2018.
 - (b) The renumbering of Articles 11, 12, 13, 14, and 15 to Articles 12, 13, 14, 15, and 16, respectively.

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7. Approved, with a majority exceeding the minimum required by law, the distribution of €404,330 to senior management and employees of the Company from the “Special Reserves” account.
8. Approved, with a majority exceeding the minimum required by law:
 - (i) The cancellation of 52,080,673 treasury shares, in accordance with Article 49 of Law 4548/2018.
 - (ii) The reduction of the Company’s share capital by €11,457,748.06, corresponding to the nominal value of the cancelled shares (€0.22 per share).
 - (iii) The amendment of Article 5 of the Company’s Articles of Association to reflect the share capital reduction.
9. 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, three Deputy CEOs, Group Chief Risk Officer, Group Chief Financial Officer, General Manager Group Strategy, General Manager Markets, and CEO of Eurobank Cyprus Ltd & Head of International Activities & Group Private Banking.
10. Approved, with a majority exceeding the minimum required by law, the amendment of the Remuneration Policy for Directors of the Company.
11. Approved, with a majority exceeding the minimum required by law, the remuneration paid to Board members for the financial year 2023, for their roles as Board members and Committee members, and the remuneration to be paid for the financial year 2024.
12. Casted a positive vote on the Remuneration Report for the financial year 2023.
13. Approved, with a majority exceeding the minimum required by law, the amendment of the Nomination Policy for Board Directors.
14. Approved, with a majority exceeding the minimum required by law:
 - (a) The election of the following individuals as Board members, with their term of office expiring on July 23, 2027, extended until the conclusion of the Annual General Meeting of 2027:
 - Konstantinos Vassiliou
 - Alice Gregoriadi
 - George Zantias
 - Stavros Ioannou
 - Fokion Karavias
 - Evangelos Kotsovinos
 - Irene Rouvitha Panou
 - Cinzia Basile
 - Burkhard Eckes
 - John Hollows
 - Rajeev Kakar
 - Bradley Paul Martin
 - Jawaid Mirza
 - (b) The appointment of Alice Gregoriadi, Evangelos Kotsovinos, Irene Rouvitha Panou, Cinzia Basile, Burkhard Eckes, John Hollows, Rajeev Kakar, and Jawaid Mirza as independent non-executive Board members.
15. Approved, with a majority exceeding the minimum required by law:
 - (a) The Audit Committee to function as a Committee of the Board of Directors, composed of Board members.
 - (b) The Audit Committee to consist of five independent non-executive Board members.
 - (c) The term of office of the Audit Committee members to coincide with their term as Board members, expiring on July 23, 2027, extended until the conclusion of the Annual General Meeting of 2027.
16. Was informed on the Annual Activity Report of the Audit Committee for the financial year 2023.
17. Was informed on the Independent Non-Executive Directors’ Report.

All information regarding the AGM of Eurobank Holdings can be found on the Eurobank Holdings website: [Eurobank Holdings AGM 2024](#).

4.2 Information about the Eurobank General Meetings

Following the demerger, Eurobank Holdings became the sole shareholder of Eurobank, holding 100% of its share capital. In accordance with Article 121(5) of Law 4548/2018, a formal invitation to convene a General Meeting is not required if the meeting is attended or represented by shareholders holding the entire share capital and none of them objects to its convening or decision-making.

In this context, the following General Meeting of Eurobank was held.

4.2.1 Annual General Meeting (AGM) of the shareholders

The Annual General Meeting of Eurobank's shareholders was held on July 23, 2024, 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 General Meeting:

1. Approved the Annual Separate and Consolidated Financial Statements for the financial year 2023, along with the Directors' and Auditors' Reports.
2. Approved the overall management for the financial year 2023 and the discharge of the Auditors for the same period.
3. Appointed KPMG Certified Auditors S.A. as Auditors for the financial year 2024.
4. Approved the amendment of Articles 8 and 9 of the Bank's Articles of Association.
5. Approved the addition of a new Article 11 to the Bank's Articles of Association regarding the remuneration of Board members and the renumbering of Articles 11, 12, 13, and 14 accordingly.
6. Approved the distribution of net profits to the senior management and employees of the Bank.
7. Approved, pursuant to Article 86 of Law 4261/2014, a higher than 100% maximum level of the ratio between fixed and variable remuneration for nine executives.
8. Approved the remuneration for the financial year 2023 and the advance payment of remuneration for the Directors for the financial year 2024.
9. Approved the election of a new Board of Directors due to the expiration of the term of the current Board and the appointment of independent non-executive Board members.
10. Determined the type and composition of the Audit Committee.
11. Was informed on the Annual Activity Report of the Audit Committee for the financial year 2023.

5. Board of Directors

5.1 General

The HoldCo/Bank are managed by their respective Boards of Directors (Board or BoD), which bear collective responsibility for their long-term success. The Boards exercise their duties in compliance with Greek legislation, international best practices, their 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.

5.2 Composition of the Board

The members of the Board are elected by the General Meetings of Eurobank Holdings and Eurobank, which determine 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 Meetings also designate the independent non-executive directors.

During 2024:

- The Boards of Directors of HoldCo and Eurobank, by their decisions dated May 30, 2024, and June 28, 2024, following the respective recommendations of the Nomination and Corporate Governance Committees (NomCos) on May 28, 2024, and June 26, 2024, proposed to the Annual General Meetings (AGMs) of July 23, 2024, the appointment of Mr. Evangelos Kotsovinos as an independent non-executive director (iNED) of the BoDs.
- Following the announcement by Mr. Georgios Chryssikos (Non-Executive Director, Vice Chair of the previous Board) regarding his decision not to seek renewal of his term, the necessity of the Vice Chair role was reviewed. The BoDs of HoldCo and Eurobank, in their meetings dated May 30, 2024, and June 28, 2024, following the NomCos' recommendations on May 28, 2024, and June 26, 2024, decided to

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discontinue the role of Vice Chair on the BoDs and certain Committees (NomCo, RemCo, and BDTCo) upon the conclusion of Mr. Chryssikos' term. Going forward, in the event of the Chair's absence or impediment, the most senior iNED present at the meeting—based on tenure—shall assume the Chair's duties.

- Due to the expiration of the Boards' tenure, the AGMs of HoldCo and Eurobank on July 23, 2024, appointed the new Boards 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 the re-election of twelve (12) previous Board members and the election of one (1) new 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.

For efficiency reasons, the composition of HoldCo's BoD is identical to that of Eurobank's BoD.

Following these developments, as of the date of approval of this Statement, the current Boards consist of thirteen (13) directors, categorized as follows:

- Three (3) executive directors,
- Two (2) non-executive directors, and
- Eight (8) independent non-executive directors.

Name	Position	Eurobank Holdings		Eurobank	
		First appointment	End of Term	First appointment	End of Term
Georgios P. Zantias	Chairperson, Non-Executive Director	Mar. 2019	2027	Mar. 2020	2027
Fokion C. Karavias	Chief Executive Officer	Jun. 2014	2027	Mar. 2020	2027
Stavros E. Ioannou	Deputy Chief Executive Officer	Apr. 2015	2027	Mar. 2020	2027
Konstantinos V. Vassiliou	Deputy Chief Executive Officer	July 2018	2027	Mar. 2020	2027
Bradley Paul L. Martin	Non-Executive Director	Jun. 2014	2027	Mar. 2020	2027
Rajeev K. L. Kakar	Non-Executive Independent Director	July 2018	2027	Mar. 2020	2027
Jawaid A. Mirza	Non-Executive Independent Director	Jun. 2016	2027	Mar. 2020	2027
Alice K. Gregoriadi	Non-Executive Independent Director	Apr. 2020	2027	Apr. 2020	2027
Irene Rouvitha Panou	Non-Executive Independent Director	Apr. 2020	2027	Apr. 2020	2027
Cinzia V. Basile	Non-Executive Independent Director	Dec. 2020	2027	Dec. 2020	2027
Burkhard Eckes	Non-Executive Independent Director	Jul. 2023	2027	Jul. 2023	2027
John Arthur Hollows	Non-Executive Independent Director	Jul. 2023	2027	Jul. 2023	2027
Evangelos Kotsovinos	Non-Executive Independent Director	Jul. 2024	2027	Jul. 2024	2027

5.3 CVs of Board members and Secretary

The short CVs of the HoldCo and Eurobank Board members, summarized below, demonstrate that the Boards' 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 HoldCo and Eurobank.

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Additionally, the directorships held by HoldCo and Eurobank Board members as of December 31, 2023, 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 Holdings: 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 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 Holdings: 775,878

Mr. Karavias joined Eurobank in 1997 and served, inter alia, as Member of the BoD of Eurobank Private Bank Luxembourg SA (2012-2022), Senior General Manager, Group Corporate & Investment Banking, Capital Markets & Wealth Management (2014-2015) and Executive Committee Member (2014-2015), General Manager and Executive Committee Member (2005-2013), Deputy General Manager and Treasurer (2002-2005), Head of fixed income and derivative product trading (1997).

In the past, Mr. Karavias had also the following significant posts: Treasurer of Telesis Investment Bank (2000), Head of fixed income products and derivatives in Greece of Citibank, Athens (1994) and has also worked in the Market Risk Management Division of JPMorgan NY (1991).

He currently also serves as Vice Chairman of the Board of Directors of Hellenic Bank Association (HBA) , as Member of the General Council of the Hellenic Federation of Enterprises (SEV) and as Honorary Member of The Greek Tourism Confederation (SETE).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. He has published articles on topics related to his academic research.

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 Holdings: 358,145

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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 BoD of Eurobank Bulgaria AD (since October 2015), Vice-Chairman in Eurobank Cyprus Ltd (since November 2022) and is also the Chairman of the BoD in BE-Business Exchanges SA (since January 2014). He has been appointed as the responsible BoD member of Eurobank Holdings and 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 Holdings: 356,617

Mr. Vassiliou holds several other posts in the Eurobank Group as Chairman of the BoD of Eurobank Factors Single Member SA (since December 2018), Member of the BoD of Eurobank Equities Single Member SA (since March 2015). He also serves as Vice-Chairman of the BoD 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).

In the past, Mr. Vassiliou had also the following significant posts: Country Manager for Greece, Cyprus and the Balkans, Mitsubishi UFJ Financial Group, London (2000-2005) and Senior Relationship Manager, Mitsubishi UFJ Financial Group, London (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 Holdings: 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 Climate Governance Initiative Greece.

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).

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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 Holdings: 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 Commercial International Bank (Egypt), Gulf International Bank Group Board (Bahrain), Gulf International Bank (Saudi Arabia) and is also a Global Advisory Board member at the University of Chicago's Booth School of Business. In the past Mr. Kakar has also served as board member on several international financial institutions/bank boards - eg., 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. and as a Non-Executive Director, of Blue Ant Media Inc

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

Jawaid Mirza-Independent Non-Executive Director

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

Mr. Mirza is a strong proponent and practitioner of international corporate governance and brings with him over 35 years of diversified experience and a solid track record in all facets of financial and risk management, technology, mergers and acquisitions, business turnarounds and operation management.

