


## **POLICY AND PROCESS FOR THE ASSESSMENT OF THE SUITABILITY OF THE BoD AND KEY FUNCTION HOLDERS**

**ΠΟΛΙ-**

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POLICY AND PROCESS FOR THE ASSESSMENT OF THE SUITABILITY OF BoD MEMBERS AND KEY FUNCTION HOLDERS			

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FUNCTION HOLDERS****History of Revisions**

<b>Date of Approval</b>	<b>Document Code</b>	<b>Relevant Document</b>
08/07/2021	ΠΟΛΙ-15-10.00-08/07/2021	Circular by CEO No. 155/08.07.2021 (according to the BoD Minutes No. 1346/16.06.2021)
07/02/2017	ΠΟΛ_ΑΥΜ_ΔΣ_20170207	Circular by CEO No. 45/ 07.02.2017 (according to BoD Minutes no. 1235 of 12.12.2016)

## 1 Preface

The Policy on the Suitability of BoD Members and Key Function Holders (hereinafter the “Policy”) sets out the principles and suitability criteria for the selection, the renewal of the term of office and the replacement (in all cases when a member ceases to be on the Board) of BoD members and Key Function Holders.


Pursuant to articles 80 and 83, Law 4261/2014, as in force, the Bank’s BoD shall specify, supervise and be accountable for the implementation of the governance arrangements that ensure the efficient and prudent management of the Bank. BoD members must have a good reputation at all times, adequate knowledge, skills and experience when performing their duties. The overall BoD composition must reflect a sufficiently wide range of experience and the BoD members must meet the requirements of the applicable legislative and regulatory framework regarding suitability assessment.

Furthermore, pursuant to the Bank of Greece Executive Committee's Act no. 224/21.12.2023 regarding suitability assessment for the election or appointment of a BoD member or a key function holder, adopting the common Guidelines of the European Banking Authority (EAT/EBA) and the European Securities and Markets Authority (EAKAA/ESMA) on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06), credit institutions are primarily responsible for ensuring that the BoD members meet the suitability criteria at all times and should establish the appropriate policies and processes to this end, while the Corporate Governance, Nominations, Human Resources and Remuneration Committee (hereinafter the “Committee”) has a substantial role in assessing the suitability, the diversity and the composition of the Board of Directors.

Similarly, pursuant to the European Central Bank’s Guide to fit and proper assessments (December 2021) and the applicable regulatory framework (Exec. Com. Act No. 224/21.12.2023), credit institutions are primarily responsible for the initial and ongoing assessment of the suitability of the members of the management body.

The Policy is based on the applicable regulatory obligations and takes into account the measures and rules stipulated in the following provisions, as in force (hereinafter “the Applicable Rules”):

- (a) Law 4261/2014, transposing Directive 2013/36/EU (CRD IV) into the Greek law,
- (b) the Bank of Greece Executive Committee’s Act no. 224/21.12.2023, adopting the European Banking Authority (EBA) and the European Securities and Markets Authority’s (ESMA) guidelines on the fitness and propriety assessment of members of the management body and key function holders (EBA/GL/2021/06 and ESMA 35-36-2319),
- (c) EBA’s guidelines on internal governance of credit institutions pursuant to Directive (EU) 2019/2034 (EBA/GL/2021/14),
- (d) Law 4706/2020 (Official Government Gazette 136/A/17-7-2020) on “Corporate governance of SAs, modern capital market, integration into the Greek legislation of Directive (EU) 2017/828 of the European Parliament and Council, measures in implementation of Regulation (EU) 2017/1131 and other provisions”,
- (e) the Capital Market Commission’s guidelines on the Fitness and Propriety Policy stipulated in article 3, Law 4706/2020 (CMC Circular 60/18.09.2020),
- (f) the “Revised ECB Guide to fit and proper assessments of members of credit institutions’ management body”,
- (g) the provisions of Law 3864/2010, as well as the RFA concluded between the Bank and the HFSF (already called “Growthfund”)
- (h) Law 5175/2025 amending the arrangements of Law 4706/2020, in particular the provisions of articles 4, 5, 6, 10 and 17 regarding the Policy on the Suitability of BoD Members.

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Furthermore, international best corporate governance practices have been taken into account, including BCBS Corporate Governance principles for Banks, July 2015.

This Policy applies to the members of the Bank's BoD elected by the Bank's competent collective bodies (General Meeting or BoD) pursuant to the stipulations of the applicable legislation and the Bank's Articles of Association; the relevant regulatory provisions in force apply to the nomination thereof for as long as they are members of the Bank's BoD, as well as to Key Function Holders as specified in the relevant regulatory framework.

## 2 Goals

This Policy aims to specify the criteria that should be used for the assessment of BoD members, including the suitability criteria set out in the applicable regulatory framework and the detailed description of the policies, practices and processes implemented by the Bank for the assessment of the suitability of BoD members.

The main goals of the Policy are:

- To ensure quality staffing, effective operation and fulfillment of the BoD's role based on the Bank's general strategy, mid-term and long-term business pursuits in order to promote corporate interest.
- To guide the Corporate Governance, Nominations, Human Resources and Remuneration Committee and the Chairman thereof, when they are performing their duties, regarding minimum principles and criteria that shall be applied at a minimum to the selection, the replacement and the renewal of the BoD members' or/and Key Function Holders' term of office for the purposes of assessing individual and collective suitability, as well as to the control and drafting of proposals for candidate members for the Bank's BoD, so that they are elected by the BoD or/and the General Meeting of the Bank's Shareholders, in conformance with the applicable legislation and the Bank's Articles of Association.
- To specify transparent and effective criteria for the selection of candidates and the assessment of the suitability thereof, as well as the internal process for suitability assessment.
- To ensure that the BoD's composition shall meet high quality standards regarding suitability (both at an individual and a collective level), moral stature and skills.
- To specify the diversity criteria for the selection of BoD members.

## 3 General Principles for the suitability of BoD members

In order to be considered suitable, candidates must at least:

- a) meet minimum requirements stipulated in the applicable regulatory framework, the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council, that constitutes the Hellenic Corporate Governance Code for Companies with securities listed on the stock market, which has been adopted by the Bank, as well as provisions regarding the suitability criteria for BoD members, the incompatibility of BoD members and independence criteria (where necessary).
- b) meet the requirements stipulated in the legislative and regulatory framework, such as, indicatively, Law 3864/2010, as in force, regarding the incompatibility of BoD members.
- c) meet the minimum suitability criteria specified in article 83, Law 4261/2014 that incorporated in the Greek Law article 91 of CRD directive and the Exec. Com. Act No. 224/21.12.2023, as in force, and specifically: (i) adequate knowledge, skills and experience, (ii) reputation, honesty and integrity, (iii) absence of conflict of interest and independent will, (iv) adequate time commitment and (v) collective suitability (as further analyzed in Annex A to the Policy),
- d) not have regular conflict of interest with the Bank, according to the applicable regulatory and internal framework (including the Articles of Association, Code of Ethics and the Bank's Policy on the prevention of conflict of interest for BoD members, senior executives and other related parties of the Bank).
- e) meet specific criteria, as these are specified every time, regarding the role and the duties that a specific position involves.

