

**INDEPENDENT NON-EXECUTIVE BoD MEMBERS REPORT  
OF  
“ATTICA BANK SOCIETE ANONYME BANKING COMPANY”**

This Report is the joint Report by the existing Independent Non-Executive BoD Members (hereinafter the “BoD”) of “Attica Bank Societe Anonyme Banking Company” (hereinafter the “Bank”) and shall be submitted to the Ordinary General Meeting of the Bank Shareholders on 10<sup>th</sup> July 2025 (hereinafter the “GM”), pursuant to article 9, par.5, Law 4706/2020.

The existing Independent Non-Executive Members declare that they fulfilled (each one of them as from the date they assumed their duties) their duties properly and legally, pursuant to article 7, Law 4706/2020; in particular, they monitored and reviewed the implementation of the Bank’s business strategy aiming to achieve its goals, they supervised the Executive Members, inter alia, as regards monitoring the performance thereof and they examined the proposals submitted by the Executive Members and expressed opinions on them, based on documented information.

The Independent Non-Executive BoD Members approve the information published by the Bank in the context of the Annual Board of Directors Report and the Corporate Governance Statement, included in the Annual Financial Report dated 31<sup>st</sup> December 2024, and they confirm that they fulfilled their duties (each one of them as from the date they assumed their duties), pursuant to article 7, Law 4706/2020. The Bank’s BoD, with its current composition, has a suitable combination of executive, non-executive and independent non-executive members, so that one person or a small group of persons cannot prevail in the decision-making process. There is a clear allocation of duties between the BoD and the executive Management of the Bank.

The BoD Committees, i.e. 1. the Audit Committee, 2. the Corporate Governance, Nominations, Human Resources and Remuneration Committee, and 3. the Risk Management Committee are comprised of a majority of independent non-executive members. The separation of duties between the executive Management and the BoD is clear, as described in the Bank’s Internal Regulation.

Pursuant to the provisions of Law 4706/2020, the Bank has reviewed and confirmed that the members of the Board of Directors and the Audit Committee meet the criteria regarding:

- adequate gender representation,

- the total number of independent non-executive BoD members,
- the independence of independent non-executive members,
- the suitability criteria provided for in the applicable regulatory framework, the Policy on Suitability and the Internal Regulation of the Bank.

The Bank's Board of Directors, that was elected by the Extraordinary General Meeting of 26-02-2025, and was constituted on 26-02-2025 (GE.M.I. registration number 5318398), consists of thirteen (13) members, out of which: a) two (2) members are executive, b) the 1<sup>st</sup> and the 2<sup>nd</sup> Deputy BoD Chairman and three (3) more members are non-executive, i.e. five (5), and c) the Chairman and five (5) more members are independent non-executive, i.e. six (6).

It is noted that the number of independent members is not lower than 1/3 of the total number of BoD members, pursuant to the stipulations of Law 4706/2020, and it respects the minimum number of such Members as stipulated by the Relationship Framework Agreement) concluded with the Hellenic Financial Stability Fund. It is noted that article 5, Law 4706/2020 stipulates, inter alia, that the number of Independent Non-Executive BoD Members must not be lower than 1/3 of the total number of BoD Members, with the minimum number of members being 2.

The table with the BoD profile and the members' resumes are available on the Bank's website at the following link:

<https://www.atticabank.gr/el/board-member/>

The Independent Non-Executive BoD Members do not have executive competencies as regards the Bank's management in the context of the duties assigned to them, except for the general duties resulting from their role as BoD members, and they are responsible to systematically supervise and monitor the decisions made by the Management. In particular, they have the following duties:

- a) To monitor and review the Bank's strategy and the implementation thereof, and the achievement of its goals.
- b) To ensure the effective supervision of the executive members, including monitoring and auditing the performance thereof.
- c) To review and express an opinion regarding the proposals submitted by executive members based on the existing information.

Through their participation in the BoD and the BoD Committees, the Independent Non-Executive BoD Members shall act with independent will, promoting transparency and due diligence, committing adequate time and showing adequate commitment to the efficient performance of their duties, acting to the interest of all stakeholders.

Pursuant to Law 4261/2014 and the Policy on the Fitness and Propriety and Nomination of Candidate Members of the Bank's Board of Directors, the BoD members are not allowed to hold more than one positions of the following combination of positions in a BoD: (a) one position of BoD executive member and two positions of BoD non-executive member (b) four positions of BoD non-executive member. To avoid extreme workload from other professional engagements of the BoD members, the existing professional engagements of the Independent Non-Executive BoD Members shall be examined during assessing their candidacy and shall be annually re-examined by the Corporate Governance, Nominations, Human Resources and Remuneration Committee.

In 2024, forty (40) BoD meetings were held, pursuant to what is specifically mentioned in the Corporate Governance Statement for 2024 that is posted on the Bank's website, at the following link:

[annual-report-2024-2025-03-10t141117.pdf \(atticabank.gr\)](https://www.atticabank.gr/annual-report-2024-2025-03-10t141117.pdf)

From 01-01-2025 and until this Report was posted on the Bank's website in the context of the forthcoming Ordinary General Meeting, seventeen (17) BoD meetings were held.

The BoD, with the appropriate assistance of the BoD Committees, successfully promoted and supervised a number of important reforms and developments, with some of the most important ones being:

- Management of Non-Performing Loans of the Bank - Hercules Plan
- Merger of the Bank and the Pancreta Bank
- The Bank's share capital increase
- Change of the Bank's registered office

In addition, it is noted that for 2024, a self-assessment of the overall BoD's and the BoD Committees' performance was conducted, pursuant to the stipulations of the applicable Policy and Assessment Process for the Board of Directors and the Committees. The aforementioned assessment is conducted taking into account various factors that are deemed important to ensure

the appropriate operation and efficiency of the BoD and the BoD Committees. The self-assessment was conducted with the use of questionnaires that all BoD members filled. Moreover, an individual assessment of BoD members was conducted, regarding every member's individual performance and the contribution of each member to the effective operation and the overall performance of the BoD, pursuant to the process described in the aforementioned Policy, with the use of relevant questionnaires.

In 2024, the Audit Committee held sixteen (16) meetings and the participation of its members amounted to 100%. From 01-01-2025 and until this Report was posted pursuant to the above, the Audit Committee held fifteen (15) meetings and the participation of its members amounted to 100%. The Corporate Governance, Nominations, Human Resources and Remuneration Committee held eighteen (18) meetings in 2024 and the participation of its members amounted to 100%. From 01-01-2025 and until this Report was posted pursuant to the above, it held nine (9) meetings and the participation of its members amounted to 100%. The Risk Management Committee held eighteen (18) meetings in 2024 and the participation of its members amounted to 93.40%. From 01-01-2025 and until this Report was posted pursuant to the above, it held twelve (12) meetings and the participation of its members amounted to 100%. The table showing the participation of Members in Committees for 2024 is posted at this link:

<https://www.atticabank.gr/el/group/attica-bank/corporate-governance/participation-rates/>

In the context of improving the structure and the Corporate Governance processes, as well as in the context of harmonization with Law 4706/2020, the BoD approved and issued the Corporate Governance Policies that are posted on the Bank's website at the following link:

Athens, 10.07.2025

**The Independent Non-Executive BoD Members of Attica Bank**

Constantinos Herodotou, son of Michalis

Christos Alexakis, son of Apollonas

Ioannis Zografakis, son of Georgios

Aimilios Giannopoulos, son of Polykarpos

Panagiotis Liargovas, son of Georgios (as from the date I assumed my duties)

Aimilios Stasinakis, son of Konstantinos (as from the date I assumed my duties)