

BOARD OF DIRECTORS REMUNERATION REPORT FOR FISCAL YEAR 2025

1. INTRODUCTION

This Remuneration Report was drafted in accordance with Article 112 of Law 4548/2018 and included 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 S.A.” (hereinafter the “**Bank**”) for the fiscal year 2025, 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 fiscal year 2025.

The content of the Remuneration Report for the fiscal year 2025 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 Ordinary General Meeting of Shareholders of the Bank that was held on 29.04.2025 voted in favour of the Remuneration Report for the fiscal year 2024, without any remarks or comments on its content to be taken into account for the payment of remuneration for the fiscal year 2025 and the drawing up of the present Report.

2. BOARD OF DIRECTORS REMUNERATION POLICY

The Bank has adopted a Remuneration Policy to ensure its compliance with the applicable legal and regulatory framework and to establish the fundamental principles of its remuneration framework, which are based on the business strategy, objectives, risk tolerance and avoidance of excessive risk, the Bank’s values, and long-term interests, taking into account best practices in remuneration matters. 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, which integrated the Directive 2013/36/EU, the Executive Committee Act No 231/15.07.2024 by 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of the European Banking Authority on sound remuneration policies under Directive 2013/36/EU (EBA/GL/2021/04) and repealed Annex 9 of Act No. 2577/9.3.2006 of the Governor of the Bank of Greece, the publications under Article 450 of Regulation (EU) No. 575/2013 and Regulation (EU)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 Members) 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. Subsequently, the Compensation Policy was amended by the resolution of the Ordinary General Meeting of Shareholders dated 29.04.2025, in full compliance with the provisions of the Act of the Executive Committee of the Bank of Greece No. 231/15.07.2024, 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 current Remuneration Policy is available on the Bank's website (https://www.optimabank.gr/media/bzkpmf0r/p43_politiki_apodoxon_melon_ds.pdf).

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.

During 2025, the composition of the Remuneration and Nominations Committee was, and still is, 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 the 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 Nomination Committee are posted on the Bank's website (https://www.optimabank.gr/media/cuslmfni/kanonismos_leitourgias_epitropis_apodoxon_ypopsifiotiton.pdf).

Meetings of the Remuneration and Nominations Committee in 2025

In 2025, the Remuneration and Nominations Committee met seven (7) times. The Committee members' average meeting attendance rate was 100%.

Proceedings at the meetings of the Remuneration and Nominations Committee in 2025

In 2025, the Remuneration and Nominations Committee:

- 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.
- Introduced the Procedure (plan) for the succession of Directors and members of the Board Committees in accordance with the Bank's Board of Directors Suitability Policy and recommended its approval by the Bank's Board of Directors.

- Evaluated offers for the project of updating the Remuneration Policy and formulating a variable remuneration framework (for Material Risk Takers & C-Level).
- Approved the adjustment of fixed remuneration and the limit for covering professional expenses of Senior Management (Members of the Executive Committee).
- Re-evaluated the collective suitability of the Bank's Board of Directors, submitting the results and relevant documentation to the Board of Directors.
- 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 2024, in accordance with Article 112 of Law 4548/2018.
- Was informed about the Process for Identifying Persons with Material Impact on the Bank's Risk Profile (MRT), the Risk Indicators (KRIs), as well as the list of the Bank's MRTs, as identified by the Human Resources Directorate, under the above Procedure and recommended to the Board of Directors their approval.
- Reviewed the business expense costs of the Bank's current Remuneration Policy and recommended to the Board of Directors the adjustment of the lease rates for company cars.

Furthermore, the Remuneration and Nominations Committee made recommendations to the competent corporate bodies on the following issues:

- the approval of the remuneration of the Members of the Board of Directors for the fiscal year 2024 and the determination of the amount of such remuneration through participation in the profits for the fiscal year 2025 until the Ordinary General Meeting of 2026, in accordance with the provisions of Article 109 of Law 4548/2018;
- the distribution of part of the profits for the fiscal year 2024, as a one-off extraordinary bonus for the achievement of targets to the Executive Members of the Board of Directors, Senior and Middle Management Executives and other Bank's staff. Following the approval of the Bank's Ordinary General Meeting of Shareholders dated April 29, 2025, a proposal was submitted to the Board of Directors for the payment of variable remuneration as a reward for the results for the financial year 2024, based on the Annual Bonus Scheme, in accordance with the Bank's current Staff Remuneration Policy.
- the amendment of the Board of Directors Suitability Policy;
- the update of the Bank's Board of Directors' Remuneration Policy and the update (amendment) of the Bank's Staff Remuneration Policy.