## 4 Principles for the assessment of the suitability of the BoD and BoD members

According to the Exec. Com. Act No. 224/21.12.2023, the term “suitability” shall mean the degree to which it is deemed that a person is of good reputation and has, both at an individual and a collective level along with other persons, adequate knowledge, skills and experience to perform their duties. Said suitability also covers the honesty, integrity and independent will of each individual person, as well as their ability to commit adequate time to perform their duties.

#### **4.1. Assessment of the individual suitability of BoD members**

- a) The Bank's goal is to ensure that all BoD members are, at all times and in any case, suitable at an individual level to perform their relevant duties.
- b) The Corporate Governance, Nominations, Human Resources and Remuneration Committee shall assess or reassess the individual suitability of the BoD members (existing or new) based on the criteria specified in the applicable regulatory framework and the supervisory directives, as described in Annex A to this Policy, and according to the special provisions included therein.
- c) Assessment or reassessment shall take place in the following cases:
  - when new BoD members are elected,
  - when the term of office of BoD members is renewed, if the requirements for the position have changed or if the member is elected for a different role in the BoD. Said assessment should be limited to any additional requirements resulting from the new role, as well as to information/data that may have changed since the last time the persons were assessed. In this context, it is noted that if an existing member's term of office is renewed, said member is subject to reassessment if they have a role different to the one about which they have already been assessed or if requirements in order to hold the position, for which they have already been assessed, change. Moreover, if a member has been assessed by the competent authority in the two previous years, and is subject to assessment or reassessment according to the above, only the information that has changed since the last assessment is filed to the competent authority. If there has been no change, the Bank shall file to the competent authority a signed solemn declaration by the member in question, informing the competent authority that there is no need to update the aforementioned information since it remains unchanged since the previous assessment.
  - on an ongoing basis, as analyzed in paragraph 4.2
- d) The Committee must assess, in particular, whether the members:
  - have a good reputation
  - have adequate knowledge, skills and experience to perform their duties
  - are able to act with honesty, integrity and independent will in order to effectively assess and challenge the executive BoD members' decisions and other relevant decisions made by the management, when deemed necessary, as well as to effectively supervise and monitor decision making by the management
  - are able to commit adequate time to perform their duties within the Bank and whether the limitation of the number of BoD members is observed, according to par. 3, article 83, Law 4261/2014.
- e) When an assessment is performed for a specific position, the assessment of adequate knowledge, skills and experience, as well as adequate time commitment, should take into account the role/duties of the position in question, for example, if it is an executive or a non-executive BoD member, a BoD Chairman, a CEO, a Chairman of a specific BoD Committee (e.g. Audit Committee or Risk Management Committee), etc., as well as any specific provisions applicable to the position/duties, depending on the case.
- f) When assessing a BoD member's individual suitability, the Committee, during the same time

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period, shall also assess the BoD's collective suitability, as well as whether the overall composition of the BoD Committees is adequate. In particular, the Committee shall assess what knowledge, skills and experience each member is contributing into the BoD's collective suitability, and whether the overall composition of the BoD reflects an adequate range of knowledge, skills and experience in order to understand its activities and main risks. There should be an adequate number of members with knowledge in every sector where the Bank is active so that holding constructive discussions and decision making are possible.


- g) The Committee shall monitor on an ongoing basis the BoD members' suitability in order to identify, based on any relevant new event, situations in which their suitability should be reassessed, taking also into account the specific provisions of the applicable regulatory framework, as in force from time to time. If a member takes up an additional BoD member position or starts to perform new pertinent activities, the Committee shall assess the taking up of the new position and its impact to the performance of the member's duties.
- h) In any case, the Committee shall reassess suitability at least on an annual basis.

The Bank must, at its own initiative or following a request by the competent authorities, file the reassessment of the Policy with the Country's competent Authority (Bank of Greece), pursuant to the provisions of the applicable regulatory framework, as in force from time to time. The BoD shall review the fulfillment of the requirements in order to consider a BoD member independent at least on an annual basis per financial year, and in any case, before the annual financial report is published, which includes the relevant confirmation. If, when reviewing the fulfillment of independence requirements, as specified in article 9, Law 4706/2020, or if it is confirmed, at any time, that said requirements are not fulfilled anymore by an independent non-executive member, the BoD shall take the necessary actions to replace said member.

#### **4.2. Assessment of the collective suitability of the BoD**

- a) The Bank aims to ensure that the BoD has at a collective level, at all times, time adequate knowledge, skills and experience in order to understand the Bank's activities, including main risks. In addition to the experience, knowledge and skills required for every BoD member, the Bank aims to ensure that the BoD's overall composition reflects at a satisfactory level a wide range of knowledge, skills and experience so that the institution's activities are understood, including main risks, which is necessary for the prudent and efficient management of the Bank, while, at a collective level, it is able to make the appropriate decisions, taking into account the Bank's business model and strategy, risk appetite and the real risk profile, the nature, scope and geographical location of the Bank's business activities and the markets where the Bank is active. Furthermore, it should be ensured that the overall composition of the BoD has adequate collective knowledge and experience in banking, finance, risk management, IT, ESG, legal and internal audit issues.
- b) The Committee shall assess whether the BoD is suitable at a collective level. Any weaknesses identified regarding the collective suitability of the BoD or the BoD Committees should not necessarily lead to the conclusion that a specific member is not suitable individually.
- c) When assessing collective suitability, the Committee should assess whether the BoD, in its decisions, shows adequate understanding of AML/CFT risks and in what way the latter impact the institution's activities, as well as whether the BoD properly manages said risks, including any corrective measures, where deemed necessary. The assessment or reassessment of the BoD's collective suitability shall also take into account the collective suitability criteria set out in detail in Annex A hereto, as amended and in force from time to time.
- d) The Committee should assess or reassess the collective suitability of the BoD, in particular:



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i. when substantial changes are made in the BoD's composition, including but not limited to:

- when new BoD members are elected,
- when the term of office of BoD members is renewed, if the criteria for the specific member position have changed or if the member takes up a different position/role in the BoD or following the reassessment of the member, in view of a new event,
- when elected or reelected members cease to be BoD members.

ii. on an ongoing basis and, in particular, in the following cases:

- if a substantial change is made to the Bank's business plan, risk appetite or risk management or structure, at an individual level or at Group level.
- in the context of reviewing internal governance arrangements by the BoD,
- in cases when it is identified that the credit institution has not implemented the appropriate internal audits or supervisory mechanisms to monitor and minimize AML/CFT risks (e.g. identified by supervisory findings after on-site or off-site audits, supervisory dialogue or in the context of sanctions).
- in every case that may substantially impact the collective suitability of the BoD in another way.
- when filing an application for licensing activities, including cases of licensing for additional activities.

