

BOARD OF DIRECTORS REMUNERATION REPORT FOR FISCAL YEAR 2024

1. INTRODUCTION

This Remuneration Report was drafted in accordance with Article 112 of Law 4548/2018 and includes the information provided for in such Article, i.e. an overview of the overall remuneration and benefits in whatever form paid or owed to each Director of Optima bank SA (hereinafter the “**Bank**”) for the fiscal year 2024, on the basis of the more specific provisions of the Board of Directors Remuneration Policy, as adopted and applied by the Bank (hereinafter the “**Remuneration Policy**”), as well as the composition and number of meetings of the Remuneration and Nominations Committee (RNC) of the Bank during the fiscal year 2024.

The content of the Remuneration Report for the fiscal year 2024 is verified for completeness by the certified auditors of the Bank, in accordance with Article 112(4) of Law 4548/2018.

It shall be noted, in accordance with Article 112(3) of Law 4548/2018, that the General Meeting of Shareholders of the Bank that was held on 23.05.2024 voted in favour of the Remuneration Report for the fiscal year 2023, without any remarks or comments on its content to be taken into account for the payment of remuneration for the fiscal year 2024 and the drawing up of this Report.

2. BOARD OF DIRECTORS REMUNERATION POLICY

The Bank has adopted a Remuneration Policy to ensure its compliance with the regulatory framework in force and lay down the key principles of the remuneration framework applied by the Bank, which are based on its business strategy, objectives, risk tolerance and avoidance of excessive risk-taking, values and long-term interests, with due account taken of best practices in remuneration. The Remuneration Policy aims to promote the sustainability and long-term operating prospects of the Bank and strengthen transparency. The Remuneration Policy is gender-neutral, in accordance with Article 3(1) of Law 4261/2014.

The Remuneration Policy is in line with the provisions of Law 4261/2014, transposing Directive (EU) 2013/36 as in force, the Acts of the Executive Committee of the Bank of Greece adopting the guidelines issued by the European Banking Authority on sound remuneration policies, the disclosures pursuant to Article 450 of Regulation (EU) No 575/2013 and Regulation (EU) 2021/923 while also complying with the provisions of Law 4548/2018 and Law 4706/2020, the Statutes of the Bank and the policies in force.

The Remuneration Policy is approved and revised by virtue of resolution of the General Meeting of Shareholders, following a proposal from the Board of Directors of the Bank (non-executive Directors) and following an *ad hoc* and independent recommendation from the RNC, which takes into account the Bank’s risk management and capital adequacy. The responsibilities of the RNC also include formulating proposals to the Board of Directors on the remuneration of persons falling within the scope of the Remuneration Policy.

The Remuneration Policy is reviewed annually by the RNC, to make sure that it is always in harmony with its principles, legal and regulatory developments, as well as economic and market conditions in the banking sector.

The Remuneration Policy may be revised on a regular basis following a relevant proposal from the RNC to the Board of Directors, to make sure that it is in harmony with its governing principles at all times. In revising the Policy, due account should be taken, among other things, of the advisory vote of the General Meeting of Shareholders on the Remuneration Report.

The Remuneration Policy was initially approved by the decision dated 22.03.2023 of the Extraordinary General Meeting of Shareholders, with a four-year duration and in the context of its annual review, the Remuneration and Nominations Committee found in 2024 that it is in full compliance with the Law and does not need update. The Bank intends to

submit for approval to the Ordinary General Meeting that will take place on 29.04.2025, proposed amendments aiming at fully aligning the Remuneration Policy with the provisions of the Act of the Executive Committee No 231/15.07.2024 of the Bank of Greece, which adopted the Guidelines of the European Banking Authority on sound remuneration policies under Directive 2013/36/EU (EBA/GL/2021/04) and repealed Annex 9 of Act No 2577/9.3.2006 of the Governor of the Bank of Greece.

The Remuneration Policy in force is posted on the Bank's website (<http://www.optimabank.gr/about-us/corporate-governance/principles>).

3. REMUNERATION AND NOMINATIONS COMMITTEE

The Remuneration and Nominations Committee (RNC) of the Bank comprises at least three (3) members, appointed by the Board of Directors. These members are all non-executive Directors and most of them are independent within the meaning of Article 9 of Law 4706/2020. The Committee is chaired by an independent non-executive Director.

By decision of the Board of Directors of 23.03.2023, a single Remuneration and Nominations Committee was established, in accordance with Article 10(2) of Law 4706/2020, whereupon its members were appointed and the Remuneration and Nominations Committee was set up as a body as follows on the basis of its decision of 31.03.2023:

- Georgios Kyriakos, son of Konstantinos, Independent Non-Executive Director, Chairman of the Remuneration and Nominations Committee;
- Theofanis Voutsaras, son of Christos, Non-Executive Director, Member of the Remuneration and Nominations Committee;
- Pavlos Kanellopoulos, son of Dimitrios, Independent Non-Executive Director, Member of the Remuneration and Nominations Committee; and
- Kleio Lymberi, daughter of Konstantinos, Independent Non-Executive Director, Member of the Remuneration and Nominations Committee.

Upon resignation of the Independent Non-Executive Director and Member of the Remuneration and Nominations Committee, Ms Kleio Lymperi, effective as of 31.10.2024, the Board of Directors at its meeting held on 8.11.2024 decided to recompose the Remuneration and Nominations Committee of the Bank with the remaining three (3) members and the Committee was reconstituted upon its decision dated 21.11.2024 as follows:

- Georgios Kyriakos, son of Konstantinos, Independent Non-Executive Director, Chairman of the Remuneration and Nominations Committee;
- Theofanis Voutsaras, son of Christos, Non-Executive Director, Member of the Remuneration and Nominations Committee; and
- Pavlos Kanellopoulos, son of Dimitrios, Independent Non-Executive Director, Member of the Remuneration and Nominations Committee.