In the past, Mr. Mirza was also the lead Director with Commercial International Bank of Egypt, as well as Independent Non-Executive Director with South Africa Bank of Athens (Johannesburg). He also served Commercial Bank of Egypt (CIB) as Managing Director & CEO of Consumer Banking and Group COO. Over the

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years, Mr. Mirza has worked with global institutions like Citibank and ABN AMRO Bank Ltd where he held several senior positions as CFO European Region, Managing Director and Chief Operating Officer for Global Private Banking, Asset Management and New Growth Markets, Chief Financial Officer for Asian region including Australia/New Zealand and Middle East. Mr. Mirza led several due diligences for acquiring banks in Europe, Asia, and Latin America. Mr. Mirza was also a member of the Top Executive Group (TEG) of ABN AMRO Bank as well as member of the Group Finance and Group COO Board.

Mr. Mirza also serves as Non-Executive Independent Director of AGT Food & Ingredients (Canada), IDRF (Canada) and as Non-Executive Independent Director of Commercial International Bank (CIB) (Egypt).

Mr. Mirza holds various business management courses from reputable institutions like Queens Business school, Wharton Business school, Stanford Graduate School of Business and is also a member of the Institute of Corporate Directors, 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: Cypriot
- Number of shares in Eurobank Holdings: None

Mrs. Rouvitha Panou is an accomplished international leader with over three decades of cross-border financial experience in strategy, governance, audit, and organizational transformation. She has driven sustainable organizational growth by developing and implementing strategic initiatives, leading corporate turnarounds, enhancing governance frameworks, and fostering innovation, also contributing to the drastic upgrade and digital evolution of key services in Cyprus, a country of strategic importance to Eurobank. Her career spans across Cyprus, the UK, Greece, Romania, Australia, and the USA, demonstrating broad international exposure in banking and financial services.

In the past, she was Chair of the Board of Cyta (Cyprus' leading integrated electronic communications provider) for two consecutive tenures (July 2016-July 2021), Chair of the Management Committee of the Pensions & Grants Fund of the Personnel of Cyta (January 2019-July 2021), 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 Board Committees Chair/Member of 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, among others, as Group Board Director and Board Member of the Group's banking subsidiaries 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.

Mrs. Rouvitha Panou is also a committed board member in academic and philanthropic organizations, serving as a Member of the Board of Trustees of the UK-based Stelios Philanthropic Foundation, a Member of the International Advisory Committee of Komvos Global Hellenism Network, and a Member of the Advisory Council of the School of Economics & Management at the University of Cyprus, focusing on integrating financial industry objectives into academic research priorities. Her leadership at Cyta included effecting major M&A activities and driving key digital transformation projects—such as the early rollout of 5G and Fiber-To-The-Home (FTTH) technologies, smart city initiatives, and significant ESG projects—contributing to the modernization of Cyprus' telecommunications infrastructure.

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 and British

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- Number of shares in Eurobank Holdings: None

Mrs Basile is the Chairperson of Nikko Asset Management Europe (NAME), 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. She serves as Chairman of My Community Bank, where she has driven significant balance sheet growth by leveraging fintech solutions to promote financial inclusion in underserved markets. In addition, she is a Non-Executive Director at several prominent financial institutions, including Zenith Global, and Creditis Servizi Finanziari.

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 Holdings: 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 Holdings: None

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Mr. Eckes served for more than 30 years at PwC as Senior Advisor, PwC Germany and EMEA (Europe, Middle East and Africa) (2022 - 2023), Global Banking and Capital Markets (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 Supervisory Board 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).

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 Parliamentary 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 Wirtschaftsprüfer) (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
- Number of shares in Eurobank Holdings: 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: 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.

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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 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 Holdings (HoldCo) and Eurobank. In cases where a Board member's term has expired, the Board retains the authority to continue managing and representing the HoldCo/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 HoldCo and 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.

For the year 2024, the Nominations and Corporate Governance Committees of HoldCo and Eurobank, in their meetings held on May 28, 2024, and November 26, 2024, 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. 224/23.12.2023 (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.

5.5 Division of responsibilities

At the top level of Eurobank Holdings and 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.

5.5.1 Chairperson

The Chairperson of the HoldCo and Eurobank Boards 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).

5.5.2 CEO

The CEO of HoldCo and 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.

5.5.3 Executive Directors

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

5.5.4 Non-Executive Directors

The Non-Executive Directors are responsible for promoting and safeguarding the interests of HoldCo and 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 HoldCo's and 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 2024, the Non-Executive Directors of HoldCo and Eurobank held meetings on February 29, 2024, and October 23, 2024.

HoldCo and 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.

5.6 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 HoldCo and Eurobank. This manual, endorsed by the respective Boards, is designed to adhere to legal and regulatory corporate governance standards, while also incorporating the relevant provisions of the Articles of Association of HoldCo and Eurobank.

5.6.1 Board Meetings

The Board convenes regularly on a quarterly basis and on an ad hoc basis whenever required by law or the needs of HoldCo and 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 HoldCo or 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.

5.6.2 Dissemination of Information

The 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.

5.6.3 Quorum in the Board Meetings

The 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.

5.6.4 Board Decisions and Minutes

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

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.

5.6.5 Company Secretary

The Boards of HoldCo and Eurobank are 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:

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- 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.

5.7 Attendance of Board members in the Board and Board Committees

In accordance with the HoldCo/Bank Board and Board Committees Attendance Policy (please refer to the relevant section in this report), and within the scope of the HoldCo/Bank 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 28, 2024, and December 16, 2024.

Furthermore, in 2024, the average attendance rate of Directors of HoldCo and Eurobank at Board and Board Committee meetings was as follows:

Company	Meetings		Average ratio of Directors' attendance	
	2024	2023	2024	2023
HoldCo	20	24	98.8%	96.4%
Bank	25	23	98.16%	96.3%

During 2024, 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 2024 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, <i>Chairperson, Non-Executive Director</i>	20	20	100%	25	25	100%
Georgios Chryssikos, <i>Vice-Chairperson, Non-Executive Director¹</i>	11	11	100%	13	13	100%
Fokion Karavias, <i>Chief Executive Officer</i>	20	20	100%	25	25	100%
Stavros Ioannou, <i>Deputy Chief Executive Officer</i>	20	20	100%	25	25	100%
Konstantinos Vassiliou, <i>Deputy Chief Executive Officer</i>	20	20	100%	25	25	100%
Bradley Paul Martin, <i>Non-Executive Director</i>	20	18	90%	25	24	96%
Rajeev Kakar, <i>Non-Executive Independent Director</i>	20	19	95%	25	24	96%
Jawaid Mirza, <i>Non-Executive Independent Director</i>	20	20	100%	25	24	96%
Alice Gregoriadi, <i>Non-Executive Independent Director</i>	20	20	100%	25	25	100%
Irene Rouvitha Panou, <i>Non-Executive Independent Director</i>	20	20	100%	25	25	100%

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Name	Eurobank Holdings Board			Eurobank Board		
	Eligible to attend	Attended in person (# and %)		Eligible to attend	Attended in person (# and %)	
Cinzia Basile, <i>Non-Executive Independent Director</i>	20	20	100%	25	25	100%
Burkhard Eckes, <i>Non-Executive Independent Director</i>	20	19	95%	25	25	100%
John Arthur Hollows, <i>Non-Executive Independent Director</i>	20	19	95%	25	24	96%
Evangelos Kotsovinos, <i>Non-Executive Independent Director</i> ²	9	9	100%	12	12	100%

¹Mr. Georgios Chryssikos decided not to pursue renewal of his term, therefore he remained in HoldCo/Bank BoDs until their Annual General Meetings on 23.07.2024, when the new BoDs were appointed.
²Mr. Evangelos Kotsovinos was appointed as BoD member on 23.07.2024.

The average Director's attendance rates to HoldCo's and Eurobank'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.

5.8 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 HoldCo and Bank External Engagements Policy. 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 2024. This review confirmed that all Board members comply with the provisions of the Law.

5.8.1 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 Member¹

Fokion Karavias – Chief Executive Officer

- Hellenic Bank Association (HBA) – Vice Chairman¹

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 – Chairman²
- Eurobank Cyprus Ltd – Non-Executive Director
- Eurobank Private Bank Luxembourg S.A. – Non-Executive Director²

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- Eurobank Bulgaria AD – Non-Executive Director, Supervisory Board²

Konstantinos Vassiliou – Deputy Chief Executive Officer

- Hellenic Exchanges – Athens Stock Exchange S.A. – Non-Executive Director
- Marketing Greece S.A. – Non-Executive Director¹
- Eurolife FFH General Insurance Single Member S.A. – Vice Chairman, Non-Executive Director³
- Eurolife FFH Life Insurance Single Member S.A. – Vice Chairman, Non-Executive Director³
- Eurolife FFH Insurance Group Holdings S.A. – Vice Chairman, Non-Executive Director³
- Eurobank Equities Investment Firm Single Member S.A. – Non-Executive Director²
- Eurobank Factors Single Member S.A. – Chairman²

Bradley Paul Martin – Non-Executive Director

- Blue Ant Media Inc. – Non-Executive Director
- AGT Food and Ingredients Inc. – Non-Executive Director

Rajeev Kakar – Non-Executive Independent Director

- Gulf International Bank, Bahrain – Non-Executive Director⁴
- Gulf International Bank, Kingdom of Saudi Arabia – Non-Executive Director⁴
- Commercial International Bank (CIB) – Non-Executive Director

Jawaid Mirza – Non-Executive Independent Director

- AGT Food and Ingredients Inc. – Non-Executive Director
- Commercial International Bank (CIB) – Non-Executive Director

Alice Gregoriadi – Non-Executive Independent Director

- Hellenic Blockchain Hub – Non-Executive Director¹
- Climate Governance Initiative – Non-Executive Director

Cinzia Basile – Non-Executive Independent Director

- Creditis Servizi Finanziari S.p.A. – Non-Executive Director⁶
- Brent Shrine Credit Union (trading name My Community Bank) – Non-Executive Chair of the Board¹
- Zenith Service S.p.A. – Non-Executive Director
- Nikko Europe Asset Management – Chairperson, Non-Executive Director⁵
- Nikko AM Global Umbrella Fund – Chairperson, Non-Executive Director⁵
- Fincentro Finance S.p.A. – Non-Executive Director⁶

Irene Rouvitha Panou – Non-Executive Independent Director

- Stelios Philanthropic Foundation – Member of the Board of Trustees¹

Burkhard Eckes – Non-Executive Independent Director

- Solaris SE – Non-Executive Member of the Supervisory Board
- Bank Pictet & Cie (Europe) AG – Non-Executive Member of the Supervisory Board
- Bayerische Landesbank – Non-Executive Member of the Supervisory Board

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 HoldCo Group and, along with directorships in other HoldCo 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.

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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 Nikko Asset Management Group and, along with directorships in other Nikko Asset Management Group companies, is considered one (1) directorship for regulatory purposes.

⁶ Company that belongs to Columbus HoldCo S.à.r.l. Group and, along with directorships in other Columbus HoldCo S.à.r.l. Group companies, is considered one (1) directorship for regulatory purposes.

5.9 Board Role and Responsibilities

The principal duties and responsibilities of the HoldCo/Bank's Board encompass a wide range of strategic, oversight, and governance functions:

- review, guide, and approve the strategy, major plans of action, risk policy, business and restructuring plans, and set performance objectives,
- monitor performance and oversee major capital expenditures, acquisitions, divestitures, and formation of new entities, including special purpose vehicles,
- 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,
- 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,
- monitor and manage potential conflicts of interest among management, board, and shareholders,
- ensure integrity of accounting and financial reporting systems, including independent audit and control systems,
- review and monitor Non-Performing Loans (NPL) and Non-Performing Exposures (NPE) performance,
- 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.