In any case, the Committee shall periodically reassess suitability, at least on an annual basis.

- e) When reassessing collective suitability, the Committee should focus on the relevant changes in the Bank's business activities, strategies and risk profile, as well as on the allocation of duties within the BoD and the consequences of said changes on the required knowledge, skills and experience that the BoD must have collectively.

#### **4.3. Policy on diversity in the BoD (diversity and gender representation) and goals**


1. The Bank shall prioritize diversity in the BoD and at all levels, according to the applicable legislative and regulatory framework, to promote a diversified group of members.

This Policy aims to gather a wide range of qualifications and skills when appointing the BoD members so that diversity of opinions and experience is ensured and expressing independent opinions and correct decision making by the BoD is facilitated. The Bank aims to have balanced gender representation in the BoD and ensures that the principle of equal opportunities is respected when selecting BoD members.

2. In particular, measures are taken so that no one is excluded due to discrimination on the basis of gender, race, skin color, ethnic or social origin, religion or beliefs, property ownership, birth, disability, age, sexual orientation or any other parameter not connected to employment. Only criteria of individual suitability specified in this Policy shall play a role in the selection process. Achieving substantial and not only perfunctory diversity in the BoD is an important safeguard for the overall efficiency of the BoD.

Policy on diversity pertains to at least the following diversity aspects: educational and professional background, gender, age and geographical origin. Furthermore, it includes a qualitative goal regarding the representation of the gender that is inadequately represented.

When setting the qualitative diversity goals, the Bank shall take into account any results of a comparative assessment of diversity published by the Bank of Greece, the HDB or other relevant international bodies or organizations.

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3. The Bank is committed to promote equality and diversity in the BoD, as well as a culture that, on the one hand, appreciates and respects diversity and, on the other hand, acknowledges that people from different backgrounds and with different experience may have a valuable contribution in the BoD's work. A wider goal of the Bank is to be an organization that does not exclude anyone, offers equal opportunities regarding employment by it, including the recruitment, training and development of BoD members and employees.
4. The Bank aims to ensure adequate gender representation and the respect of the principle of equal opportunities when assessing candidates and selecting BoD members or executives. In this context, adequate gender representation is provided for as a percentage of the total number of BoD members, as stipulated in the legislation in force from time to time. Specifically, every gender shall be adequately represented in the BoD, at a percentage of at least twenty five per cent (25%). In case of a fractional number, it shall be rounded to the previous integer. The Committee shall propose goals in order to achieve diversity in the BoD and shall propose the adoption thereof by the BoD; the latter shall see to improve one or more elements of diversity and shall assess the relevant progress.

The participation of the underrepresented gender in the Bank's BoD must not be less, with organizational adjustments that must have been completed by 30.06.2026, than thirty three per cent (33%) of the total number of BoD members. When three (3) or more executive members participate in the Bank's BoD, the aforementioned percentage of thirty three per cent (33%) includes at least one (1) executive member of the underrepresented gender. In case of a fractional number, the percentage shall be rounded to the closest integer. It is noted that 30.06.2026 is the final date for SA companies with shares or other securities listed on a regulated market in Greece, pursuant to article 1, Law 4706/2020 and article 17, Law 5178/2025, to conform with said percentage.

5. The criteria and the process for the selection of the BoD members, with the percentage regarding balanced gender representation in the BoD being respected, are specified before the selection process begins and apply to all stages thereof, so that, if the required percentage is not respected, it is ensured that, between candidates with the same qualifications regarding adequacy, skills and professional performance, priority is given to the candidacy of a person of the underrepresented gender, unless extraordinary reasons that are specifically justified, dictate the selection of the candidate of the other gender.

The candidate who participated in the candidate selection process for appointment or election as a BoD member, shall receive, within twenty (20) days, following their request addressed to the Bank, detailed information about:

- a) the assessment criteria on which this specific selection was based,
- b) the objective, comparative assessment of the candidates resulting from the implementation of the criteria set out under point a), and
- c) the special reasons that led to the selection, by way of exception, of the candidate of the gender that is not underrepresented, if this is the case.

## **5 Assessment of suitability of key function holders**

Key function holders are the persons who have significant influence on the management of the credit institution but are not BoD members. These persons include:

- the heads of the following functions: Internal Audit Control, Risk Management, Compliance,
- the chief financial officer and
- the members of the Audit Committee

Key function holders may also be other persons, if said persons are designated by the institutions or

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the Bank of Greece, according to a risk-based methodology. The Bank shall ensure that key function holders have good reputation, honesty and integrity, adequate knowledge, skills and experience for their relevant positions at all times. In particular, the Bank shall assess the aforementioned requirements, specifically:

- a) when appointing new key function holders, inter alia, as a result of direct or indirect acquisition or increase in special participation in an institution;
- b) if the requirements for the position have changed or if the person is appointed in a position other than the one for which they have been already assessed;
- c) when deemed necessary.

The Bank shall monitor on an ongoing basis the reputation, the independent will, the honesty, the integrity, the knowledge, the skills and the experience of the key function holders in order to identify, in the context of any new event, any situations where their suitability should be reassessed. In particular, a reassessment is performed in the following cases:

- a) if there are concerns about the person's suitability
- b) if the person's reputation is substantially impacted
- c) when it is identified that the credit institution has not implemented the appropriate internal audits or supervisory mechanisms to monitor and minimize AML/CFT risks (e.g. identified by supervisory findings after on-site or off-site audits, supervisory dialogue or in the context of sanctions)
- d) in the context of reviewing internal governance arrangements by the BoD
- e) in every case that may substantially impact the person's suitability in another way.

The assessment, at an individual level, of the reputation, the independent will, the honesty, the integrity, the knowledge, the skills and the experience of the key function holders is based on the same criteria as those implemented when assessing the corresponding suitability requirements for the BoD members. When assessing knowledge, skills and experience, the competencies and duties of the specific position are taken into account.

Assessing the initial and the ongoing suitability of key function holders is the institution's responsibility, regardless of any assessment performed by the Bank of Greece for supervisory reasons.


The assessment process is also implemented when assessing the competent Manager specified in article 38, Law 4557/2018.