4. BANK-RELATED DEVELOPMENTS DURING 2025

Ordinary General Meeting of the Bank's Shareholders

On 29.04.2025, the Bank held its second Ordinary General Meeting of Shareholders following the listing of its shares on the Athens Stock Exchange. The Ordinary General Meeting approved the financial statements for 2024, which presented a net profit of €140.2 million for the Group, and decided to distribute a dividend of €0.57 per share for a total gross amount of €42,051,260.94. At the same Ordinary General Meeting, the following, among others things, were resolved: (a) the split of the Bank's shares with the issuance of three (3) new shares in replacement of one (1) old share, with a reduction of each share's nominal value from €3.45 to €1.15, and (b) the establishment of a Share Buy-back Programme.

Announcement of dividend distribution from the profits of fiscal year 2024

The Ordinary General Meeting decided on 29.04.2025 to distribute dividend from the profits of the fiscal year 2024 (01.01.2024 – 31.12.2024), which amounted at €0.57 per share (gross) before legal tax withholding, i.e. a total amount of €42,051,260.94.

Regarding the dividend distribution, the General Meeting approved the dividend cut-off date, the date for the determination of dividend beneficiaries, and the commencement of dividend payment for the fiscal year 2024 as follows:

- Date of dividend cut-off: Monday 23 June 2025
- Date for determining the dividend beneficiaries: Tuesday 24 June 2025
- Commencement of dividend payment day: Friday 27 June 2025.

The payment of the dividend for the fiscal year 2024 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 the aforesaid decision.

Split of the Bank's shares with a ratio of issuing three (3) new shares in replacement of one (1) old share

The Ordinary General Meeting of the shareholders decided to split all the existing shares of the Bank without any change in the share capital, with three (29.04.2025) new shares replacing one (3) old share, through a simultaneous reduction of the nominal value of each new share from €3.45 to € 1,15, with a simultaneous increase in the total number of shares of the Bank from €1,15 ordinary registered shares to 73,774,142 ordinary registered shares to 221,322,426 ordinary registered shares, and authorised the Board of Directors to take all necessary or appropriate actions in connection with the implementation of the aforementioned resolution.

Please note that the completion of the Bank's stock split and the commencement of trading in the resulting new shares followed the dates for the ex-dividend date, the determination of beneficiaries, and the commencement of dividend payments.

The Bank's stock split was completed on 09.07.2025, following the Athens Stock Exchange's approval of the listing of the Bank's new shares on 04.07.2025.

Establishment of a Share Buy-back Programme

The Ordinary General Meeting of Shareholders held on 29.04.2025 approved the Bank's share buyback program, specifically the acquisition of up to 2,608,695 ordinary shares of the Bank, at a price range per share from €1.15 (minimum price) to €8.00 (maximum price), as the total number of the Bank's shares and their par value are determined following the stock split and within a period of 24 months from the date of the General Meeting's decision. The total cost for the acquisition of treasury shares under the programme will not exceed the amount of €3,000,000.00 while the total number of treasury shares to be acquired in each case will not exceed 10% of the paid-up share capital.

The Ordinary General Meeting also authorised the Board of Directors to take any necessary or appropriate action in the context of the implementation of the above-mentioned decision of the Ordinary General Meeting.

The programme began on December 19, 2025, following approval by the Bank of Greece (for the repurchase of the Bank's own shares) on 10.12.2025, and a relevant decision by the Board of Directors on 18.12.2025.

The purchase of the Bank's shares is conducted through the Bank.

Election of an Independent Non-Executive Director to the Board of Directors to replace a resigning Board Member / Reconstitution of the Board of Directors

The Bank's Board of Directors, at its meeting on 20.03.2025, and having taken into account the recommendation of the Remuneration and Nominations Committee dated 18.02.2025, and following the evaluation conducted by the Board of Directors itself, unanimously elected to replace the independent non-executive Director Mrs Kleio Lympერი who resigned on 31.10.2024, Mrs. Ioanna Zour, daughter of Christos and Alexandra, as an Independent Non-Executive Director, for the remainder of the term of the current Board of Directors elected by the Extraordinary General Meeting of Shareholders on 23.03.2023, i.e., until 10.09.2027, at the latest.