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

5.10 Main issues the Board dealt with during 2024

In 2024, the Boards of HoldCo and Eurobank conducted a comprehensive review of the corporate strategy, the main risks to the business, and the system of internal controls.

The main issues addressed by the Boards of Directors of Eurobank Holdings (HoldCo) and Eurobank in 2024 included the following:

5.10.1 Eurobank Holdings

a) Governance

- Proposed to the Annual General Meeting (AGM) the appointment of a new Board of Directors due to the expiration of the previous Board's term and the designation of independent non-executive members.
- Approved the new composition of Board Committees and their revised Terms of Reference.
- Convened the Shareholders' General Meeting.
- Discussed the 2023 annual evaluation of the Board and Board Committees and reviewed the Action Plan.
- Reviewed the attendance of Directors at Board and Board Committee meetings.
- Non-Executive Directors approved the CEO's performance evaluation for 2023 and his financial and non-financial objectives for 2024.
- Approved key governance policies, including:
 - CEO Succession Planning Policy
 - Board of Directors Diversity Policy
 - Board Nomination Policy (also submitted to the AGM for approval)
 - Board and Board Committees Evaluation Policy
 - Group Governance Policy
 - Related Parties Transaction Policy
 - Key Function Holders Selection and Appointment Policy
 - Anti-Bribery and Corruption Policy
 - External Engagements Policy
 - Insider Dealing Guidelines
 - Conflict of Interest Policy
 - C-Level Succession Planning Policy
 - Senior Management Selection and Appointment Policy
- Addressed remuneration matters, including:
 - Approval by Non-Executive Directors of the Remuneration Policy, the Variable Remuneration Framework, and the Group Variable Remuneration Pool.
 - Proposal to the AGM for approval of the Board and Board Committees' fees for Non-Executive Directors, the Remuneration Policy for Directors, the Remuneration Report for 2023, and the distribution of net profits to senior management and employees.
- Approved HoldCo's Internal Governance Control Manual.
- Received regular updates on Board Committee matters.
- Approved the Board and Board Committees' calendar for 2025.
- Approved and submitted to the AGM the appointment of auditors for the financial year 2024.
- Discussed the 2024 Supervisory Review and Evaluation Process (SREP) assessment.

b) Strategic Issues, Corporate, and Other Actions

- Discussed various strategy matters.
- 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.
- Approved (subject to AGM approval) the dividend distribution for 2023, in line with the approved Dividend Distribution Policy.
- Approved an increase in the aggregate principal amount of notes issued under the Medium-Term Notes (EMTN) program.
- Approved the initiation of the merger process for the absorption of Eurobank Holdings by Eurobank (Project Square).

c) Capital Adequacy

- Approved the 2024 Internal Capital & Liquidity Adequacy Statements (CAS & LAS) as part of the Internal Capital & Liquidity Adequacy Assessment Process (ICAAP & ILAAP 2024).
- Approved the Minimum Requirement for Own Funds and Eligible Liabilities (MREL) Plan 2025-2027.

d) Business Monitoring

- Approved the 2023 annual financial statements and the 2024 interim financial statements.
- Approved the Annual Budget 2025 and the Three-Year Business Plan (2025-2027), including an adverse scenario.

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- Discussed the Annual Budget 2025 and the Three-Year Business Plan (2025-2027), including assumptions for the adverse scenario.
- Reviewed 2024 performance versus budget.
- Discussed business developments and liquidity.
- Approved the Business and Capital Plan Policy and discussed the top-down Business and Capital Plan 2024-2026.

e) Risk Management and Internal Control

- Approved the Group Chief Risk Officer succession plan.
- Acknowledged the annual regulatory reports of Group Compliance and Group Internal Audit on the System of Internal Controls (SIC).
- Reviewed the Independent Triennial Evaluation of the System of Internal Controls (SIC) under Bank of Greece Act 2577.
- Received updates on significant internal audit and compliance issues.
- Reviewed significant legal and regulatory matters.
- Approved the Risk Appetite Framework 2024 and Risk Appetite Statements.
- Approved the Risk Identification and Materiality Assessment (RIMA) Framework and Reports.
- Approved the updated Funding Plan, the Leverage Coverage Ratio (LCR), and the Net Stable Funding Ratio (NSFR) forecast plan (2024-2026).
- Addressed various issues related to Basel Committee on Banking Supervision (BCBS) standard No. 239 (BCBS 239), including:
 - Discussed the action plan for the On-Site Inspection (OSI).
 - Approved the establishment of the Internal Validation Framework for Risk Data Aggregation & Risk Reporting (RRDAR) purposes and its Validation Framework.
 - Approved the BCBS 239 Overarching Framework.
 - Approved the Data Governance Deployment Plan.
- Approved the consolidated Pillar 3 Reports (capital and risk management disclosures) for 2023, Q1 2024, Q2 2024, and Q3 2024.
- Received updates on significant risk issues, including the Group Chief Risk Officer's Annual Report for 2023.
- Reviewed the 2023 Annual Activity Report of the Audit Committee before submission to the AGM.
- Approved new and revised risk policies and plans, including:
 - Revised Non-Financial Risk Management Policy
 - Revised Group Liquidity Risk Policy
 - Revised Market & Counterparty Risk Policy
 - Interest Rate Risk in the Banking Book (IRRBB) & Credit Spread Risk in the Banking Book (CSRBB) Policy
 - Outsourcing Policy

f) Transformation Project

- Received regular updates on the transformation project.

5.10.2 Bank

a) Governance

- Proposed to the Annual General Meeting (AGM) the appointment of a new Board of Directors due to the expiration of the previous Board's term and the designation of independent non-executive members.
- Approved the new composition of Board Committees and their revised Terms of Reference.
- Convened the Shareholders' General Meeting.
- Discussed the 2023 annual evaluation of the Board and Board Committees and reviewed the Action Plan.
- Reviewed the attendance of Directors at Board and Board Committee meetings.
- Non-Executive Directors approved the CEO's performance evaluation for 2023 and his financial and non-financial objectives for 2024.
- Approved key governance policies, including:
 - CEO Succession Planning Policy
 - Board of Directors Diversity Policy
 - Board Nomination Policy (also submitted to the AGM for approval)
 - Board and Board Committees Evaluation Policy

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- Group Governance Policy
- Related Parties Transaction Policy
- Key Function Holders Selection and Appointment Policy
- Anti-Bribery and Corruption Policy
- External Engagements Policy
- Insider Dealing Guidelines
- Conflict of Interest Policy
- C-Level Succession Planning Policy
- Senior Management Selection and Appointment Policy
- AML/CFT and Sanctions Policy
- Non-Executive Directors approved the Remuneration Policy, the Variable Remuneration Framework, and the Group Variable Remuneration Pool.
- Approved the Board and Board Committees' fees for Non-Executive Directors and the distribution of net profits to senior management and employees, which were subsequently submitted to the AGM for approval.
- Reviewed the implementation of the Group Subsidiary Board Remuneration Policy during 2023.
- Approved the Bank's Internal Governance Control Manual.
- Approved the establishment of the Wealth Management Unit and the revised Eurobank Group Organizational Chart.
- Received regular updates on Board Committee matters.
- Approved the Board and Board Committees' calendar for 2025.
- 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 2024.
- Received updates from international banking subsidiaries.
- Approved credit facilities to related parties.

b) Strategic Issues, Corporate, and Other Actions

- Discussed various strategy matters.
- Approved the updated Group Investment and Group Divestment Policies.
- Approved an increase in the aggregate principal amount of notes issued under the Medium-Term Notes (EMTN) program.
- Approved the merger of the Bank with "ADEXA MONOPROSOPI ANONYMI ETAIREIA DIACHEIRISIS KAI EKMETALLEFSIS AKINITON".
- Approved the initiation of the merger process for the absorption of Eurobank Holdings by Eurobank (Project Square).
- Project Hermione: Discussed the Hellenic Bank transaction and approved the Mandatory Tender Offer (MTO).
- Project Hermione II: Approved the acquisition of shares in Hellenic Bank and Demetra.
- Project Hermione III: Approved the acquisition of an additional stake in Hellenic Bank.
- Approved the signing of a binding agreement for the sale and transfer of 95% of the mezzanine and junior notes of the Leon Securitization.
- Approved strategic investments in private equity funds and the creation of a Venture Banking Unit to support these initiatives.
- Approved Arbitration Agreements and authorizations.
- Approved the closure of the Representative Office in Moscow, Russia, and ratified related authorizations.
- Approved the sale of eight (8) real estate properties (Praktiker portfolio).

c) Capital Adequacy

- Approved the 2024 Internal Capital & Liquidity Adequacy Statements (CAS & LAS) as part of the Internal Capital & Liquidity Adequacy Assessment Process (ICAAP & ILAAP 2024).
- Approved the securitization of the Bank's receivables from business and other loan portfolios (Leon) and approved synthetic securitizations (Wave V and Wave VI).
- Approved the Minimum Requirement for Own Funds and Eligible Liabilities (MREL) Plan 2025-2027.
- Discussed the Deferred Tax Credit (DTC) acceleration plans.

d) Business Monitoring

- Approved the 2023 annual consolidated financial statements and the 2024 interim consolidated financial statements.
- Approved the Annual Budget 2024 and the Three-Year Business Plan (2024-2026), including an adverse scenario.
- Discussed the Annual Budget 2025 and the Three-Year Business Plan (2025-2027), including assumptions for the adverse scenario.
- Approved the Group's Non-Performing Exposures (NPE) Targets for 2024-2026 and the NPE Management Strategy.
- Reviewed significant subsidiary activities and strategic priorities.
- Discussed 2024 performance versus budget.
- Reviewed business developments and liquidity.

e) Risk Management and Internal Control

- Approved the Group Chief Risk Officer succession plan.
- Acknowledged the annual regulatory reports of Group Compliance and Group Internal Audit on the System of Internal Controls (SIC).
- Reviewed the Independent Triennial Evaluation of the System of Internal Controls (SIC) under Bank of Greece Act 2577.
- Received updates on significant internal audit issues.
- Reviewed compliance updates, including the Anti-Money Laundering Business Risk Assessment and the Compliance Risk Assessment.
- Received updates on significant legal and regulatory matters.
- Approved the Risk Appetite Framework 2024 and Risk Appetite Statements.
- Approved the Risk Identification and Materiality Assessment (RIMA) Framework and Reports.
- Approved the updated Funding Plan, the Leverage Coverage Ratio (LCR), and the Net Stable Funding Ratio (NSFR) forecast plan (2024-2026).
- Addressed various issues related to Basel Committee on Banking Supervision (BCBS) standard No. 239 (BCBS 239), including:
 - Discussed the action plan for the On-Site Inspection (OSI).
 - Approved the establishment of the Internal Validation Framework for Risk Data Aggregation & Risk Reporting (RRDAR) purposes and its Validation Framework.
 - Approved the BCBS 239 Overarching Framework.
 - Approved the Data Governance Deployment Plan.
- Approved the consolidated Pillar 3 Report (capital and risk management disclosures) for 2023.
- Received updates on credit and NPE-related issues.
- Reviewed significant risk issues, including the Group Chief Risk Officer's Annual Report for 2023.
- Reviewed the 2023 Annual Activity Report of the Audit Committee before submission to the AGM.
- Approved new and revised risk policies, including:
 - Non-Financial Risk Management 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
 - Outsourcing Policy
- Approved the appointment of the Head of Group Internal Audit (Group Chief Audit Executive).

f) Transformation Project

- Received regular updates on the transformation project.

