

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS
of « Optima bank S.A.»

29 April 2025, Tuesday at 11:00 in Athens
(in the "Pacific" hall, on the mezzanine floor of the Hotel "N.J.V. Athens Plaza" on 2 Vas.
Georgiou A'str., 105 64, Syntagma Square)

**COMMENTS AND PROPOSALS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE
AGENDA/
DRAFT DECISIONS**

The Board of Directors (BoD) invites the shareholders of "Optima bank S.A." to discuss and decide on the following items of the Agenda of the Ordinary General Meeting:

Item 1: Submission and approval of the Annual Financial Report (Bank & Group) in accordance with the International Financial Reporting Standards for the fiscal year 01.01.2024 to 31.12.2024, accompanied by the relevant Reports of the Board of Directors and the Certified Public Accountants.

Quorum: 20% of the share capital Majority: 50% + 1 of the votes represented

The Annual Financial Report of the Bank and the Group for the fiscal year 01.01.2024 to 31.12.2024, including the Annual Financial Statements with the relevant Report and the Statements of the Board of Directors, the Audit Report of the Independent Certified Auditor, the Sustainability Report of the Group as well as the Certified Public Accountant's Limited Assurance Report on the Sustainability Report, are submitted to the Ordinary General Meeting for approval.

The Annual Financial Report prepared in accordance with the International Financial Reporting Standards, approved by the Board of Directors of the Bank at its meeting of March 20, 2025, was made public in accordance with the law and is available on the Bank's website, the address of which is www.optimabank.gr, through the following link: [Financial statement of the Bank | Optima bank](#) > 2024.

The Board of Directors recommends to the General Meeting the approval of the Annual Financial Report of the Bank and the Group for the fiscal year 01.01.2024 until 31.12.2024, accompanied by the relevant Reports and Statements of the Board of Directors and the Audit Report of the Certified Public Accountant.

DRAFT DECISION ON ITEM 1

The Ordinary General Meeting approved, by a quorum and a majority exceeding the minimum required by law, the Annual Financial Report of the Bank and the Group for the fiscal year 01.01.2024 until 31.12.2024, together with the relevant Reports and Statements of the Board of Directors and the Audit Report of the Certified Public Accountant.

Item 2: Approval of the overall management carried out during the fiscal year 01.01.2024 – 31.12.2024, in accordance with Article 108 of Law 4548/2018 and discharge of Certified Public Accountants for the same fiscal year, in accordance with Article 117 of Law 4548/2018.

Quorum: 20% of the share capital Majority: 50% + 1 of the votes represented

The General Meeting is invited a) to approve, in accordance with article 108 of Law 4548/2018, the overall management carried out by the Board of Directors during the fiscal year 2024 and b) to decide, in accordance with article 117(1), case (c) Law 4548/2018 on the discharge of Certified Public Accountants respectively for the above fiscal year.

DRAFT DECISION ON ITEM 2

The General Meeting, with a quorum and a majority exceeding the minimum threshold of the law, approved by open vote the overall management that took place by the Board of Directors during the fiscal year 2024 and the discharge of the Certified Public Accountants of the Bank from any liability for the actions of said fiscal year.

Item 3: Election of Certified Public Accountants for the fiscal year 2025 and approval of their remuneration.

Quorum: 20% of the share capital Majority: 50% + 1 of the votes represented

The Board of Directors of the Bank unanimously recommends, including all its Independent Members, following the relevant recommendation of the Audit Committee (meeting no. 134/03.04.2025), the assignment of the regular audit of the individual and consolidated annual financial statements for the fiscal year 2025 (01.01.2025 – 31.12.2025), the review of the interim financial statements of 30.06.2025, the audit and assurance of the submission of the Sustainability Report 2025, the audit and assurance of the information of the Remuneration Report for the fiscal year 2025, the tax audit for the fiscal year 2025 as well as the reports of the standard procedures for the Hellenic Deposit and Investment Guarantee Fund (TEKE) and the Guarantee Fund, to the company of certified public accountants "DELOITTE S.A. OF CERTIFIED PUBLIC ACCOUNTANTS".

After consultation of the Bank with the said auditing company, the Regular Auditor and the Alternate Auditor of the Bank will be appointed.