The election of the new Independent Non-Executive Director was announced at the General Meeting of the Bank's Shareholders, held on 29.04.2025, which unanimously ratified it.

Launch of Optima Leasing

On 13.01.2025, the Bank announced the launch of Optima Leasing S.A. Optima Leasing S.A. was established on 11.11.2024. It is a wholly owned leasing subsidiary of the Optima bank Group and offers specialised solutions for growth-oriented businesses and professionals. It concerns all sectors of the economy, such as industry, trade, transport, tourism, services and construction.

Optima leasing S.A. introduces services and products for the leasing of real estate, movable assets and equipment for businesses and freelancers, tailored to the Greek market and focusing on the needs and business objectives of each company. The solutions provided cover investment projects, liquidity enhancement and the ability to adjust rents to the company's seasonal flows. In addition, active participation in development laws is covered for the utilisation of investment projects maximizing the company's potential.

Issuance of €150.000.000 of Tier 2 Bonds

On 18.06.2025, the Bank successfully completed the issuance of unsecured and unguaranteed subordinated bonds (T2) ("Bonds") in the amount of one hundred and fifty million euros (€150,000,000), under the Bank's medium-term note (EMTN) programme with a total nominal amount of up to five hundred million euros (€500,000,000). The Bonds have a maturity of 10.25 years, with an optional call option by the Bank at 5.25 years (25 September 2030) and will be traded on the MTF market of the Luxembourg Stock Exchange. The settlement date was June 25, 2025.

The Bonds were rated by Moody's Ratings and received a B1 rating.

The issuance aims to further strengthen the Bank's capital position and the funds raised will be used to serve the Bank's business purposes and to meet its financing needs.

The bond issuance attracted strong investor interest with the total demand amounting to €1,665 billion (oversubscription by 11.1 times). 72% of the issuance was made available to foreign investors. As a result of strong investor interest, the yield on the Bonds decreased by 62.5 basis points, down from 6.125% at the initial offering to 5.5%.

Goldman Sachs Bank Europe SE acted as Global Coordinator and Goldman Sachs Bank Europe SE and Morgan Stanley were appointed as Joint Bookrunners of the issuance, acting as joint bookrunners of the offering. The Bank also participated in the issuance as Co-Manager.

Expansion of the branches network

During the second half of 2025, specifically on Tuesday, 08.02.2025, the Bank expanded its branch network by opening a new branch in Komotini, in a region of national importance for our country.

Specifically, the Bank's management opened its first branch in Komotini as part of its regional growth strategy, thereby significantly expanding its presence in Greece's largest cities. With the new branch in Komotini, the Bank now has a network of 30 branches in total, 9 of which are located in cities outside Athens.

Environment, Society and Governance (ESG)

A. ESG Roadmap

As part of the implementation of the Bank's action plan for the gradual integration of the expectations set out in Annex 1 of the guidance document published by the Single Supervisory Mechanism (SSM) on the effective management of ESG risks (**ESG Roadmap**), the Bank has taken the following actions to strengthen its existing governance for the integration of climate and environmental risk management (CR&E risks) during 2025:

- I. In January 2025, the Bank submitted a progress report to the Bank of Greece on the progress made in implementing the actions of the Bank's updated action plan for the initial phased integration of the first four of the thirteen expectations listed in Annex 1 of the Single Supervisory Mechanism (SSM) guidance document on the effective management of ESG risks (ESG Roadmap).
- II. In February 2025, the Sustainability Management Committee, at its meeting held on 24.02.2025:
 - Decided to extend the roadmap in order to meet the expectations set out in No. 5,6,7,8,9,11 of the SSM on the effective management of ESG risks (ESG Roadmap). In this context, it adopted a timeline for the implementation of these expectations through which the Bank seeks to improve its understanding of the impact of environment and climate-related risks (CR&E) on its business model and existing risks. The Bank's objective is to integrate climate and environmental (CR&E) risks into its risk management framework by identifying existing risk management processes in which CR&E risk should also be taken into account. In addition, responsibility is to be shared across all three lines of defence for the holistic oversight of climate and environmental risks. This action plan (ESG Roadmap), which incorporates the above expectations of the SSM, was approved by the Bank's Board of Directors at its meeting on 05.03.2025, and submitted to the Bank of Greece.