5.10.3 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 26 and 27, 2024, various strategic issues were discussed. Following the meeting, a memorandum was issued summarizing the key discussions.

5.11 Board and Board Committees overall effectiveness assessment

5.11.1 Board and Board Committees Evaluation

In accordance with the HoldCo/Bank Board and Board Committees Evaluation Policy (Section B4), the HoldCo/Bank 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 2024 Internal Evaluation, all thirteen (13) 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 the Boards of HoldCo and Eurobank continued to function effectively in 2023, maintaining a high level of performance similar to the 2022 evaluation.

Strategy Oversight

- Board members expressed a positive impression of the Board's role in strategy, particularly regarding discussions on major investments and transactions, which were viewed as robust and well-structured.

Relationship with Management

- The Board's relationship with management remained strong, with clear delineation of roles between the Board and executive leadership.

Strategic HR and Remuneration

- The Board demonstrated strong oversight of banking culture, ensuring alignment with corporate values and governance principles.

Risk Governance and Internal Control

- The Board maintained high standards in risk governance and internal control.
- Key strengths included robust oversight of internal controls, conflict of interest policies, internal audit, and conflict of interest management.

Board Profile and Composition

- The Board was recognized for its adequate knowledge, skills, experience, and diversity.
- Key strengths included international experience, as well as an appropriate size and structure.

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, particularly in the quality of 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 enhancing the Board's strategic focus to provide greater long-term direction.
- Strengthening the Board's oversight of digital transformation initiatives.
- Improving the monitoring of subsidiary performance, ensuring strategic alignment across the Group.

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

5.11.2 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 HoldCo/Bank Board and Board Committees Evaluation Policy (see the relevant section in this Statement), 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.

5.11.3 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 2024 evaluation of the HoldCo/Bank Board Chairperson remained very strong, consistent with the 2022 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 2023 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 2024 annual assessment 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, 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.

5.11.4 Collective Suitability Assessment

In 2024, 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 Board collectively possesses the necessary knowledge, skills, and experience to understand the business model, strategy, risks, and governance-related matters. The assessment confirmed that the Board is collectively suitable to effectively address these areas.

The evaluation also identified potential areas for improvement in specific 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 HoldCo/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 Board's expertise.

5.12 Directors' Induction and Continuous Professional Development

In accordance with the Directors' Induction and Continuous Professional Development Process, Mr. Evangelos Kotsovinos, who joined the Board in 2024, underwent a comprehensive Induction Program designed to achieve several key objectives, as outlined in Section B8.

Upon his appointment, Mr. Kotsovinos:

- 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 2024, Board members participated in formal training sessions on:

- Challenger Banks and the Competitive Landscape
- Developments and challenges in the new AML supervisory framework
- Corporate Sustainability Reporting Directive (CSRD)

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 Boards of HoldCo and Eurobank are assisted in carrying out their duties by Board Committees, to which they delegate specific responsibilities.

The HoldCo/Bank Board Committees include:

- Audit Committees (ACs)
- Board Risk Committees (BRCs)
- Remuneration Committees (RemCos)
- Nomination Committee (NomCo)
- Bank Board Digital & Transformation Committee (BDTC)

6.1 Governance and Operations of Board Committees

6.1.1 Board Committees' members

The members of HoldCo/Bank Board Committees are appointed by the respective 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 respective 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 HoldCo or 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 HoldCo/Bank ACs and BRCs, 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 their absence, the Vice Chairperson for HoldCo/Bank ACs and BRCs) or the most senior Independent Non-Executive Director present (based on tenure) for HoldCo/Bank RemCos, NomCos, and Bank BDTC, has the casting vote.

The Board is informed whenever an AC 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 HoldCo/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 Committee¹

The primary function of the HoldCo/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,
- the review of the financial reporting process and satisfaction as to the integrity of the HoldCO's Financial Statements, also taking into account the provisions of L. 5164/2024,
- the External Auditors' selection, performance and independence,
- the effectiveness and performance of the Internal Audit 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 Group's / Bank's policy on External Auditors' Independence.

6.2.1 AC Membership/Composition

The HoldCo/Bank's ACs are Committees consisted exclusively by Board members and their compositions have been approved by the General Meetings of the Shareholders (as per the legal framework), following the recommendation of the NomCos to the Boards. The Chairperson of the Committees is appointed by the members of the Committees, while the Committee's members may also appoint a Vice Chairperson.

All AC members have sufficient knowledge in the field of HoldCo/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.

The ACs consist of five (5) independent non-executive Directors of the Board. In particular, the HoldCo/Bank's AC composition is outlined below:

AC Chairperson:	Burkhard Eckes, <i>Non-Executive Independent Director of the Board</i>
AC Vice-Chairperson:	Jawaid Mirza, <i>Non-Executive Independent Director of the Board</i>
AC Members:	Irene Rouvitha Panou, <i>Non-executive Independent Director of the Board</i>
	Rajeev Kakar, <i>Non-Executive Independent Director of the Board</i>
	Alice Gregoriadi, <i>Non-Executive Independent Director of the Board</i>

¹ HoldCo/Bank ACs' Terms of Reference may be found at the HoldCo/Bank websites (www.eurobankholdings.gr & www.eurobank.gr).

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It is noted that in line with the provisions of article 44 of law 4449/2017, as in force, and further to the decision of the HoldCo/Bank's Annual General Meetings of Shareholders as of 23.07.2024 regarding the recomposition of the Audit Committees and more specifically regarding their type, composition and term of office; and the BoDs' decision of 23.07.2024 regarding the membership of the AC, following the relevant recommendations by the NomCos of 28.05.2024, the ACs decided on their constitution and on the appointment of their Chairman.

Compared to the previous ACs' composition and following the recomposition of the ACs on 23.07.2024, the ACs' members increased from four (4) to five (5) members, with Ms. Alice Gregoriadi being the new member of the ACs. In addition, Mr. Burkhard Eckes (previously Vice-Chairperson of the ACs) swapped his AC status with Mr. Jawaid Mirza (previously Chairperson of the ACs) and was appointed Chairperson of the ACs, while Mr. Jawaid Mirza was appointed Vice-Chairperson of the ACs.

6.2.2 AC Meetings

The HoldCo/Bank's ACs meet at least eight (8) times per year or more frequently, as circumstances require, report on their activities to the HoldCo/Bank's Boards on a quarterly basis and submit the minutes of their meetings and the annual Activity Reports (before their submission to the HoldCo/Bank Shareholders' Annual General Meeting) to the HoldCo/Bank's Boards.

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 2024 the attendance details for the Audit Committee were as follows:

<u>Company</u>	<u>Meetings</u>		<u>Average ratio of Directors' attendance</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
HoldCo	15	17	97%	100%
Bank	14	16	98%	100%

The Directors' individual attendance rates at the AC meetings in 2024 were the following:

Name	Eligible to attend	Eurobank Holdings AC		Eurobank AC		
		Attended in person (# and %)		Eligible to attend	Attended in person (# and %)	
Burkhard Eckes, AC Chairperson	15	14	93%	14	14	100%
Jawaid Mirza, AC Vice-Chairperson	15	15	100%	14	14	100%
Irene Rouvitha Panou, AC member	15	15	100%	14	14	100%
Rajeev Kakar, AC member	15	14	93%	14	13	93%
Alice Gregoriadi, AC member	7	7	100%	7	7	100%

It is noted that in 2024, Mr. B. Eckes provided representation proxy for his missed meeting in HoldCo's AC and Mr. R. Kakar provided representation proxies for his missed meetings in HoldCo/Bank's ACs, leading their overall attendance rate (physical and under representation) at 100% in HoldCo/Bank's ACs.

6.2.4 AC's Performance Evaluation

At the 2024 self-evaluation conducted by the AC, its members expressed satisfaction with the committee's structure, effectiveness and leadership. They commented on the AC's efficient use of time and scheduling and the well-structuring meetings that ensure critical issues are addressed appropriately. The Chairperson of the AC was

praised for his ability to ensure continuity and strong guidance during the transition and to encourage critical discussions and inclusive participation.

The evaluation also highlighted opportunities for further enhancement. Members suggested expanding the Committee's mandate to include sustainability oversight, given its growing importance in regulatory and strategic discussions. Strengthening coordination with subsidiary audit committees and addressing cybersecurity and data privacy with regular updates and improved controls were also highlighted as possible priorities. Finally, leveraging technology and analytics to enhance risk identification, mitigation, and audit processes remains another focus area.

6.2.5 ACs' Activity in 2024

For 2024, ACs have amongst others:

Eurobank Holdings

- Decided on their constitution/reconstitution and the appointment of their Chairman.
- Reviewed and approved the Compliance Mandate.
- Approved the annual plans of Internal Audit and Compliance and monitored their progress.
- 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 2023 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, acknowledged the annual Group Compliance report on compliance activities for 2023. This report, along with the AC's assessment, was further submitted to the BoD and subsequently to BoG as required.
- During the first quarter of 2024, discussed and submitted to the Board Risk Committee (BRC) and BoD for acknowledgment, the independent triennial Evaluation of the System of Internal Controls (SIC) conducted by Grant Thornton (Independent Evaluation) in accordance with BoG Act 2577/2006. The Independent Evaluation, along with the AC's assessment, was submitted 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:
 - The revised MiFID II Product Governance Policy.
 - The Group Anti-trust Compliance Policy.
 - The revised Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law.
 - The revised Anti-Bribery and Corruption Policy.
 - The Policy for the Prevention and Detection of Market Abuse.
 - The Insider Dealing Guideline.
 - The revised Conflict of Interest Policy.
 - The revised Code of Conduct and Ethics.
- 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 2023, 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 2024.
- Discussed and approved the Global Group Audit and Assurance Fees for 2024.

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- Approved the External Auditors' Independence Policy and monitored, in line with this policy, the non-audit services provided by the External Auditor in 2024.
- Reviewed and approved the updated External Auditors Tendering Policy and Procedure.
- Reviewed:
 - The eligibility of audit firms for the statutory audit versus IT delivery sourcing for strategic IT projects.
 - The five-year rolling plan (2025-2029) regarding the eligibility of audit firms for the statutory audit of Eurobank Ergasias Services and Holdings Group, as well as potential conflicts of interest with eligible audit firms. This review was conducted in accordance with Greek Law 4449/2017, EU Regulation 537/2014, and the requirements of the International Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA).
- Initiated the External Auditors' tendering process for the Group statutory audit of 2027.
- Assessed the performance of the Internal Auditor and the Head of Compliance/Anti-Money Laundering Reporting Officer for 2023.
- 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 2023.
- Discussed the Annual AC Plan for 2025.
- 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.

Eurobank

- 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.
- 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, including the Compliance Transformation Project.
- Ratified the scoping memo and approved the external advisor (i.e., EY) for the review of Group IA's Risk Assessment and Audit Planning Methodology (External Review). Subsequently, after its completion, the AC approved the External Review and the respective action plan.
- Discussed the quality assessment of the Group Internal Audit activities, covering the operations of the entire Eurobank Group in Greece and its subsidiaries abroad, against the Internal Audit Standards, conducted by an external advisor (i.e., Ernst & Young (EY)). EY identified 12 improvement opportunities, and the AC approved an action plan for their implementation.
- In line with the BoG Act 2577/2006, ensured that an annual evaluation of the System of Internal Controls for the year 2023 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.
- During the 1Q 2024 AC meeting, discussed and further submitted to the Board Risk Committee (BRC) and BoD for acknowledgment, the independent triennial Evaluation of the System of Internal Controls (SIC) per BoG Act 2577/2006 conducted by Grant Thornton (Independent Evaluation). The Independent Evaluation, along with the AC's assessment of the evaluation, was submitted to the Bank of Greece (BoG) as required.
- In line with the BoG Governors Act 2577/2006, reviewed the annual Group Compliance Sector's reports on AML and compliance activities of the Bank for the year 2023. 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.