The above-mentioned members are all non-executive, while two out of three members, including its Chairman, are independent. Therefore, the composition of the Remuneration and Nominations Committee is in line with Article 10 of Law 4706/2020. The members of the Remuneration and Nominations Committee are appointed to serve a four-year term of office, coinciding with the term of the Board of Directors of the Bank, which shall be extended automatically up until the first Ordinary General Meeting to be held after expiry of their term, but it may not exceed five years.

The current Rules of Procedure of the Remuneration and Nominations Committee were approved by decision of the Remuneration and Nominations Committee of 21.04.2023 and decision of the Board of Directors of the Bank of 02.05.2023 and have been posted on the Bank's website at http://www.optimabank.gr/media/cuslmnfi/kanonismos_leitourgias_epitropis_apodoxon_ypopsifiotiton.pdf.

Meetings of the Remuneration and Nominations Committee in 2024

The Remuneration and Nominations Committee held seven (7) meetings in 2024. The Committee members' average meeting attendance rate was 97%.

Proceedings at the meetings of the Remuneration and Nominations Committee for the year 2024

Within 2024 the Remuneration and Nominations Committee made recommendations to the competent company bodies on:

- granting extraordinary allowance on the birth of a child to the Bank's employees as a measure to support family, in accordance with the Bank's Staff Remuneration Policy in force;
- increasing the number of Directors from ten (10) to eleven (11), by electing and adding one new Director (Mr Nikolaos Giannakakis), whose term of office shall expire at the same time with the rest Directors' term of office;
- approving the remuneration paid to Directors for the fiscal year 2023 and determining the amount of such remuneration through participation in the profit of the fiscal year 2024 up until the Ordinary General Meeting of 2025, in accordance with Article 109 of Law 4548/2018;
- allocating free shares to members of the Board of Directors and staff (Top Management), in accordance with the provisions of Article 114 of Law 4548/2018, through capitalisation of profits of the fiscal year 2023 (stock award plan) and providing clarifications by describing their key features and the main terms of the stock award plan to Directors and staff, in accordance with the provisions of Article 114 of Law 4548/2018, through capitalisation of profits of fiscal year 2023.
- distributing part of the profits of the fiscal year 2023 as a one-off bonus due to attainment of objectives to Executive Directors and staff of the Bank;
- amendment of the Members of the Board of Directors Suitability Policy and
- updating the Bank's Remuneration Policy;
- setting a Variable Remunerations scheme (plan) for the payment of variable remuneration as approved by the Ordinary General Meeting to the Executive Directors and senior executives of the Bank as one-off bonus for their reward for the results of the fiscal year 2023;
- adjusting the variable remuneration system for the Bank's Brokerage General Division;
- adjusting the remuneration of the Bank's Chairman and Non-Executive Director;
- adjusting the remuneration of the Bank's CEO and Executive Director;
- upon resignation of the Director Ms Kleio Lymperi, it recommended: (i) the continuation of management and representation of the Bank temporarily, without replacing the Director resigned, in accordance with Article 10(2) of the Bank's Statutes and the reconstitution of the Board of Directors with the remaining Directors and (ii) the reconstitution of the Board's Committees.

Furthermore, the Remuneration and Nominations Committee:

- expressed to the Board of Directors its agreement with the submission to the Bank's Ordinary General Meeting of Shareholders of the Remuneration Report for the fiscal year 2023, in accordance with Article 112 of Law 4548/2018.
- was reconstituted into body upon its recomposition by the Board of Directors.
- attended an informative presentation for the provisions of the new Act of the Executive Committee No 231/15.07.2024 of the Bank of Greece, which adopted the Guidelines of the European Banking Authority (EBA) on sound remuneration policies.

Finally, the Remuneration and Nominations Committee, at its meeting held on 18 February 2025:

- introduced the Procedure (plan) for the succession of Directors and members of the Board Committees in accordance with the Bank's Members of the Board of Directors Suitability Policy and recommended its approval by the Bank's Board of Directors; and
- assessed the individual suitability of the candidate Director Ms Ioanna Zour and the collective suitability of the Board of Directors and recommended to the Board the election of a new Director in replacement of the Director Mr Kleio Lymperi, who resigned and in particular, it nominated Ms Ioanna Zour for the position of Independent Non-Executive Director.

4. BANK-RELATED DEVELOPMENTS IN 2024

Ordinary General Meeting of the Bank's Shareholders

The Bank held on 23.05.2024 the 1st Ordinary General Meeting of its shareholders upon listing of its shares to the Athens Exchange Market. The General Meeting approved the financial statements of 2023, where the bank presented net profits of €103 millions and decided to distribute dividend of €0,44 per share, an amount corresponding to 32% of the profits for the fiscal year 2023. During the said Ordinary General Meeting, mention was made-among other things- to the expansion of the Bank's branches with the addition of a new branch in Crete and in particular in Chania. The branch launched its operation in September 2024.

Announcement of dividend distribution from the profits of fiscal year 2023

The Ordinary General Meeting decided on 23.05.2024 to distribute dividend from the profits of the fiscal year 2023, which amounted at €0,44 per share (gross) before legal tax withholding, i.e. a total amount of €32,425,422.48.

For the dividend distribution, the General Meeting approved the dates of dividend entitlement, the determination of dividend beneficiaries and the start of dividend payment for the fiscal year 2023 as follows:

- i. Date of dividend cut-off: Tuesday 25 June 2024
- ii. Date for determining the dividend beneficiaries: Wednesday 26 June 2024
- iii. Dividend payment date: Monday 1 July 2024.

The payment of the dividend for the fiscal year 2023 was carried out through the Bank itself acting as paying bank. The General Meeting also authorised the Board of Directors to proceed to any act necessary or appropriate in the context of the implementation of such decision of the Ordinary General Meeting.