## **6 Process for the nomination of new candidate BoD members and assessment of suitability**

- 1) The Committee shall assess on an annual basis (with the assistance of external consultants if deemed necessary) the structure, the size, the composition and the performance of the BoD and the BoD Committees, and, if it deems it fit, it shall submit recommendations to the BoD that may include (indicatively): additional training, change in procedures, measures to limit conflict of interest, appointment of additional members with special qualifications, assignment of competencies or/and replacement of BoD members. Moreover, it shall ensure that the process for the nomination and selection of new candidate BoD members is drafted and the implementation thereof is monitored. The Committee shall propose to the BoD or the General Meeting to select candidate members that it assesses as suitable regarding the combination of range of knowledge per subject, skills and experience, according to the applicable legislative and regulatory framework, in the context of the initial election of members or in the context of replacement of members departing for any reason whatsoever.

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- 2) The Committee shall specify the needs regarding filling vacancies in the BoD, taking into account the strategy and the business environment, the results of the assessment and the needs of identifying issues of succession in the BoD.
- 3) At the same time, it shall identify the BoD members whose term of office is going to expire and it shall have exploratory contacts with them regarding their intention to renew their term of office. Candidates shall be nominated only after the results of the assessment of the member's performance during their last term of office have been reviewed.
- 4) After reviewing the results of the assessment and evaluating the contribution thereof in the knowledge, skills and experience of the members, especially if vacancies need to be filled (due to resignations or replacement of BoD members), the Committee shall analyze its proposals regarding the needs to elect new BoD members.
- 5) Then, it shall specify the criteria for the candidates and shall describe the required profile regarding the main qualifications of the BoD members. (executive, non-executive and independent non-executive members). For every new candidacy, the Bank's business strategy and the general risk strategy are taken into account, including the Bank's risk management culture, risk appetite and risk management context.
- 6) Candidates shall be designated: a) internally, in which case the Committee shall have exploratory contacts with management executives and interested persons who may have the desirable BoD profile, in collaboration with the Human Resources Division or b) following the appointment of external consultants who will assist the Committee in selecting BoD members, including identifying and reviewing candidates. During the selection of an external consultant, the Committee shall ensure that there is no conflict of interest between said consultant and the Bank. The Committee shall inform the external consultant about the Policy in order to consider any candidate suitable.
- 7) After gathering all information about the persons interested (internally or from the appointed external consultant), the Committee shall prepare a list with the potential candidates for the position.
- 8) The Committee shall review the list of candidates and schedule the necessary interviews. In any case, further questions shall be made to the candidates in order to confirm that all criteria for the assessment of suitability are fulfilled. The Committee shall select the most suitable candidates.
- 9) All proposals made by the Committee are based on its independent judgment. In order to identify and propose the suitable candidates, the Committee shall rely on the criteria specified in this Policy. If the Committee adopts any proposals that do not comply with this Policy, it shall provide explanations to the BoD.
- 10) The Committee shall prepare the proposals regarding the most suitable candidates and shall file them to the BoD for evaluation. The names of the BoD members proposed by the Committee are accompanied by a full resume, a short summary of the assessment of their suitability and any other information that will allow the BoD to make a justified decision. The Committee's proposal is attached to the relevant BoD meeting minutes. If the BoD does not follow the Committee's proposals, it must justify such a decision and record the relevant reasons in the minutes of the relevant BoD meeting.
- 11) The BoD shall review the candidates proposed by the Committee and shall decide which ones are going to be proposed for election to the General Meeting (or the BoD itself). Before the election, the candidate BoD member shall fill in and file the Solemn Declaration Form by a Candidate BoD Member (declaration template, see ANNEX B - SOLEMN DECLARATION FORM BY A CANDIDATE BoD MEMBER).
- 12) For the purposes of electing its members, the BoD shall post on the Bank's website, before the general meeting, in the context of the relevant BoD proposal, the information required by the relevant legislative framework regarding every candidate member.

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- 13) The Committee shall assess the suitability of the candidate BoD members before the election thereof.
- 14) By way of derogation from the above, assessing individual and collective suitability may, exceptionally, be performed after the appointment of the member only in the following case, and provided that the Bank shall offer sufficient justification: When performing a full suitability assessment before the appointment of a member would disturb the proper operation of the BoD, inter alia, in the following indicative cases:
- When the need to replace any members arises in a sudden or unforeseeable way (e.g. death of a member) and
  - When a member is removed from office because they are no longer suitable.

In these cases, members shall be appointed, subject to the positive assessment of their suitability, and the Committee shall assess their suitability and the composition of the BoD as soon as possible, within one month from the date of the appointment thereof at the latest.

- 15) After having been elected, every BoD member shall fill in and submit to the Compliance and Corporate Governance Division the questionnaire included in the Exec. Com. Act No. 224/21.12.2023, as in force, accompanied by the relevant documentation specified therein. When submitting said questionnaire, the BoD members must fully state all information required and they are committed to immediately inform the Bank if there is any substantial change in the information included in the questionnaire. Moreover, in this declaration, they must confirm that they are aware of the responsibilities resulting from EU and national legislation related to the BoD member role, as well as their intention to ensure ongoing compliance with said responsibilities. This questionnaire shall be submitted when the Bank decides to propose the appointment of a specific person, and within the deadlines specified in the applicable framework (i.e. at least one (1) month before the proposed date of taking up the position, pursuant to the Exec. Com. Act No. 224/21.12.2023), as in force from time to time, except in the cases specified in the applicable regulatory framework that stipulate that the assessment of the individual and collective suitability shall be performed after the appointment of the member; in this case, the questionnaire shall be submitted after the date of the appointment, within one (1) month from the date of the appointment or as in force, pursuant to the provisions of the applicable regulatory framework from time to time.
- 16) The Committee must monitor on an ongoing basis the suitability of BoD members, in particular, in order to identify -in view of any relevant new event- any cases in which reassessing their suitability is deemed necessary.
- 17) Ongoing monitoring of the individual or collective suitability of the BoD members should focus on whether an individual member or the members collectively continue to be suitable, taking into account the individual or collective performance and the corresponding situation or event that led to the reassessment, as well as its impact on the actual or required suitability.
- 18) When reassessing the individual or collective performance of BoD members, the Committee shall review, in particular, the criteria specified in the applicable regulatory framework (especially the Exec. Com. Act No. 224/21.12.2023).
- 19) If the process of reassessment is activated due to a specific event, the Committee may focus the reassessment on the situation or the event that activated the reassessment and may not include in the reassessment any aspects that have not changed.
- 20) The Bank shall request the BoD members to prove their suitability by providing, at least, the documentation required by the competent authorities regarding suitability assessment. The Committee shall describe the position for which the assessment was performed, along with documentation, including the competencies resulting from said position, and shall also specify the results of the suitability assessment based on the criteria set out in Annex A. The Committee shall justify the results of the suitability assessment, especially any shortcomings identified



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between the required and the actual individual and collective suitability of the BoD members, as well as the measures that need to be taken to address said shortcomings. The Committee shall justify the findings of the assessment or the reassessment, the reason of the reassessment and, if deemed fit, any recommendation regarding any shortcomings identified. Then, the Committee shall submit the above to the BoD, even when no recommendations are made about changes in the BoD's composition or no measures are proposed.