The total remuneration of the auditing company will be € 477,000 plus VAT, broken down as follows:

- €305,000 for the regular audit of the financial year 2025 and the review of the interim financial statements of 30.06.2025,
- € 92,000 for the tax audit for the period 01.01.2025 to 31.12.2025,
- €10,000 for the assurance report on the completeness of the information in the Remuneration Report of the members of the Board of Directors for the year 2025,
- €5,000 for the reports on standard procedures for the TEKE.
- €5,000 for the reports on standard procedures for the Guarantee Fund, and
- €60,000 for the audit and assurance of the submission of the Sustainability Report 2025.

Furthermore, it is proposed that the Board of Directors be authorised to negotiate with the audit firm any deviations from the above mentioned remuneration relating to any additional audit work that may be required, as well as to send the written notice/order to the elected audit firm within the statutory deadline.

DRAFT DECISION ON ITEM 3

The General Meeting, with a quorum and a majority exceeding the legal minimum, decided to assign the regular audit of the individual and consolidated annual financial statements for the fiscal year 2025 (01.01.2025 – 31.12.2025), the review of the interim financial statements of 30.06.2025, the audit and assurance of the submission of the Sustainability Report 2025, the audit and assurance of the information of the Remuneration Report for the fiscal year 2025, the tax audit for the fiscal year 2025 as well as the reports of standard procedures for the TEKE and the Guarantee Fund, to the company of certified public accountants "DELOITTE SOCIÉTÉ ANONYME OF CERTIFIED PUBLIC ACCOUNTANTS", which is based in Maroussi, Attikis, 3a Fragoklissias & Granikou str., with GEMI No 001223601000, Tax Identification Number 094394788, SOEL (Institute of Certified Public Accountants of Greece) No E120, for the above mentioned fees.

Furthermore, the General Meeting authorised the Board of Directors of the Bank to negotiate with the audit firm any deviations from the above mentioned remuneration relating to any additional audit work that may be required and to send the written notice/order to the elected audit firm within five (5) days from the date of its election.

Item 4: Approval of profit allocation and dividend distribution for the year 2024.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

Profits of the fiscal year 2024 (01/01/2024 – 31/12/2024) amounted, after deduction of the corresponding income tax, to EUR 136,712,290.36.

The Board of Directors recommends the disposal of net profits of the year 2024 in accordance with Articles 158 and 159 of Law 4548/2018 as well as Article 36 of the Bank's Articles of Association as follows:

- a) the amounts of credit items in the statement of profit and loss, which are not realised profits amounting to € 7,451,641.82, are deducted;
- b) deduction of the amount of € 6.738.695,22 for the formation of a legal reserve,
- c) the debit amount of €1.576.270,04 related to the valuation of financial assets at fair value through the statement of other income is deducted;

and it is proposed to allocate part of the available balance of net profits totaling € 120.945.683,28 on the one hand through a dividend distribution and on the other hand for the purpose and in the manner that shall be submitted to vote under item 11 of the Agenda.

Regarding the disposal of part of the Bank's annual net profits through dividend distribution for the fiscal year 2024, the Board of Directors recommends the payment of a dividend of € 0.57 per share and of a total gross amount of € 42,051,260.94 (73,774,142 shares x € 0.57). It is clarified that the dividend amount of € 0.57 per share is subject to withholding tax (5% according to articles 61, 62 and 64 of Law 4172/2013, as in force).

In addition, it is proposed to define:

- a. as the cut-off date of the dividend entitlement: Monday 23 June 2025
- b. as the date of identification of the beneficiaries of the dividend: Tuesday 24 June 2025
- c. as the starting date for the payment of dividend: Friday 27 June 2025.

It is proposed that the Bank act as the paying bank of the dividend.

It should be noted that the procedure for the ex-dividend, the identification of beneficiaries and the start of the dividend payment will precede the procedure for the stock split of the Bank, according to the 10th item of the Agenda.

Finally, it is proposed that the Board of Directors of the Bank be authorized to take any necessary or appropriate action in the context of the implementation of the present resolution of the Ordinary General Meeting.

DRAFT DECISION ON ITEM 4

The Ordinary General Meeting approved, with a quorum and a majority exceeding the minimum threshold of the law, the allocation of net profits for the year 2024 amounting to € 120.945.683,28, a) for the distribution of dividend for the year 2024 amounting to € 0.57 per share and to a total gross amount of € 42.051.260,94 and b) for the purpose put for discussion and vote under item 11 of the Agenda below, the amount mentioned therein.