Stock award through capitalisation of profits from the fiscal year 2023 and partial profit distribution of the fiscal year 2023 to Directors and staff

The General Meeting of Shareholders decided the free allocation of the bank's shares through capitalisation of part of the profits from the fiscal year 2023, up to the amount of €1,035,000.00, with an equal increase in share capital, divided by the amount of the increase, in up to 300,000 new registered, ordinary, voting shares with a nominal value of €3.45 each (the "New Shares"), in order for the New Shares to be allocated free of charge, pursuant to the provisions of the Law, to Directors, to the Bank's senior management (Executive Committee Members), as well as to the Bank's regular staff ("Beneficiaries"). It also authorised and appointed the Board of Directors to proceed to all actions necessary for the share capital increase through capitalisation of profits and to specify the special terms for the free allocation of shares to the Beneficiaries.

Finally, the General Meeting, approved the distribution of part of the net profit from the fiscal year 2023 as a one-time extraordinary bonus for a total amount of up to EUR 4,000,000.00 to Directors and the Bank's staff, as a reward for their contribution to the achievement of the Bank's profitability and objectives in the fiscal year 2023 and provided the relevant authorisations to the Board of Directors in order for them to determine the specific terms of distribution of the above amounts and to deal with the procedural issues for the payment of the extraordinary remuneration (Bonus).

Profit capitalisation/Increase of the Bank's share capital

In accordance with the objective of the stock award plan under Article 114 of Law 4548/2018 in the fiscal year 2024, the Ordinary General Meeting dated 23.05.2024 decided to increase the share capital of the Bank by the amount of two hundred seventy six thousand Euros (€276,000) by issuing eight hundred thousand (80,000) new, ordinary, nominal, voting shares with a nominal value of €3.45 each, by capitalising equal part of non distributed profits from the fiscal year 2023 and amending Article 5 of the Bank's Statutes.

At the same time, it authorised and assigned the Board of Directors to make any necessary action in order to: (i) implement the above-mentioned increase in share capital amounting at two hundred seventy six thousand Euros (€ 276,000) through profit capitalisation and (ii) specify the special terms and conditions of

the plan, at its discretion and in compliance with the applicable law, as well as to make any necessary action and take any relevant decision regarding the aim of implementing and applying the plan.

In the context of the above-mentioned decision, the New Shares were awarded at twelve (12) beneficiaries in total, in accordance with the terms of Article 114 of Law 4548/2018.

The nominal share capital of the Bank, after the above-mentioned increase of the share capital, amounts to two hundred fifty four thousand millions five hundred twenty thousand seven hundred eighty nine Euros and ninety cents (€ 254,520,789.90) and is divided into seventy three millions seven hundred seventy four thousand one hundred forty two (73,774,142) nominal shares with a nominal value of three euros and forty five cents each (€3.45). The New Shares are of the same class with the Bank's shares that are already listed in Athens Stock Exchange Market (the "Athens Stock Exchange").

The Bank followed the listing procedure for new shares in the Athens Stock Exchange Market (the "Athens Stock Exchange"), in accordance with the provisions of the Athens Stock Exchange Regulation and the relevant decisions of its Board of Directors. The New Shares were listed for trade on the second business day after the approval of their listing by the Athens Stock Exchange. The starting price of the Bank's shares in Athens Stock Exchange at the date of commencement of trade was set in accordance with the Athens Stock Exchange Regulation and the decision No 26 of its Board of Directors, as in force. The New Shares were registered at the date of commencement of trade in the archives of the Hellenic Central Securities Depository (ELKAT) and in the shares and accounts held by the Beneficiaries in the Dematerialised Securities System (SAT) of the Athens Stock exchange, in accordance with the applicable law.

Admission of a Non-Executive Director

The Ordinary General Meeting of Optima bank's Shareholders approved the election and admission of Mr Nikolaos Giannakakis to the Board of Directors of the Bank as a Non-Executive Director, for the remainder of the term of the current Board of Directors elected by the Ordinary General Meeting of Shareholders held on 23.03.2023, that is until the 10th of September 2027.

New redemption of performing loans

1. Redemption of part of Tethys performing loans portfolio

The Bank completed in January 2024 the redemption of part of the loans portfolio under the name Tethys. This performing portfolio acquired by the Bank refers to loans of four hotel units in Crete, Santorini and Kos. Upon the process of restructuring these business loans, they reenter the banking system via the Bank, in order for these businesses to access funding and mainly to restart on a new basis for the implementation of their business plans in tourist market.

2. Redemption of performing loans/Project Onassis

In December 2024 the Bank examined the redemption of a portfolio of performing and secured loans under the name Project Onassis.

In particular, and based on the Bank's strategy for redemption of loans in secondary market, the Bank, securing the prudent assessment of borrowers, moved to the redemption of loans of 4 borrowers-hotels (1 in Kefallonia, 1 in Mykonos, 1 in Herakleio Crete and 1 in Zante) from the total loans of this portfolio. 10 borrowers cases were examined, out of which 4 were chosen based on bank criteria and the guidelines of EBA for the loan classification as performing. The transaction was completed in 2024.

Expansion of branches network

In 2024 the Bank expanded its branches network by launching a new branch in Crete. In particular, the Bank's management launched on Thursday 26 September 2024 its new branch in Chania, second in Crete, and in particular in Plateia 1866, in the context of its development strategy in non-central Greece, by

expanding its presence in the larger cities of Greece. Including its new branch in Chania, the Bank has a network of 29 branches in total, 8 of which are in cities other than Athens.

Board of Directors change in composition

On 31/10/2024 Ms Kleio Lymperi terminated her membership as Independent Non-Executive Director of the Bank's Board of Directors, as well as her capacity as Chairwoman of the Risk Management Committee and member of the Audit Committee and the Remuneration and Nominations Committee. Upon the above-mentioned termination of membership, the Bank's Board of Directors, at its meeting held on 08.11.2024 decided pursuant to Article 82 of Law 4548/2018 and Article 10 (2) of the Bank's Statutes, to continue with the management and representation of the Bank without replacing Ms Lymperi temporarily, up to her replacement by a new Director, who shall meet the individual and collective suitability criteria, in accordance with the applicable law and the Members of the Board of Directors Suitability Policy of the Bank and it was reconstituted into body, while in addition, the recomposition of the Audit Committee and the Risk Management Committee was decided.

