

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS

ANNUAL GENERAL MEETING
Tuesday, 23 July 2024, 10:00 a.m.

Remotely via teleconference in real time

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Company will take place in Repeat Meeting on Tuesday, July 30, 2024, at 10:00 a.m., also remotely via teleconference in real time, without the publication of a further invitation.

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1. AGENDA ITEMS

The Board of Directors invites the shareholders of "Eurobank Ergasias Services and Holdings S.A." (Company) to decide upon the following issues on the agenda:

1. Annual Separate and Consolidated Financial Statements for the financial year 2023. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2023 and discharge of the Auditors for the financial year 2023.
3. Appointment of Auditors for the financial year 2024.
4. Dividend distribution and authorizations.
5. Amendment of articles 8 and 9 of the Company's Articles of Association.
6. Addition to the Company's Articles of Association of a new article 11 for the remuneration of the members of the Board of Directors. Renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association.
7. Approval of the distribution of the Company's Net Profits to senior management and employees of the Company.
8. Cancellation of 52,080,673 own shares acquired by the Company under the approved program to repurchase the Company's own shares held by the Hellenic Financial Stability Fund, with the corresponding reduction of its share capital by the amount of €11,457,748.06, according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Association.
9. Approvals according to article 86 of L. 4261/2014.
10. Approval of amendment of the Remuneration Policy for Directors.
11. Approval of the remuneration for the financial year 2023 and of the advance payment of the remuneration for the Directors for the financial year 2024.
12. Remuneration Report for the financial year 2023.
13. Approval of amendment of the Nomination Policy of the Directors.
14. Election of new Board of Directors (itemized ballot) due to the expiration of the term of the current Board and appointment of the independent non-executive members of the Board.
15. Determination of the type and composition of the Audit Committee.
16. Submission of the Annual Activity Report of the Audit Committee for the financial year 2023.
17. Submission of the Independent Non-Executive Directors' Report.

2. SUMMARY OF ITEMS ON THE AGENDA

Note: *The voting rights held by the Company (own shares) shall not be taken into consideration for the purposes of calculating quorum and majority.*

1. Annual Separate and Consolidated Financial Statements for the financial year 2023. Directors' and Auditors' Reports.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The Board of Directors (Board or BoD) proposes to the Annual General Meeting (AGM) the approval of the Annual Separate and Consolidated Financial Statements for the financial year 2023.

The aforementioned financial statements consist of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement as well as the Notes to the Financial Statements. The aforementioned financial statements and the Directors' Report were approved by the BoD on 28.03.2024.

The said financial statements, the Directors' Report and the Auditors' Report for the financial year 2023 are available to the shareholders on the Company's website www.eurobankholdings.g

It is pointed out that, according to the provisions of par. 1 (b) of article 97 of L. 4548/2018, the relevant information regarding cases of conflicts of interest as well as contracts concluded during the financial year 2023 and fall within the provisions of article 99 of L. 4548/2018 has been included and made public in the abovementioned Directors' Report (in the relevant part titled "Information required under L. 4548/2018 (article 97, par.1 (b))").

In addition, the relevant presentation and press release are also available on the Company's website (www.eurobankholdings.gr).

Finally, it is noted that, pursuant to the provisions of the Company Law 4548/2018, the Company is required to form a statutory reserve of at least one-twentieth of its net profits. For the year 2023, a statutory reserve of € 20,340,406.37 was formed.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the Annual Separate and Consolidated Financial Statements for the financial year 2023, as well as the Directors' and Auditors' Reports.

2. Approval of the overall management for the financial year 2023 and discharge of the Auditors for the financial year 2023.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

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The BoD recommends to the AGM the approval of the overall management for the financial year 2023, in accordance with the provisions of article 108 of L. 4548/2018, as well as the discharge of the Auditors for the financial year 2023 according to the provisions of article 117 of L. 4548/2018.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the overall management for the financial year 2023 as well as the discharge of the Auditors for the financial year 2023.

3. Appointment of Auditors for the financial year 2024.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

On Audit Committee's proposal, the BoD recommends to the AGM the reappointment of KPMG Certified Auditors S.A. (KPMG) as the statutory auditor for the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2024.

KPMG intends to assign the statutory audit to its member Mr. Nikolaos Vouniseas (SOEL Reg. No 18701) as statutory auditor and its member Mr. Anastasios Kyriacoulis (SOEL Reg. No 39291) as his substitute, in case of impediment of the statutory auditor.

Finally, it is recommended to the AGM the KPMG's relevant fees for the audit of the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2024 to amount to €0.3 m.

The total fees paid to KPMG for audit and other services rendered during the financial year 2023 for the Company and its Group are analyzed in note 20 and 46 of the 2023 Annual Separate and Consolidated Financial Statements of the Company, respectively, according to the provisions of article 29 of L. 4308/2014.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved:

a) the appointment of the firm KPMG Certified Auditors S.A. (KPMG) as statutory auditor for the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2024; and

b) KPMG's relevant fees for the audit of the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2024 to amount to €0.3 m.

4. Dividend distribution and authorizations.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The Board of Directors taking into account:

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- that the financial year 2023 was a year of strong results and specifically:
 - The consolidated Net Profits were formed at €1,140 m
 - The Return on Tangible Book Value (RoTBV) reached 18.1%
 - Total Capital Adequacy (Total CAD) ratio and Common Equity Tier 1 (CET1) ratio stood at 19.4% and 16.9% of Risk Weighted Assets respectively.
 - The Non-Performing loans (NPEs) ratio was reduced to 3.5%
- the positive macroeconomic outlook as well as that the conditions of articles 158-161 of the Company Law 4548/2018 are met,

proposes the distribution of a gross dividend of €0.09202256 per share with the total distributed amount amounting to €342 m which is subject to withholding tax according to the applicable tax regime.

It is noted that given that the dividend amount corresponding to the treasury shares (AGM item 8) increases the amount of dividend per share distributable to the remaining shares, this entails that the final gross dividend will be adjusted to €0.09333045 per share.

In addition, it is clarified that based on the Financial Statements for the year ended 31 December 2023, which have already been approved by the AGM under agenda item 1, the amount will be distributed from the "Special Reserves" account.

The estimated key dates for the dividend distribution are:

- a. Thursday 25/07/2024: Ex-dividend date (namely the date from which the Company's shares are traded on the Athens Exchange without the right to receive dividend),
- b. Friday 26/07/2024: Dividend beneficiaries record date (namely the date on which all the registered shareholders in the files of the Company's Electronic Securities System shall be identified as beneficiaries of dividend), and
- c. Wednesday 31/07/2024: Dividend Payment date (namely the date on which the dividend cash payment shall commence).

On that day, the dividend will be credited to the bank accounts of those shareholders who have appointed Eurobank S.A. as their operator in the Electronic Securities System. Shareholders who have authorized other operators for the collection of their dividends may collect their dividends from their operators.

It is also proposed that the necessary authorizations for the implementation of the procedural details are provided to the Company's Board of Directors.

Draft proposed resolution on aforementioned item of the agenda:

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The AGM, with a majority exceeding the minimum required by the law, approved the dividend distribution to shareholders, amounting to €342 m, from the "Special Reserves" account and authorized the Board of Directors to do everything necessary or appropriate in the context of the implementation of this decision of the AGM.

5. Amendment of articles 8 and 9 of the Company's Articles of Association.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The BoD recommends to the AGM the amendment of articles 8 and 9 of the Company's Articles of Association aiming to update them, in a way that approaches the role of the Vice Chairperson of the BoD, who may or may not exist, as a potential deputy of the Chairperson. The proposed amendment aims to reflect the possibilities of replacing the Chairperson of the Board of Directors and enhance the effectiveness of the Company's governance.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the amendment of Articles 8 and 9 of the Company's Articles of Association by updating paragraph 1 and 2 of article 8 and paragraph 5 of article 9 (the relevant update of the paragraph appears in track changes mode):

"Article 8 Constitution of the Board of Directors

- 1. The Board of Directors elects a Chairperson ~~Chairman and one up to three Vice Chairmen from~~ among its members. The Board of Directors may also elect a Vice Chairperson or Vice Chairpersons among its members.*
- 2. In case of absence, impediment or non-existence of the ~~Chairman, his tasks (as defined in~~ Chairperson, the ~~provisions of~~ Chairperson's duties, as these emerge from the law or ~~in~~ the articles of association, are ~~executed~~ exercised, in order, by the Vice Chairperson (if such a position exists) or by the most senior independent non-executive ~~Chairman. In case of absence or impediment of the first Vice Chairman, the tasks of the Chairman are executed by the second or third Vice Chairman or by a director – based on tenure - or, in case that more than one such member exists, the Chairperson shall be substituted by the senior in age member among them or who is appointed by a non-executive member that the Board of Directors appoints".~~*

"Article 9 Meetings of the Board of Directors

- 1. Other than at the registered office of the Company, the Board of Directors may convene in the following locations: a) in Greece: in the Municipalities of the Prefecture of Attiki, Thessaloniki, Patra and Heraklio (Crete), b) abroad: in the capital of any European country and c) where the Company has an establishment of business activity or an entity associated with the Company according to the law.*
- 2. The Board of Directors may convene by teleconference.*
- 3. The Chairperson of the Board of Directors chairs its meetings and may appoint a person to act as the Secretary of the Board.*
- 4. In case of co - signature of minutes without meeting, the signatures of the members of the Board of Directors or their representatives may be replaced by an exchange of e-mail or other electronic means.*

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5. Copies or extracts of the minutes of the Board of Directors' meetings are officially issued either by the Chairperson or ~~any of the Vice Chairmen or~~ the Chief Executive Officer or any of the Deputy Chief Executive Officers or the Secretary of the Board, without any other ratification required".

6. Addition to the Company's Articles of Association of a new article 11 for the remuneration of the members of the Board of Directors. Renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The BoD recommends to the AGM the addition of a new article 11 to the Company's Articles of Association, given that, in order to be able to grant to the members of the Board of Directors any remuneration consisting of participation to the profits of the financial year, it is required, in accordance with article 109 par. 2 of Law 4548/2018, apart from the General Meeting taking a decision, that there is also a relevant statutory provision. Consequently, it is proposed the relevant renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association is proposed.

*Draft proposed resolution on aforementioned item of the agenda:
The AGM, with a majority exceeding the minimum required by the law, approved:*

a) the addition of a new article 11 to the Company's Articles of Association, in order to be able to grant to the members of the Board of Directors a remuneration consisting of participation to the profits of the respective financial year in accordance with article 109 par. 2 of Law 4548/2018, which shall read as follows:

"Article 11

Remuneration of the members of the Board of Directors

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

b) The renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association to 12, 13, 14, 15 and 16 respectively.

7. Approval of the distribution of the Company's Net Profits to senior management and employees of the Company.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The Board of Directors taking into account:

- The achievement of the Group's targets
- The financial results and profitability for the financial year 2023

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- The recommendation of the Company's Remuneration Committee

-
proposes the distribution of the total amount €404,330, which will be paid according to the Company's Remuneration Policy. For the more comprehensive information of the Company's shareholders, it is noted that the respective amount that will be distributed to senior management and employees of the subsidiary Eurobank S.A. amounts to € 26,237,474 and will be paid according to the Bank's Remuneration Policy.

It should be noted that according to the legislation in force and the Remuneration Policy for the employees with material impact on the Company's/Bank's risk profile the profit sharing, as well as the other variable remuneration that they receive in the form of stock options rights, is deferred and paid over the next 4-5 years in equal installments, for a percentage ranging from 40% to 70% depending on the individual's position. These payments are subject to "Malus" (reduction of unvested compensation) or "Clawback" (recover of paid compensation) arrangements.

It is clarified that based on the Financial Statements for the year ended 31 December 2023, which have already been approved by the General Meeting (item 1), the amount will be distributed from "Special Reserves" account.

It is noted that the final disposition per beneficiary will be implemented by the relevant bodies and in accordance with the terms and conditions of the corporate internal regulations/procedures and policies.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the distribution of a total amount of €404,330 m to senior management and employees of the Company from the "Special Reserves" account.

8. Cancellation of 52,080,673 own shares acquired by the Company under the approved program to repurchase the Company's own shares held by the Hellenic Financial Stability Fund, with the corresponding reduction of its share capital by the amount of €11,457,748.06, according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Association.