For the distribution of dividend, the General Meeting approved the dates of the ex-dividend entitlement, the identification of the beneficiaries of the dividend and the beginning of the payment of the dividend for the fiscal year 2024 as follows:

- i. Cut-off date of the dividend entitlement: Monday 23 June 2025*
- ii. Date of identification of dividend beneficiaries: Tuesday 24 June 2025*
- iii. Dividend payment start date: Friday 27 June 2025.*

The payment of the 2024 dividend will be made through the Bank itself, acting as the paying bank.

Finally, the General Meeting authorized the Board of Directors to take any necessary or appropriate action in the context of the implementation of the present decision of the Ordinary General Meeting.

Item 5 (a): Announcement of the election by the Board of Directors of a new Member of the Board of Directors in place of a resigned Member.

Note: this item is not put to vote.

In accordance with Article 82(1) of Law 4548/2018 and Article 10(1) of the Bank's Articles of Association, it is announced to the General Meeting that the Board of Directors of the Bank, at its meeting no. 442 of 20 March 2025, elected, on the recommendation of the Remuneration and Nominations Committee, Ms. Ioanna Zour, father's name Christos and mother's name Alexandra, as an Independent Non-Executive Member of the Board of Directors, replacing the resigning Member, Ms Clio Lyberi, for the remainder of the Board's term of office, i.e. until 10/9/2027, subject to the approval of the General Meeting.

In particular, the Board of Directors, having taken into account the recommendation of the Remuneration and Nominations Committee of 18.02.2025 and following its own assessment, found that the above-mentioned elected new Member has been deemed to meet the adequacy criteria provided for in the Suitability Policy of the Members of the Board of Directors of the Bank. Specifically, the person is individually suitable for his/her participation in the Board of Directors as: i) she has sufficient knowledge, skills and experience to perform her duties in view of her role, position and responsibilities, ii) she has good reputation, honesty, integrity and morality guarantees, iii) she has independent judgement, iv) there is no event that could lead to a conflict of interest in the performance of her duties, v) she has sufficient time to perform her duties at the Bank and vi) as an independent member of the Board of Directors she meets the independence criteria laid down in the Law on Corporate Governance (Article 9 of Law 4706/2020).

All the above have been proven by the curriculum vitae and other supporting information requested from the member (particularly regarding point (iv) the member has also filled-in a relevant declaration on the absence of a conflict of interest, while regarding point (vi) a relevant declaration on the fulfilment of the independence requirements of Article 9 of Law 4706/2020). Indeed, the member submitted one month before the date of taking up her duties, namely 19.02.2025, all the necessary data and information provided for by the Executive Committee Act No 224/1/21.12.2023 of the Bank of Greece on the suitability assessment for the appointment of a member of the Board of Directors of credit institutions, in order for the Bank of Greece to consider it suitable for appointment as a member of the Board of Directors.

(b) There are no impediments or incompatibilities in the person of the new member of the Board of Directors, based on the provisions of Law 4706/2020, in accordance with the solemn declaration she has submitted, where she declares the absence of impediments or incompatibilities in her person.

(c) Finally, Mrs. Ioanna Zour has at least 30 years of professional experience, having assumed positions of responsibility in credit institutions in Greece, as well as holding for many years high hierarchical positions in leading multinational companies, as described in detail in her CV. Ms. Zour's knowledge and experience in the financial sector and the successful exercise of her duties in banks and important companies operating both in Greece and abroad, combined with her very remarkable studies, were estimated to contribute significantly to the implementation of the Bank's business strategy and the achievement of its business objectives. Her participation in the Board of Directors of the Bank as an independent non-executive member was assessed to contribute substantially to the collective suitability and diversity of the Board of Directors, while the adequate representation on the Board by gender in accordance with Article 3(1)(b) of Law 4706/2020 is also met. Based on her specialised knowledge and long experience in the banking industry and the assumption of positions of administrative responsibility, it was considered that, together with the other members of the Board of Directors, they fully understand the Bank's activities, including the main risks to which the Board of Directors may be exposed.