Environment, Society and Governance (ESG)

In the context of implementing the Bank's action plan for the gradual integration of the expectations provided for in Annex 1 of the instructions published by the Single Supervisory Mechanism (SSM) on the effective management of ESG risks (ESG Roadmap), the Bank acted as follows as regards the first four out of thirteen expectations:

I. Enhancing the existing governance in order to integrate the management of climate related and environment risks (CR&E risks)

A. Set up of a Sustainability Management Committee

By virtue of the decision of the Bank's Board of Directors dated 03.10.2024, a Sustainability Management Committee was set up in executive level, as an operating committee of the Bank and its Rules of Procedure were approved. Such Rules of Procedure are posted on the Bank's website https://www.optimabank.gr/media/l55cyso2/c35_epitropi_diaxeirisis_viosimis_anaptyxis.pdf.

B. Participation of Risk Management Committee and Audit Committee

The Bank's Risk Management Committee supervises the climate related and environmental risks (CR&E risks), while the Bank's Audit Committee evaluates the effectiveness of the internal audit, governance and risk management practices in relation to ESG risks.

C. Strategy, Shareholders Service and Sustainability Division

The Strategy and Shareholders Service Division, which was renamed to Strategy, Shareholders Service and Sustainability Division, was assigned the responsibilities of planning, sustainable development targets, as well as the monitoring of Key Performance Indicators (KPIs) for ESG matters, and in addition the Rules of Procedure of the Division was updated.

An independent **Sustainability Department** was established, having as main responsibility the preparation and recommendation to the senior management and the Board of Directors of the Bank and the Group's companies, of the sustainable development strategy (i.e. the alignment of the Bank's business objectives with the creation of value for society and the environment) and the alignment of the initiatives taken with best practices.

D. Special roles

i. ESG Coordinator

The post of ESG Coordinator in the Strategy, Shareholders Service and Sustainability Division was established.

ii. ESG Risk Officer

The post of ESG Risk Officer in the Supervisory Department of the Risk Management Division was established.

E. Sustainability Policy

By virtue of a decision of the Board of Directors dated 16.01.2025 upon recommendation of the Sustainability Management Committee, the Bank approved the Sustainability Policy included in its Rules of Procedure and posted on its website: https://www.optimabank.gr/media/wegdtzyo/p60_politiki_viosimis_anaptyxis.pdf.

II. Training the Board of Directors and senior executives as regards CR&E risks.

In November and December 2024, informative presentations-training programs were performed for the Directors and the Executive Committee on ESG matters.

III. High level analysis scenario

The Bank completed the Qualitative Materiality Assessment, in the context of which an integrated qualitative materiality assessment was performed to assess the possible size of effects of climate related and environmental risks (CR&E) to all other existing risk categories of the Bank and the relevant risks were assessed. In addition, the Bank has already began a quantitative analysis of CR&E risk scenario exercise.

IV. Business environment analysis

The Bank has adopted a structured approach to the business environment approach taking into account the climate related and environmental risks (CR&E). In this context, an analysis report on business environment was realised in 2024, based on which the possible effect of CR&E risk was assessed for Greece, for the financial services sector, for the Bank itself as well as its customers, while in addition, a procedure was set for the reexamination of completeness and updated nature of analysis in the future (with the analysis being assessed at least on annual basis). Based on that approach, the Bank ensures that the information on CR&E risks referring to it are up to date and in alignment with the evolving factors.

5. REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

5.1. Remuneration components

In accordance with the Members of the Board of Directors Remuneration of the Bank, the following apply:

5.1.1. Fixed remuneration

5.1.1.1 Executive Directors

Executive Directors holding executive positions in the Bank are not paid any fees for their participation in the Board of Directors, but receive a fixed remuneration on the basis of the employment contracts they have entered into with the Bank, which are approved under Article 99(3)(b) of Law 4548/2018. Executive Directors are not paid any additional fees for their participation in Board Committees.

5.1.1.2. Non-Executive Directors

Non-Executive Directors also receive a fixed remuneration subject to Clause 5.1.2. Their fixed remuneration represents the fee paid to them for participating in the Board of Directors and its Committees and is determined according to their Board position and the frequency of their participation in its Committees. More specifically, the remuneration paid to Non-Executive Directors consists in a monthly payment for participating in Board Committees, depending on the tasks

assigned to them (e.g. whether the Director is Chairperson or Committee member), as appropriate, taking into account in particular the time they spend on the Committees, the nature of the Committee's work, etc.

Any expenses they incur in carrying out their tasks as Board Committee members (representation expenses) are paid within the bounds determined annually by the Ordinary General Meeting of Bank Shareholders, following a relevant recommendation from the Bank's RNC.

The maximum remuneration paid to Non-Executive Directors, depending on each Director's capacity, is set as follows:

Non-Executive Director

- monthly consideration for attending Board meetings and providing relevant services
- No representation expenses are foreseen

Audit Committee member

- monthly consideration for attending Audit Committee meetings and providing relevant services
- Representation expenses upon submission of relevant receipts

Risk Management Committee Member

- monthly consideration for attending Risk Management Committee meetings and providing relevant services
- Representation expenses upon submission of relevant receipts

Remuneration and Nominations Committee Member

- monthly consideration for attending RNC meetings and providing relevant services
- No representation expenses are foreseen

Non-Executive Directors are not entitled to supplementary pension or to participation in an early retirement plan or to end-of-service payments, except for the Chairperson of the Board of Directors.