Required quorum: 20% of share capital

Required quorum of Repeat Meeting: no minimum

Required majority: 50% + 1 of votes (present in person or by proxy)

The BoD proposes that the AGM approves, in accordance with article 49 of Law 4548/2018, the cancellation of 52,080,673 treasury shares of nominal value of €0.22 each held by the Company and the corresponding amendment of article 5 (Share Capital) of the Articles of Association ("Cancellation").

The aforementioned shares were acquired by the Company in October 2023 at a price of €1.80 per share, under the approved by the 20.07.2023 Shareholders' General Meeting buy-back of all Company's shares owned by the Hellenic Financial Stability Fund ("Fund"), having as a result the Company to be the first banking group without the participation of the Fund.

In accordance with article 49 of Law 4548/2018, the Company may use the own shares for distribution to personnel or/and members of its Management or/and any affiliated company or/and reduction of share capital.

The BoD, based on the best interest of the shareholders, proposes the cancellation of the treasury shares, which represent 1.40% of the share capital of the Company.

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Following the Cancellation the Company will not hold any treasury shares.

Following the aforementioned, the total share capital of the Company will amount to €806,167,802.88 divided into 3,664,399,104 common voting shares of nominal value of €0.22 each.

Draft proposed resolution on aforementioned item of the agenda:

The AGM with a majority exceeding the minimum required by the law:

1) Approved (i) the cancellation, in accordance with article 49 of Law 4548/2018, of 52,080,673 treasury shares of the Company of nominal value €0.22 each; (ii) the subsequent reduction of the Company's share capital by € 11,457,748.06, resulting by multiplying the total amount of own shares for cancellation, according to the above mentioned (under (i) above), by the nominal value of the share (i.e. 52,080,673 shares x €0.22 per share) and (iii) the amendment of article 5 of the Company's Articles of Association, to reflect the share capital decrease, as follows:

(i) Paragraph 1 of article 5 (defining the total amount of the share capital) is amended as follows:

1. The share capital of the Company amounts to €806,167,802.88 divided into 3,664,399,104 common voting shares of a nominal value of 0.22 euro each.

(ii) A new subparagraph 2.74 is added to paragraph 2 of article 5 as follows:

2.74. By decision of the Annual General Meeting of the Shareholders of the Company held on 23^d July 2024, the share capital was decreased by the amount of 11,457,748.06 euros, through the cancellation of 52,080,673 Company's own shares, of a nominal value of 0.22 euro each, which had been acquired by the Company, under the buy-back of all its shares owned by the Hellenic Financial Stability Fund. This share capital decrease was effected by cancellation of shares of a total nominal value equal to the decrease.

Following the above decrease, the share capital of the Company was reduced to 806,167,802.88 euros and the total number of shares to 3,664,399,104, of a nominal value of €0.22 euro each.

2) Authorized the Board of Directors to do everything necessary or appropriate in the context of the implementation of this decision of the AGM.

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9. Approvals according to article 86 of L. 4261/2014.

Required quorum:	50% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	66% + 1 of votes (present in person or by proxy)

Following the recommendation of the Remuneration Committee, the BoD proposes to the AGM to approve, pursuant to the provisions and following the procedure of article 86 of L. 4261/2014, a higher than 100% maximum level of the ratio between the fixed and variable components of remuneration for the following nine (9) executives:

1. Chief Executive Officer (CEO): 175%
2. Deputy CEO, Group Chief Operating Officer (COO) & International Activities: 149%
3. Deputy CEO, Head of Corporate & Investment Banking: 149%
4. Deputy CEO, Head of Retail & Digital Banking: 128%
5. General Manager Group Risk Management, Group Chief Risk Officer (Group CRO): 129%
6. General Manager Group Finance, Group Chief Financial Officer (Group CFO): 129%
7. General Manager Group Strategy: 129%
8. General Manager Markets: 117%
9. CEO of Eurobank Cyprus Ltd & Head of International Activities & Group Private Banking of Eurobank S.A.: 180%

For the proposed higher ratios of variable remuneration the responsibilities of the specific executives as well as the variable remuneration paid in the banking sector, but also in businesses of other important sectors of the economy, in Greece and abroad, were taken into consideration. The aforementioned are senior executives with responsibility for the overall course of the Group, inside and outside Greece. The proposed ratios of variable remuneration are also provided for retention purposes, as recognition of their strong commitment to the Group's results.

The proposed variable remuneration will be paid based on the Remuneration Policy: 50% in cash, through profit sharing (item 7 above), and 50% in the form of stock options (in accordance with the 5-years Stock Options Plan approved by the General Meeting on 28.07.2020). The CEO will receive 30% of the total variable remuneration upfront, and the remaining 70% will be deferred and paid over the next 5 years in equal installments. The same deferral period applies to the other senior executives for 60% of their total variable remuneration.

It is noted that the total deferred variable remuneration is subject to "Malus" (reduction of unvested compensation) or "Clawback" (recover of paid compensation) arrangements.

The proposed variable remuneration is gradually recognized in the financial results and included in the 3-year Business Plan approved by the BoD, as well as in the ICAAP report submitted to the regulator, both resulting that a sound capital base is maintained with projected capital ratios substantially higher than the regulatory requirements. It is also noted that the portion of variable remuneration paid through stock options does not burden the net worth and capital base on the contrary, it strengthens it by the amount of the exercised stock options.

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Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved, pursuant to the provisions and following the procedure of article 86 of l. 4261/2014, a higher than 100% maximum level of the ratio between the fixed and variable components of remuneration for the above nine (9) executives, as proposed hereinabove by the BoD.

10. Approval of amendment of the Remuneration Policy for Directors.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Following the recommendation of the Remuneration Committee, the BoD proposes to the AGM to approve the amendment of the Remuneration Policy for Directors ("Policy"), which has been approved by the AGM of the shareholders of the Company on 20.07.2023 pursuant to the provisions in articles 110 and 111 of L. 4548/2018, for updating purposes, particularly to the following points:

- Omission of the requirements of the provisions related to Law 3864/2010 and the special rights of the HFSF provided for in this Law due to the divestment of the HFSF from Eurobank Holdings.
- Omission of the position of the Vice Chairperson at the Board of Directors, Nomination & Corporate Governance Committee, Remuneration Committee and Board Digital & Transformation Committee.
- The accumulated fees of the Non-Executive Directors of the Board may be awarded, following a General Meeting decision, either from operating expenses or through participation to the profits of the financial year.

Draft of the revised Policy is available in the Company's website (www.eurobankholdings.gr).

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the amendment of the Remuneration Policy for Directors of the Company.

11. Approval of the remuneration for the financial year 2023 and of the remuneration to be paid for the financial year 2024 for the Directors.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

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Following the recommendation of the Remuneration Committee, the BoD proposes to the AGM to approve:

1) The remuneration paid during the financial year 2023 to the Board members, for the execution of their duties as Board members and as members of the Board Committees, of a total gross amount of €1,346,608, as these had been approved by the Annual General Meeting of shareholders of the Company on 20.07.2023.

2) The payment of the remuneration to the Board members from 23.07.2024 onwards proportionally, as follows:

i) annual gross remuneration (including Eurobank S.A. contribution to the Eurobank Group's Occupational Insurance Fund (Pension Scheme)) amounting to €350,000 to the Chairman of the Board for executing his relevant duties. It is noted that the said remuneration of the Board Chairman includes the remuneration related to the execution of his duties as non-executive member (2.ii below) and as member of Board Committees (2.iii below);

ii) annual gross remuneration amounting to €70,000 to each non-executive Board member;

iii) annual gross remuneration to the non-executive Board members for executing their duties as members of the Board Committees, as follows:

- to the Chairperson of the Audit and Board Risk Committees €60,000
- to the Vice Chairperson of the Audit and Board Risk Committees €35,000
- to each member of the Audit Committee and Board Risk Committee €17,500
- to the Chairperson of the Nomination & Corporate Governance Committee and the Remuneration Committee €40,000
- to each member of the Nomination & Corporate Governance Committee and the Remuneration Committee €15,000
- to the Chairperson of the Board Digital and Transformation Committee €30,000
- to each member of the Board Digital and Transformation Committee €10,000.

It is also noted that remuneration is paid only to the non-executive Board members who do not hold an employment relationship or a salary assignment relationship with the entities of the Company's Group.

It is noted that, due to same composition of the Board of the Company with the Board of its subsidiary "Eurobank S.A." ("Bank") and of the Board Committees of these companies (either such Committees function in the Company or not), the Directors shall be paid solely by one of the two entities, and more precisely by the Bank.

It is understood that in case the above-mentioned positions are not held throughout the entire financial year of 2024, an amount corresponding to the respective period will be paid.

All fees/remuneration of the Board members are consistent with the Remuneration Policy for Directors and the relevant provisions of the law.

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Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the remuneration paid during the financial year 2023 to the Board members, for the execution of their duties as Board members and as members of the Board Committees, and the payment of the remuneration to the Board members for the financial year 2024, as proposed hereinabove by the BoD.

12. Remuneration Report for the financial year 2023.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Board's proposal/comment on the above agenda item:

Following the recommendation of the Remuneration Committee, the BoD submits for discussion and vote to the AGM the Remuneration Report ("Report") for the financial year 2023, in accordance with article 112 of L. 4548/2018.

The Report includes a comprehensive overview of the total remuneration paid to the members of the BoD for the financial year 2023, as prescribed by article 112 of L. 4548/2018.

The Report is and will remain available on the Company's website (www.eurobankholdings.gr) for a period of ten (10) years, as required by law.

In addition, the auditors of the Company audit whether and to what extent the Remuneration Report contains the information specified in the law. For this purpose, the relevant Remuneration Report submitted according to the above includes the relevant Audit Report of the auditing company "KPMG Certified Auditors S.A.".

It is noted that, according to paragraph 3 of article 112 of L. 4548/2018, the shareholders' vote on the Report is advisory. The BoD will explain in the following Remuneration Report the way the advisory vote at the AGM has been taken into account.

13. Approval of amendment of the Nomination Policy of the Directors.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

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On Nomination & Corporate Governance Committee's proposal, the BoD recommends to the AGM to approve the amendment of the Nomination Policy of the Directors of the Board, which has been approved by the AGM of the shareholders of the Company on 20.07.2023 pursuant to the provisions of article 3 par. 3 of L. 4706/2020, for updating purposes, in order to take into account the provisions of the recent Executive Committee Act of the Bank of Greece No 224/21.12.2023 relating to the "Assessment of suitability for the taking up of a post as a member of the Board of Directors and as a key function holder", which adopts the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06) that were already taken into account by the current version of the Policy. In addition, the references to Law 3864/2010 were deleted, since after the divestment of the HFSF from the Company, the Company is not obliged to apply the eligibility criteria defined in this law.

Draft of the revised Policy is available on the Company's website (www.eurobankholdings.gr).

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the amendment of the Nomination Policy of the Directors of the Board.

14. Election of new Board of Directors (itemized ballot) due to the expiration of the term of the current Board and appointment of the independent non-executive members of the Board.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

According to the resolutions of the Annual General Meeting of Shareholders dated 23.07.2021, the Board's term of office expires on 23.07.2024, prolonged until the end of the period when the Annual General Meeting for the year 2024 will take place.

In view of the above, the AGM is required to elect a new Board of Directors, defining also its term of office, and appoint the independent non-executive members of the Board.

In this context, on Nomination and Corporate Governance Committee's proposal, the Board recommends to the AGM the election of a new Board of Directors with three years term (prolonged until the end of the period the Annual General Meeting for the year 2027 will take place), as outlined below (in alphabetical order):

1. Konstantinos Vassiliou – *Re-election*
2. Alice Gregoriadi – *Re-election*
3. George Zanas – *Re-election*
4. Stavros Ioannou – *Re-election*
5. Fokion Karavias – *Re-election*
6. Evangelos Kotsovinos – *New member*
7. Irene Rouvitha Panou – *Re-election*
8. Cinzia Basile – *Re-election*
9. Burkhard Eckes – *Re-election*
10. John Hollows – *Re-election*
11. Rajeev Kakar – *Re-election*
12. Bradley Paul L. Martin – *Re-election*
13. Jawaid Mirza – *Re-election*

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The above proposal comprises the re-election of twelve (12) current Members of the Board as well as the election of one (1) new Member (Mr. Evangelos Kotsovinos), all on an individual basis (itemized ballot).

Short resumes of the candidate Board members are outlined below (in alphabetical order), as well as justification of the proposal and ascertainment of fulfilment of their suitability criteria.