Finally, it should be noted that the procedure for the assessment of the suitability of the new member by the Bank of Greece in accordance with the Bank of Greece's Executive Committee Act 224/1/21.12.2023 has been successfully completed.

DRAFT DECISION ON ITEM 5

The Ordinary General Meeting was informed that, in accordance with Article 82(1) of Law 4548/2018 and Article 10(1) of the Bank's Articles of Association, the Board of Directors, following a relevant recommendation of the Remuneration and Nominations Committee and after assessing the fulfilment of the suitability criteria and the independence requirements laid down by the legislative and regulatory framework, at its meeting on 20.03.2025 decided to elect Ms. Ioanna Zour as an Independent Non-Executive Member of the Board of Directors of the Bank, replacing the resigned Independent Non-Executive Member, Ms. Clio Lyberi. Her term will last until the end of the term of office of the resigned above member of the Board of Directors, which she replaces (i.e. until 10/9/2027).

Item 5 (b): Ratification of the election of a new Member of the Board of Directors as an Independent Non-Executive member in place of a resigned Member.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Board of Directors, following the aforementioned election of Ms. Ioanna Zour to replace Ms. Clio Lyberi, recommends to the Ordinary General Meeting the ratification of her election as an Independent Non-Executive Member of the Board of Directors of the Bank. Following a recommendation by the Remuneration and Nominations Committee, the Board of Directors, taking into account that Ms. Zour meets the independence criteria of Article 9 of Law 4706/2020 as well as the suitability criteria provided for in the legal and regulatory framework and the Suitability Policy of the Members of the Board of Directors of the Bank, recommends to the General Meeting the appointment of Ms. Ioanna Zour as an Independent Non-Executive Member of the Board of Directors, with a term equal to the remainder of the term of office of the remaining Members of the Board of Directors of the Bank, as defined at their election by the Extraordinary General Meeting of Shareholders of 23.03.2023, i.e. by 10 September 2027 at the latest. The Board of Directors, taking into account the applicable legal and regulatory framework, as well as the relevant Policies of the Bank, confirmed, following the relevant recommendation of the Remuneration and Nominations Committee, that Ms. Zour meets all the requirements for her appointment as an Independent Non-Executive Member of the Board of Directors and, in particular, the fact that:

(a) meets the criteria of individual and collective suitability, as defined in the legal and regulatory framework and the Bank's internal Policies.

(b) There is no legal impediment or incompatibility regarding her election, according to Law 4706/2020.

(c) She meets the independence criteria of Article 9 of Law 4706/2020, as in force.

In addition, and in support of the above, the proposed Independent Non-Executive Member has stated and confirmed, inter alia, that she meets the independence criteria of Article 9 of Law 4706/2020, as in force.

Mrs. Ioanna Zour's CV is available on the Bank's website via the following link: [Ioanna Zour - Curriculum Vitae Optima bank](#)

DRAFT DECISION ON ITEM 5 (b)

The Ordinary General Meeting, with a quorum and a majority exceeding the minimum threshold of the law, ratified the election of Ms. Ioanna Zour, who meets the independence criteria in accordance with Article 9 of Law 4706/2020, as an Independent Non-Executive Member of the Board of Directors, replacing the resigning Member Ms. Clio Lymberi, for the remainder of the term of office of the current Board of Directors elected by the Extraordinary General Meeting of Shareholders on 23.03.2023, i.e. by 10 September 2027 at the latest.

Item 6: Submission of the Audit Committee's activity Report for 2024, in accordance with Article 44(1), point (i), Law 4449/2017

Note: this item is not put to vote.

In compliance with the provisions of Article 44(1), point (i) Law 4449/2017, as in force, the Audit Committee of the Bank submits to the Ordinary General Meeting the Audit Committee's Activity Report for the year 2024, which has been posted and is available on the Bank's website via the link:

[General Meetings Optima bank](#) > 2025 > Ordinary General Meeting of 29.04.2025

Item 7: Submission of the Report of the independent non-executive members of the Board of Directors in accordance with Article 9(5) of Law 4706/2020

Note: this item is not put to vote.