5.1.1.3 Chairman of the Board of Directors

The Chairman and Non-Executive Director of the Bank is paid a fixed remuneration and is entitled to company benefits such as, indicatively, participation in a group insurance plan for hospital and medical care, limited professional expenses, a company car, a company mobile phone, representation expenses and travel expenses, in accordance with the Bank's policies and the applicable legislation, as in force, on the basis of a contract entered into with the Bank, as approved under Article 99(3)(b) of Law 4548/2018.

It is noted that corporate benefits are granted at the discretion of the Bank, which reserves the right to modify or withdraw them freely.

5.1.2. Variable remuneration

Under the current Members of the Board of Directors Remuneration Policy, the Bank reserves the right to establish, following a recommendation from the RNC and provided that its capital adequacy level allows so, a stock option or stock award plan for Directors other than independent non-executive Directors, in accordance with Articles 113-114 of Law 4548/2018 and without prejudice to Article 9(2)(a) of Law 4706/2020, respectively, or any other variable remuneration scheme, with a view to attaining long-term objectives and always in accordance with the limitations provided for credit institutions.

The Bank also reserves the right to apply, subject to the above conditions, a remuneration scheme on the basis of its profit distribution table, against attainment of specific objectives. The remuneration granted from the fiscal year's profits shall be drawn from the balance of net (realized) gains remaining after deduction of the statutory reserve.

The Remuneration Policy does not provide for variable remuneration or other performance-related rewards to independent non-executive Directors, to prevent any conflicts of interest and to allow them to contribute constructively and objectively to the Bank's risk-fraught decisions.

5.1.3. Other corporate benefits

Executive Directors are also granted certain benefits in cash and/or in kind to facilitate coverage of the needs that arise in carrying out their tasks and to cover their professional expenses in accordance with market practices, such as, for example, participation in a group insurance plan for hospital and medical care, a company car, a company mobile phone, representation expenses and travel expenses (fuel, tolls, etc.), business meals in accordance with the Bank's

policies, the Board of Directors' decisions and the applicable legislation, as each time in force. The aim of the Bank is to provide competitive and fair benefits to Executive Directors.

The above voluntary benefits are granted at the discretion of the Bank, which reserves the right to modify or withdraw them freely.

5.2. Total remuneration paid to each individual Director for the fiscal year 2024

The table below lists all remuneration paid or owed by the Bank to each individual Director for the fiscal year 2024, in accordance with Article 112(2)(a) of Law 4548/2018, broken down into their individual components, along with the relevant fixed and variable remuneration rates. All recommendations and decisions on payment of remuneration made by the Remuneration and Nominations Committee for the fiscal year 2024 are in full compliance with the legislation in force and the Bank's Remuneration Policy.

TABLE AND EXPLANATIONS

The table below lists the total remuneration paid to Directors for the fiscal year 2024

REMUNERATION OF DIRECTORS FOR THE YEAR 2024 (YEAR OF PAYMENT) (BEFORE DEDUCTING LEGAL INSURANCE DEDUCTIONS AND INCOME TAX)									
REMUNERATION CATEGORY (COMPONENTS)							Total remuneration	REMUNERATION RATIO	
Full Name	Salary (on the basis of an Employment Contract or Mandate)	Remuneration for participation in BoD	Other corporate benefits	Remuneration for participation in BoD committees ¹	Variable remuneration (Bonus) ²	Variable remuneration (Shares) ³		Fixed	Variable
GEORGIOS TANISKIDIS	276,000		19,103			544,500	839,603	35.15%	64.85%
PETROS TZANETAKIS		18,000		9,600			27,600	100%	0%
GEORGIOS KYRIAKOS		18,000	468	4,200			22,668	100%	0%
LYMBERI KLEIO ⁴		15,000		19,500			34,500	100%	0%
EFTHYS THEODOROS		18,000	1,080	11,200			30,280	100%	0%

¹ Corporate Benefits: Corporate benefits include providing a company car, a company mobile phone and a health insurance plan.

² It refers to the accrued period from 01.01.2023 to 31.12.2023 (accrual year 2023)

³ It refers to the accrued period from 01.01.2023 to 31.12.2023 (accrual year of 2023) - Stock awards payment took place in order to award the Beneficiaries as persons important to the Bank, for their contribution to the achievement of the Bank's financial targets, in accordance with the provisions of Section 8.1 below.

⁴ Up to 31.10.2024, when she terminated her membership as Director

PAVLOS KANELLOPOULOS		18,000		23,400			41,400	100%	0%
THEOFANIS VOUTSARAS		18,000		4,200			22,200	100%	0%
GEORGIA KONTOGIANNI		18,000	2,400	9,600			30,000	100%	0%
GIANNAKAKIS NIKOLAOS		10,742					10,742	100%	0%
DIMITRIOS KYPARISSIS	338,500		14,905		270,000	60,500	683,905	51.67%	48.33%
ANGELOS SAPRANIDIS	126,562		9,756		58,700	36,300	231,318	58.93%	41.07%

Furthermore, the table below lists the remuneration paid to Non-Executive Directors for the fiscal year 2024, broken down per Board committee:

TABLE AND EXPLANATIONS

Following is a table providing a breakdown of the remuneration paid to Non-Executive Directors per Board Committee for the year 2024

Full Name	Position	Audit Committee	Remuneration and Nominations Committee	Risk Management Committee	TOTAL REMUNERATION PAID FOR PARTICIPATION IN COMMITTEES
Georgios Taniskidis, son of Ioannis	Chairman Non-Executive Director	----	----	----	----
Petros Tzannetakis, son of Tzannimpeis	Vice Chairman / Non-Executive Director / Member of the Audit Committee	9,600			9,600
Theofanis Voutsaras, son of Christos	Non-Executive Director / Member of the Remuneration and Nominations Committee		4,200		4,200
Theodoros Efthys, son of Ilias	Independent Non-Executive Director / Chairman of the Audit Committee / Member of the Risk Management Committee	1,600		9,600	11,200
Pavlos Kanellopoulos, son of Dimitrios	Independent Non-Executive Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the	9,600	4,200	9,600	23,400