1. Konstantinos Vassiliou – Re-election

Curriculum Vitae: He holds several posts in the Eurobank Group as Deputy CEO, Head of Group Corporate & Investment Banking of Eurobank Holdings, 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.

Justification of the Proposal

Mr. Vassiliou is member of the BoD and Deputy CEO since 2018. He is a highly expert professional with extensive expertise in corporate and investment banking and wealth management. He has a high understanding of project finance, deposits, and mutual funds. Mr. Vassiliou excels in managing major subsidiaries like Eurobank Cyprus Ltd and Eurobank Private Bank Luxembourg S.A.. His proficiency in solvency, asset quality, and credit risk is notable, as is his understanding of country risk. He has a solid grasp of retail banking, mortgages, and corporate, SME, and SB loans. Mr. Vassiliou's expertise extends to bancassurance, digital banking, AML risk, cybersecurity risk, and other non-financial risks. He is expert in setting up and assessing the compliance function and internal models. His ability to assess the setup and operation of Human Resources, set the tone at the top, and manage succession planning is also commendable. Mr. Vassiliou is known for his commitment to high social, ethical, and professional standards and his ability to effectively manage processes and tasks.

Ascertainment of fulfilment of suitability criteria

Mr. Vassiliou meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company and specifically, he has sufficient knowledge and skills, he is distinguished for his ethics, good reputation, integrity and objective judgment, while he devotes sufficient time to perform his duties. From his engagement with the Company affairs until today, no conflict of interest or weakness in the decision-making process has been identified. As Deputy CEO, he demonstrates the ability to handle a wide range of complex business issues making significant decisions which are aligned with the corporate values and at the same time serve the long-term interests of the Company.

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2. Alice Gregoriadi – Re-election

Curriculum Vitae: She serves as an Affiliate Partner – Management Consultant at True North Partners LLP, London, UK. In the past, Ms. 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, UK (2019), an Executive Certification on eCommerce from the Darden School of Business, Virginia University, USA (2000) and a BSc in Business Administration from the American College, Athens (1987-1990).

Justification of the Proposal

Ms. Gregoriadi is a highly expert Board member with extensive expertise in retail banking, wealth management, and mortgages. She excels in consumer lending, corporate, SME, and SB loans, and deposits. Ms. Gregoriadi is proficient in overseeing major subsidiaries like Eurobank Cyprus Ltd and Eurobank Bulgaria A.D.. Her expertise extends to solvency, asset quality, and credit risk. She has a strong understanding of project finance, mutual funds, and bancassurance. She excels in overseeing treasury sales and equities, brokerage, and private equity. Her proficiency in market risk, interest rate risk, operational risk, business risk, and real estate risk is notable. She is expert in overseeing AML risk, cybersecurity risk, and other non-financial risks. She is adept at setting the risk strategy and developing strategy and business models. Her ability to oversee processes and tasks, set the tone at the top, and develop the institution's culture highlights her leadership qualities. Ms. Gregoriadi's commitment to succession planning and maintaining high social, ethical, and professional standards is commendable.

Ascertainment of fulfilment of suitability & independence criteria

Ms. Gregoriadi meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Regarding the selection of the candidate as an independent Board member, it is stated that she meets the independence criteria stipulated in a) article 9 of Law 4706/2020, b) the European Commission Recommendation 2005/162 "on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board" and c) the Executive Committee Act of the Bank of Greece No 224/21.12.2023, which adopted the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06), and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

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3. George Zanias – Re-election

Curriculum Vitae: 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), as well as 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-March 2019). He holds a Doctorate from Oxford University (1983), an M.Sc. in Agricultural Finance from the University of Reading (1980) and a B.Sc. in Finance from the Athens University of Economics and Business (1978).

Justification of the Proposal

Mr. Zanias demonstrates extensive expertise across multiple areas. His top strengths include a deep understanding of Greece's business environment, mortgages, and deposits. He excels in managing credit risk, operational risk, and AML risk, reflecting his strong risk management capabilities. Mr. Zanias is proficient in assessing the setup and functioning of Human Resources and leads effectively in overseeing processes and tasks. He is known for setting a consistent tone at the top and developing the institution's culture. His insights into digital banking and major subsidiaries like Eurobank Cyprus Ltd and Eurobank Bulgaria A.D. are commendable. Mr. Zanias also shows proficiency in corporate, SME, and SB loans, mutual funds, solvency, and asset quality. He excels in market risk and other non-financial risks, such as reputational and conduct risks. His strength in succession planning and maintaining high social, ethical, and professional standards further solidifies his leadership role.

Ascertainment of fulfilment of suitability criteria

Mr. Zanias meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Specifically, he has significant knowledge and skills, he is distinguished for his ethics, good reputation, integrity and objective judgment, while he devotes sufficient time to perform his duties. From his engagement with the Company affairs until today, no conflict of interest or weakness in the decision-making process has been identified. As a non-executive Chair, he ensures the proper operation of the Board and the objective monitoring of the Executive Directors.

4. Stavros Ioannou – Re-election

Curriculum Vitae: Mr. Ioannou holds several other posts in the Eurobank Group as 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, BE-Business Exchanges SA (since January 2014). Group Private Banking is also in the area of his responsibilities since 2019, while he has also 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: 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.

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Justification of the Proposal

Mr. Ioannou is member of the BoD and Deputy CEO since 2015. He is a versatile Board member with strengths in retail banking, wealth management, and digital banking. His expertise spans major subsidiaries like Eurobank Cyprus Ltd, Eurobank Bulgaria A.D., and Eurobank Private Bank Luxembourg S.A.. Mr. Ioannou has a solid understanding of mortgages, consumer lending, and corporate, SME, and SB loans. He excels in managing deposits, mutual funds, and the setup and functioning of Human Resources. His knowledge extends to corporate and investment banking, project finance, and bancassurance. He is proficient in treasury sales and equities, brokerage, and private equity. His expertise in solvency, asset quality, and credit risk is commendable, as is his understanding of market risk and operational risk. Mr. Ioannou's ability to manage business risk, real estate risk, AML risk, cybersecurity risk, and other non-financial risks highlights his comprehensive risk management capabilities. He is adept at setting the risk strategy, managing processes and tasks, and fostering an inclusive decision-making environment.

Ascertainment of fulfilment of suitability criteria

Mr. Ioannou meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company and specifically, he has significant knowledge and skills, he is distinguished for his ethics, good reputation, integrity and objective judgment, while he devotes sufficient time to perform his duties. From his engagement with the Company affairs until today, no conflict of interest or weakness in the decision-making process has been identified. As Deputy CEO, he demonstrates the ability to handle a wide range of complex business issues making significant decisions which are aligned with the corporate values and at the same time serve the long-term interests of the Company.

5. Fokion Karavias – Re-election

Curriculum Vitae Mr. Karavias joined Eurobank in 1997 and served, inter alia, as 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 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 several articles on topics related to his academic research.

Justification of the Proposal

Mr. Karavias is member of the BoD and Deputy CEO since 2014. He brings a wealth of knowledge to the board, particularly in retail banking, corporate and investment banking, and global markets. He has a profound understanding of wealth management, investment property, and digital banking. His expertise extends to remedial servicing, mortgages, consumer lending, and corporate, SME, and SB loans. Mr. Karavias is expert in project finance, deposits, and mutual funds, and has significant experience with major subsidiaries like Eurobank Cyprus Ltd and Eurobank Bulgaria A.D.. His knowledge in solvency, asset quality, and credit risk is outstanding. Mr. Karavias also excels in managing market risk, operational risk, and business risk. He is adept at setting the risk strategy and developing strategic projects and inorganic actions. His ability to communicate effectively about strategy and chair internal decision-making bodies highlights his leadership qualities. Mr. Karavias's commitment to setting the tone at the top and fostering an inclusive decision-making process is notable.

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Fulfilment of Suitability Criteria

Mr. Karavias meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company and specifically, he has significant knowledge and skills, he is distinguished for his ethics, good reputation, integrity and objective judgment, while he devotes sufficient time to perform his duties. From his engagement with the Company affairs until today, no conflict of interest or weakness in the decision-making process has been identified. As CEO, he demonstrates the ability to handle a wide range of complex business issues making significant decisions which are aligned with the corporate values and at the same time serve the long-term interests of the Company.

6. Evangelos Kotsovinos – New member

Curriculum Vitae: Mr. Kotsovinos is a Vice President and General Manager at Google, where he leads teams focused on data management, data protection, privacy, and risk governance across the company. Mr. Kotsovinos and his teams help protect data of 5 billion users and enable Google to comply with the requirements of its global regulators. He was previously Global Head of Infrastructure at American Express, responsible for the company's technology platforms and teams that powered all lines of business. Prior to that he served as Asia CIO at Morgan Stanley, where he managed all technology services and resources in the region. Mr. Kotsovinos began his career as a Senior Research Scientist with Deutsche Telekom Laboratories and is a recognized leader in cloud computing, having led the team that developed one of the first cloud computing systems in the early 2000s at the University of Cambridge. He holds a Doctorate in Computer Science from the University of Cambridge and a Master's in Finance from London Business School.

Justification of the Proposal

Mr. Kotsovinos brings extensive expertise in technology, privacy, data management and regulatory compliance, coupled with a diverse international background. Throughout his career, Mr. Kotsovinos has demonstrated leadership and strategic vision in prestigious organizations. At Google, he serves as Vice President of Engineering and General Manager, where he leads transformative efforts in privacy and data management to ensure compliance with the EU's Digital Markets Act. Prior to his tenure at Google, Mr. Kotsovinos worked at American Express as Senior Vice President. There, he was instrumental in driving a substantial increase in cloud adoption and ensuring operational resilience during the pandemic. His strategic skills were further showcased during his time at Morgan Stanley, where he enhanced business value and optimized costs.

Ascertainment of fulfilment of suitability & independence criteria

Mr. Kotsovinos meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Regarding the selection of the candidate as an independent Board member, it is stated that he meets the independence criteria stipulated in a) article 9 of Law 4706/2020, b) the European Commission Recommendation 2005/162 "on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board" and c) the Executive Committee Act of the Bank of Greece No 224/21.12.2023, which adopted the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06), and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

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7. Irene Rouvitha Panou – Re-election

Curriculum Vitae: Ms. Rouvitha Panou is Independent Non-Executive Director of CAC Cyprus Asset Management Company KEDIPES where she is Member of the Board Audit and Risk Committees. She is Member of the Board of Trustees of UK-based Stelios Philanthropic Foundation, Member of the Advisory Council of School of Economics & Management University of Cyprus, Member of the British High Commission Judging Panel for UK Study Awards, Member of the International Advisory Committee of Komvos Global Hellenism Network. In the past, Ms. Rouvitha Panou had the following significant posts: Chair of the Board of Cyta (Cyprus' leading integrated electronic communications provider) for two consecutive tenures (July 2016-July 2021), Chair of the Pensions & Grants Fund of the Personnel of Cyta (January 2019-July 2021), Board member of The Cyprus Employers and Industrialists Federation (May 2020-July 2021) and of Cyprus public company Vassiliko Cement, where she was Member of the Board Audit Committee (February 2012-October 2014). She was Independent Non-Executive Director of Alpha Bank Group subsidiaries (Alpha Bank Romania, Alpha Bank Cyprus, Alpha Leasing in Greece), where she was Chair/Member of the Board Audit, Risk and Remuneration Committees (November 2014-April 2020). Ms. Rouvitha Panou was Chair of the Board of Cyprus Development Bank following the Bank's privatisation (September 2008-April 2014). She worked at Laiki Group (HSBC associate bank) (October 1991-November 2006) where she was, among others, Group General Manager (January 2000-November 2006) and Managing Director of Laiki Bank Hellas SA (April 2002-November 2006), also serving as Director on the Boards of Laiki Group in Cyprus and its banking subsidiaries in Greece and Australia. She held senior positions in the field of management and financial services in consulting companies based in Boston, USA (June 1994-September 1991). She graduated from London School of Economics, UK (B.Sc. Economics, Metcalfe Scholar) with postgraduate studies at University of Cambridge, UK (M.Phil. Economics) and Massachusetts Institute of Technology, USA (Master of Science in Management, Fulbright Scholar).