- 21) When deemed necessary, the Committee may propose to the BoD the appropriate corrective measures (such as training, change in procedures, measures mitigating conflict of interest, transfer of competencies between members, banning a member from performing duties, appointing additional members with a specific competency and replacing BoD members, etc.). The Bank shall ensure the introductory briefing and continuous training of BoD members in relation to the performance of their duties and their understanding of the Bank's governance and their role as BoD members. The Bank shall ensure that BoD members have access to relevant training programs in order to strengthen, deepen and update their knowledge. BoD members must commit adequate time in order to complete said training programs and to update their knowledge in general. (The aforementioned are specified in detail in the Policy on the introductory training and education of BoD members).
- 22) The BoD shall be briefed on the assessment performed by the Committee and shall decide regarding the latter's recommendations; when the recommendations are not approved, it shall justify the reasons why.
- 23) The Bank shall send to the Bank of Greece the result of the suitability assessments, including the assessment performed regarding the collective suitability of the BoD, pursuant to the applicable regulatory framework.

## 7 Process for the nomination and appointment of key function holders

The process for the nomination and appointment of key function holders of the Bank is the same as the process for the nomination of candidate BoD members, as described in Section 6 of this Policy.

## 8 Policy on succession planning regarding BoD members

The BoD shall ensure that there is appropriate succession planning, in conformance with the regulatory framework, for the smooth continuation of the Bank's activities management and decision making after any potential absence or departure of BoD members, including any relevant temporary arrangements; it shall ensure consistency and prevent, where possible, the need to simultaneously replace an extremely large number of members. While it includes mechanisms to ensure continuation, succession planning is also a long-term strategic tool supporting talent development and diversity. Consequently, it shall take into account, inter alia, the purposes and goals set out in the Bank's Policy on Diversity. Succession Plan also takes into account the results of the periodic suitability reassessment, for example, regarding the desirable areas of experience/specialization. The BoD, through the Corporate Governance, Nominations, Human Resources and Remuneration Committee, shall supervise the Succession Plan, that is drafted in alignment with best practices and the relevant regulatory provisions, taking into account the desirable BoD profile and the results of the suitability assessment, as well as individual needs for specific positions in the BoD (e.g. specifying the profile/skills required on a case-by-case basis) and other aspects, such as diversity criteria.

## 9 Record keeping

The Compliance and Corporate Governance Division is responsible for keeping a record with the questionnaires for the suitability assessment of BoD members and key function holders of less important institutions, signed by the persons who must sign them (BoD members or key function holders) as well as any addendum thereto. Moreover, it is responsible for keeping a record with all external professional positions held by the BoD members. It must update said record every quarter and inform accordingly the Corporate Governance, Nominations, Human Resources and Remuneration Committee and the BoD in case of any changes.

## 10 Corrective measures


- 1) With the exception of any criteria governing the assessment of reputation, honesty and integrity, if the reassessment identifies easily addressable shortcomings as regards the members' knowledge, skills and experience, the Bank must take the appropriate corrective measures to address said shortcomings in a timely manner. The Committee shall take corrective measures and, as a last resort, it shall propose to the BoD to replace a member/members thereof. The same applies if, before the assessment or the reassessment, it is concluded that the BoD is not suitable at a collective level.
- 2) The appropriate corrective measures include, indicatively, the following: readjustment or reallocation of competencies among the BoD members, replacement of some members, selection/appointment of additional members, additional measures to mitigate conflict of interest, training of individual members or training of the BoD at a collective level in order to ensure both individual and collective suitability of the BoD.
- 3) In any case, the Bank shall conform with the applicable legislative and regulatory procedures, as in force from time to time, regarding the replacement of the member.
- 4) The Bank shall inform, without any delay, the Bank of Greece about any important shortcoming identified regarding any BoD member or key function holders, stating the reasons that caused the shortcoming. The relevant information shall include the measures taken or specified to address said shortcomings as well as the schedule of implementation thereof.

## 11 Policy on Suitability at Group level

The Group's entities shall approve similar policies in order to achieve harmonization with the principles of this Policy, properly adjusted to the size, the internal organization and the nature, the scale and the complexity of their activities, taking into account the proportionality criteria set out in the Exec. Com. Act No. 224/21.12.2023 and the applicable regulatory framework.

In any case, all members of the BoDs of the subsidiaries must have a good reputation, honesty, integrity and independent will, regardless of the size, the internal organization and the nature, the scope and complexity of the subsidiary's activities, and the duties and responsibilities arising from the specific position.

The Group's entities must ensure that they are able to produce data and information for supervision purposes and they are responsible for respecting any regulatory notifications or disclosures required in the context of any member election or departure from their BoDs.

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## 12 Final Provisions

This Policy shall be approved by the Bank's General Meeting, following a proposal by the BoD and a recommendation by the Committee, and it shall be posted on the Bank's website. Any modifications to this Policy shall be approved by the BoD and, provided that they are substantial, they shall be submitted to the General Meeting for approval. This Policy and any substantial modification thereto shall apply as from the date it was approved by the General Meeting. Substantial means any modifications introducing derogations or significantly modifying the content of the Policy. This Policy shall be reviewed at least once a year or ad-hoc in case of any modifications to the legislative and regulatory framework, with the aim to update this Policy, if necessary. Documentation regarding the approval of the Policy and any modifications thereto shall be kept in a relevant record (also in electronic form).

The Compliance and Corporate Governance Division is responsible for drafting this Policy. The BoD shall amend the Policy, when deemed fit, taking into account the recommendations of the Committee and the Internal Audit Control function.

The Committee shall monitor the efficiency of this Policy and shall evaluate the planning and implementation thereof.



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ANNEX A - SUITABILITY CRITERIA FOR BoD MEMBERS  
(in particular, based on the Exec. Com. Act No. 224/21.12.2023)

**A. Individual Suitability Criteria**

**1. ADEQUATE KNOWLEDGE, SKILLS AND EXPERIENCE**

BoD members shall have the necessary knowledge, skills and experience to perform their duties based on the role, position and required skills specified by the Bank. Mainly, they must:

1.1. Understand the Bank's business activity and the risks assumed by the Bank, at a level proportionate to their duties. This includes sufficient understanding of the areas for which an individual BoD member is not directly but collectively and jointly responsible with the other BoD members.

1.2 Fully understand the arrangements for the governance of the Bank, their corresponding role and responsibilities and, as the case may be, the structure of the Group to which the Bank belongs and any potential conflict of interest that may arise from it.

1.3 Be able to contribute to the implementation of the appropriate mentality, corporate values and conduct in the BoD and the Bank.