The Independent Non-Executive Members of the Board of Directors of the Bank submit to the Ordinary General Meeting of the Shareholders for information purposes only, as required by Article 9(5) of Law 4706/2020, their Report, which has been posted and is available on the Bank's website via the link:

[General Meetings Optima bank](#) > 2025 > Ordinary General Meeting of 29.04.2025

Item 8: Submission for discussion of the Remuneration Report for the fiscal year 2024, in accordance with Article 112 of Law 4548/2018.

Quorum: 20% of the share capital Majority: 50% + 1 of the votes represented

Following a recommendation by the Remuneration and Nominations Committee of the Bank, the Board of Directors submits the Remuneration Report for the fiscal year 2024 to the Ordinary General Meeting of Shareholders for discussion and vote, in accordance with Article 112 of Law 4548/2018.

This Report includes a comprehensive overview of the total remuneration and benefits in any form paid to each of the members of the Board of Directors in the fiscal year 2024 [concerning the accrual period from 01.01.2023 to 31.12.2023 (performance year 2023)], including stock awards

made available free of charge to Members of the Board of Directors (excluding Independent Non-Executive Members), in the amounts and proportions included in the relevant table of the Remuneration Report. In accordance with Article 112(3) of Law 4548/2018, the Ordinary General Meeting of the Bank's shareholders held on 23.05.2024 voted positively on the Remuneration Report for the fiscal year 2023, without expressing any observation or comment on its content, so that it can be taken into account for the payment of remuneration in the fiscal year 2024 and the preparation of the Remuneration Report for the fiscal year 2024.

The Remuneration Report for the fiscal year 2024 is available on the Bank's website via the following link:

[General Meetings Optima bank](#) > 2025 > Ordinary General Meeting of 29.04.2025

and will remain available for a period of ten (10) years as specified by law.

The completeness of the content of the Remuneration Report for the fiscal year 2024 has been checked and confirmed by the Bank's statutory auditors, in accordance with Article 112(4) of Law 4548/2018.

It is noted that, according to paragraph 3 of article 112 of Law 4548/2018, the vote of the shareholders on the submitted Remuneration Report is for advisory purposes. The Board of Directors will explain in the next Remuneration Report how the result of the advisory vote of the Ordinary General Meeting was taken into account.

DRAFT DECISION ON ITEM 8

The General Meeting, with a quorum and a majority exceeding the minimum threshold of the law, voted positively on the Remuneration Report for the fiscal year 2024, in accordance with Article 112 of Law 4548/2018.

Item 9: Approval of the remuneration of the Members of the Board of Directors for the fiscal year 2024 and determination of the amount of such remuneration fees through participation in the profits for the fiscal year 2025 until the Ordinary General Meeting for the year 2026, in accordance with the provisions of article 109 of Law 4548/2018.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Board of Directors, upon the recommendation of the Remuneration and Nominations Committee, proposes to the Ordinary General Meeting:

A. to approve the total remuneration, ordinary and extraordinary expenses and all types of compensation paid for the period 01.01.2024 to 31.12.2024 to the Non-Executive Members of the Board of Directors, in their capacity as non-executive members of the Board of Directors, and to the Executive Members for services they provide to the Bank, on the basis of a special relationship (employment contract), for a total gross amount of € 954.932,08, broken down as follows:

- i. €529,432.08 for the Executive Members of the Board of Directors, against a pre-approved amount of €600,000.00 by the Ordinary General Meeting of Shareholders on 23 May 2024, broken down further as follows:
 - a. Fixed remuneration: €465.062,17, paid via payroll
 - b. Other benefits: €64,369.91 relating to travel expenses, car rentals, participation in a group insurance program for hospital and medical care, mobile phone.
 - c. Variable remuneration: €425.500, which relate to the accrual period from 1.1.2023 to 31.12.2023 (performance year 2023) and were paid in the year 2024 (payment year) through profit allocation for the year 2023, as follows:
 - one-off extraordinary remuneration (Bonus): €328.700 from the profit distribution table for the financial year 2023, according to the decision of the Ordinary General Meeting of Shareholders of May 23, 2024
 - 8,000 shares with a value of €96,800 allocated in accordance with the Free Shares Scheme, through the capitalization of profits for the fiscal year 2023, approved by the Ordinary General Meeting of Shareholders on May 23, 2024.