Justification of the Proposal:

Ms. Rouvitha Panou demonstrates extensive expertise in Greece's business environment, mortgages, and wealth management. She excels in overseeing deposits and major subsidiaries like Eurobank Cyprus Ltd and Eurobank Private Bank Luxembourg S.A.. Ms. Rouvitha Panou has a strong understanding of asset quality, operational risk, and AML risk. Her proficiency in social, ethical, and professional standards is notable. Ms. Rouvitha Panou is expert in discovering and exploiting business sustainability opportunities, corporate, SME, and SB loans, and project finance. She has a solid grasp of mutual funds, bancassurance, and treasury sales. Ms. Rouvitha Panou's expertise extends to equities, brokerage, private equity, solvency, credit risk, and market risk. She excels in overseeing business risk, other non-financial risks, and strategic projects. Ms. Rouvitha Panou is adept at overseeing processes and tasks, setting the tone at the top, and developing the institution's culture. Her commitment to high social, ethical, and professional standards, succession planning, and fostering an inclusive decision-making environment highlights her leadership qualities.

Ascertainment of fulfilment of suitability & independence criteria

Ms. Rouvitha Panou meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Regarding the selection of the candidate as an independent Board member, it is stated that she meets the independence criteria stipulated in a) article 9 of Law 4706/2020, b) the European Commission Recommendation 2005/162 "on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board" and c) the Executive Committee Act of the Bank of Greece No 224/21.12.2023, which adopted the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06), and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

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8. Cinzia Basile – Re-election

Curriculum Vitae: In the past, Ms. Basile had 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 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.

Justification of the Proposal

Ms. Basile brings a wealth of knowledge in retail banking, corporate and investment banking, and wealth management to the Board. She excels in mortgages, consumer lending, and corporate, SME, and SB loans. Ms. Basile is proficient in overseeing deposits and major subsidiaries like Eurobank Cyprus Ltd and Eurobank Private Bank Luxembourg S.A.. Her expertise extends to solvency, asset quality, market risk, and interest rate risk. Ms. Basile has a strong understanding of operational risk, business risk, real estate risk, AML risk, and cybersecurity risk. She excels in overseeing other non-financial risks and setting up and assessing the compliance function and internal audit function. Ms. Basile is expert in overseeing processes and tasks, setting the tone at the top, and maintaining high social, ethical, and professional standards. Her ability to develop the institution's culture, oversee succession planning, and foster an inclusive decision-making environment highlights her leadership qualities. Ms. Basile's comprehensive understanding of risk management and strategic projects is commendable.

Ascertainment of fulfilment of suitability & independence criteria

Ms. Basile meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Regarding the selection of the candidate as an independent Board member, it is stated that she meets the independence criteria stipulated in a) article 9 of Law 4706/2020, b) the European Commission Recommendation 2005/162 "on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board" and c) the Executive Committee Act of the Bank of Greece No 224/21.12.2023, which adopted the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06), and is free from financial, business, family or other dependent relations, which could influence her decisions and her independent and objective judgment.

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9. Burkhard Eckes – Re-election

Curriculum Vitae: 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, 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). 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).

Justification of the Proposal

Mr. Eckes demonstrates extensive expertise in retail banking, wealth management, and mortgages. He excels in consumer lending, corporate, SME, and SB loans, and deposits. Mr. Eckes is proficient in overseeing mutual funds and major subsidiaries like Eurobank Cyprus Ltd and Eurobank Private Bank Luxembourg S.A.. His expertise extends to solvency, asset quality, market risk, and interest rate risk. Mr. Eckes has a strong understanding of operational risk, business risk, real estate risk, AML risk, and cybersecurity risk. He excels in overseeing other non-financial risks and setting up and assessing the compliance function and internal audit function. Mr. Eckes is expert in overseeing processes and tasks, setting the tone at the top, and developing the institution's culture. His ability to oversee succession planning and maintain high social, ethical, and professional standards highlights his leadership qualities. Mr. Eckes's comprehensive understanding of risk management and strategic projects is commendable. His commitment to fostering an inclusive decision-making environment is notable.

Ascertainment of fulfilment of suitability & independence criteria

Mr. Eckes meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Regarding the selection of the candidate as an independent Board member, it is stated that he meets the independence criteria stipulated in a) article 9 of Law 4706/2020, b) the European Commission Recommendation 2005/162 "on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board" and c) the Executive Committee Act of the Bank of Greece No 224/21.12.2023, which adopted the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06), and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

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10. John Arthur Hollows – Re-election

Curriculum Vitae: 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).

Justification of the Proposal

Mr. Hollows brings a wealth of knowledge in retail banking, corporate and investment banking, and wealth management to the board. He excels in digital banking, mortgages, and consumer lending. Mr. Hollows is proficient in overseeing corporate, SME, and SB loans, project finance, and deposits. His expertise extends to major subsidiaries like Eurobank Cyprus Ltd and Eurobank Private Bank Luxembourg S.A.. Mr. Hollows has a strong understanding of mutual funds, bancassurance, and treasury sales. He excels in managing equities, brokerage, private equity, solvency, asset quality, and credit risk. His proficiency in market risk, operational risk, business risk, and real estate risk is notable. Mr. Hollows is expert in managing AML risk, cybersecurity risk, and other non-financial risks. He is adept at setting the risk strategy, managing processes and tasks, and setting the tone at the top. His commitment to developing the institution's culture, managing succession planning, and maintaining high social, ethical, and professional standards highlights his leadership qualities.

Ascertainment of fulfilment of suitability & independence criteria

Mr. Hollows meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Regarding the selection of the candidate as an independent Board member, it is stated that he meets the independence criteria stipulated in a) article 9 of Law 4706/2020, b) the European Commission Recommendation 2005/162 "on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board" and c) the Executive Committee Act of the Bank of Greece No 224/21.12.2023, which adopted the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06), and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

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11. Rajeev Kakar – Re-election

Curriculum Vitae: Mr. Kakar is a senior international banker with 35 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), UTI Asset Management Company Ltd. (India), 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), 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, as well 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 (1985-1987) and a Bachelor of Technology, Mechanical Engineering from the Indian Institute of Technology, India (1980-1985).

Justification of the Proposal:

Mr. Kakar is a highly expert Board member with strengths in retail banking, corporate and investment banking, and wealth management. He has a strong understanding of digital banking, mortgages, and corporate, SME, and SB loans. Mr. Kakar excels in overseeing major subsidiaries like Eurobank Cyprus Ltd and Eurobank Bulgaria A.D.. His proficiency in solvency, asset quality, and credit risk is notable. Mr. Kakar is expert in project finance, deposits, mutual funds, and bancassurance. He has a solid grasp of treasury sales and equities, brokerage, and private equity. Mr. Kakar's expertise extends to market risk, operational risk, business risk, and real estate risk. He excels in overseeing AML risk, cybersecurity risk, and other non-financial risks. Mr. Kakar is adept at setting the risk strategy, overseeing processes and tasks, and setting the tone at the top. His commitment to succession planning, maintaining high social, ethical, and professional standards, and fostering an inclusive decision-making environment highlights his leadership qualities.

Ascertainment of fulfilment of suitability & independence criteria

Mr. Kakar meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Regarding the selection of the candidate as an independent Board member, it is stated that he meets the independence criteria stipulated in a) article 9 of Law 4706/2020, b) the European Commission Recommendation 2005/162 "on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board" and c) the Executive Committee Act of the Bank of Greece No 224/21.12.2023, which adopted the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06), and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

12. Bradley Paul Martin – Re-election

Curriculum Vitae: Mr. Martin serves as a Vice Chairman in Strategic Investments of the Fairfax Financial Holdings, where he has been a senior executive since 1998. In the past, Mr. Martin has also served as: 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). He holds a BA from Harvard University, USA and an LLB from the University of Toronto, Canada.

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Justification of the Proposal

Mr. Martin brings extensive knowledge in retail banking, corporate and investment banking, and mortgages to the Board. He excels in consumer lending, corporate, SME, and SB loans, and deposits. Mr. Martin is proficient in overseeing mutual funds and major subsidiaries like Eurobank Cyprus Ltd, Eurobank Bulgaria A.D., and Eurobank Private Bank Luxembourg S.A.. His expertise extends to digital banking, project finance, and wealth management. Mr. Martin has a strong understanding of investment property, solvency, asset quality, and credit risk. He is expert in overseeing market risk, operational risk, and business risk. His proficiency in real estate risk, cybersecurity risk, and other non-financial risks is commendable. Mr. Martin excels in overseeing processes and tasks, setting the tone at the top, and developing the institution's culture. His ability to oversee succession planning and maintain high social, ethical, and professional standards is notable. Mr. Martin's comprehensive understanding of risk management and strategic projects highlights his leadership qualities.

Ascertainment of fulfilment of suitability criteria

Mr. Martin meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company and specifically, he has significant knowledge and skills, he is distinguished for his ethics, good reputation, integrity and objective judgment, while he devotes sufficient time to perform his duties. From his engagement with the Company affairs until today, no conflict of interest or weakness in the decision-making process has been identified.

13. Jawaid Mirza – Re-election

Curriculum Vitae: 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 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). 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.

Justification of the Proposal

Mr. Mirza demonstrates extensive expertise in retail banking, wealth management, and mortgages. He excels in corporate, SME, and SB loans and digital banking. Mr. Mirza has a strong understanding of deposits, mutual funds, and solvency. His proficiency in asset quality and the setup and functioning of Human Resources is notable. Mr. Mirza is expert in corporate and investment banking, project finance, and bancassurance. He has a solid grasp of equities, brokerage, and private equity, and excels in overseeing credit risk, market risk, interest rate risk, and liquidity risk. Mr. Mirza's expertise extends to business risk, real estate risk, AML risk, cybersecurity risk, and other non-financial risks. He is adept at setting the risk strategy and setting the tone at the top. His ability to oversee processes and tasks, develop the institution's culture, and maintain high social, ethical, and professional standards highlights his leadership qualities. Mr. Mirza's commitment to succession planning and fostering an inclusive decision-making environment is commendable.

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Ascertainment of fulfilment of suitability & independence criteria

Mr. Mirza meets all the suitability criteria stipulated by the applicable regulatory framework and the approved Nomination Policy of the Company. Regarding the selection of the candidate as an independent Board member, it is stated that he meets the independence criteria stipulated in a) article 9 of Law 4706/2020, b) the European Commission Recommendation 2005/162 "on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board" and c) the Executive Committee Act of the Bank of Greece No 224/21.12.2023, which adopted the EBA Guidelines on the "Assessment of the suitability of members of the management body and key function holders" (EBA/GL/2021/06), and is free from financial, business, family or other dependent relations, which could influence his decisions and his independent and objective judgment.

Regarding the nominees' review process by the Single Supervisory Mechanism of the European Central Bank, the relevant procedure under the legislative and regulatory framework has been followed.

Thereafter, on Nomination and Corporate Governance Committee's proposal, the Board recommends to the AGM the appointment of Messrs. Burkhard Eckes, John Hollows, Alice K. Gregoriadi, Irene Rouvitha Panou, Cinzia Basile, Rajeev Kakar, Jawaid A. Mirza and E. Kotsovinos as independent non-executive members of the Board.

It is also noted that Mr. J. Mirza is expected to transition in mid-2025 from the status of an independent non-executive Board member to a non-independent status, as he will surpass the 9-year limit for independent non-executive members stipulated by the Law 4706/2020 for listed companies as a maximum term for independent non-executive members. The Board of Directors is expected to take the necessary measures in 2025 to ensure compliance with the law's provisions.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the Law, approved:

a) *The election of the following as Board members of the Company (in alphabetical order):*

1. *Konstantinos Vassiliou*
2. *Burkhard Eckes*
3. *Alice Gregoriadi*
4. *John Hollows*
5. *George Zantias*
6. *Stavros Ioannou*
7. *Fokion Karavias*
8. *Evangelos Kotsovinos*
9. *Irene Rouvitha Panou*
10. *Cinzia Basile*
11. *Rajeev Kakar*
12. *Bradley Paul Martin*
13. *Jawaid Mirza*

The term of office of the members will expire on 23.07.2027, prolonged until the end of the period the Annual General Meeting for the year 2027 will take place.

b) *The appointment of Messrs. Burkhard Eckes, John Hollows, Alice Gregoriadi, Irene Rouvitha Panou, Cinzia Basile, Rajeev Kakar, Jawaid Mirza and Evangelos Kotsovinos as independent non-executive members of the Board.*

15. Determination of the type and composition of the Audit Committee.

Required quorum: 20% of share capital

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Required quorum of Repeat Meeting: no minimum

Required majority: 50% + 1 of votes (present in person or by proxy)

On Nomination & Corporate Governance Committee's recommendation, the Board proposes to the AGM:

a) The Audit Committee to function as Committee of the BoD consisting of members of the Board.

b) The Audit Committee to consist of five (5) independent non-executive members of the BoD.

c) The term of office of the members of the Audit Committee that will be appointed by the BoD in accordance with article 44, par. 1c of L. 4449/2017 as in force, to coincide with their term of office as members of the BoD, i.e. the term of office of the Audit Committee members will expire on 23.07.2027, prolonged until the end of the period the Annual General Meeting for the year 2027 will take place.