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- Reviewed and, depending on the case, approved or approved and further submitted to the BoD for approval/information:
 - The revised MiFID II Product Governance Policy
 - The new MiFID II Marketing Communications Policy
 - The revised Appropriateness Assessment Policy
 - The revised Inducements Policy
 - The revised Client/Investor Categorization Policy
 - The revised Suitability Assessment Policy
 - The AML/CFT and Sanctions Policy
 - The Group Anti-trust Compliance Policy
 - The revised Policy for Reporting Illegal or Unethical Conduct or Violations of European Union Law
 - The revised Anti-Bribery and Corruption Policy
 - The Policy for the Prevention and Detection of Market Abuse
 - The Insider Dealing Guideline
 - The revised Code of Conduct and Ethics
 - The revised Conflict of Interest Policy
 - The Order Execution Policy
- 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.
- Discussed with Management, Internal Audit, and External Auditors issues relating to the financial results.
- Discussed/approved (depending on the case) various Group Internal Audit issues, including its staffing, strategy, budget, and training.
- Received an update regarding the gap assessment performed through interviews, workshops, and documentation analysis by an external consultant (i.e., PwC) for the evaluation of the readiness of Eurobank's Group Internal Audit function to conform with Global International Audit Standards (GIAS).
- 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 2023, 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 2024.
- Proposed to the Board and the Annual General Meeting of Shareholders for approval the appointment of the External Auditors for the financial year 2024.
- Approved the External Auditors' Independence Policy and monitored, in line with this Policy, the non-audit services provided by the External Auditor in 2024.
- Received an update on the External Auditor's tendering process for the Group statutory audit of 2027.
- 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 banking subsidiaries' AC Chairs appointed during 2024.
- 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.
- Approved and notified the Board for further submission to the Annual General Meeting the annual AC Activity Report for 2023.
- Discussed the Annual AC Plan for 2025.
- At the BRC meetings that the AC members participated in, discussions included progress reports for the Corporate Sustainability Report Directive (CSRD) Program Implementation, risk issues such as operational risk, IT security risk, and climate-related and environmental risk, the MREL plan, and the Environmental and Social Governance (ESG) Strategy.

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

The 2024 HoldCo/Bank ACs Activity Reports which are also part of the 2024 HoldCo/Bank Annual Financial Reports, refer to the AC activity during 2024, the issues addressed and the sustainability policy.

6.3 Board Risk Committee²

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

- to advise and support BoD regarding the monitoring of overall actual and future risk appetite and strategy, taking into account all types of risks to ensure that they are in line with the business strategy, objectives, corporate culture and values
- to provide BoD with recommendations on necessary adjustments to the risk strategy
- to assist BoD in overseeing the implementation of risk strategy and the corresponding limits set
- to oversee the implementation of the strategies for capital and liquidity management 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 appetite and strategy. 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, climate risk, country risk, reputational risks, conduct risk, risks stemming from strategic projects
- to oversee the progress made to enhance resolvability in accordance with the requirements of the Resolution Authorities (for Bank BRC only).
- to review a number of possible scenarios, including stressed scenarios, to assess how the 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. The BRC should assess the risks associated with the offered financial products and services and take into account the alignment between the prices assigned to and the profits gained from those products and services (for Bank BRC only)
- to provide advice on the appointment of external consultants that BoD may decide to engage for advice or support
- to assess the recommendations of internal or external auditors and follow up on the appropriate implementation of measures taken
- to ensure that an appropriate risk management framework has been developed which is embedded in the decision-making process (e.g. new products and services introduction, risk adjusted pricing, internal risk models, risk adjusted performance measures and capital allocation)
- to define the risk management principles and ensure that there are the appropriate methodologies, modeling tools, data sources and sufficient and competent staff to identify, assess, monitor and mitigate risks
- to set, approve and oversee the implementation of the risk culture, core values and expectations regarding all material risks.

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 appointment of the Chairperson and the Vice-Chairperson shall go through the NomCos' proposal process and approved by the Board.

The BRCs' composition is outlined below:

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

² HoldCo/Bank BRCs' Terms of Reference may be found at the HoldCo/Bank websites (www.eurobankholdings.gr & www.eurobank.gr).

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It is noted that during 2024 and following NomCos' recommendations for the recomposition of the HoldCo/Bank's BoDs Committees, the HoldCo/Bank's BoDs decided on 30.05.2024, 28.06.2024 and 23.07.2024, the following:

- to appoint Messrs. Burkhard Eckes and Evangelos Kotsovinos as new BRC members, in replacement of Ms. Alice Gregoriadi and Mr. Bradley Paul Martin respectively.
- Mr. John Arthur Hollows to swap his BRC status with that of Ms. Cinzia Basile, i.e. Mr. John Arthur Hollows to undertake the position of BRC's Vice Chair (previously held the position of BRC's member) whereas Ms. Alice Gregoriadi to undertake the position of BRC's member (previously held the position of BRC's Vice Chair).

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 2024, attendance details for the Board Risk Committee were as follows,

Company	Meetings		Average ratio of Directors' attendance	
	2024	2023	2024	2023
HoldCo	12	12	95%	100%
Bank	12	13	95%	100%

The Directors' individual attendance rates at the BRC meetings in 2024 were the following:

Name	Eligible to attend	Eurobank Holdings BRC		Eurobank BRC		
		Attended in person (# and %)		Eligible to attend	Attended in person (# and %)	
Rajeev Kakar, BRC Chairperson	12	11	92%	12	11	92%
John Arthur Hollows, BRC Vice-Chairperson	12	11	92%	12	11	92%
Cinzia Basile, BRC member	12	12	100%	12	12	100%
Burkhard Eckes, BRC member since 23.07.2024	5	5	100%	5	5	100%
Evangelos Kotsovinos, BRC member since 23.07.2024	5	4	80%	5	4	80%
Bradley Paul L. Martin, BRC member until 23.07.2024	7	7	100%	7	7	100%
Alice Gregoriadi, BRC member until 23.07.2024	7	7	100%	7	7	100%

It is noted that in 2024, Messrs. Rajeev Kakar, John Arthur Hollows and 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 2024 self-evaluation conducted by the HoldCo/Bank BRCs indicates overall satisfaction among its members regarding the Committee's leadership, participation, and the robustness of discussions. Members of the BRCs expressed satisfaction with the Chairperson's preparedness and ability to guide discussions. Additionally, members of the BRCs are also well-prepared for meetings, ensuring meaningful participation in discussions.

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The evaluation also highlighted opportunities for further enhancement. In particular, enhancements in meeting materials were noted, scoring 4.80, yet further improvements were recommended in areas such as market risk reporting and non-financial risk oversight, particularly operational and cybersecurity risks.

Strengthening oversight of subsidiaries was identified as a priority too, similarly to the Audit Committee. Members highlighted specific areas, such as credit, concentration, and merger-related risks in Cyprus. Sensitivity analyses on consumer lending profitability and the euro's impact on the Bulgarian market were also recommended. Cybersecurity governance and operational resilience emerged as focus areas, with calls for annual deep-dive sessions and greater use of data analytics and stress testing to improve risk identification and mitigation. Coordination with the Audit Committee remained effective but saw a slight decline in its score, moving from 4.80 to 4.60.

6.3.5 BRCs' Activity in 2024

For 2024, the BRCs have, amongst others:

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- 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.

Eurobank

- 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 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:
 - Non-Performing Exposures (NPE) Targets submission for 2024-2026 and the NPE management strategy.
 - 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 & Securitizations Performance Update Report.
 - Risk Appetite Dashboard.
 - Bank's Macro Hedging Strategy Updates.
 - BCBS239 Project, including:
 - Scope of Application and Inventory of Material Risk Reports.
 - Definition of Compliance.
 - Overarching Risk Reporting Framework.
 - Risk Data Aggregation and Risk Reporting (RDARR) Validation Governance Arrangements.
 - Initial Version of the RDARR Validation Framework.
 - Large Groups and Hyper Groups – Degrouping Policy Amendments.
 - Presentations of Large Groups, including METLEN, DEI, GEK, among others.
 - Leveraged Transactions Update & Dashboard.
 - Corporate & Investment Banking (CIB) Industry Sectors Update.
 - 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.
 - Group Chief Risk Officer Succession Plan.
 - Notification for breach of Risk Appetite Statements (RAS) thresholds, specifically:
 - Level 1 KRI: "Operational Risk Losses Ratio" (RAS 47).
 - Level 2 KRI: "Conduct Risk Exposure" (RAS 51), "Regulatory Compliance Risk Exposure" (RAS 52).
 - Hellenic Bank Risk Assurance Analysis.
 - Minimum Requirement for Own Funds and Eligible Liabilities (MREL) Issuance Plan & Targets.
 - Resolvability Self-Assessment Report.
 - Environmental and Social Governance (ESG) Strategy.
 - Key Climate Risk & Environmental (CR&E) Risk Monitoring Indicators & Pillar 3 Benchmarking.
 - Fit-for-55 Climate Risk Stress Test Results.
 - Anti-Money Laundering (AML) Validation – Onboarding and Transaction Monitoring (SIRON).
 - Corporate Sustainability Reporting Directive (CSRD) Governance Gap Analysis Status Update.
 - Double Materiality Impact – Overview.
 - Discussion of the Digital Operational Resilience Act (DORA) Gap Assessment & Results.
 - Semi-Annual Update by the Responsible BoD Member for Climate-Related and Environmental Risks.

6.4 Remuneration Committee ³

The HoldCo/Bank's Boards have delegated to the respective RemCos the responsibilities (a) to provide specialized and independent advice for matters relating to remuneration policy and its implementation at HoldCo/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 HoldCo/Bank undertakes and manages and the required alignment between the HoldCo/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 HoldCo/Bank have the responsibility to approve and periodically review HoldCo/Bank's remuneration policy and oversee its implementation both at Bank and Group level.

The implementation of the HoldCo/Bank remuneration policy is in line with the provisions of Laws 3864/2010, 4261/2014 and Bank of Greece Governor's Act 2650/2012.

The HoldCo/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 HoldCo/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, HoldCo/Bank RemCo ensures that the external consultant is referred in the HoldCo/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 HoldCo/Bank or with members of the HoldCo/Bank's Board individually.

6.4.1 RemCos Membership/Composition

The HoldCo/Bank RemCos consists of five (5) independent non- executive Directors.

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

³ HoldCo/Bank RemCos' Terms of Reference may be found at the HoldCo/Bank websites (www.eurobankholdings.gr & www.eurobank.gr).

