Rules of procedure of Sustainability Management Committee

Contents

Document History

Version	Issue Date	Description
1	03/10/2024	First Version. Approved by the Board of Directors Meeting (Session No. 433/03.10.2024)

1. INTRODUCTION

The Sustainability Management Committee ("SMC" or "Committee") of the banking societe anonyme "Optima bank S.A." (hereinafter referred to as the "Bank") is an operating committee, established by the Board of Directors, which approves its composition and its Rules of Procedure ("RoP"). The Committee reports to the Board of Directors of the Bank.

2. SCOPE

The scope of the SMC is:

- The provision of strategic direction to the Board of Directors on the ESG (Environmental, Social and Corporate Governance) initiatives of the Bank and the Group.[1]
- The evaluation of the ESG Strategy prior to its approval.
- The integration of the elements of the ESG Strategy into the business plan and operations of the Bank and Group companies.
- The assurance of the proper implementation of the Bank's and the Group's ESG-related policies and procedures, in accordance with supervisory requirements and relevant best practices.

3. COMPOSITION

The SMC consists of the following members:

Chairman:

- Chief Executive Officer

Members:

- Head of Strategy & IR
- Head of Legal & Corporate Governance
- Head of Credit & Recoveries
- Head of Technology and Operations
- Head of Retail Networks
- Head of Wholesale Banking
- Head of Brokerage
- Head of Finance
- Head of Human Resources
- Head of Products & Marketing

Permanent Attendees (non-voting)

- Head of Risk Management

The Chairman of the SMC may invite to its meetings any member of the Board of Directors, any executive of the Bank or its Group subsidiary, or any other person (employee, associate), whom the SMC considers that it may assist it in the execution of its work.

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1 Group means the Bank and its subsidiaries, which are included in the companies that consolidate their financial information.

The members of the SMC should:

- Act honestly, in good faith, and always in the best interest of the Bank and the Group.
- Respect the privacy and confidentiality of the information obtained in the course of the SMC's operations.
- Disclose any potential conflicts that may arise in the course of the SMC's work and abstain from the specific discussion and/or decision-making.
- Be adequately and appropriately prepared for SMC meetings.
- Attend SMC meetings regularly.
- Participate diligently, being responsible for the functions and duties of the sector they represent and provide appropriate feedback and alignment with the ESG targets set within their respective areas of responsibility.

4. DUTIES & RESPONSIBILITIES

The primary duties and responsibilities of the SMC are as follows:

1. Evaluation of the ESG strategy and make proposals to the Board of Directors regarding initiatives related to ESG, in alignment with the strategic directions set forth in the Bank's and the Group's overall Business Plan.
2. Safeguarding regulatory compliance and alignment of the Bank and the Group with the applicable national and European legislation concerning ESG matters (e.g., EU Taxonomy, ECB expectations on CR&E risks, Corporate Sustainability Reporting Directive (CSRD), ESG reporting under Pillar 3, and Greece's National Climate Plan etc.).
3. Approval and monitoring of the implementation of specific ESG action plans and projects, which must be aligned with the Bank's and the Group's ESG strategy and objectives and assignment of tasks to the appropriate Divisions/units on ESG-related matters.
4. Approval of relevant ESG policies, such as the Sustainability Policy, amendments to credit policies that incorporate ESG factors, etc.
5. Regular review of performance indicators (KPIs) related to ESG, monitor the progress of ESG goals and performance, and ensure the fulfillment of all relevant commitments.
6. Engagement with applicable international standards and initiatives, such as the Sustainable Development Goals (SDGs), UN Principles for Responsible Banking (UNPRB), and UN Global Compact, following SMC decisions or where relevant.
7. Evaluation and approval of ESG reports and assurance that are in accordance with related Standards and Guidelines (e.g. Sustainability Report, Environmental Report, etc.).
8. Evaluation and approval of training and awareness-raising initiatives related to ESG.
9. Set any ESG related KPIs, which are linked to variable remuneration schemes and performance incentives and submit them to the competent committees of the Bank for final approval.
10. Update of the bank's and the group's risk management frameworks and policies to integrate comprehensive processes for identifying, measuring, and effectively managing climate - related and environmental risks (CR&E risks). This includes identifying activities and assets within the Bank and the Group that are exposed to CR&E risks, as well as assessing and measuring their potential impacts. The Risk Management Division is ultimately responsible for this planning, but the SMC will provide support and input when needed.
11. Approval of the introduction of Green Products and Services.

12. Development of Sustainability related Communications through reports and external communication campaigns.

5. OPERATION

The SMC shall meet regularly four times a year and/or ad hoc when necessary, at the time and place determined in the respective invitation, which shall also clearly indicate the subjects of the agenda of each meeting.

The SMC shall be in quorum and meet validly when half plus one of its members are attending in person. In case of absence or impediment of the Chairman, one of the SMC members, designated by Chairman's decision, will act as a substitute.

Members may attend the meeting via teleconference or videoconference.

SMC shall take decisions by absolute majority of the votes of its members present in the meeting. In the event of a tie, the Chairman shall have a casting vote. Whenever a decision of the SMC is not reached unanimously, this is recorded in the minutes along with the opinion of the minority. The SMC's decisions may be taken by circulation, with all members signing the minutes of the relevant meeting, which is equivalent to a SMC decision, even if no meeting has taken place.

The SMC is supported in its activities by a Secretary, appointed by the SMC Chairman, who does not have to be a member thereof. In assisting the Chairman and ensuring the SMC's effective operation, the Secretary is responsible for maintaining an annual schedule of meetings, coordinating meeting logistics, tracking member attendance, and verifying that quorum requirements are fulfilled. The Secretary also prepares the meeting agenda, which, upon the Chairman's approval, is distributed electronically to all members and participants, along with any relevant documents, at least two (2) business days prior to the meeting.

SMC members and participants may propose agenda items for consideration. If any agenda items and related material are submitted less than two (2) business days prior to the meeting, they will only be accepted for discussion with the approval of the Chairman.

All meetings and decisions are documented in the meeting minutes. The Secretary is responsible for preparing the minutes and distributing them to SMC members within ten (10) business days. The minutes are approved by the members either via email correspondence or by signing them and are formally validated by the Chairman or the SMC Secretary.

The SMC is granted unrestricted and full access to all necessary information required to carry out its duties effectively.

The SMC is empowered to utilize any resources it considers appropriate to fulfill its mandate, and as such, should be provided with adequate funding to support its activities. This includes the ability to engage specialized external advisors, selected by the SMC at its discretion, whenever deemed necessary.

6. REPORTING RESPONSIBILITIES

The SMC:

- Raises significant issues arising from its responsibilities to the Executive Committee (ExCo), when deemed necessary.
- Submits a quarterly report in writing to the Board of Directors regarding the progress of its work and/or in general on matters within its scope of responsibility.
- SMC decisions or extracts thereof may be communicated to individuals or authorities that the SMC deems appropriate to ensure proper awareness or to facilitate necessary action.

7. REVIEW OF THE RULES OF PROCEDURE

The present Rules of Procedure will be reviewed every two (2) years or as deemed necessary by the SMC, which, if considered necessary shall propose its revision to the Board of Directors for approval. The current version of the Rules of Procedure, or key excerpts thereof, shall be made available on the Bank's website for public access and transparency.