-Approved an integrated sustainable development strategy, in which specific commitments, targets and performance indicators are developed to monitor the implementation of the objectives set in the areas of environment (E), society (S) and corporate governance (G), as formulated by the Strategy, Shareholder Services and Sustainable Development

Department, in cooperation with the relevant business areas and under the guidance of an external consultant. The above targets, which have 2024 as their base year, are planned to be implemented over a two-year period (2026) and are included in the sustainability report that forms part of the Optima Bank Group's annual management report for the 2025 financial year.

- III. In November 2025, the Sustainability Management Committee, in accordance with the guidelines of the CSRD (corporate sustainability reporting directive), confirmed that the following issues, which were identified as the most material for the sustainable operation of the Bank through the Double Materiality Analysis conducted in 2024, remain the most material for the sustainable operation of the Bank in 2025.

Identified Material Topics 2025:

- E1- Climate Change
- E5- Circular Economy
- S1- Own Workforce
- S4- Consumers and end- users
- Sector Specific - Innovation and Digitalisation
- G1- Business Conduct

Based on these issues, the Bank makes specific disclosures in its sustainability report, which forms part of the Optima Bank Group's annual management report for the 2025 fiscal year.

B. Sustainable Development Policy

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

This Policy was drawn up on the basis of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU, regarding the submission of sustainability reports by companies, which has already been transposed into Greek law by Law 5164/2024 and in accordance with Article 14, par. 3 case (l) of Law 4706/2020. The purpose of the Policy is to set the basis for integrating sustainability into all of the Bank's operations, with the aim of creating value for environmental protection, promoting social well-being, and strengthening governance practices.

Following the Bank's accession to the United Nations Global Compact (UN Global Compact) in May 2025, the Sustainability Management Committee unanimously approved and recommended to the Bank's Board of Directors the updating of the Sustainable Development Policy at its meeting on 21.11.2025, unanimously approved and recommended to the Bank's Board of Directors the updating of the Sustainable Development Policy. The updated Sustainable Development Policy refers to the Bank's commitment to respect human rights, its alignment with the Ten Principles of the United Nations Global Compact, and the equal treatment of all its stakeholders.

C. Environmental Policy

By decision of the Sustainability Management Committee of 21.11.2025, the Bank adopted an Environmental Policy, which is posted on its website: https://www.optimabank.gr/media/rjyj3iqj/p66_perivallontiki_politiki.pdf

This Policy was developed as part of the implementation of an Environmental Management System undertaken by the Bank to ensure the proper and effective management of its environmental aspects.

The Policy sets out the Bank's commitments to reducing its environmental footprint and complying with the regulatory framework, as well as its priorities for energy saving, effective resource management, and the integration of environmental criteria into credit rating procedures. Finally, special mention is made of the importance of training and raising staff awareness of environmental issues.

D. Development of a Sustainable Finance Framework

The Bank, in collaboration with a service provider and with co-financing from the EBRD (European Bank for Reconstruction and Development), has begun developing a sustainable finance framework. The aim of this project is, on the one hand, to create a sustainable finance framework that will define the criteria for classifying loans as sustainable/green and, on the other hand, to develop a platform that will be fed with customer/business and loan data in order to categorise them accordingly.

5. REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

5.1. Remuneration components

In accordance with the Members of the Board of Directors Remuneration Policy 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. The Bank has approved a remuneration framework for top and senior executives, including executive Directors, as regards their remuneration, in accordance with the above-mentioned contracts and the principles and requirements of the Remuneration Policy for the Bank's top and senior executives and the rest staff. Executive Directors are not paid any additional fees for their participation in Board committees.

5.1.1.2. Non-Executive Members

Non-Executive Directors shall receive only fixed remuneration without prejudice to clause 5.1.1.3 below as regards the Non-Executive Chairman of the Board of Directors. The fixed remuneration of Non-Executive Directors 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 competencies and the tasks they have as Directors.

The fixed remuneration of Non-Executive Directors may be consisted of participation in the fiscal year's profits, as provided in detail in Article 109 (2) of Law 4548/2018 and Article 20(2) of the Bank's Articles of Association, and is determined by a decision of the General Meeting, which decides by simple quorum and majority, subject to Articles 110-112 of Law 4548/2018, and is taken from the balance of net profits remaining after deduction of the legal deductions for a regular reserve.

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 one is a Director, Chairman 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's Shareholders, following a relevant recommendation by 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, except for the Chairperson of the Committee, who is entitled to representation expenses upon submission of the relevant receipt.