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The HoldCo/Bank RemCos' composition is outlined below:

RemCo Chairperson:	Cinzia Basile, <i>Non-executive Independent Director of the Board</i>
Members:	Jawaid Mirza, <i>Non-Executive Independent Director of the Board</i>
	Alice Gregoriadi, <i>Non-Executive Independent Director of the Board</i>
	Irene Rouvitha Panou, <i>Non-Executive Independent Director of the Board</i>
	John Arthur Hollows, <i>Non-Executive Independent Director of the Board</i>

It is noted that during 2024 and following NomCos' recommendations for the recomposition of the HoldCo/Bank's BoDs Committees, the HoldCo/Bank's BoDs decided on 30.05.2024, 28.06.2024 and 23.07.2024:

- to appoint Ms. Irene Rouvitha Panou as new RemCos' member in replacement of Mr. Geroge Chryssikos who decided not to pursue renewal of his term to the new HoldCo/Bank BoDs (that were appointed by the HoldCo/Bank AGMs of 23.07.2024) and Mr. John Arthus Hollows as new RemCos' member
- Following the decision of the discontinuation of Vice Chair's role on the BoDs and certain committees (including HoldCo/Bank RemCos) upon the conclusion of Mr. Georgios Chryssikos' term, Mr. Jawaid Mirza (previous Vice-Chairperson of HoldCo / Bank RemCos) to be appointed in RemCos as member. The Chair's responsibilities to be assumed by the most senior independent non-executive directors present at meetings in the Chair's absence.

6.4.2 RemCos meetings

HoldCo/Bank RemCos meet at least twice a year.

6.4.3 Attendance to the RemCo meetings

During 2023 the attendance details for the Remuneration Committees were as follows:

<u>Company</u>	<u>Meetings</u>		<u>Average ratio of Directors' attendance</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
HoldCo	11	12	100%	97%
Bank	11	12	100%	98%

It is noted that in 2023, representation proxies were provided for all missed meetings in HoldCo/Bank RemCos, leading the overall attendance rate (physical and under representation) at 100% in HoldCo/Bank RemCos.

6.4.4 RemCo's Performance Evaluation

The 2024 self-evaluation conducted by RemCos' members reflects overall satisfaction with the Committees' leadership, preparedness, and agenda management. RemCos' members demonstrate strong preparedness and active engagement and these attributes contribute significantly to the Committees' ability to make informed decisions and provide meaningful input.

The evaluation also highlighted opportunities for further enhancement. Members noted the need for improved material quality, timelier submissions, and deeper discussions on remuneration policies. The Committee's skillset was also highlighted as an area for possible improvement, with recommendations to include more HR expertise to address complex challenges and better align the Committee's work with Eurobank's strategic objectives.

Talent retention emerged as a priority, with members suggesting less reliance on monetary rewards and greater emphasis on career development and linking incentives to growth. Additionally, strengthening governance at subsidiaries was recommended to ensure alignment with Group-level objectives.

6.4.5 RemCos' Activity in 2024

For 2024, RemCos' have amongst others:

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- Proposed to the Board of Directors (BoD) for approval the revised RemCo Terms of Reference.
- Reviewed and proposed to the Non-Executive Directors for approval the Remuneration Policy of the HoldCo.
- 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 Annual Base Salary Framework and the Annual Base Salary Framework for Top Management Roles.
- 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 2023.
- Discussed the remuneration policy implementation at the Group level.
- Discussed the Remuneration Policy Review – Follow-up (for the years 2022 and 2023), 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 2023 & Estimated Fees 2024).
- Proposed to the Board and AGM for approval the Remuneration Report for the financial year 2023.
- 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 2023 and the CEO's Financial and Non-Financial Objectives for 2024.
- Approved the Remuneration Disclosures for 2023.
- Reviewed and proposed to the Board for approval the Board and Board Committees' Attendance Policy.
- 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.
- Received updates on:
 - Initiatives supporting employees on the lowest salary levels.
 - The annual pension component.
 - The Benefits Policy.
 - The Voluntary Exit Scheme effectiveness.
- Discussed the Top Management Remuneration Benchmarking Project.
- Discussed the Annual RemCo Plan for 2025.

Eurobank

- Proposed to the Board of Directors (BoD) for approval the revised RemCo Terms of Reference.
- Reviewed and proposed to the Non-Executive Directors for approval the Remuneration Policy of the Bank.
- Reviewed and proposed to the Non-Executive Directors for approval the Group Annual Base Salary Framework and the Annual Base Salary Framework for Top Management Roles.
- 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 2023.
- Discussed the remuneration policy implementation at both the Bank and Group levels.
- Discussed the Remuneration Policy Review – Follow-up (for the years 2022 and 2023), 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 2023 & Estimated Fees 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 of the Bank for approval the CEO's Performance Evaluation for 2023 and the CEO's Financial and Non-Financial Objectives for 2024.
- Reviewed the implementation of the Board and Board Committees' Attendance Policy.
- Discussed and further submitted to the Board for information the implementation of the Group Subsidiary Board Remuneration Policy across the Group during 2023.

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- Depending on the case, approved or proposed to the Non-Executive Directors for approval various remuneration issues related to international subsidiaries, including the remuneration framework, performance-related variable remuneration, and remuneration increases.
- 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 the Group's banking subsidiaries.
- Received updates on:
 - Initiatives supporting employees on the lowest salary levels.
 - The annual pension component.
 - The Benefits Policy.
 - The Voluntary Exit Scheme effectiveness.
- Discussed the Top Management Remuneration Benchmarking Project.
- Discussed the Annual RemCo Plan for 2025.

6.5 Nomination and Corporate Governance Committee⁴

Eurobank Holdings and the Bank's Boards have delegated to the NomCos 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. The Committees were renamed Nomination and Corporate Governance Committees in order to accurately reflect their expanded purpose.

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,

⁴ HoldCo/Bank NomCos' Terms of Reference may be found at the HoldCo/Bank websites (www.eurobankholdings.gr & www.eurobank.gr).

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- 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.

As far as NomCos of subsidiaries are concerned, neither the HoldCo NomCo nor the Eurobank NomCo replace them. 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 NomCo consists of five (5) non-executive Directors, four (4) of whom are independent Directors, including the Chairperson who may not serve as the Chairperson of the Remuneration Committee. The NomCo composition is outlined below:

NomCo Chairperson:	Irene Rouvitha Panou, <i>Non-Executive Independent Director of the Board</i>
Members:	George Zantias, <i>Non-Executive Director of the Board</i>
	Jawaid Mirza, <i>Non-Executive Independent Director of the Board</i>
	Rajeev Kakar, <i>Non-Executive Independent Director of the Board</i>
	Burkhard Eckes, <i>Non-Executive Independent Director of the Board</i>

It is noted that during 2024 and following NomCos' recommendations for the recomposition of the HoldCo/Bank's BoDs Committees, the HoldCo/Bank's BoDs decided on 30.05.2024, 28.06.2024 and 23.07.2024:

- to appoint Mr. George Zantias as new NomCos' member, in replacement of of Mr. Geroge Chryssikos who decided not to pursue renewal of his term to the new HoldCo/Bank BoDs (that were appointed by the HoldCo/Bank AGMs of 23.07.2024).
- Following the decision of the discontinuation of Vice Chair's role on the BoDs and certain committees (including HoldC/Bank NomCos) upon the conclusion of Mr. Georgios Chryssikos' term, Mr. Jawaid Mirza (previous Vice-Chairperson of HoldCo / Bank NomCoCos) to be appointed in NomCos as member. The Chair's responsibilities to be assumed by the most senior iNED present at meetings in the Chair's absence.

6.5.2 NomCo Meetings

NomCo meets at least twice a year.

6.5.3 Attendance to the NomCo meetings

During 2024 the attendance details for the NomCo were as follows:

Company	Meetings		Average ratio of Directors' attendance	
	2024	2023	2024	2023
HoldCo	10	11	98%	100%
Bank	10	11	98%	100%

Directors' individual attendance rates at the NomCo meetings in 2024 were the following:

Name	Eurobank Holdings NomCo			Eurobank NomCo		
	Eligible to attend	Attended in person (# and %)		Eligible to attend	Attended in person (# and %)	
Irene Rouvitha Panou, NomCo Chairperson	10	10	100%	10	10	100%
Geroge Zantias, NomCo member since 23.07.2024	4	4	100%	4	4	100%
Jawaid Mirza, NomCo Vice- Chairperson until 23.07.2024 and NomCo member since 23.07.2024	10	9	90%	10	9	90%
Rajeev Kakar	10	10	100%	10	10	100%
Burkhard Eckes, NomCo member since 23.07.2024	4	4	100%	4	4	100%
Bradley Paul L. Martin, NomCo member until 23.07.2024	6	6	100%	6	6	100%

It is noted that in 2024, Mr. Jawaid Mirza provided representation proxies for their missed meetings in HoldCo/Bank's NomCos, leading their overall attendance rate (physical and under representation) at 100% in HoldCo/Bank's NomCos.

6.5.4 NomCos' Performance Evaluation

The 2024 self-evaluation conducted by the NomCos indicates overall satisfaction among its members regarding the Committees' structured approach, thorough discussions, and balanced composition. NomCos' members believe that the Committees foster a collaborative and inclusive environment, enabling high levels of participation and open expression of views. The Chairperson of NomCos is reported to be commendable for her dedication and effective guidance.

The evaluation also highlighted opportunities for further enhancement. Areas requiring ongoing focus included senior executive succession planning and talent retention. The Committee emphasized maintaining leadership continuity and resilience across the Group. Enhancing diversity also remains a central effort at both the Board and the Management level, with a focus on attracting candidates with diverse backgrounds, experiences, and perspectives.

6.5.5 NomCos' Activity in 2024

For 2024, NomCos have amongst others:

Eurobank Holdings

- Proposed to the Board of Directors (BoD) for approval the revised NomCo Terms of Reference.
- Reviewed the Board and Board Committees' 2023 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 2023.
- Discussed and proposed to the Board for approval the new composition of the Board Committees and other Board and Board Committees' matters.
- In view of the BoD's tenure renewal in 2024, reviewed the nomination process and proposed to the Board and the AGM for approval the new BoD and AC members.
- 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.

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- Senior Management Selection and Appointment Policy.
- Board Nomination Policy (also proposed to the BoD and AGM for approval).
- Received an update on the HoldCo Group Organizational Chart.
- Proposed to the Board for approval the Internal Governance Control Manual.
- Reviewed and proposed to the Audit Committee and the Board for approval the 2023 Corporate Governance Statement.
- Received quarterly updates on governance-related audit issues.
- Discussed various governance-related issues, including:
 - Overview of key ESG rating agencies (with a focus on the "G" element).
 - Compliance Risk Assessment (CRA) related to the Corporate Governance Framework.
 - Review of the Group's Internal Governance Framework.
- Reviewed, discussed, and approved (depending on the case) various succession planning issues, including:
 - CEO Succession Plan.
 - C-Level Succession Planning.
 - Succession planning for the Group CRO.
- 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.
- Discussed the NomCo Annual Plan for 2025.

Eurobank

- Proposed to the Board of Directors (BoD) for approval the revised NomCo Terms of Reference.
- Reviewed the Board and Board Committees' 2023 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 2023.
- Discussed and proposed to the Board for approval the new composition of the Board Committees and other Board and Board Committees' matters.
- In view of the BoD's tenure renewal in 2024, reviewed the nomination process and proposed to the Board and the AGM for approval the new BoD and AC members.
- 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.
- Reviewed and proposed to the BoD for approval top management changes (General Manager level and above).
- Was informed about the organizational chart of Eurobank and the organizational changes of a functional nature approved by the CEO during the past year.
- Proposed to the Board for approval the Internal Governance Control Manual.
- Received quarterly updates on governance-related issues.
- Discussed various governance-related issues, including:
 - Overview of key ESG rating agencies (with a focus on the "G" element).
 - Compliance Risk Assessment (CRA) related to the Corporate Governance Framework.
 - Review of the Group's Internal Governance Framework.
 - Annual implementation report of the Group Governance Policy by Eurobank's banking subsidiaries.
- Discussed and/or approved various issues regarding significant subsidiaries, including the selection of candidates as Board members of the Group's significant subsidiaries.
- Received and reviewed the annual updates from the NomCo Chairpersons of the Group's banking subsidiaries.
- Reviewed, discussed, and approved (depending on the case) various succession planning issues, including:
 - CEO Succession Plan.
 - C-Level Succession Planning.
 - Succession planning for the Group CRO.