The members of the Committee that will be appointed by the Board of Directors in accordance with article 44, par. 1c of L. 4449/2017, as in force, will possess sufficient knowledge in the field in which the Company operates, and will satisfy the criteria of article 44, of L. 4449/2017, as in force.

Following the appointment of members of the Committee by the BoD, the Committee will constitute as a body to appoint its Chairperson among its independent members.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the following:

a) The Audit Committee to function as Committee of the BoD consisting of members of the Board.

b) The Audit Committee to consist of five (5) independent non-executive members of the BoD.

c) The term of office of the members of the Audit Committee that will be appointed by the BoD in accordance with article 44, par. 1c of L. 4449/2017, as in force, to coincide with their term of office as members of the BoD, i.e. the term of office of the Audit Committee members will expire on 23.07.2027, prolonged until the end of the period the Annual General Meeting for the year 2027 will take place.

16. Submission of the Annual Activity Report of the Audit Committee for the financial year 2023.

In accordance with article 44, par. 1 case i of L. 4449/2017 as in force, the Annual Activity Report of the Audit Committee for the financial year 2023 is submitted to the AGM (including the sustainability policy of the Company), which is available on the website of the Company (www.eurobankholdings.gr)

17. Submission of the Independent Non-Executive Directors' Report.

The Independent Non-Executive Directors' Report is submitted to the AGM, which is available on the Company's website (www.eurobankholdings.gr).

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3. DOCUMENTS SUBMITTED TO THE GENERAL MEETING

The following documents have been made available to the website of the Company www.eurobankholdings.gr:

- The Annual Financial Report for the year 2023
- Draft of the new Remuneration Policy of the Directors
- The Remuneration Report for the financial year 2023
- Draft of the new Nomination Policy of the Directors
- The Audit Committee Activity Report for the financial year 2023
- The Independent Non-Executive Directors Report

All items on the agenda of the Annual General Meeting are analyzed in section 2. «SUMMARY OF ITEMS ON THE AGENDA».

4. ΠΡΟΣΚΛΗΣΗ

Eurobank Ergasias Services and Holdings S.A.

Annual General Meeting of the Shareholders

23 July 2024

10:00 a.m.

INVITATION

In accordance with Law 4548/2018 "Reform of the legislation of Sociétés Anonymes", as in force, and the Articles of Association of the Company, the Board of Directors by its decision dated 28 June 2024 invites the shareholders of Eurobank Ergasias Services and Holdings S.A. to participate remotely in real time via teleconference in the Annual General Meeting, on Tuesday, 23 July 2024, at 10:00 a.m., in order to discuss and decide on the following items of the agenda:

1. Annual Separate and Consolidated Financial Statements for the financial year 2023. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2023 and discharge of the Auditors for the financial year 2023.
3. Appointment of Auditors for the financial year 2024.
4. Dividend distribution and authorizations.
5. Amendment of articles 8 and 9 of the Company's Articles of Association.
6. Addition to the Company's Articles of Association of a new article 11 for the remuneration of the members of the Board of Directors. Renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association.
7. Approval of the distribution of the Company's Net Profits to senior management and employees of the Company.
8. Cancellation of 52,080,673 own shares acquired by the Company under the approved program to repurchase the Company's own shares held by the Hellenic Financial Stability Fund, with the corresponding reduction of its share capital by the amount of €11,457,748.06, according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Association.
9. Approvals according to article 86 of L. 4261/2014.
10. Approval of amendment of the Remuneration Policy for Directors.
11. Approval of the remuneration for the financial year 2023 and of the advance payment of the remuneration for the Directors for the financial year 2024.

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12. Remuneration Report for the financial year 2023.
13. Approval of amendment of the Nomination Policy of the Directors.
14. Election of new Board of Directors (itemized ballot) due to the expiration of the term of the current Board and appointment of the independent non-executive members of the Board.
15. Determination of the type and composition of the Audit Committee.
16. Submission of the Annual Activity Report of the Audit Committee for the financial year 2023.
17. Submission of the Independent Non-Executive Directors' Report.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Company will take place in Repetitive Meeting on Tuesday, 30 July 2024, at 10:00 a.m., also remotely in real time via teleconference, without the publication of a further invitation.

The Annual General Meeting and any Repetitive Meeting will take place remotely in real time via teleconference by electronic means, under the conditions of the legislation in force and the specific provisions in the present invitation.

In addition, in accordance with the provisions in the Articles of Association of the Company, shareholders are provided with the option to participate remotely by mail vote in the vote on the items of the Annual General Meeting and any Repetitive Meeting, that will take place before the General Meeting, under the conditions of the legislation in force and the specific provisions in the present invitation.

Pursuant to articles 121 par. 4, 124 par. 6, 125, 126 and 128 of Law 4548/2018, the Company informs the shareholders on the following:

A. Right To Participate and Vote in the General Meeting

In the Annual General Meeting of 23 July 2024 is only entitled to participate and vote any person who has the status of shareholder at the start of the fifth (5th) day before the meeting date of the Annual General Meeting, i.e. at the beginning of 18 July 2024 ("**Record Date**").

The Record Date of 18 July 2024 is also the record date for the Repetitive General Meeting.

For the Company, shareholder who is entitled to participate in the General Meeting and exercise the right to vote is considered any person who is registered on the Record Date in the Dematerialized Securities System (DSS) of the company "Hellenic Central Securities Depository S.A." (ATHEXCSD) or any person identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) and the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The shareholder capacity is verified by any legal means and in any case based on information the Company receives by ATHEXCSD via a direct electronic linkup of the Company with the records of DSS or through the abovementioned intermediaries in accordance with the abovementioned provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the General Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (article 19 par. 1 of Law 4569/2018, article 124 par. 5 of Law 4548/2018).

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Exercising the rights of participation and vote does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits the ability to sell and transfer these shares during the period between the Record Date and the date of the General Meeting. Each share is entitled to one vote.

B. Procedure for Participating and Voting remotely in real time by teleconference

In order for shareholders to participate and vote at the Annual General Meeting on 20 July 2024 or at any Repetitive Meetings which will take place remotely, in real time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group to provide remote General Meeting services, in real time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by the company "Hellenic Central Securities Depository S.A." (ATHEXCSD), while for the teleconference are used the ZOOM meeting services of the company Zoom Video Communications Inc.

In order to access the internet platform, a personal computer, a smartphone or a tablet with an installed browser and internet access is required.

In order for a shareholder or his/her proxy to create an account in the internet platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the internet platform, the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System (DSS) and has been provided to the Company by the "Hellenic Central Securities Depository S.A." (ATHEXCSD) or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the "Hellenic Central Securities Depository S.A." "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as with the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide and/ or update the information above, in order to create the account.

For this purpose, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or any other intermediary that provides them with custody services for the shares of the Company, as the case may be, in order to notify and/ or update their valid email address and mobile telephone number for their identification.

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the Company's Investor Information Services Division by email at investorsinfo@eurobankholdings.gr or by telephone at +30 2144046400 (daily between 09.30 and 17.00).

Furthermore, from the publication of the Invitation and until the end of the General Meeting, information and support will be provided to shareholders and their representatives on matters relating to the conduct of the General Meeting via the platform AXIA e-SM (e.g. sign in, voting, etc.) at (+30) 210 3366426 or by e-mail to AXIAeShareholdersMeeting@athexgroup.gr.

Shareholders that participate at the Annual General Meeting by teleconference in real time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

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On the date of the General Meeting, in order to participate in the proceedings, shareholders must log in on time through the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the General Meeting and vote and, whether they wish to amend it (to a smaller amount).

Shareholders that will have been successfully connected to the internet platform will be able to participate in the Annual General Meeting by teleconference in real time via a link that will be sent to them by email.

By activating the teleconference application ZOOM through the link at the start of the Annual General Meeting, shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally while it is conducted,

while at the same time through the internet platform, they will be able to:

- c) vote in real time during the General Meeting on the items of the agenda and
- d) receive information on the recording of their vote.

C. Procedure for remotely participating in the vote that takes place before the General Meeting (Mail Vote)

I. In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the agenda of the General Meeting that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018 and according to the following.

More specifically, shareholders that wish to participate and vote remotely on the items of the General Meeting that will take place before the General Meeting can make use of the following options:

a) either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they will have previously created an account and have successfully registered as described in B. above at the latest until twenty-four (24) hours before the date of the Annual General Meeting (i.e. until 10.00 a.m. on 22.07.2024 at the latest),

b) or by completing and submitting the "Mail vote Document", with the signature authenticated, to the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 14234 N. Ionia,

or by sending it digitally signed by using a recognized digital signature (qualified certificate) by the shareholder, the representative or the proxy, via email at investorsinfo@eurobankholdings.gr, at least twenty-four (24) hours before the date of the General Meeting (i.e. until 10.00 a.m. on 22.07.2024 at the latest),

c) or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Company by 10.00 a.m. on 22.07.2024 at the latest.

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II. It is noted that shareholders that wish to appoint proxies to participate at the remote vote on the items of the General Meeting which will take place before the General Meeting can appoint up to one (1) proxy; the appointment must be made at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 21.07.2024 at the latest), as specifically described below in D. II.

After that date, it will not be possible to participate by proxy in the vote that will take place before the Annual General Meeting.

III. If the quorum, as required by the law in order to decide the whole or part of the original agenda, is not obtained during the meeting of 23 July 2023, at the Repetitive General Meeting which will take place on Tuesday, 30 July 2023 at 10.00 a.m., the right to vote remotely by mail vote must be exercised again by a vote that will take place before the Repetitive General Meeting, in the following ways:

a) either by exercising again the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above at the latest twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. until 10.00 a.m. on 29.07.2024 at the latest).

b) or by completing and submitting a new "Mail vote document" that will be provided by the Company for the items for which no decision was taken on 23 July 2024, filled-in and signed, with the signature authenticated, to the Company's Investor Information Services Division at Panagouli & Siniosoglou Streets, building E, 14234 N. Ionia, or by sending it digitally signed by using a recognized digital signature (qualified certificate) by the shareholder, the representative or the proxy via email at investorsinfo@eurobankholdings.gr, at least twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 29.07.2024 at the latest).

c) or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Company by 10.00 a.m. on 29.07.2024 at the latest.

IV. For the potential Repetitive General Meeting on 30 July 2024, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate at the remote vote that will take place before the General Meeting, can appoint up to one (1) proxy, at least forty-eight (48) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 28.07.2024 at the latest), as specifically mentioned below in D.II.

After that date, it will not be possible to participate by proxy at the vote that will take place before the Repetitive General Meeting.

For any questions and for instructions, shareholders may contact the Investor Information Services Division of the Company by email at investorsinfo@eurobankholdings.gr or by telephone at +30 2144046400 (daily between 09.30 and 17.00).

In addition, shareholders are requested to confirm that the "Mail Vote Document" is successfully sent to and received by the Company and, to this end, they can call the Investor Information Services Division of the Company at +30 2144046400.

D. Procedure for Participating and Exercising Voting Rights by Proxy

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23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS**

I. Shareholders may participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. In cases where a shareholder owns shares of the Company that are held in more than one investor securities account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each account. A proxy appointment can be freely recalled. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

A shareholder may appoint a proxy for one or more General Meetings and for a specific time period. The proxy shall vote according to the shareholder's instructions, if any. Non-compliance with the instructions received by the shareholder shall not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was the decisive one for the achievement of a majority. The shareholder's proxy shall archive the voting instructions for at least one (1) year, starting from the date of the General Meeting or, in case of postponement, from the date of the last Iterative Meeting in which the proxy right was exercised.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to assess the risk that the proxy may serve other interests besides the interests of the shareholder.