1.4 More specifically, BoD members who are responsible for the implementation of laws and regulations must have adequate knowledge, skills and experience in identifying and assessing the risk of money laundering/financing of terrorism, and regarding policies, audits and procedures in the area of fighting money laundering/financing of terrorism. They must fully understand the Bank and its business model, as well as the extent to which the latter exposes the Bank to risks of money laundering/financing of terrorism.

1.5 When assessing the adequacy of knowledge, skills and experience, the following must be reviewed: a) the competencies and duties of the position and the skills required b) knowledge and skills acquired through training, education and practical experience c) practical and professional experience acquired in previous positions and d) knowledge and skills acquired and shown by the member's professional conduct.

1.6 The following must be reviewed: the BoD member's educational level and profile and whether it relates to banking and financial services or other pertinent sectors. More specifically, education in the sectors of banking and finance, economics, law, accounting, auditing, management, regulatory framework of the financial sector, IT technology and quantitative methods may be considered in general as pertinent to the financial services sector. The assessment should not be limited to the candidate's academic diplomas or to proof of previous experience of a specific duration in a credit institution. The BoD member's practical experience should be analyzed in detail, since knowledge and skills acquired in previous employment positions depend on the nature, scale and complexity of business activity and the duties performed by the BoD member in this context.

1.7 When assessing a BoD member's knowledge, skills and experience, attention should be paid on the theoretical and practical experience regarding: a) banking and financial markets b) legal requirements and the regulatory framework c) strategic planning and understanding the business strategy or business plan of a credit institution and implementation thereof d) risk management (identification, assessment, monitoring, control and reduction of top risks facing a credit institution, including risks and risk factors regarding environment and climate, society and corporate governance) e) accounting and auditing f) assessment of the efficiency of the arrangements of a credit institution, ensuring efficient governance, supervision and auditing systems, and g) interpretation of the financial information of a credit institution, identification of main problems based on said information and the appropriate control systems and measures.

1.8 Executive BoD members must have gained adequate practical and professional experience in a managerial position for a reasonable time period. Positions of a short term of office may be taken into account for the assessment, but usually they are not sufficient by themselves in order to deem that a BoD member has adequate experience. When assessing practical and professional experience

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acquired in previous positions, the following should be carefully reviewed:

a) the nature of the managerial position held by the member and the hierarchical level thereof b) how long the member served in this position c) the nature and the complexity of the enterprise where the member served in this position, including the organizational structure of the enterprise d) the range of competencies and responsibilities of the member e) technical knowledge acquired while serving in this position f) the number of subordinate employees.

1.9 Non-executive BoD members must be able to constructively challenge the decisions and ensure the efficient supervision of the executive BoD members. Adequate knowledge, skills and experience in order to efficiently perform supervision may have been acquired in the context of relevant academic or managerial positions or through managing, supervising or auditing financial institutions or other enterprises.

1.10 Every candidate must have one or more of the skills described in the following non-exhaustive list, which the Committee shall take into account when performing suitability assessments:

i. Consistency: The person shows consistency as regards what they say and do and behaves according to the values and beliefs they have stated they have. They openly communicate their intentions, ideas and feelings, encourage an environment of openness and honesty and inform the supervisory authorities about the actual situation in the appropriate way, acknowledging, at the same time, risks and problems.

ii. Language: The person is able to orally communicate in a structured and conventional way and to express themselves in writing in the native language or the working language of the location where the Bank is established.

iii. Decisiveness: The person makes decisions in a timely manner and after having been fully informed, acting immediately or remaining focused on a specific way of action, for example, expressing their opinion without any delay.

iv. Communication: The person is able to convey a message in a comprehensible, appropriate and acceptable way. They focus on ensuring mutual clarity and transparency during communication and encourage active commenting.

v. Judgment: The person is able to weigh data and different ways of action and reach a reasonable conclusion. They examine, acknowledge and understand key information and issues. They are perceptive and they do not review only their area of responsibility, especially when they are addressing problems that may jeopardize the Bank's continuation.

vi. Customer- and quality-oriented: The person emphasizes on the provision of services and, where possible, on finding ways to improve it. More specifically, this means that they do not give their consent to issues such as the development and promotion of products and services or capital expenses, e.g. products, office buildings or participations, in cases where they cannot properly assess risks due to lack of understanding of the structure of the principles and the key conclusions. In particular, they are able to identify and study customers' wishes and needs, to ensure that customers do not face unnecessary risks and that correct, full and balanced information is provided to the customers.

vii. Leadership: The person directs and guides a team, fosters and maintains team spirit, gives incentives and encourages the available human resources and ensures that the members of the staff have the required level of professional adequacy to achieve a specific goal. They are open to criticism and a constructive, critical discussion.


viii. Loyalty: The person identifies themselves with the Bank and is willing to participate. They prove that they can commit adequate time to the specific position and are able to perform their duties properly, to defend the Bank's interests and act objectively and with a critical view. They identify and prevent any potential conflict of interest of personal and business nature.

ix. External awareness: The person is aware of developments, positions of power and trends within the Bank. They are fully informed about the relevant financial, economic, social and other developments, at a national and international level, that may affect the Bank, as well as about the interests of stakeholders. They are also able to use said information efficiently.

x. Negotiation skills: The person identifies and reveals common interests in such a way that consensus is built, seeking at the same time to achieve negotiation goals.

xi. Persuasion: The person is able to influence other people's opinions using the power of persuasion, inspiring authority and showing discretion. They have a strong personality and the ability to firmly defend their opinions.

xii. Team spirit: The person knows what the team's interest is, contributes to achieving common results

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and is able to act as part of a team.

xii. Strategic skills: The person is able to develop a realistic vision about future developments and translate it into long-term goals, for example, by applying scenario analysis. In this context, they duly take into account the risks to which the Bank is exposed and take the necessary measures to control them.

xiv. Resilience under pressure: The person is resilient and able to perform consistently, even under intense pressure and in times of uncertainty.

xv. Sense of responsibility: The person understands internal and external interests, assesses them carefully and evaluates them. They are able to learn and realize that their actions impact the interests of stakeholders.

xvi. Preside over meetings: The person is able to preside over meetings efficiently and effectively and to create a sense of openness that encourages equal participation from everyone, while knowing what the duties and competencies of others are.

## 2. REPUTATION, HONESTY, INTEGRITY AND MORALITY

2.1 A candidate is presumed to be of good reputation when there is no proof to the contrary and there are not any objective and verifiable reasons for reasonable doubt regarding their good reputation. If a candidate's personal or professional conduct creates doubts regarding their ability to ensure the Bank's correct and prudent management, the Committee shall assess the gravity of the circumstances. Moreover, the impact of the cumulative consequences of events of minor importance to a BoD member's reputation should be reviewed.