- Approved external engagements for Board members and General Managers/Executive Board (ExBo) members who are not Board members.
- Approved promotions to the Eurobank hierarchical level of General Manager.
- Reviewed the independence of the Independent Non-Executive Directors.
- Reviewed the attendance of Directors at the Board and its Committees.
- Discussed talent development and mobilization practices within Eurobank.
- Discussed the NomCo Annual Plan for 2025.

6.5.6 Board of Directors Diversity

As of 31.12.2024, the representation of the female gender on the Board complied with the provisions of Greek Law, as outlined in the HoldCo/Bank Board Diversity Policy (please refer to the relevant section in this Statement), which mandates a minimum 25% representation. In cases where the result includes a fraction, the percentage is rounded down to the previous integer. This confirms that the HoldCo/Bank is successfully meeting its diversity objectives, particularly regarding gender representation on the Board.

6.5.7 Senior Management Diversity

The Bank/HoldCo has taken significant steps to enhance gender diversity and support career growth for women executives, creating a pipeline of eligible female professionals for the Executive Committee and Board.

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 2024 succession planning exercise, 29% of the total successors' pool were women, demonstrating a strong commitment to gender diversity at senior levels.

Additionally, 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.

The Bank has also launched the third season of the Women in Banking (WiB) programme, following the successful previous seasons. WiB is a talent programme designed to empower women within Eurobank, helping them advance to higher leadership roles, drive transformative change, and advocate for an inclusive work environment. The collaboration among participants from the first, second, and third seasons, with 200 mentors and mentees, has created a strong WiB Community within Eurobank.

The Bank's Human Resources unit continues to explore additional measures to enhance diversity at senior management levels within the Bank/HoldCo. In 2024, Eurobank introduced:

- C-1 succession planning, complementing C-Level succession planning, focusing on key roles reporting to General Managers and BU Management teams, while also emphasizing gender diversity.
- As part of its ESG Strategy, a DE&I awareness training programme for all managers in the Bank to reinforce inclusivity.

6.6 Board Digital & Transformation Committee⁵

The Bank's Board Digital & Transformation Committee (BDTC) is a consultative body that reviews proposals and gives its strategic advice and guidance on such proposals related to the Group's digital, innovation, transformation and cybersecurity, in order to contribute in achieving the vision and strategic goals of the Bank. The BDTC, in carrying out its duties, is accountable to the Bank Board.

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:

⁵ Bank BDTC Terms of Reference may be found at the Bank websites (www.eurobank.gr).

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

It is noted that during 2024 and following Bank NomCo's recommendations for the recomposition of the Bank's BoD Committees, the Bank's BoD decided on 30.05.2024, 28.06.2024 and 23.07.2024 a) to appoint Ms. Cinzia Basile as new BDTC's member, in replacement of Mr. Jawaid Mirza (previous BDTC's member), b) to appoint Mr. Evangelos Kotsovinos as new BDTC's member, in replacement of Rajeev Kakar (previous BDTC's Vice Chairperson) and c) the Vice Chair's role to be discontinued on the BoD and certain committees (including BDTC) upon the conclusion of Mr. Georgios Chryssikos' term and The Chair's responsibilities to be assumed by the most senior independent non-executive director present at meetings in the Chair's absence.

6.6.2 BDTC Meetings

BDTC meets at least twice a year and as each time required, also considering that the annually held Strategy Away Day is a forum in which relevant digital and transformation strategic matters are also discussed, while minutes are kept for all meetings.

6.6.3 BDTC Attendance Rate

During 2024, BDTC held four (4) meetings and the ratio of attendance was 100% (vs. three (3) meetings with ratio of attendance was 94% in 2023).

The Directors' individual attendance rates at the BDTC meetings in 2023 were the following:

Name	Eurobank 's BDTC		
	Eligible to attend	Attended in person (# and %)	
Alice Gregoriadi, <i>BDTC Chairperson</i>	4	4	100%
John Arthur Hollows, <i>BDTC member</i>	4	4	100%
Cinzia Basile, <i>BDTC member since 23.07.2024</i>	1	1	100%
Evangelos Kotsovinos, <i>BDTC member since 23.07.2024</i>	1	1	100%
Stavros Ioannou, <i>BDTC member</i>	4	4	100%
Rajeev Kakar, <i>BDTC Vice Chairperson until 23.07.2024</i>	3	3	100%
Jawaid Mirza <i>BDTC member until 23.07.2024</i>	3	3	100%

6.6.4 BDTC Performance Evaluation

The 2024 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 the importance of fostering dynamic exchanges on emerging digital opportunities, while some Committee members noted areas for improvement in strategic focus, leadership engagement, and meeting structures, particularly regarding major projects.

To strengthen its impact, aligning the Committee's activities more closely with Eurobank's digital transformation objectives is essential, supported by a phased strategy and clear deliverables. Members highlighted the importance of leveraging AI and data to drive innovation, enhance efficiency, and improve customer experience while ensuring robust governance and ethical AI use. Structural refinements, including more focused discussions and streamlined agendas, were also recommended to enhance the Committee's effectiveness.

6.6.5 BDTC's Activity in 2024

In 2024, the BDTC proposed its Terms of Reference (ToR) for BoD approval. Throughout the year, the Committee reviewed updates on the Eurobank Transformation and the Digital Key Performance Indicators (KPIs) Dashboard.

Additionally, the Committee examined the status of Generative AI, the Core Banking System in Eurobank, and new collaboration and communication tools. It was also updated on International Technology / Digital Initiatives in new geographies, toured Eurobank's new premises in Nea Ionia (Campus Project), and noted progress on innovation and customer experience initiatives.

7. Management Committees

As there is neither a regulatory requirement nor a business necessity, the CEO has not established committees at the HoldCo level.

At the Bank level, however, 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 Environmental, Social & Governance (ESG) Management Committee.

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.

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Christos Adam-General Manager, Group Risk Management, Group Chief Risk Officer (Group CRO)

- Year of birth: 1958
- Nationality: Hellenic
- Number of shares in Eurobank Holdings: 287,792

Mr. Adam has been Group CRO since November 2013 and he has served within the Eurobank Group as Deputy General Manager (2005-2013), Head of Group Credit Control Sector (1998-2013) and Senior Account Officer & Senior Manager, Corporate Division (1990-1997). In the past Mr. Adam worked in ANZ Grindlays Greek Branch, he had the position of Account Manager in the Corporate Division.

He holds an MBA in Finance from the University of Michigan, Ann Arbor, USA, with full scholarship from the Fulbright Foundation and a Degree in Economics with Honors from the School of Economics & Political Sciences, University of Athens.

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

- Year of birth: 1973
- Nationality: Hellenic
- Number of shares in Eurobank Holdings: 313,087

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 Holdings: 217,592

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.

Tasos Ioannidis-General Manager Markets & Asset Management, Eurobank SA

- Year of birth: 1968
- Nationality: Hellenic
- Number of shares in Eurobank Holdings: 311,015

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 -

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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 Holdings: 269,681

Mr. Kazakos has also served as CEO of Eurobank Telesis Finance, Deputy CEO of Eurobank Equities, the investment banking and brokerage arm of Eurobank Group (May 2010 – August 2013), Assistant General Manager, Head of Group Strategy & Investment Relations, National Bank of Greece (August 2014 – March 2015), General Manager and Head of the Investment Banking, Restructuring & Capital Investment Division, General Bank, Piraeus Group (September 2013 – July 2014), Senior Executive and eventually Head of the Investment Banking Division, Eurobank Equities and Telesis Bank (January 1998 – May 2010).

He holds an MSc in International Securities, Investment and Banking, International Securities Market Association (ISMA) from the University of Reading, UK and a Degree in Accounting, Faculty of Administration & Finance 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 Holdings: 287,215

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 Holdings: 391,402

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 Management 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

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- Nationality: Greek
- Number of shares in Eurobank Holdings: 130,859

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 Holdings: 214,271

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).

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

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 is in quorum and meets validly when half of its members plus one are present or represented and either the Chairperson or the longest-serving Deputy CEO (if chairing) is present. In determining the number of members for the quorum, fractions, if any, shall not be counted. The ExBo resolutions require a majority vote.

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
- 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

By the date of issuance of the 2024 Corporate Governance Statement, ExBo's self-evaluation for 2024 was in progress. According to ExBo's self-evaluation for 2023, it was determined that its overall performance remained strong in all areas with a slight decrease vs. last year. Members of ExBo discussed the following considerations: i) number of items in the agendas being excessive, ii) Meetings' agenda being more focused on regulatory and operational and less strategic and business oriented and iii) supporting material being lengthy and the necessity of an executive summary.

7.3 Strategic Planning Committee⁶

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.

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.

⁶ Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

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- 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.

By the date of issuance of the 2024 Corporate Governance Statement, SPC's self-evaluation for 2024 was in progress. According to SPC's self-evaluation for 2023, it was determined that its overall performance and all the specific areas of evaluation i.e. the profile and composition, the organization and administration and the key tasks and responsibilities, are strong.

7.4 Management Risk Committee⁷

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.

As part of its responsibility, the MRC, facilitates reporting to the BRC on the range of risk-related topics under its purview.

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 MRC achieves quorum when at least five of its members, including the Chairman, are present. Selected attendees can be invited to the MRC meetings, when the topics for discussion fall under their remit or they have the requisite expertise to constructively participate. The finalized minutes are distributed to the MRC and BRC members.

By the date of issuance of the 2024 Corporate Governance Statement, MRC's self-evaluation for 2024 was in progress. For 2023, it was determined that its overall performance and all the specific areas of evaluation i.e. the profile and composition, the organization and administration and the key tasks and responsibilities, are strong.

⁷ Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

Members reviewed key points raised by the self-assessment exercise, noting that the main issues concern members' attendance and participation, the length of the meeting and the agenda as well as the timely submissions. Members exchanged opinions on how to improve the committee and agreed on the need to educate the presenters to be short and concise so as to allow more time for questions/discussion.

7.5 Group Asset and Liability Committee (G-ALCO)⁸

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 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.

⁸ Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

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- 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 Encumbrance 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

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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 and/or whenever 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.

During 2023 an extensive review and update of G-ALCO's Terms of reference was performed, with the process completed in Q4 2023, while the membership composition also changed. In this context, the committee's performance review was extended to include 2024 for completeness; it was 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 was already implemented for the 2025 scheduled meetings plan.

7.6 Central Credit Committees⁹

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.

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 2024 Corporate Governance Statement, Committee's self-evaluation for 2024 was in progress.

7.7 Troubled Assets Committee¹⁰

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),

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

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

- 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 2024 Corporate Governance Statement, Committee’s self-evaluation for 2024 was in progress. For 2023, 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 and measurable targets 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)¹¹

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. A governance framework assessing the financial and non-financial risks is in place. The PSC approves all new products & services as well as significant modifications in existing ones. The Committee also implements a periodic review of all products and services, according to their risk profile to determine their continuation, modification or discontinuation. 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).