A conflict of interest may arise particularly when the representative is:

- a) a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,
- b) a member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company,
- c) an employee or an auditor of the Company or a shareholder that exercises control or other legal person or entity that is controlled by a shareholder that exercises control of the Company,
- d) a spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is made by electronic mail at the email address on the Invitation to the General Meeting or, in case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

II. Specifically for shareholder participation by proxy at the Annual General Meeting of 23 July 2024 or any Repetitive Meetings, remotely in real time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants in the Securities Accounts in the DSS or other intermediary that provides custody services for the shares of the Company, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Annual General Meeting (i.e. by 10.00 a.m. on 21.07.2024 at the latest).

For the potential Repetitive General Meeting of 30 July 2024, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, they can appoint up to one (1) proxy, at least forty-eight (48) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 28.07.2024 at the latest).

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
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Upon receipt of the information above by the Company and based on the email address and mobile telephone of the proxy, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Company has made available documents:

- a) To appoint a proxy to participate in the General Meeting on 23 July 2024 remotely in real time by teleconference; and
- b) To appoint a proxy to vote on the items of the agenda of the General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy either at the Investor Information Services Division of the Company at: Panagouli & Siniosoglou Streets, Building E, 14234 N. Ionia, tel.+30 2144046400) or at the Company's offices at 8 Othons str., 105 57 Athens, and in electronic form on the website of the Company (<https://www.eurobankholdings.gr/en/investor-relations/shareholders/information-about-the-general-meetings/>).

The appropriate document must be filled-in, signed with the authenticity of the signature verified, and submitted to the Investor Information Services Division of the Company at: Panagouli & Siniosoglou Streets, Building E, 14234 N. Ionia,

or be sent digitally signed by using a recognized digital signature (qualified certificate) by the representative or the shareholder by e-mail at investorsinfo@eurobankholdings.gr at least forty-eight (48) hours before the date of the General Meeting.

In addition, shareholders are requested to confirm that the proxy document is successfully sent to and received by the Company, and, to this end, they can call the Investor Information Services Division of the Company at +30 2144046400.

E. Minority Shareholders' Rights

1. Shareholders representing 1/20 of the paid-up share capital of the Company may request:

- (a) to include additional items in the Agenda of the Annual General Meeting, provided that the request is communicated to the Board at least fifteen (15) days prior to the Annual General Meeting, accompanied by a justification or a draft resolution to be approved by the Annual General Meeting.
- (b) to make available to shareholders six (6) days prior to the Annual General Meeting at the latest, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days prior to the Annual General Meeting.
- (c) the disclosure by the Board at the Annual General Meeting of the amounts paid to each member of the Board or to the management as well as of any benefits acquired by such persons from any cause or through any contract, during the last two (2) years, provided that the request is filed with the Company at least five (5) full days prior to the Annual General Meeting.

2. Any shareholder may request, provided that the said request is filed with the Company at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with the information regarding the affairs of the Company, insofar as such information is relevant to the items on the agenda.

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
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3. Shareholders representing 1/10 of the paid-up capital of the Company may request, provided that the said request is filed with the Company at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with information on the course of the business affairs and financial status of the Company.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the website of the Company (www.eurobankholdings.gr).

AVAILABLE DOCUMENTS AND INFORMATION

The documents to be submitted to the Annual General Meeting, the present Invitation, the total number of existing shares and voting rights, the documents for voting by proxy and mail vote as well as the draft resolutions/comments of the Board of Directors on each item of the Agenda shall be made available in electronic form on the website of the Company (www.eurobankholdings.gr) and in hardcopy form either at the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 14234 N. Ionia (tel. +30 2144046400) either at the Company's offices, 8, Othonos Str., 105 57 Athens, where shareholders can obtain copies.

Athens, 28 June 2024

THE BOARD OF DIRECTORS

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS**

5. BALLOT-PAPER

OF THE ANNUAL GENERAL MEETING OF 23 JULY 2024 OF EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A.
(and in the case of postponement or interruption of the Meeting)

ITEMS ON AGENDA	AGAINST	ABSTAIN
1. Annual Separate and Consolidated Financial Statements for the financial year 2023. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for the financial year 2023 and discharge of the Auditors for the financial year 2023.	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>
4. Dividend distribution and authorizations.	<input type="checkbox"/>	<input type="checkbox"/>
5. Amendment of articles 8 and 9 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
6. Addition to the Company's Articles of Association of a new article 11 for the remuneration of the members of the Board of Directors. Renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the distribution of the Company's Net Profits to senior management and employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
8. Cancellation of 52,080,673 own shares acquired by the Company under the approved program to repurchase the Company's own shares held by the Hellenic Financial Stability Fund, with the corresponding reduction of its share capital by the amount of €11,457,748.06, according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
9. Approvals according to article 86 of L. 4261/2014.	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of amendment of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of the remuneration for the financial year 2023 and of the advance payment of the remuneration for the Directors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>
12. Remuneration Report for the financial year 2023.	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of amendment of the Nomination Policy of the Directors.	<input type="checkbox"/>	<input type="checkbox"/>
14. Election of new Board of Directors (itemized ballot) due to the expiration of the term of the current Board and appointment of the independent non-executive members of the Board.	-	
14.1 Konstantinos Vassiliou	<input type="checkbox"/>	<input type="checkbox"/>
14.2 Burkhard Eckes, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.3 Alice Gregoriadi, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.4 John Hollows proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.5 George Zanias	<input type="checkbox"/>	<input type="checkbox"/>
14.6 Stavros Ioannou	<input type="checkbox"/>	<input type="checkbox"/>
14.7 Fokion Karavias	<input type="checkbox"/>	<input type="checkbox"/>

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS**

14.8	Evangelos Kotsovinos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.9	Irene Rouvitha Panou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.10	Cinzia Basile, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.11	Rajeev Kakar, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.12	Bradley Paul Martin	<input type="checkbox"/>	<input type="checkbox"/>
14.13	Jawaid Mirza, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
15.	Election of members of the Audit Committee	<input type="checkbox"/>	<input type="checkbox"/>
16.	Submission of the Annual Activity Report of the Audit Committee for the financial year 2023.	For information	
17.	Submission of the Independent non-Executive Directors Report.	For information	
NOTE: THE INSTRUCTIONS FOR THE VOTING PROCESS THROUGH ELECTRONIC MEANS, WILL BE GIVEN DURING THE MEETING			

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS**

For voting remotely before the Annual General Meeting of shareholders of "Eurobank Ergasias Services and Holdings S.A." (the "Company") of 23 July 2024

I the undersigned shareholder / legal representative of shareholder / proxy holder of shareholder of the Company:

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
DSS Investor Share No	
DSS Securities Account	
Number of shares (if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the Record Date, as this is stated in the Invitation of the AGM)	
Name of the legal entity's representative who signs the form (completed by legal entities only)	
Mobile Phone Number	
Email	

With the present document I am notifying you of
(please mark with ✓ your choices)

- my vote
 the vote of the shareholder that I represent or I am a proxy holder of

on the items of the Annual General Meeting of shareholders of the Company of Tuesday 23 July 2024 at 10.00, as follows:

- IF YOU APPROVE THE ITEMS BELOW, SUBMIT THIS DOCUMENT AS IS, WITHOUT ANY MARKINGS**
 For any item (items) that you do not approve, or wish to abstain from the voting, please mark the corresponding column on the right "AGAINST" or "ABSTAIN" respectively.

ITEMS ON AGENDA	AGAINST	ABSTAIN
1. Annual Separate and Consolidated Financial Statements for the financial year 2023. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for the financial year 2023 and discharge of the Auditors for the financial year 2023.	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>
4. Dividend distribution and authorizations.	<input type="checkbox"/>	<input type="checkbox"/>
5. Amendment of article 8 of the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
6. Addition to the Company's Articles of Association of a new article 11 for the remuneration of the members of the Board of Directors. Renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the distribution of the Company's Net Profits to senior management and employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
8. Cancellation of 52,080,673 own shares acquired by the Company under the approved program to repurchase the Company's own shares held by the Hellenic Financial Stability Fund, with the corresponding reduction of its share capital by the amount of €11,457,748.06, according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
9. Approvals according to article 86 of L. 4261/2014.	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of amendment of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS**

11. Approval of the remuneration for the financial year 2023 and of the advance payment of the remuneration for the Directors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>
12. Remuneration Report for the financial year 2023.	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of amendment of the Nomination Policy of the Directors.	<input type="checkbox"/>	<input type="checkbox"/>
14. Election of new Board of Directors (itemized ballot) due to the expiration of the term of the current Board and appointment of the independent non-executive members of the Board.	-	
14.1 Konstantinos Vassiliou	<input type="checkbox"/>	<input type="checkbox"/>
14.2 Burkhard Eckes, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.3 Alice Gregoriadi, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.4 John Hollows, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.5 George Zanias	<input type="checkbox"/>	<input type="checkbox"/>
14.6 Stavros Ioannou	<input type="checkbox"/>	<input type="checkbox"/>
14.7 Fokion Karavias	<input type="checkbox"/>	<input type="checkbox"/>
14.8 Evangelos Kotsovinos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.9 Irene Rouvitha Panou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.10 Cinzia Basile, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.11 Rajeev Kakar, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
14.12 Bradley Paul Martin	<input type="checkbox"/>	<input type="checkbox"/>
14.13 Jawaid Mirza, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>
15. Determination of the type and composition of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>
16. Submission of the Annual Activity Report of the Audit Committee for the financial year 2023.	For information	
17. Submission of the Independent Non-Executive Directors Report.	For information	

Place and date:

(name/surname)

(signature)

(signature verification)

Instructions:

1. The present document, filled-in and signed, with the signature authenticity verified, is submitted to the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 142 34 N. Ionia or is sent digitally, signed by using a recognized digital signature (qualified certificate), by the shareholder, the representative or the proxy holder via e-mail at the e-mail address Investorsinfo@eurobankholdings.gr, at least twenty-four (24) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 22.07.2024 at the latest).
2. If the present mail vote is transmitted by a proxy holder, the appointment of the proxy holder must be made at least forty-eight (48) hours before the date of the General Meeting, i.e. by 10.00 a.m. on 21.07.2024 at the latest. Following that date, it will not be possible to participate by proxy at the vote that will take place before the General Meeting.

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS**

7. PROXY FOR PARTICIPATING REMOTELY BY TELECONFERENCE

**AT THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A. OF
23 JULY 2024**

The undersigned Shareholder/ legal representative of Shareholder of Eurobank Ergasias Services and Holdings S.A.

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
Mobile Phone Number	
Email	
DSS Investor Share No	
DSS Securities Account	
Number of shares <i>(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date) as this is stated in the Invitation of the AGM).</i>	
Name of the legal entity's representative who signs the form (completed by legal entities only)	

hereby authorize, empower and direct ^{1, 2, 3}

[Please note that you can appoint, as follows, one (1) proxy holder.]

- | | |
|--|--|
| <input type="checkbox"/> 1. Mr. G. Zantias | <input type="checkbox"/> 2. Mr. F. Karavias |
| <input type="checkbox"/> 3. Mr. S. Ioannou | <input type="checkbox"/> 4. Mr. K. Vassiliou |
| <input type="checkbox"/> 5. Ms. K. Kallimani | |

Note: The above are directors and officers of the Company. In case your proxy is any of the above and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

or alternatively:

6.
email
Mobile Phone Number

Note: In case your proxy is the abovementioned under (6) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Company and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

Note: Please fill in the mobile phone number and email of your hereinabove (under 6) proxy, in order to enable him/her to vote remotely by teleconference in the Annual General Meeting of shareholders of the Company. If not provided, participation in the Annual General Meeting will not be possible. In case your proxy is one of 1-5 mentioned above, there is no need to fill in any email and mobile phone number.

to represent me / the Legal Entity⁴ at the Annual General Meeting of the Shareholders of the Company to be held on Tuesday, 23 July at 10:00 a.m, remotely in real time via teleconference, or any adjournment thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity⁵, for all / voting rights owned by me / the Legal Entity⁶ on the Record Date, taking any and all necessary actions as follows⁷:

¹ Please select one (1) proxy by marking the appropriate box 1-5 with a ✓ or add your proxy under 6. If more are selected, the first one will be deemed to have been appointed.

² The proxy could be either a natural person or a legal entity.

³ Relevant information on voting by proxy is included in the Invitation of the Annual General Meeting.

⁴ Delete as appropriate.

⁵ Delete as appropriate.

⁶ Delete as appropriate.

⁷ Please mark the appropriate box with a ✓.