2.2 The candidate shall not be eligible for the BoD if a final judicial decision has been issued within one (1) year before the appointment thereof, recognizing their responsibility for loss-making transactions between the listed or not listed company established under Law 4548/2018 and related parties (article 3, par. 4, Law 4706/2020).

2.3 Subject to any fundamental rights, any relevant criminal or administrative record should be taken into account when assessing the candidate's good reputation, honesty and integrity. Said assessment should also consider the type of the conviction or the charges, the role of the person involved, the sanction imposed, the stage which the trial proceedings reached and any remedial measures implemented. Furthermore, any general circumstances, including mitigating circumstances, and the seriousness of any relevant offences or administrative or supervisory measures, the time passed and the BoD member's conduct after the offence or the measure, as well as the relevance of the offence or the measure to the role of the BoD member shall be taken into account.


2.4 Subject to respecting the presumption of innocence applied to criminal proceedings and respecting all other fundamental rights, when assessing reputation, honesty and integrity, at least the following factors should be reviewed:

a. convictions or ongoing prosecutions for the commitment of a criminal offence, in particular:

- offences according to the legislation governing banking, financial, insurance activities and activities related to securities or securities markets or financial instruments or payment instruments, including legislation on money laundering and terrorist financing or pertinent predicate offences specified in Directive (EU) 2015/849, corruption, market manipulation or abuse of confidential information and usury.
- offences related to dishonesty, fraud or other financial crimes.
- tax offences committed directly or indirectly, inter alia, through illegal or banned dividend arbitrage systems.
- other offences according to the legislation on companies, bankruptcy, insolvency or consumer protection.

b. other relevant current or older findings and measures taken by any regulatory or professional body due to non-conformance with any relevant provisions governing banking, financial or insurance activities and activities related to securities or any of the activities mentioned in paragraph a. above.

2.5 Any ongoing investigations should be taken into account when they are the result of judicial or administrative proceedings or other equivalent regulatory investigations, subject to the protection and respect of fundamental individual rights. The Bank and the competent authorities should also take into account other undesirable reports with relevant, reliable and valid

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information (e.g. in the context of submitting anonymous reports - whistleblowing).

2.6 When assessing the BoD member's reputation, integrity and honesty, the potential consequences of the following situations related to past and future business performance and the financial strength of the member, should be reviewed:

- if it is a debtor in default (e.g. included in a registry along with unfavorable information, according to an assessment entity, when available).
- financial and business performance of entities that belong to or are managed by the BoD member, or in which the member held or holds an important percentage, or were or are being influenced by the member, with special attention paid to any bankruptcy and liquidation procedures, and if and in what way the member has contributed to what led to said procedures.
- declaration of personal bankruptcy and
- subject to respecting the presumption of innocence, any lawsuits in civil courts, administrative or criminal proceedings, important investments or exposures and loans concluded, to the extent that they may have a significant impact on the member's financial strength or on the entities that belong to or are managed by the member or in which the member holds an important percentage.

2.7 Every BoD member must be of high integrity and honesty.

When assessing reputation, honesty and integrity, at least the following factors should also be reviewed:

- i. any information showing that the candidate has not been transparent, open and cooperative in their transactions with the competent authorities.
- ii. rejection, revocation, withdrawal or removal of any registration, authorization, participation or license to exercise a commercial, business or professional activity.
- iii. the reasons for any removal from an employment position or from any position of trust, related to a trustee relationship or other similar situation, or the reasons for which resignation from such a position was requested.
- iv. removal, pursuant to a decision by any competent authority, from the position of member of the administrative body, including persons who are actually managing the business activity of an enterprise and
- v. any other indications or serious reports based on relevant reliable and founded information indicating that the person acts in a way incompatible with high moral standards.

### 3. INDEPENDENT JUDGMENT

It is very important to ensure that every BoD member acts with independent will.

However, the absence of conflict of interest does not necessarily mean that the members act accordingly. Independent judgment is a standard of conduct during discussions and decision making in the BoD, and it is required from every BoD member, regardless of whether it is an "independent" member. All BoD members shall actively participate in the meetings and shall make their own correct, objective and independent decisions and shall show independent judgment: when performing their duties. When assessing independence of judgment, the Bank should take into account whether all BoD members have the necessary conduct skills, including inter alia: i) the courage, conviction and strength to substantively assess and challenge other BoD members' proposals or opinions ii) the ability to pose reasonable questions to the BoD members, in particular, to executive BoD members, and be critical and iii) the ability to resist groupthink.


When assessing the required conduct skills of a BoD member, the BoD member's past and current conduct, especially in the Bank, should be taken into account.

The shareholder status, the participation in one or more subsidiaries, keeping private accounts, having taken loans or using other services offered by the Bank or any entity falling under the scope of integration should not be considered as affecting, on its own, the independent thought of a candidate/BoD member.

### 4. CONFLICT OF INTEREST

The Bank has adopted a Policy and a process for the anticipation and prevention of situations of conflict of interest (pursuant to par. 3 (g), article 14, Law 4706/2020 and article 87, Law 4548/2018), where conflict of interest issues are described in detail.



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All actual and potential conflict of interest at BoD level should be notified by every candidate to the Committee before the candidate is assessed.

Before their final election, all candidates must submit a declaration that there is no existing or foreseeable conflict of interest with the Bank after their election as BoD members. In general, all actual and potential conflict of interest at BoD level is subject to sufficient notification, discussion, documentation, decision making and proper management.

## 5. ADEQUATE TIME COMMITMENT

5.1 All candidates and BoD members must be able to commit adequate time and energy to performing their duties, including understanding the Bank's business activity, the top risks it assumes and the consequences of its business strategy.

5.2 Every BoD member must be informed about the time that is expected and required to commit to their duties. The Bank may demand from the BoD member to confirm that they are able to commit such time to fulfill their mission and role.

The Bank must document the role, the duties, the required skills of various positions and the time that the members must commit to every position they assume.

5.3 BoD members must be able to fulfill their duties in times of significantly increased activity, such as in case of restructuring of the Bank, merger, acquisition or a serious crisis, taking into account that in such times they may be required to commit more time compared to times of usual activity.

5.4 When assessing if a member commits adequate time, at least the following should be taken into account:

- i. the number of BoD member positions held simultaneously by said member in financial and non-financial companies,
- ii. the size, the nature and the complexity of the activities of the entity where the member holds a BoD member position, in particular, if it is an entity outside the European Union (EU),
- iii. the geographical presence of the member and the travel time required for the specific role,
- iv. the number of scheduled BoD meetings,
- v. the number of BoD member positions held simultaneously by said member in organizations that do not pursue primarily commercial goals,
- vi. any necessary meetings that are going to be held, in particular with the competent authorities or other internal or external stakeholders, in addition to the official BoD meetings schedule,
- vii. the nature of the specific position and the competencies of the member, including any special roles, such as the CEO, the BoD Chairman or the Chairman or a Committee member, whether the member holds an executive or non-executive position, and the need for said member to attend meetings of the companies mentioned under point i. and the Bank,
- viii. other external professional or political activities and any other duties and pertinent activities in or outside the financial sector and in or outside the EU,
- ix. the necessary introductory training and education,
- x. any other pertinent duties of the member that the Bank deems necessary to take into account when assessing whether the member commits adequate time and
- xi. available pertinent comparative assessment about the time committed by the member.