	Remuneration and Nominations Committee				
Georgia Kontogianni, daughter of Vasileios	Independent Non-Executive Director / Member of the Risk Management Committee			9,600	9,600
Georgios Kyriakos, son of Konstantinos	Independent Non-Executive Director / Chairman of the Remuneration and Nominations Committee		4,200		4,200
Kleio Lymberi, daughter of Konstantinos⁵	Independent Non-Executive Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Remuneration and Nominations Committee	8,000	3,500	8,000	19,500
Nikolaos Giannakakis son of Konstantinos	Non-Executive Director	---	---	---	---

6. COMPARING REMUNERATION AND PERFORMANCE OVER THE LAST FIVE YEARS

The tables below show the annual change in remuneration paid to Directors, in average remuneration paid to Bank full-time employees, as well as in Bank performance over the last five (5) fiscal years, in accordance with Article 112(2)(b) of Law 4548/2018:

TABLE AND EXPLANATIONS

6.1. Comparative table of annual fixed remuneration in cash paid to Directors

Full Name	Board position / Capacity	Date of acquisition of Director capacity/ Change %	2020	2021	2022	2023	2024
GEORGIOS TANISKIDIS	Chairman Non-Executive Director	1/8/2019	90,000	135,000	180,000	204,000	276,000
		Change %		50%	33.33%	13.33%	35.29%
PETROS TZANETAKIS	Vice Chairman / Non-Executive Director	1/8/2019	19,300	21,493	18,600	23,100	27,600
		Change %		11.36%	-13.46%	24.19%	19.48%
DIMITRIOS KYPARISSIS	CEO / Executive Director	1/8/2019	225,000	225,000	225,000	253,166	338,500
		Change %		0.00%	0.00%	12.52%	33.71%

⁵ Up to 31.10.2024, when she terminated her membership as Director

ANGELOS SAPRANIDIS	Executive Director	27/2/2018	94,458	112,500	112,500	123,562	126,562
		Change %		19.10%	0.00%	9.83%	2.43%
THEOFANIS VOUTSARAS	Non-Executive Director	21/7/2021		5,327	13,200	17,700	22,200
		Change %				34.09%	25.42%
EFTHYS THEODOROS	Independent Non-Executive Director	23/7/2020	7,750	18,600	18,600	23,100	29,200
		Change %			0.00%	24.19%	26.41%
PAVLOS KANELLOPOULOS	Independent Non-Executive Director	1/3/2020	24,250	32,400	32,400	36,900	41,400
		Change %			0.00%	13.89%	12.20%
GEORGIA KONTOGIANNI	Independent Non-Executive Director	22/3/2023				18,922	27,600
		Change %					
GEORGIOS KYRIAKOS	Independent Non-Executive Director	1/8/2019	18,275	13,200	13,200	17,700	22,200
		Change %		-27.77%	0.00%	34.09%	25.42%
KLEIO LYMBERI ⁶	Independent Non-Executive Director	23/7/2020	13,500	32,400	32,400	36,900	34,500
		Change %			0.00%	13.89%	
GIANNAKAKIS NIKOLAOS	Non-Executive Director	23/5/2024					10,742
		Change %					

No changes were calculated for the years in which the comparable amount does not represent a full year's remuneration. It shall be mentioned that differences in remuneration of each Director between the fiscal years 2023 and 2024 are due to the implementation of the decisions of the Annual Ordinary General Meeting of Shareholders dated 23 May 2024.

6.2. Comparative table of average annual remuneration paid to full-time employees

	2020	2021	2022	2023	2024
Number of full-time employees per year (31/12) (2)	348	379	426	478	550
Average annual remuneration paid to full-time employees (1) (in EUR)	40,492	39,648	40,829	43,575	48,078
Change %	20.07%	-2.08%	2.98%	6.72%	10.33%

⁶ Up to 31.10.2024, when she terminated her membership as Director

(1) Annual regular fixed and variable remunerations are included. The average annual remuneration paid to employees was calculated on the basis of gross remuneration of full-time employees divided by the average number of active full-time employees as at 01/01 and 31/12.

(2) The number of employees of the Bank refers to the end of each fiscal year.

6.3. Comparative table of Bank performance

The annual performance of Optima bank for the last five years is defined as the normalized profit before tax. The cost-to-revenue ratio takes into account the normalized total expenditure as well as the normalized total revenue from operating activities.

Performance	2020	2021	2022	2023	2024
Normalised profit before tax (EUR thousand)	(16,428)	8,178	45,970	128,433	170,730
Change %	-200%	150%	462%	179%	33%
Cost-to-revenue ratio	167.0%	77.1%	42.8%	26.2%	22.8%
Change %	35%	-54%	-45%	-39%	-13%

7. REMUNERATION PAID TO DIRECTORS BY OTHER COMPANIES OF THE OPTIMA BANK SA GROUP

Independent Non-Executive Director Georgios Kyriakos, son of Konstantinos, received from Optima Factors, a subsidiary of the Optima bank SA Group, the amount of EUR 6,000.00 for the fiscal year 2024 as a fee for participation in the company's Board of Directors.

8. SHARES AND STOCK OPTIONS GRANTED/OFFERED TO THE MEMBERS OF THE BOARD OF DIRECTORS

8.1. Shares

Pursuant to the decision of the Ordinary General Meeting of the Bank's Shareholders dated 23.05.2024, which was taken upon the recommendation of the Remuneration and Nominations Committee dated 30.04.2024 and the decision on profit distribution of the above-mentioned Ordinary General Meeting, the award of the Bank's stock (free shares allocation) through capitalisation of part of the profits of the fiscal year 2023 ("Plan") was approved, up to the amount of € 1,035,000.00, with an equal increase in share capital, divided by the amount of the increase, in up to 300,000 new registered, ordinary, voting shares with a nominal value of €3.45 each (the "New Shares"), in order for the New Shares to be allocated free of charge, pursuant to the provisions of the Law, to the Chairman and the executive Directors (excluding Independent Non-Executive Directors), to the Bank's senior management (Executive Committee Members) ("Beneficiaries"), in accordance with the provisions of article 114 of Law 4548/2018, as in force, and subject to obtaining the relevant approvals from the supervisory authorities.