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 2024 Corporate Governance Statement, Committee’s self-evaluation for 2024 was in progress. According to the Committee’s 2023 self-evaluation, its performance was assessed as very strong, it functions effectively, adds substantially to the governance model of the Bank and its Members demonstrate a high level of commitment.

7.9 Sustainability Management Committee (SMC)¹²

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, integrate the elements of the Sustainability Strategy into the Bank’s business model & 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, 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.

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

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

Required quorum for SMC meetings to be effective is eight members. In order to have a quorum, the presence of its Chairperson and a minimum of seven (7) members is required. Decisions on issues are taken by majority. In case of a tie vote, the Chairperson 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 SMC's self-evaluation for 2024, it was determined that it continues to function efficiently and effectively, especially in areas such as monitoring of specific sustainability action plans and assignment of duties to appropriate units for sustainability-related tasks, the composition and balance of knowledge, skills and experience, as well as the meetings cadence and the number of agenda items.

The evaluation highlighted the need to strengthen Committee's oversight of sustainability training and awareness initiatives, remuneration practices that link Sustainability criteria and the sustainability controls and procedures in place.

7.10 Ethics Co¹³

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.

By the date of issuance of the 2024 Corporate Governance Statement, Committee's self-evaluation for 2024 was in progress. Ethics Committee's performance was evaluated for the first time in February of 2023 and it was determined that it functions effectively, especially in the areas of Profile & Composition as well as Organization & Administration. The Ethics Committee encourages critical discussion and a healthy challenging of corporate risk culture.

8. Key Control Functions

As part of its overall system of internal controls, HoldCo/Bank have established a number of dedicated control functions whose main responsibility is to act as independent control mechanisms thus reinforcing the control structure of the HoldCo/Bank. The most important functions and their key responsibilities are described below.

8.1 Internal Audit

8.1.1 Eurobank Holdings

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.

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

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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
- follow up to ascertain that appropriate action is taken on reported audit findings within agreed deadlines [Law 4706/20]
- attend Shareholders' General Meetings [Law 4706/20]
- 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

Group Internal Audit (Group IA) is an independent, objective assurance and consulting function designed to add value and improve the operations of Eurobank and its subsidiaries. Group IA has appropriate organisational structure and resources to ensure that it can fulfil the roles and responsibilities as described in relevant regulations.

Group IA comprises the "Internal Audit", the "Forensic Audit", the "International Audit" and the "Business Monitoring and Organisational Support". IA also has a Quality Assurance, Standards and Methodology (QA), to assess the effectiveness of the Group's internal audit activities and conformance with IIA Standards. QA operates as Centre of Excellence for Audit Standards & Methodology, acting as an advisor to IAG Management in topics related to quality improvement and methodology. In addition, the Data Analytics Centre of Excellence (DAnCoE) of Group IA aims to enhance people skills towards data analytics, enabling the generation of data-driven insights and provide valuable perspectives to Management of the Group.

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

The key assurance and 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 and risk and internal control framework of Eurobank and adherence to the risk appetite framework. In order to form an opinion, IAG 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 controls including improvement of existing policies and procedures
- manage effectively the internal audit process and resources of both IAG and the Internal Audit departments of subsidiaries that are reporting directly to IAG 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 within agreed deadlines [Law 4706/20]
- attend Shareholders' General Meetings [Law 4706/20]

- 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 Supervisory 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 General Divisions 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
- 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
- maintain an open, constructive and cooperative relationship with the Supervisors
- assist and advise Management on the prevention and detection of fraud or defalcation or unethical practices and undertake such special projects as required.

8.2 Risk Management

8.2.1 Eurobank Holdings

As part of its overall system of internal controls HoldCo has 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 provided 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 are 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.)
- advising in the identification, assessment, recording and monitoring of sustainability risk.

8.2.2 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 Validation & Governance, the Group Risk Management Strategy Planning Operations & Sustainability Risk, the Risk Analytics and the Supervisory Relations & Resolution Planning¹⁴.

¹⁴ The Supervisory Relations & Resolution Planning has a dual reporting line to both the Group CRO & the Group CFO

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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.

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).

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.

8.3 Compliance

8.3.1 Eurobank Holdings

Eurobank Holdings Compliance is established with the approval of the Board of Directors and the Audit Committee of Eurobank Holdings. It is a permanent function and independent from Eurobank Holdings' business activities so that conflicts of interests are avoided. In order to safeguard its independence, Eurobank Holdings Compliance reports functionally to the Audit Committee of Eurobank Holdings and for administrative purposes to the CEO¹⁵. The Audit Committee in consultation with the NomCo, proposes 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 is assessed on an annual basis by the AC. The Head of Compliance attends all AC meetings and submits quarterly and annually reports (per regulatory requirements) summarizing Compliance's activity and highlighting the main compliance issues.

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

The main objective of Eurobank Holdings Compliance is to ensure that Eurobank Holdings 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. More specifically, for the regulatory topics within its scope of responsibilities, Eurobank Holdings Compliance is 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.

8.3.2 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 purposes¹⁶ 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.

¹⁵ The administrative reporting line to the CEO does not entail any form of oversight over Compliance. It is rather intended to facilitate the smooth day to day administrative processes

¹⁶ 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

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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,
- 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).

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, outsourcing 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.

8.4 Personal Data Protection

8.4.1 Eurobank Holdings

In the context of Personal Data Protection, Eurobank Holdings has entrusted the following functions to the Bank's Personal Data Protection Unit with the support of Legal where 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 required,
- provision of advice on GDPR policies and related guidelines.

8.4.2 Eurobank

Personal Data Protection Unit assists the Data Protection Officer (DPO) in performing his duties in an independent manner. Key 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.

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)

HoldCo and Eurobank have established key characteristics of their 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.

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, the HoldCo's AC is tasked with reviewing and evaluating the adequacy of the Internal Control System (ICS) of the HoldCo itself. This evaluation is 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 ensures 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 HoldCo/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).

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 HoldCo and Bank Boards of Directors (BoDs) are 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 BoDs 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.

In this context, 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 Bank's 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. The Bank's commitment to address climate change is expressed through quantified objectives, such as its detailed action plan to align its operations, lending and investment portfolios to reach Net Zero by 2050.

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Eurobank has expressed the sustainability aspect of its business through the lens of Impact generation. The Sustainability Strategy has been defined in a holistic approach across two pillars of impact: the operational impact arising from its operational activities and footprint, and the financed impact resulting from the Bank's lending and investing activities to specific sectors and clients. These two pillars of impact aim to capture the essence of the Bank's business effect on the climate, the protection of the natural environment, its contribution to addressing societal challenges at large, the prosperity of its own people, its contribution to raising business capacity in the markets where the Bank operates, and the internal processes that build and secure the confidence of its stakeholders.

Eurobank has designed, approved and currently implements the Sustainability Strategy including targets and commitments along the two key pillars:

A. Operational Impact Strategy

The Operational Impact Strategy defines the Bank's operational sustainability priorities and objectives, and is deployed along three strategic pillars, each of which is supported by a specific objective, commitments and targets:

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

B. Financed Impact Strategy

The Bank's Financed Impact Strategy sets targets and commitments addressing the impact arising from the Bank's lending and investing activities to specific sectors and clients and focuses on:

- Clients' engagement and awareness to adapt their business so as to address climate change challenges.
- Actions for supporting clients in their transition efforts towards a more sustainable economic environment.
- Enablers and tools, such as frameworks and products, to underpin sustainable financing.
- Assessment and management of sustainability material exposures and risks.

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, 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.

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).

10.3 Stakeholders engagement and double materiality assessment

An integral part of Eurobank'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. Eurobank 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 and response for each stakeholder group is included in the Annual Report 2023 – Business & Sustainability.

In 2023, Eurobank marked the early adoption and implementation of the Double Materiality Assessment, highlighting a critical turning point in its sustainability path under the new European Sustainability Reporting Standards (ESRS), which is the key process used to define the Annual Report 2023 – Business & Sustainability content. In this context, the Bank identified, assessed, prioritized and validated the Environmental, Social and Governance (ESG) impacts arising from its activities and also assessed risks and opportunities that may have material financial influence on Eurobank, throughout its value chain. In this context, Eurobank has adopted a forward-thinking approach by incorporating the concept of Double Materiality into its operational and financed activities. The methodology was carried out in 4 phases, namely i. Understanding the organization's context and value chain, ii. Identifying impacts, risks and opportunities (IROs), iii. Assessing impacts, risks and opportunities, and iv. Prioritizing and validating material topics and IROs. 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 2023 – 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 Annual Report 2023 – Business & Sustainability.

Governance

Sustainability at Eurobank is deployed across a Governance structure that addresses both regulatory requirements and voluntary commitments. Board oversight with respect to the Sustainability Strategy is addressed through the inclusion of 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 Sustainability risks and aspects. The 3LoD model enhances risk management and control by clarifying roles and responsibilities within the organization. Eurobank's Sustainability Governance model ensures that the management of relevant Sustainability risks is integrated into the Bank's Three Lines of Defense. 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. The Sustainability Governance structure aims to further enhance effective oversight of sustainability matters at Management / Board level, support the roll out of its Sustainability Strategy and the integration of Sustainability risks.

In that context, the Group Sustainability Risk (GSR) is responsible for managing and monitoring Sustainability risks, for the implementation of the Climate related and Environmental risks roadmap, designing, along with Business and Risk Units, the Financed Impact Strategy and monitoring of its implementation thereof. Moreover, the Eurobank Holdings / Eurobank Boards have assigned an executive member as the responsible Board Member for climate and environmental risks. This member provides updates to the Board Risk Committees (BRC) at least semi-annually. As outlined in their 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, integrates the elements of the Sustainability Strategy and the Net Zero commitments, into Eurobank'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, 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 Bank'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. Finally, Group Sustainability Risk is responsible for managing and monitoring sustainability risks, for acting as a PMO office for implementing the sustainability risks roadmap, and for designing, along with the GSU and Business Units, and monitoring the Financed Impact Strategy.

10.4 Reporting and Transparency

HoldCo/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, environment). The publication is prepared in accordance with the Global Reporting Initiative (GRI) Standards (2021), applying the reporting principles (accuracy, balance, clarity, comparability, completeness, sustainability context, timeliness, verifiability). This reporting approach aims at providing comprehensive and transparent information to stakeholders, relates to Eurobank's response to their expectations and interests, and invests in continuously promoting open dialogue with them. Through the Report, Euroban/HoldCo provide full disclosure on sustainability impacts such as environmental performance, energy and emissions, social impact and corporate governance, information regarding the Bank'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 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 the AA1000 Assurance Standard (version 3) and related Principles for inclusivity, materiality, responsiveness and impact, as per the independent auditor's Limited Assurance Report which is disclosed as part of the Annual Report – Business & Sustainability. In addition, the Holdco/Bank reports disclosures as required by the EU Taxonomy (Regulation (EU) 2020/852 of the European Parliament and of the Council). 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, Holdco/Bank discloses sustainability risk information on a semi-annual basis. Moreover, Eurobank is publishing its Task Force on Climate-related Financial Disclosures (TCFD) Climate - related & Environmental Risk Report on an annual basis. Also, the Bank's GHG financed emissions for loans, bonds and shares positions, following the PCAF methodology, were disclosed.

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, Holdco/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.

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These elements are included and referenced in the Report of the Directors, of which the present Corporate Governance Statement forms an integral part.