5. In any case, BoD members shall ensure that they will not miss any BoD meetings without good cause. The Committee must review the impact of any long-term absence of BoD members in the context of the assessment it performs regarding whether individual BoD members commit adequate time.

5.6 The Committee shall monitor if BoD members commit adequate time to performing their duties. Preparation for the meetings and the active participation of the members in the BoD meetings constitute evidence indicating the time committed. In case an independent member is absent without justification

from at least two (2) consecutive BoD meetings, said member is treated as resigned. Said resignation is confirmed by BoD decision and the process to replace the BoD member begins.

5.7 Candidates are expected to provide all relevant and necessary information in order to prove that they can commit adequate time to the role of BoD member, and they should know in advance how much time they should commit to the role they will take up.

5.8 The Committee shall keep records of all external professional and political positions held by the

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BoD members. Said records should be updated when a BoD member notifies the Bank of a change and when said changes are made known to the Bank in another way. When changes are made in such positions that may reduce the BoD member's ability to commit adequate time to performing their duties, the Committee should perform a reassessment.

5.9 In any case, non-executive BoD members shall not participate in BoDs of more than five (5) listed companies, and as regards the BoD Chairman, in more than three (3) listed companies.

## **B. Additional criteria**

In addition to the aforementioned suitability criteria, the following criteria shall also apply:

1. In order for someone to be elected or to maintain their capacity as BoD member, no final judicial decision must have been issued within one (1) year before or after the election of the member respectively, that recognizes their fault for any loss-making transactions between a listed or a non-listed company established under Law 4548/2018 and any related parties; they shall submit a relevant solemn declaration and every BoD member shall notify the Bank, without any delay, of the issuance of a pertinent final judicial decision.

2. Candidates must fulfill any other suitability criteria stipulated in the regulatory framework, including the criteria specified by the HFSF, pursuant to article 10, Law 3864/2010, as in force, as well as the RFA concluded between the Bank and the HFSF.

3. BoD Chairman succession:

4. Candidate independent non-executive members should fulfill all independence criteria stipulated in a) the Greek legislative framework, especially in article 9, Law 4706/2020, b) in the Corporate Governance Code adopted by the Bank; also, the factors mentioned in the Exec. Com. Act No. 224/21.12.2023 and c) in the European Commission Recommendation 2005/162, as in force, should be taken into account.

-Candidates for the position of an executive BoD member must be willing to sign a full-time employment agreement or an agreement for the provision of services with the Bank.

## **C. Collective Suitability Criteria**


1. The suitability of BoD members as a whole is collective suitability. The BoD must be suitable to perform its functions and its composition must ensure the efficient management of the Bank and balanced decision making.

2. BoD members collectively must be able to make appropriate decisions taking into account the business model, the risk appetite framework, the strategy and the markets where the Bank operates, in order to substantially monitor and criticize senior executives' decisions.

3. The overall BoD composition must cover a sufficiently wide range of experience, meaning that all areas of knowledge required for the Bank's business activities must be covered by the BoD collectively regarding adequate experience and specialization. There must be an adequate number of members with knowledge in every sector, so that it is possible to deliberate on decisions to be made; in other words, they should be able to present their opinions and to influence decision making in the BoD.

4. The BoD composition must ensure the skills required to understand the Bank's activities, including top risks and the performance of its duties. In this context, the BoD collectively must adequately understand the areas about which its members are responsible, and have the necessary skills to efficiently manage and supervise the Bank, inter alia, as regards the following:

- i. the Bank's business activity and the main risks related to it
- ii. each principal activity of the Bank
- iii. pertinent areas of sectoral and financial knowledge, including financial and capital markets, solvency and sustainable development and responsible entrepreneurship issues
- iv. financial accounting and reporting
- v. risk management (including risks related to the environment and the climate, society and corporate

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governance), compliance and internal audit

vi. IT systems and security, including their impact on the Bank's activities (and in general, the influence of technology to the Bank's activity)

vii. local, regional and international markets, as the case may be

viii. legislative and regulatory environment

ix. managerial skills and experience

x. the ability of strategic planning

xi. management of (international or) national groups and risks related to groups' structures, as the case may be.

## ANNEX B - SOLEMN DECLARATION FORM BY A CANDIDATE BoD MEMBER.

**To:** Attica Bank Societe Anonyme Banking Company

### **Candidate's Declaration**

According to the Greek and the European regulatory framework in force, I, the undersigned ....., born in ....., holder of passport/ID card no. ...., hereby confirm that:

a) I solemnly declare that all information included in my resume, and all other information that may be requested by the Bank in the context of assessing my candidacy for the BoD member position, is true and full.

As regards checking my criminal record and any other personal or sensitive data, I agree to provide all relevant documents and information and give my consent to the Bank to extract / investigate said data, that will be used exclusively to verify information and to assess my candidacy and shall be kept by the Bank as confidential, pursuant to the legislation about the protection of personal data.

b) My professional or personal commitments are not incompatible with my role as a member of Attica Bank Societe Anonyme Banking Company's Board of Directors, and my personal, business or professional interests and collaborations are not systematically in conflict with the interests of the Bank or its Group, and they do not present any other conflict of interest, as specified in the Bank's Corporate Governance Code and the relevant regulatory framework.

c) There is no legal impediment regarding my election as a BoD member in Attica Bank Societe Anonyme Banking Company, pursuant to article 3, par. 4, Law 4706/20207, as in force.


d) I respect and I will continue to respect the relevant regulatory framework and to notify Attica Bank Societe Anonyme Banking Company of any change in the aforementioned information provided / new events, etc., as well as of any potential conflict of interest situation, accurately, properly and in a timely manner, during my term of office as a BoD member.

Athens

...../...../.....

.....

Article 3, par. 4, Law 4706/2020, as in force: "4. In order for someone to be elected or to maintain their capacity as a member of the Company's Board of Directors, no final judicial decision must have been issued within one (1) year before or after the election of the member respectively, that recognizes their fault for any loss-making transactions between a Company or a non-listed company established under Law 4548/2018 and any related parties. The Articles of Association may stipulate a longer time period

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than the one stipulated in the previous alinea. Every candidate member shall submit to the Company a solemn declaration stating that there is no such impediment and every BoD member shall notify the Bank, without any delay, of the issuance of a pertinent final judicial decision.”