In particular, as regards the fiscal year 2024 the number of shares agreed to be allocated to the Beneficiaries in accordance with the terms of the Plan is as follows:

a) Chairman: up to 45,000 shares

b) Executive Directors:

- b) (a) CEO: up to 5,000 shares
- b) (b) Executive Director/CFO: up to 3,000 shares
- c) Senior management executives (Executive Committee Members): up to 3,000 shares per member.

Specifically, as regards the Chairman of the Bank, in accordance with Article 86 of Law 4261/2014, the Ordinary General Meeting of Shareholders approved a higher than 100% maximum ratio between fixed and variable component of their remuneration, coming up two hundred per cent (200%). For this decision, the Chairman's contribution to the successful course and operation of the Bank, as well as the remuneration paid in the banking sector and in companies of other important sectors of economy, both in Greece and abroad, for persons with similar value were taken into account. The relevant ratio of variable remuneration was considered as fair, in the context of their retaining, as recognition of their strong commitment to the Bank throughout their course of action and especially with the listing of the Bank's shares in the Stock Exchange.

The stock awards took place upon increase of the Bank's share capital by two hundred seventy six thousand Euros (€276,000), with the issuance of eighty thousand (80,000) new, ordinary, registered, voting shares of a nominal value of €3.45 each, through capitalisation of equal part of non allocated profits from the fiscal year 2023.

The above stock awards were made with the aim of rewarding the Beneficiaries as persons important to the Bank, for their contribution to the achievement of the Bank's financial objectives, which led to the listing of the Bank's shares on the Main Market of the Athens Stock Exchange and to the great increase of its profitability, as well as encouraging them to further commit themselves and incentivising them to maintain a high level of performance with a view to continuously increasing the value of the Bank and of its share. Furthermore, it aims at retaining these people as persons important to the Bank and attracting new and capable executives, a purpose that serves and ensures the long-term interests of the Bank and its affiliated companies.

At the same time, the Ordinary General Meeting of Shareholders dated 23.05.2024 authorised and assigned the Board of Directors to proceed to any action necessary in order to: (i) implement the above-mentioned increase in share capital amounting at two hundred seventy six thousand Euros (€ 276,000) through profit capitalisation and (ii) specify the special terms and conditions of the plan, at its discretion and in compliance with the applicable law, as well as to proceed to any action necessary and take any relevant decision regarding the aim of implementing and applying the Plan.

The beneficiaries and the value of shares allocated for the **accrued period from 01.01.2023 to 31.12.2023 (accrual year 2023)** are described in the following table:

SHARES ALLOCATED TO MEMBERS OF THE BOARD OF DIRECTORS OF THE BANK IN THE FISCAL YEAR 2024 (YEAR OF PAYMENT), AS PART OF THE STOCK AWARD PLAN UNDER ARTICLE 114 OF LAW 4548/2018 (STOCK AWARDS)			
Full Name	Board position / capacity	Number of shares	Value of shares ⁽¹⁾ (in EUR)
Georgios Taniskidis, son of Ioannis	Chairman / Non- Executive Director	45,000	544,500
Dimitrios Kyparissis, son of Apostolos	CEO / Executive Director	5,000	60,500
Angelos Sapranidis, son of Nikolaos	Executive Director	3,000	36,300

(1) The value of shares was calculated on the basis of the valuation price of EUR 12.10/share as of 19.6.2024.

8.2. Stock options

No stock options were granted to Bank Directors in the fiscal year 2024.

9. STOCK OPTIONS EXERCISED AS PART OF STOCK OPTIONS PLANS

Not applicable. Directors did not exercise any stock options as part of the stock options plans of the Bank in the fiscal year 2024.

10. POSSIBILITY OF RECOVERING VARIABLE REMUNERATION

Not applicable.

11. DEROGATION FROM THE APPLICATION OF THE REMUNERATION POLICY

The Bank is in full compliance with the members of the board of Directors Remuneration Policy in force. All decisions on payment of remuneration for the fiscal year 2024 are in full compliance with the legislation in force and the Bank's Remuneration Policy, there having been no derogations from that Policy.

12. APPROVAL AND PUBLICATION OF THE REMUNERATION REPORT

This Remuneration Report was submitted, after the RNC notified its agreement with the Report to the Board of Directors, for discussion at the Annual Ordinary General Meeting of Bank Shareholders of 29.04.2025 with quorum of 67,07% and was adopted by a majority vote corresponding to 87,03% of the valid votes. More specifically, the voting results on the relevant agenda item were as follows:

Agenda item: Submission for discussion of the Remuneration Report for the fiscal year 2024, in accordance with Article 112 of Law 4548/2018

IN FAVOUR: 87,03% of the valid votes

AGAINST: 12,97% of the valid votes

ABSTENTION: 0% of the valid votes

Without prejudice to the specific requirements on the protection of personal data laid down in Regulation (EU) 2016/679 (GDPR), the Remuneration Report is published and remains available free of charge on the

Bank's website for a period of at least ten (10) years, in accordance with the specific provisions of Article 112(4) of Law 4548/2018.

This is an unofficial translation in English language of the original document in Greek language, which is intended for information purposes only. In the event of inconsistency or discrepancy between the two documents, the document in Greek language shall prevail.

TRUE TRANSLATION FROM THE ORIGINAL IN GREEK

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE ACCURACY OF THE INFORMATION CONTAINED IN THE REMUNERATION REPORT IN ACCORDANCE WITH ARTICLE 112 OF LAW 4548/2018

To the Board of Directors of "Optima bank S.A."