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS**

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or

ITEMS ON AGENDA	FOR	AGAINST	ABSTAIN
1. Annual Separate and Consolidated Financial Statements for the financial year 2023. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for the financial year 2023 and discharge of the Auditors for the financial year 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Dividend distribution and authorizations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Amendment of article 8 of the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Addition to the Company's Articles of Association of a new article 11 for the remuneration of the members of the Board of Directors. Renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the distribution of the Company's Net Profits to senior management and employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Cancellation of 52,080,673 own shares acquired by the Company under the approved program to repurchase the Company's own shares held by the Hellenic Financial Stability Fund, with the corresponding reduction of its share capital by the amount of €11,457,748.06, according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approvals according to article 86 of L. 4261/2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of amendment of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of the remuneration for the financial year 2023 and of the advance payment of the remuneration for the Directors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Remuneration Report for the financial year 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of amendment of the Nomination Policy of the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Election of new Board of Directors (itemized ballot) due to the expiration of the term of the current Board and appointment of the independent non-executive members of the Board.	-		
14.1 Konstantinos Vassiliou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.2 Burkhard Eckes, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.3 Alice Gregoriadi, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.4 John Hollows, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.5 George Zantias	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.6 Stavros Ioannou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.7 Fokion Karavias	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.8 Evangelos Kotsovinos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.9 Irene Rouvitha Panou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
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14.10 Cinzia Basile, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.11 Rajeev Kakar, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.12 Bradley Paul Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.13 Jawaid Mirza, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Determination of the type and composition of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Submission of the Annual Activity Report of the Audit Committee for the financial year 2023.	For information		
17. Submission of the Independent Non-Executive Directors Report.	For information		

Place and date:

(name/surname)

(signature)

(signature verification)

Instructions:

The present document, filled-in and signed, with the signature authenticity verified, is submitted to the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 142 34 N. Ionia or is sent digitally, signed by using a recognized digital signature (qualified certificate), by the shareholder or the representative via e-mail at the e-mail address Investorsinfo@eurobankholdings.gr, at least forty eight (48) hours before the date of the Annual General Meeting.

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
23 JULY 2024
INFORMATION FOR THE SHAREHOLDERS**

8. PROXY FOR VOTING REMOTELY BEFORE THE ANNUAL GENERAL MEETING

OF THE SHAREHOLDERS OF EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A. OF 23 JULY 2024

The undersigned Shareholder/ legal representative of Shareholder of Eurobank Ergasias Services and Holdings S.A.

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
Mobile Phone Number	
Email	
DSS Investor Share No	
DSS Securities Account	
Number of shares <i>(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date) as this is stated in the Invitation of the AGM.</i>	
Name of the legal entity's representative who signs the form (completed by legal entities only)	

hereby authorize, empower and direct ^{1, 2, 3}

[Please note that you can appoint, as follows, one (1) proxy holder.]

<input type="checkbox"/> 1. Mr. G. Zantias	<input type="checkbox"/> 2. Mr. F. Karavias
<input type="checkbox"/> 3. Mr. S. Ioannou	<input type="checkbox"/> 4. Mr. K. Vassiliou
<input type="checkbox"/> 5. Ms. K. Kallimani	

Note: The above are directors and officers of the Company. In case your proxy is any of the above and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

or alternatively:

6.
email

Mobile Phone Number

Note: In case your proxy is the abovementioned under (6) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Company and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

Note: Please fill in the mobile phone number and email of your hereinabove (under 6) proxy, in order to enable him/her to vote in the Annual General Meeting of shareholders of the Company at least twenty-four (24) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 22.07.2024 at the latest). If not provided, participation in the voting on the Items of the Agenda of the Annual General Meeting will not be possible. In case your proxy is one of 1-6 mentioned above, there is no need to fill in any mobile phone number and email.

¹ Please select one (1) proxy by marking the appropriate box 1-5 with a ✓ or add your proxy under 6. If more are selected, the first one will be deemed to have been appointed.

² The proxy could be either a natural person or a legal entity.

³ Relevant information on voting by proxy is included in the Invitation of the Annual General Meeting.

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
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to represent me / the Legal Entity⁴ at the Annual General Meeting of the Shareholders of the Company to be held on Tuesday, 23 July 2024 at 10:00 a.m, via teleconference, or any adjournment thereof, and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity⁵, at least twenty-four (24) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 22.07.2024 at the latest), for all / voting rights owned by me / the Legal Entity⁶ on the Record Date, taking any and all necessary actions as follows⁷:

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or

ITEMS ON AGENDA	FOR	AGAINST	ABSTAIN
1. Annual Separate and Consolidated Financial Statements for the financial year 2023. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for the financial year 2023 and discharge of the Auditors for the financial year 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Amendment of article 8 of the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Dividend distribution and authorizations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Addition to the Company's Articles of Association of a new article 11 for the remuneration of the members of the Board of Directors. Renumbering of articles 11, 12, 13, 14 and 15 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the distribution of the Company's Net Profits to senior management and employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Cancellation of 52,080,673 own shares acquired by the Company under the approved program to repurchase the Company's own shares held by the Hellenic Financial Stability Fund, with the corresponding reduction of its share capital by the amount of €11,457,748.06, according to article 49 of Law 4548/2018 and the subsequent amendment of article 5 (Share Capital) of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approvals according to article 86 of L. 4261/2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of amendment of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of the remuneration for the financial year 2023 and of the advance payment of the remuneration for the Directors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Remuneration Report for the financial year 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of amendment of the Nomination Policy of the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Election of new Board of Directors (itemized ballot) due to the expiration of the term of the current Board and appointment of the independent non-executive members of the Board.	-		
14.1 Konstantinos Vassiliou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

⁴ Delete as appropriate.

⁵ Delete as appropriate.

⁶ Delete as appropriate.

⁷ Please mark the appropriate box with a ✓.

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14.2	Burkhard Eckes, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.3	Alice Gregoriadi, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.4	John Hollows, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.5	George Zanias	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.6	Stavros Ioannou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.7	Fokion Karavias	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.8	Evangelos Kotsovinos, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.9	Irene Rouvitha Panou, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.10	Cinzia Basile, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.11	Rajeev Kakar, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.12	Bradley Paul Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.13	Jawaid Mirza, proposed as independent non-executive member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	Determination of the type and composition of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	Submission of the Annual Activity Report of the Audit Committee for the financial year 2023.	For information		
17.	Submission of the Independent Non-Executive Directors Report.	For information		

Place and date:

(name/surname)

(signature)

(signature verification)

Instructions:

The present document, filled-in and signed, with the signature authenticity verified, is submitted to the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 142 34 N. Ionia or is sent digitally, signed by using a recognized digital signature (qualified certificate), by the shareholder or the representative via e-mail at the e-mail address Investorsinfo@eurobankholdings.gr, at least forty eight (48) hours before the date of the Annual General Meeting.

9. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at 28 June 2024, the total number of Eurobank Ergasias Services and Holdings S.A. shares amounts to 3,716,479,777 listed, electronic, ordinary registered shares, with equal voting rights, of which 52,080,673 voting rights are incorporated in Company's own shares.

Given that, according to article 50 par. 1 of Law 4548/2018, the rights of attendance and voting at the General Meeting corresponding to the Company's own shares are suspended and that these shares are not taken into account for the formation of a quorum, the Company's total number of shares and voting rights on June 28, 2024, amounts to 3,664,399,104.

10. MINORITY SHAREHOLDERS' RIGHTS

(a) At the request of shareholders, representing 1/20 of the paid-up capital, the Board of Directors is obliged to include additional items on the agenda of the General Assembly that has already been convened, if the relevant application is submitted to the Board of Directors at least 15 days before the General Assembly. Additional matters must be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 of Law 4548/2018 at least 7 days before the General Assembly. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Assembly and the revised agenda is published in the same manner as the previous agenda, 13 days before the date of the General Assembly and at the same time it is made available to the shareholders on the company's website together with the justification or the draft resolution submitted by the shareholders according to the provisions of paragraph 4 of article 123 of law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Assembly in accordance with paragraph 5 of article 141 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of this paragraph at the expense of the company. The Board of Directors is not obliged to include items on the agenda or to publish or disclose them together with the justification or the draft resolution submitted by the shareholders if their content appears to be contrary to law or morality.

(b) Shareholders representing 1/20 of the paid-up capital have the right to submit draft decisions on items included in the initial or revised general agenda of the General Assembly. The relevant application must be submitted to the Board of Directors at least 7 days before the date of the General Assembly, while the draft decisions are made available to the shareholders according to the provisions of paragraph 3 of Article 123 of Law 4548/2018 at least 6 days before the date of the General Assembly. The Board of Directors is not required to publish or notify draft decisions submitted by shareholders if their content appears to be contrary to law or morality.

(c) At the request of any shareholder, that is filed with the company at least 5 full days before the General Assembly, the Board of Directors is obliged to provide to the General Assembly the specific information requested for the company's affairs insofar as they are relevant to the items on the agenda. The obligation to provide information does not exist when the relevant information is already available on the company's website, in particular in the form of questions and answers. Idem, the Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph the Board of Directors can respond once to shareholders' requests with the same content. Any doubts as to whether or not the reasoning for refusal by the Board of Directors to provide information is valid are settled by the court by a decision given in the interim proceedings. By the same decision the court also obliges the company to provide the information that it refused. The decision is not challenged by legal remedies.

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(d) At the request of a shareholder or shareholders representing 1/20 of the paid-up capital, the chairman of the meeting shall postpone the decision-making of the General Assembly on all or certain matters, defining the resumption day of the meeting, as specified in the shareholders' request, which may not be more than 20 days from the date of postponement. The meeting of the General Assembly that follows a postponed one is a continuation of the previous one and does not require the resumption of the publication formalities of the invitation of the shareholders. New shareholders may participate in this meeting, subject to the relevant participation formalities in accordance with the provisions of paragraph 6 of Article 124 of Law 4548/2018 apply.

(e) At the request of shareholders, representing 1/20 of the paid up capital, that is filed with company at least 5 full days before the General Assembly, the Board of Directors is obliged to notify to the General Assembly, if it is annual, the amounts that have been paid to each member of the Board during the last two years or the managers of the company, as well as any benefit to such persons from any cause or contract of the company with them.

(f) At the request of shareholders, representing 1/10 of the paid up capital, that is filed with the company at least 5 full days before the General Assembly, the BoD is obliged to provide to the General Assembly information on the course of corporate affairs and the assets of the company. The Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph the Board of Directors can respond once to shareholders with the same content. Any doubts as to whether or not the reasoning for refusal by the Board of Directors is valid, provision of information is settled by the court by a decision given in the interim proceedings. By the same decision the court also obliges the company to provide the information that it refused. The decision is not challenged by legal remedies.

In the above mentioned cases, the requesting shareholders must prove their shareholding status and the number of shares they hold in the exercise of the relevant right. Proof of shareholding may be provided by any legal instrument and, in all cases, on the basis of information received by the company from the central securities depository.

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11. TERMS AND CONDITIONS FOR THE PARTICIPATION IN THE REMOTE GENERAL MEETING OF THE SHAREHOLDERS OF "EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A."

The Annual General Meeting of Shareholders of the company "Eurobank Ergasias Services and Holdings S.A." (the Company) will convene on Tuesday, 23 July 2024, at 10.00 a.m., remotely in real-time by teleconference without the physical presence of Shareholders, or in a potential Repeat Meeting on Tuesday, 30 July 2024, at 10.00 a.m., also remotely in real-time by teleconference without the publication of a further invitation.

Shareholders of the Company will participate at the General Meeting exclusively by electronic means.

Participation by Shareholders at the General Meeting is subject to the present terms and conditions for the remote General Meeting (the "Terms for the remote General Meeting").

Capitalized terms used have the meaning as defined in the Appendix to the present.

1. Introductory remarks

1.1. In order for Shareholders to participate and vote at the General Meeting or at any Repetitive Meeting, it is necessary that they, or their proxies, create and use an electronic account in the Internet Platform that has been developed by the Hellenic Exchanges-Athens Stock Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

1.2. The Internet Platform is provided by "Hellenic Central Securities Depository S.A.", while for the teleconference are used the ZOOM Meeting services provided by Zoom Video Communications Inc..

1.3. In order to access the Internet Platform a personal computer, a smartphone type mobile telephone or a tablet is required, with a browser application installed, and internet access.

1.4. In order for a Shareholder or his/her proxy to create an account in the Internet Platform, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

1.5. If, on accessing the Internet Platform the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Company by the Hellenic Central Securities Depository or through intermediaries as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", shareholders must provide or/and update the information above through their Participants in the DSS of their Securities Account, in order to create the account.