Non-executive Directors are not entitled to a supplementary pension, participation in an early retirement program or payments related to the end of their term of office, nor are they eligible to participate in incentive programs based on the Bank's performance, with the exception of the Chairman of the Board of Directors.

5.1.1.3 Chairman of the Board of Directors

The Chairman and Non-Executive Member of the Board of Directors of the Bank shall be paid a fixed remuneration from the fiscal year's profits, in accordance with Article 109 (2) of Law 4548/2018 and, as mentioned in detail above in 5.1.1.2 they are 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.

In extraordinary cases where the Non-Executive Chairman of the Board is entitled to variable remuneration, this variable remuneration and its relevant alignment with the risks is strictly adapted to the supervision, monitoring and audit tasks assigned to them and reflects their powers and competencies, as well as the achievement of objectives referring to their tasks, while it is paid in accordance with the conditions and restrictions of each regulatory framework in force and only if it allows it. 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

In accordance with the current Members of the Board of Directors Directors Remuneration Policy, the Bank may, upon recommendation by the Remuneration and Nominations Committee and provided that the Bank's capital adequacy and risk strategy permit it, establish a stock option plan or a plan for the free allocation of shares to Board members excluding independent non-executive members, 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, for which a relevant decision of the General Meeting of Shareholders is required. The remuneration granted from the fiscal year's profits shall be drawn from the balance of net (realised) gains remaining after deduction of the statutory reserve.

The components of variable remuneration shall be defined on annual basis and may be an annual scheme (reward programs referred to short-term performance) and/or reward long-term fixed performance having as a result the increase of the Bank's value and stock in time.

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, retirement plan, 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.

5.1.4. Compensation due to termination of membership

The Bank may pay to a Director compensation due to termination of membership, in the case of mutual termination of the contract or early termination thereof without great reason, as detailed in the contract and taking into account the applicable law. The above-mentioned compensation, unless expressly provided for in the relevant contracts, shall be considered as variable remuneration and shall be subject to the special arrangements and restrictions as regards the payment of variable remuneration provided for in the applicable law and in the Remuneration Policy.

The payment of compensation due to termination of membership reflects the performance achieved over time and does not reward failure, excess risking or misconduct by the Director.

Subject to any specific provisions of the applicable laws and regulations, the severance payments referred to above shall be paid in cash and may not exceed a total of 24 times the gross monthly remuneration of the Director. The amounts of compensation due to termination of membership:

- Are set off with any other compensation paid to the Director due to termination of membership at the termination of the contract, in accordance with the relevant provisions of the labour law or in a voluntary termination of employment program or in the relevant contract.
- Are taxed in accordance with the special provisions for compensation taxation due to termination of membership and the corresponding tax shall be withheld from the compensation to be paid.
- Are payable by way ensuring the interests of the Bank and not posing a risk nor having great impact on the capital adequacy of the Bank.

The compensation of Directors due to termination of membership shall be approved by the General Meeting of Shareholders of the Bank, upon recommendation of the Remuneration and Nominations Committee, while it is subject to independent assessment by the audit divisions (including the Internal Audit Division, the Regulatory Compliance Division and the Risk Management Division).

No compensation due to termination of membership is paid in case the Director terminates voluntarily their membership or when there is a great reason for contract termination, such as failure of the Director to fulfil their tasks, serious offences such as fraud, causing loss to the Bank due to gross negligence or malice, breach of internal rules of procedure, especially as regards risk, etc.

The following are not considered as compensation due to termination of membership:

- The payment of regular remuneration relating to the duration of notice period.
- The payment of a proper amount of fixed remuneration upon legal expiry of the contract (either upon the expiry of the contractual term or upon termination of the contract by the Director, complying with the proper notice period), in order that the Director is compensated in case the Bank restricts the business activity.
- Any additional payments made in the context of expiry of the contractual term or the appointment of a Director (e.g. the payment of voluntary pension benefits).
- Amounts considered as payable to a Director by a competent Authority (judicial, administrative, intermediary, etc).
- Items of limited monetary value, such as, portable computing devices (tablets, laptops) and mobile phones.

5.2. Total remuneration paid to each individual Director for fiscal year 2025

The table below lists all remuneration paid or owed by the Bank to each individual Director for the fiscal year 2025, 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 2025 are in full compliance with the legislation in force and the Bank's Remuneration Policy.