Underlying Subject Matter

Based on our engagement letter between us dated 31 March 2025, we have undertaken a limited assurance engagement to determine whether and to what extent the attached Remuneration Report (Appendix A) of Optima bank S.A. (thereon "the Bank") for the financial year 2024 provides the information (hereinafter the "Underlying Subject Matter") required from the provisions of Article 112 of Law 4548/2018, which are hereinafter defined in paragraph Applicable Criteria.

Applicable Criteria

According to the provisions of Article 112 of Law 4548/2018, companies with shares listed on a regulated market are obligated to prepare a clear and comprehensive Remuneration Report, which includes an overview of the total remuneration as stipulated in the remuneration policy of the entity, in accordance with Article 110 of Law 4548/2018. The Remuneration Report for the latest financial year shall be submitted for discussion to the Annual General Meeting of Shareholders as a separate item of the Agenda. After the Annual General Meeting of Shareholders, the Remuneration Report is published in accordance with paragraph 4 of Article 112 of Law 4548/2018 and is available for a period of at least ten (10) years.

Management's Responsibilities

The Management of the Bank is responsible for the correct preparation and publication of the of the Remuneration Report in accordance with the requirements of Article 112 of Law 4548/2018 8, as well as for the designing all necessary internal controls to ensure Bank's compliance with the provisions of Articles 109 to 113 of Law 4548/2018, as in force.

Auditor's Responsibilities

Our responsibility is to issue this Report regarding whether and to what extent the information of article 112 of Law 4548/2018 is provided in the attached Remuneration Report (Appendix A), based on our work performed, as described below in the section "Scope of Work Performed".

Our work was performed on behalf of the Board of Directors of the Bank, in accordance with the International Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other Than an Audit or Review of Historical Financial Information" (hereinafter referred to as "ISA 3000"), and the terms of engagement, as described in the contract between us dated 31 March 2025.

ISA 3000 requires that we plan and perform our work so as to obtain limited assurance on the evaluation of the Underlying Subject matter in accordance with the Applicable Criteria. In the context of the procedures performed, we assess the risk of material misstatement of information related to the Underlying Subject Matter.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion expressed in this assurance report.

Professional Ethics and Quality Management

We are independent of the Bank throughout the duration of this engagement and have complied with the requirements of the Code of Ethics for Professional Accountants of the Council on International Standards of Ethics for Professional Accountants (the Code of Ethics for Professional Accountants) and with the ethical and independence requirements of Law No. 4449/2017 and Regulation (EU) 537/2014.

Our firm applies in the International Standards on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements and accordingly, maintains a comprehensive system of quality management including documented policies and procedures regarding compliance and ethical requirements, professional standards and applicable legal and regulatory requirements.

Scope of Work Performed

Our work covers exclusively the following limited assurance procedures and was conducted to determine whether the Remuneration Report contains, as a minimum, the following information regarding the remuneration of each individual member of the Bank's Board of Directors and the Chief Executive Officer:

- (a) total remuneration awarded, including remuneration of paragraph 2 of Article 109 of L.4548/2018, providing analysis per type, the percentages of fixed and variable remuneration, as well as an analysis of the implementation of performance criteria and how total remuneration complies with the approved remuneration policy,
- (b) the annual change of remuneration of each member of the Board and the Chief Executive Officer, the performance of the Bank and the average remuneration, on a full-time equivalent basis, of the employees of the Bank, other than directors, over the last five (5) financial years, presented in a manner that allows comparison from the shareholders,
- (c) remuneration in any form from any company belonging to the same group of companies, as defined in Article 32 of Law 4308/2014,
- (d) the number of shares and share options granted or offered to the members of the Board of Directors and the Chief Executive Officer and the main conditions for the exercise of these rights, including the exercise price and date and any change thereof,
- (e) any share options exercised by the members of the Board of Directors and the Chief Executive Officer under the Bank's share-based remuneration plans,
- (f) information in relation to the use of the ability to recover variable remunerations,
- (g) information in relation to any deviation from the remuneration policy, pursuant to paragraph 7 of Article 112 of L.4548/2018, including a description of the nature of the exceptional circumstances and the indication of the specific elements of the remuneration policy that has been breached.

In the context of a limited assurance engagement, the nature, timing and extent of procedures performed is limited compared with what is necessary in a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our procedures were designed to obtain a limited level of assurance, on which we relied to reach our conclusion, and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Conclusion

Based on the work performed and the evidence obtained, nothing has come to our attention that causes us to believe that the attached Remuneration Report (Appendix A) for the financial year 2024 of Optima bank S.A. does not provide the information required by Article 112 of Law 4548/2018.

Restriction of use

Our Report has been prepared solely for the purpose stated in its first paragraph and is addressed exclusively to the Bank's Board of Directors and shall not be used for any other purposes.

Athens, 08 April 2025

The Certified Public Accountant

Apostolos Kokkinellis

Reg. No. SOEL: 44621

Deloitte Certified Public Accountants S.A

3α Fragoklissias & Granikou str., 151 25 Maroussi

Reg. No. SOEL: E. 120



This document has been prepared by Deloitte Certified Public Accountants Societe Anonyme.

Deloitte Certified Public Accountants Societe Anonyme, a Greek company, registered in Greece with registered number 0001223601000 and its registered office at Marousi, Attica, 3a Fragoklissias & Granikou str., 151 25, is one of the Deloitte Central Mediterranean S.r.l. ("DCM") countries. DCM, a company limited by guarantee registered in Italy with registered number 09599600963 and its registered office at Via Tortona no. 25, 20144, Milan, Italy is one of the Deloitte NSE LLP geographies. Deloitte NSE LLP is a UK limited liability partnership and member firm of DTTL, a UK private company limited by guarantee.

DTTL and each of its member firms are legally separate and independent entities. DTTL, Deloitte NSE LLP and Deloitte Central Mediterranean S.r.l. do not provide services to clients. Please see www.deloitte.com/about to learn more about our global network of member firms.