1.6. Shareholders that have successfully connected to the Internet Platform will be able to participate at the General Meeting by teleconference in real time via link that will be sent to them by email.

By activating the teleconference application (ZOOM) via the link at the start of the General Meeting, Shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally during the General Meeting, while at the same time, through the Internet Platform they will be able to:
- c) vote in real time during the General Meeting on the items of the daily agenda,
- d) receive information on the recording of their vote

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1.7. The deadlines, during which the rights of Shareholders can be exercised are included in detail in the Invitation to the General Meeting and in the present Terms for the remote General Meeting.

1.8. Besides these Terms for the remote General Meeting, the Terms of Use by Third Party Suppliers also apply.

1.9. The Company reserves the rights at any time to modify, suspend, cancel or limit the mechanisms for the electronic General Meeting and vote when necessary or appropriate for technical or security reasons.

2. Technical infrastructure

2.1. The Company ensures, insofar as possible, that the technical infrastructure to conduct the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices. The Company will cooperate and make use of the services of reliable Third-Party Suppliers to provide the technical infrastructure required to conduct the General Meeting.

2.2. Shareholders should know that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist. The Company, through Third Party Suppliers, takes all measures, technical and organization, and makes every possible effort to ensure as much as possible the continuous and uninterrupted of the Internet Platform and the teleconference application, so that the services provided through it are available continuously and uninterruptedly with an acceptable response time without interruption to Shareholders with compatible devices. However, due to the nature of the Internet and web applications, the Company and the Third Party Suppliers cannot guarantee the absolute completeness, correctness or continuity of their operation and they may not be available to part or all of the Internet, or may respond with interruptions, or, finally, respond in times longer than usual. In cases such as the above, the Company and the Third Party Suppliers will make every possible effort to restore its operation, however beyond that, the Company and the Third Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

2.3. It is recommended that Shareholders take all measures to protect the integrity and security of their information systems, hardware and software, in order to adequately protect the access data and the usage data of the Internet Platform that are stored on the local storage systems of the devices of Shareholders, portable and non-portable. Any failure in Shareholders' systems or connection or usage data leak due to an intrusion by malicious software in the operating systems of Shareholders, does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Company for any damages suffered by Shareholders. Furthermore, Shareholders are solely responsible for their personal equipment and the required technical means which will allow access to the Internet Platform.

2.4 Shareholders must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Internet Platform and have correctly installed and configured the teleconference application (ZOOM). The Company, through Third Party Suppliers, has ensured the timely implementation of the technical infrastructure for the Internet Platform in order to allow Shareholders to control their access and to verify that they can participate substantively in the General Meeting.

Furthermore, from the publication of the Invitation and until the end of the General Meeting, there will be provided support at (+30) 210 3366426 or by e-mail to AXIAeShareholdersMeeting@athexgroup.gr.

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2.5. Shareholders can notify any failure in the technical infrastructure through the help desk referred to in clause 2.4. Any failure or deficiency in the equipment of Shareholders, software, network infrastructure, servers, connection to the Internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including data security instances (which includes any unauthorized use, piracy, denial-of-service attack, access denial, potential failure, or intrusion that arouses from the theft or illegal interception of a password or a network password or any other attack), which may prevent the remote participation of Shareholders at the General Meeting, will, in any case, be in the sole responsibility of those Shareholders.

Inability by one or more Shareholders to follow the proceedings and participate at the General Meeting or to vote electronically during (any part) of the General Meeting, does not affect the validity of the General Meeting, or any work carried out therein.

2.6. In the event that during the General Meeting the Chairman of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting and which materially impacts the proceedings of the General Meeting, the Chairman of the General Meeting informs Shareholders that are participating at the General Meeting.

The Chairman of the General Meeting may decide, at her absolute discretion, taking into consideration the possible impact in the decision making process at the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure, or to proceed with the proceedings even though some Shareholders may not have the ability to participate and/ or vote and/or follow the General Meeting.

In the event that, at the discretion of the Chairman, the Internet Platform or the teleconference application no longer allows all (or some) Shareholders to follow the proceedings of the General Meeting, to vote electronically during (any part) of the General Meeting and to submit questions, then the Chairman may, at her absolute discretion, continue, adjourn, postpone the General Meeting, change the order of discussion and / or decision on the items of the General Meeting or to proceed with the General Meeting without the ability for some or all of the Shareholders that participate remotely at the General Meeting through the Internet Platform and the teleconference application to follow the proceedings of the Meeting and/ or to vote electronically during (any part) of the General Meeting. The Chairman of the Meeting notifies this decision, to the extent possible, to Shareholders present at the General Meeting.

2.7. If the Chairman of the General Meeting decides to suspend or postpone the General Meeting, as mentioned in clause 2.6, then the whole process that has taken place up to the point of suspension or postponement and any decisions taken on the items of the daily agenda will be valid.

3. Right to participate and vote at the General Meeting

3.1. The General Meeting is considered to have begun its proceedings with the announcement of the start of the General Meeting by the Chairman of the Meeting to Shareholders.

3.2. Each Shareholder may participate, follow substantively the proceedings of the General Meeting and vote in real-time electronically, provided that he has taken the necessary steps mentioned in the Invitation to the General Meeting to create and use an electronic account in the Internet Platform and clauses 1.1 to 1.6 of the present and in accordance with the instructions provided in the Invitation.

3.3. In order to participate in the General Meeting, Shareholders must connect through the Internet Platform, before the start of the General Meeting and to declare that they intend to participate in the General Meeting. Following the declaration of the intention to participate, Shareholders will receive a personalized information message by electronic mail with the link that must be followed to connect to the teleconference of the General Meeting.

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3.4 On the date of the General Meeting, in order to participate in the proceedings Shareholders must connect in a timely fashion through the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting that has been announced in the Invitation, and to declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

3.5. Shareholders that do not connect to the Internet Platform on time before the start of the General Meeting in accordance with clause 3.4 above and up until the announcement of the start of the proceedings by the Chairman of the General Meeting, will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise the right to vote or to take the floor and submit questions to the General Meeting, and will only be able to follow the live feed of the General Meeting by teleconference.

3.6. Shareholders who have not appointed a proxy or representative by the deadline (i.e. at least 48 hours before the date of the General Meeting), but who, however, have connected on time through the Internet Platform before the start of the General Meeting will, in accordance with clause 3.4, participate at the General Meeting, unless the General Meeting refuses for good reason and justifies its refusal. In that case, they will not be counted among the Shareholders that are present at the General Meeting and will only be able to follow the live feed of the General Meeting by teleconference.

3.7. Shareholders who have complied with the formalities above and have connected on time through the Internet Platform before the start of the General Meeting:

(i) are considered to be present in person at the General Meeting;

(ii) are included in the calculation of the quorum of shareholders present or represented at the General Meeting and the calculation of the percentage of the issued share capital of the Company present or represented at the General Meeting based on the number of voting rights they stated they would exercise in accordance with clause 3.3 above;

(iii) will be able to follow with electronic or audiovisual means the proceedings of the General Meeting;

(iv) will have the right to vote in real-time during the General Meeting on the items of the daily agenda at the point in time announced by the Chairperson;

(v) will be able to take the floor and address the General Meeting orally during the General Meeting;

(vi) will receive information on the registration of their vote.

3.8. The names of Shareholders that have been registered as participants in the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy (if there is one).

3.9. Any early disconnection by Shareholders before the end of the General Meeting does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time they are connected. Shareholders can connect again to the Internet Platform and continue to follow the remainder of the General Meeting and exercise all of their rights to participate and vote electronically.

In all other cases, Shareholders will only be able to follow the live stream of the General Meeting through teleconference.

3.10. Shareholders will be able to vote electronically from the time when the Chairman of the General Meeting announces the start of voting on the items of the daily agenda, following the completion of the proposals and discussion on the items of the daily agenda, and up until the point when the Chairperson of the General Meeting announces the end of voting.

The Chairman of the General Meeting may, at her absolute discretion, decide that voting can take place from the start of the General Meeting up until the time when she announces the end of voting.

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3.11 For Shareholders that participate in the voting on the items of the General Meeting that takes place before the General Meeting (mail vote), voting on the items of the daily agenda will be possible exclusively and only for the time period indicated in the Invitation to the General Meeting.

Following that time point, it will not be possible for Shareholders to participate in the voting on the items of the daily agenda that takes place before the General Meeting by mail vote.

On entering the Internet Platform, Shareholders will declare the number of voting rights with which they wish to participate at the General Meeting and vote, and, if they wish, they can amend that number (to a lower one).

Shareholders that vote on time as above can follow the live feed of the General Meeting by teleconference.

3.12. Shareholders that voted on time as above before the General Meeting by mail vote will be able to withdraw it, as follows:

a) If they voted before the General Meeting through the Internet Platform, they will be able to withdraw their vote through the Internet Platform, up until the start of the General Meeting.

b) If they voted before the General Meeting by sending to the Company the "Mail Vote Form", they will be able to withdraw their vote in the same manner in which they submitted it, 48 hours before the date of the General Meeting at the latest.

Shareholders above may, if they wish, participate in person at the General Meeting under clauses 1.1 to 1.5 and 3.1 to 3.9 of the present.

4. Vote confirmation and voting results

4.1. Submission of the vote by the Shareholder through the Internet Platform is final and cannot be withdrawn, subject to the conditions in par. a) and b) of clause 3.12.

4.2. Each Shareholder who voted at the General Meeting (including by mail vote) will receive from "Hellenic Central Securities Depository S.A." confirmation of registration of her vote on the items of the daily agenda through the Internet Platform after the end of the General Meeting.

4.3. If during voting the voting rights which were declared for participation at the General Meeting, are not fully exercised by the Shareholder, then, following the end of the General Meeting, he will receive, in accordance with clause 4.2, confirmation by the "Hellenic Central Securities Depository S.A." that the remaining rights were noted as "ABSTAIN".

4.4. After the end of voting on the items of the daily agenda and the vote count, the Chairperson informs Shareholders about the results of the vote.

The results of the vote on the items of the General Meeting will be published on the website of the Company, in accordance with the law.

5. Communication

For any questions concerning these Terms for the remote General Meeting, you may contact the Investor Information Services Division of the Company by email at investorsinfo@eurobankholdings.gr or by telephone at +30 2144046400 (daily between 09.30 – 17.00).

For any information regarding support to Shareholders and their representatives, you may contact by email at AXIAeShareholdersMeeting@athexgroup.gr or by telephone at +30 210 3366426.

Appendix - Definitions

Company refers to the company «**Eurobank Ergasias Services and Holdings S.A.**».

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General Meeting refers to the General Meeting of Shareholders of «**Eurobank Ergasias Services and Holdings S.A.**» dated **23.07.2024**, which will take place remotely in real time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue, under the conditions of articles 125 and 126 of Law 4548/2018.

Internet Platform refers to the internet platform <https://axia.athexgroup.gr/en/home> that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group and is available by the “Hellenic Central Securities Depository” for the provision of General Meeting services to issuing companies that take place remotely, in real-time by teleconference without the physical presence by shareholders.

Teleconference application / teleconference refers to the ZOOM Meeting services that are provided by Zoom Video Communications Inc., through which teleconference is provided.

Mail vote refers to the participation remote participation of Shareholders in the vote on the items of the General Meeting that will take place before the General Meeting.

Shareholder of the Company is the one that is registered on the start of the fifth (5th) day before the date of the General Meeting (“Record date”), i.e. on **July, 18th 2024**, in the Dematerialized Securities System (DSS) of the company “HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)” or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021). Proof of shareholding status may be evidenced by any legal means and in any case based on information received by the Company electronically by ATHEXCSD, if the latter provides registration services, the participating and registered intermediaries in the central securities depository in any other case. A shareholder may participate in the General Meeting, based on the confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, provided by the intermediary, unless the General Meeting refuses such participation for a material cause, which justifies its refusal, in compliance with the relevant statutory provisions (Article 19 (1), Law 4569/2018 and Article 124, Law 4548/2018).

Terms for the remote General Meeting refers to the present terms and conditions.

Chairman of the General Meeting refers to the Chairman of the General Meeting that will take place remotely in real-time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue.

Third Party Suppliers refers to the companies “Hellenic Central Securities Depository S.A.”, headquartered in Athens, and “Zoom Video Communications Inc.”, headquartered in San Jose California.