Table listing total remuneration paid to Directors for fiscal year 2025

REMUNERATION OF DIRECTORS FOR THE YEAR 2025 (YEAR OF PAYMENT) (BEFORE DEDUCTING LEGAL INSURANCE DEDUCTIONS AND INCOME TAX)									
REMUNERATION CATEGORY (COMPONENTS)							REMUNERATION RATIO		
Full Name	Salary (on the basis of an Employment Contract or Mandate)	Remuneration for participation in BoD	Other corporate benefits ¹	Remuneration for participation in BoD committees	Variable remuneration (Bonus) ²	Variable remuneration (Shares) ³	Total remuneration	Fixed	Variable
GEORGIOS TANISKIDIS	600,000		35,979		0	0	635,979	100%	0%
PETROS TZANNETAKIS		18,000		9,600	0	0	27,600	100%	0%
GEORGIOS KYRIAKOS		18,000	2,923	4,200	0	0	25,123	100%	0%
ZOUR IOANNA ⁴		14,081			0	0	14,081	100%	0%
EFTHYS THEODOROS		18,000	807	19,200	0	0	38,007	100%	0%
PAVLOS KANELLOPOULOS		18,000		23,400	0	0	41,400	100%	0%
THEOFANIS VOUTSARAS		18,000		4,200	0	0	22,200	100%	0%
GEORGIA KONTOGIANNI		18,000	2,401	9,600	0	0	30,001	100%	0%
GIANNAKAKIS NIKOLAOS		18,000			0	0	18,000	100%	0%
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	Variable remuneration (Bonus)	Variable remuneration (Shares)	Total remuneration	Fixed	Variable

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

² It refers to the accrued period from 01.01.2024 to 31.12.2024 (accrual year 2024)

³ It refers to the accrued period from 01.01.2024 to 31.12.2024 (accrual year 2024)

⁴ From 20.03.2025, when she was elected to the Board of Directors

DIMITRIOS KYPARISSIS	365,625		38,562		310,000		714,187	56.59%	43.41%
ANGELOS SAPRANIDIS	138,625		28,167		95,000		261,792	63.71%	36.29%

It is clarified that the variable remuneration (Bonuses) listed above, which pertain to the accrual period from 01.01.2024 to 31.12.2024 (performance year 2024) were paid as a reward for the contribution of the Executive Directors to the achievement of the Bank's profitability and objectives, in accordance with the Bank's applicable Remuneration Policy, after taking into account the following parameters:

- the achievement of increased profitability and targets for the 2024 fiscal year, given that the Bank's net profit for the 2024 fiscal year amounted to €136,712,290.36,
- that the amounts relating to variable compensation for the achievement of specific Bank targets are recognised as provisions in the Bank's financial statements,
- that the amount of variable compensation is balanced against fixed compensation and does not exceed the limit on the fixed component of compensation for each Board member, as provided for in Article 86 of Law 4261/2014,
- the Bank's highly conservative approach to the payment of variable compensation, which in no way adversely affects or leads in any way to a deterioration in the quality of its regulatory capital, and
- the relevant recommendation by the Bank's Remuneration & Nominations Committee.

The payment of the above one-time special bonus was based on and is consistent with the principles and criteria set forth in the current Board of Directors Remuneration Policy and in the Bank's Remuneration Policy for Senior and Executive Management and Staff; it is justified both by market conditions and by the Bank's successful performance during the 2024 fiscal year and the significant contribution of its executives to this success, while, furthermore, it did not burden the Bank's equity, given that a provision had been made in the 2024 financial results and, therefore, did not affect its capital adequacy in any way.

Finally, it should be noted that, with respect to the 2024 reporting year, the Bank was subject to an exemption from par. 1 of the requirements set forth in subparagraphs (k) and (l) and in the second sentence of subparagraph (m) of Article 86, par. 2, subparagraph (a) of Law 4261/ 2014; therefore, for the variable remuneration awarded for the 2024 financial year and relating to the aforementioned vesting period, the requirements regarding the deferral and payment of variable remuneration in shares or other instruments, or the holding period, did not apply.

There is also a table provided below listing the remuneration paid to Non-Executive Directors for fiscal year 2025, broken down per Board committee:

Table listing the breakdown of the remuneration paid to Non-Executive Directors per Board Committee for the year 2025

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 Tzanimpeis	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	9,600	----	9,600	19,200
Pavlos Kanellopoulos, son of Dimitrios	Independent Non-Executive Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Remuneration and Nominations Committee	9,600	4,200	9,600	23,400
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
Ioanna Zour, daughter of Christos⁵	Independent Non-executive Director	----	----	----	----
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:

⁵ From 20.03.2025, when he was elected Director.

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 %	2021	2022	2023	2024	2025
GEORGIOS TANISKIDIS	Chairman Non-Executive Director	1/8/2019	135,000	180,000	204,000	276,000	600,000
		Change %		33.33%	13.33%	35.29%	117.39%
PETROS TZANNETAKIS	Vice Chairman/ Non-Executive Director	1/8/2019	21,493	18,600	23,100	27,600	27,600
		Change %		-13.46%	24.19%	19.48%	0.00%
DIMITRIOS KYPARISSIS	CEO / Executive Director	1/8/2019	225,000	225,000	253,166	338,500	365,625
		Change %		0.00%	12.52%	33.71%	8.01%
ANGELOS SAPRANIDIS	Executive Director	27/2/2018	112,500	112,500	123,562	126,562	138,625
		Change %		0.00%	9.83%	2.43%	9.53%
THEOFANIS VOUSARAS	Non-Executive Director	21/7/2021	5,327	13,200	17,700	22,200	22,200
		Change %			34.09%	25.42%	0.00%
EFTHYS THEODOROS	Independent Non-Executive Director	23/7/2020	18,600	18,600	23,100	29,200	37,200
		Change %		0.00%	24.19%	26.41%	27.40%
PAVLOS KANELLOPOULOS	Independent Non-Executive Director	1/3/2020	32,400	32,400	36,900	41,400	41,400
		Change %		0.00%	13.89%	12.20%	0.00%
GEORGIA KONTOGIANNI	Independent Non-Executive Director	22/3/2023			18,922	27,600	27,600
		Change %					0.00%
GEORGIOS KYRIAKOS	Independent Non-Executive Director	1/8/2019	13,200	13,200	17,700	22,200	22,200
		Change %		0.00%	34.09%	25.42%	0.00%
ZOUR IOANNA ⁶	Independent Non-Executive Director	20/3/2025					14,081
		Change %					
GIANNAKAKIS NIKOLAOS	Non-Executive Director	23/5/2024				10,742	18,000
		Change %					

⁶ From 20.03.2025, when he was elected Director.

No changes were calculated for the years in which the comparable amount does not represent a full year's remuneration.

It should be noted that the main differences observed in the remuneration of Directors between fiscal years over the past five years are attributable to the implementation of decisions made by the Bank's competent corporate bodies.

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

	2021	2022	2023	2024	2025
Number of full-time employees per year (31/12) (2)	379	426	478	550	591
Average annual remuneration paid to full-time employees (1) (in EUR)	39,648	40,829	43,575	48,078	51,196
Change %	-2.08%	2.98%	6.72%	10.33%	6.49%

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

Performance	2021 ¹	2022	2023 ²	2024	2025
Normalised profit before tax (EUR thousand)	8,178	45,970	128,433	170,730	197,617
Change %	150%	462%	179%	33%	16%
Cost-to-revenue ratio	77.1%	42.8%	26.2%	22.8%	22.2%
Change %	-54%	-45%	-39%	-13%	-3%

¹The normalised profit before tax for 2021 does not include the amount of EUR 9,988 from a dividend and a reversal of the provision for impairment of a subsidiary.

²The normalised profit before tax for 2023 does not include the remuneration paid to staff and Directors in equity instruments, amounting to EUR 5,326.

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 2025 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

During the 2025 fiscal year, no shares were granted or offered to members of the Bank's Board of Directors.

The General Meeting of Shareholders held on 29.04.2025, resolved to establish a Share Buyback Program [the "Programme"], in accordance with Article 49 of Law 4548/2018, and to grant authorisations to the Board of Directors. Pursuant to the aforementioned resolution of the Ordinary General Meeting of Shareholders, the Bank of Greece's approval dated 10.12.2025 regarding the Bank's share buyback, and the relevant resolution of the Board of Directors dated 18.12.2025, the Bank's Share Buy-back Programme shall be governed by the following terms:

Purpose of the Programme: Allocation of shares to the Bank's/Group's employees under variable compensation programs, in accordance with the Board of Directors Remuneration Policy and the Bank's Staff Remuneration Policy approved by the Ordinary General Meeting held on April 29, 2025, taking into account market trends, the Bank's values, as well as the long-term interests of stakeholders.

Start date of the Programme: 19 December 2025

Duration: as provided for in the Law regarding the authorization of the competent authority, namely up to twelve (12) months from the day following the aforementioned date of approval by the Bank of Greece of the Bank's share buyback, that is, until 10.12.2026.

Maximum number of shares to be acquired: up to 2,608,695 (corresponding to 1.18% of the Bank's share capital, which, when added to the percentage of treasury shares that the Bank may hold, will not exceed 10% of its share capital).

Total acquisition cost: up to €3.000.000

Maximum purchase price: €8 per share

Minimum purchase price: €1.15 per share (equal to the par value of the share)

The Bank's share buyback under the Programme began on 19.12.2025, and is being carried out through the Bank.

8.2. Stock options

During the fiscal year 2025, no stock options were granted or offered to Directors.

9. STOCK OPTIONS EXERCISED AS PART OF STOCK OPTIONS PLANS

During the fiscal year 2025, no Directors exercised stock options under the Bank's share distribution programmes.

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 2025 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 05.05.2026 with quorum of 81.53% and was adopted by a majority vote corresponding to 77.052 % 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 2025, in accordance with Article 112 of Law 4548/2018

IN FAVOUR: 77.052 % of the valid votes

AGAINST: 22.945 % of the valid votes

ABSTENTION: 0.003 % 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 COMPLETENESS OF THE INFORMATION CONTAINED IN THE REMUNERATION REPORT IN ACCORDANCE WITH ARTICLE 112 OF LAW 4548/2018

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

Subject Matter

Based on our engagement letter between us dated 21 January 2026, we have undertaken a limited assurance engagement to determine whether and to what extent the attached Remuneration Report (Appendix A) of the banking entity "Optima bank S.A." (thereon "the Bank") for the financial year 2025 provides the information (hereinafter the "Subject Matter") required from the provisions of Article 112 of Law 4548/2018, which are hereinafter defined in paragraph Applicable Criteria.

Applicable Criteria

In accordance with 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.

Responsibilities of Management

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 attached Remuneration Report includes the information required by of Article 112 of Law 4548/2018, based on our work performed, as described in the "Scope of Work Performed" paragraph below.

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 "ISA 3000"), and the terms of engagement, as described in the contract between us dated 21 January 2026.

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

We believe that the evidence we have obtained is sufficient and appropriate and supports the 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 International Standards of Ethics for Accountants, as well as 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 paid, with a breakdown into the individual components thereof, the respective proportions of fixed and variable remuneration, including the remuneration referred to in paragraph 2 of Article 109 of Law 4548/2018 and an explanation of how the performance criteria are applied and the manner in which the total remuneration complies with the approved remuneration policy,
- (b) the annual change of remuneration of each member of the Board, the performance of the Bank and the average remuneration of a full-time employees of the Bank, other than directors, over the last five (5) financial years, with joint presentation of such information in order to facilitate comparison of the data by shareholders,
- (c) any remuneration of any kind 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 main conditions for the exercise of these rights, including the exercise price and exercise date, as well as any changes,
- (e) any share options vested by the members of the Board of Directors in the context of 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, in accordance with paragraph 7 of Article 112 of L.4548/2018, including an explanation of the nature of the exceptional nature of the circumstances and an indication of the specific elements of the remuneration policy against which the deviation was recorded.

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 if a reasonable assurance engagement had 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 conclude that the attached Remuneration Report (Appendix A) for the financial year 2025 of the banking entity “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, 03 April 2026

The Certified Public Accountant

Apostolos Kokkinellis

Reg. No. SOEL: 44621

Deloitte Certified Public Accountants S.A

3a 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 Fragokklissias & Granikou str., 151 25, is one of the companies of the Deloitte Central Mediterranean S.r.l. (“DCM”) geography. DCM, a company limited by guarantee registered in Italy with registered number 09599600963 and its registered office at Via Santa Sofia no.28, 20122, Milan, Italy is one of the Deloitte NSE LLP geographies. Deloitte NSE LLP is a UK limited liability partnership and member firm of of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee.

DTTL and each DTTL member firm and related entity is liable only for its own acts and omissions, and not those of any of each other. DTTL does not provide services to clients. Please see <http://www.deloitte.com/> to learn more.

© 2026 For more information contact Deloitte Central Mediterranean.