and

- ii. € 543,375.80 for the Non-Executive Members of the Board of Directors, against an amount of € 580,000.00, pre-approved by the Ordinary General Meeting of Shareholders of May 23, 2024 further broken down as follows:
 - a. Fixed fees: € 491,442.00, granted through participation in the profits of the fiscal year 2024 which were paid in advance.
 - b. Other benefits: € 51,933.80 relating to transport costs, car rentals, participation in a group insurance programme for hospital and medical care, mobile phone.
 - c. Variable remuneration: 45,000 shares with a value of €544,500 allocated to the Chairman and Non-Executive Member of the Board of Directors in accordance with the Free Shares Scheme approved by the Ordinary General Meeting of Shareholders on May 23, 2024, through the capitalization of profits for the financial year 2023.

It is noted that according to the decision of the above Ordinary General Meeting 2024, the remuneration of the Non-Executive Members of the Board of Directors for the fiscal year 2024 and until the Ordinary General Meeting of the year 2025 consist of a participation in the profits of the fiscal year (article 109 par. 2 of Law 4548/2018 and article 20 par. 2 of the Articles of Association). It is also clarified that the variable remuneration for the Executive Members of the BoD and the Non-Executive Chairman relates to remuneration granted from the net profits of the fiscal year 2023, pursuant to relevant decisions of the Ordinary General Meeting of 23 May 2024, as mentioned above.

B. The Board of Directors proposes to adjust the fixed remuneration paid to the Chairman and Non-Executive Member of the Board of Directors for the services he provides to the Bank due to

his status (statutory relationship), based on the contract he has concluded with the Bank for the responsibilities and duties assigned to him, the terms of which have been approved by decisions of previous General Meetings of the Bank's Shareholders (Extraordinary General Meeting of 19.12.2019, Ordinary General Meeting of 21.07.2021, Ordinary General Meeting of 07.06.2023 & Ordinary General Meeting of 23.05.2024). Specifically, the Members of the Remuneration and Nominations Committee unanimously decide to recommend to the Ordinary General Meeting of the Bank's Shareholders the retrospective adjustment, from 01.01.2025 and for a period of six (6) years, of the annual fixed remuneration of the Chairman and Non-Executive Member of the Board of Directors amounting to euro six hundred thousand (€ 600,000.00) per year, in addition to the benefits provided, based on the Remuneration Policy of the Members of the Board of Directors of the Bank and the relevant decisions of the General Meetings of the Bank's Shareholders. It is clarified that the above contract dated 12/12/2019 concerns the statutory relationship of the Non-Executive Chairman with the Bank for the tasks assigned to him at each election by the General Meeting of the Bank's Shareholders and therefore the remuneration paid to him, as proposed to be amended by decision of the General Meeting and in general the terms of the contract, reflect his powers and responsibilities, including any other task already assigned to him by the Board of Directors, always taking into account his capacity as Chairman and non-executive member thereof and remain in force as long as he continues to exercise the duties of Non-Executive Chairman and hold the status of Member of the Board of Directors of the Bank, by the decisions of the General Meeting.

The above remuneration of the Chairman and Non-Executive Member of the Board of Directors are proposed to consist of a participation in the profits of each fiscal year in accordance with Article 109(2) of Law 4548/2018 and Article 20(2) of the Articles of Association and to be paid in advance on a monthly basis, otherwise if no profits are achieved or if the profits that may be distributed during each fiscal year are not sufficient in respect of the corresponding entitled fixed remuneration and other benefits, these are charged to the Bank's administrative operating costs.

The Board of Directors proposes to the Ordinary General Meeting the amendment and codification of the above contract of the Non-Executive Chairman with regard to his applicable remuneration, including the above clarifications in order to provide greater clarity and transparency with regard to the applicable terms of the said contract.

C. Also, the General Meeting is called to determine the amount of remuneration and any kind of compensation, as well as the other corporate benefits that the Members of the Board of Directors of the Bank are entitled to receive, in accordance with the Law, the applicable Remuneration Policy of the Members of the Board of Directors and the Articles of Association, until the Annual General Meeting of the year 2026, in accordance with the provisions of article 109 of Law 4548/2018.

Specifically, it is proposed to pre-approve remuneration of a total amount of € 900,000.00 for Non-Executive Members and fees of a total amount of € 1,000,000.00 for Executive Members. The above amounts relate to the total remuneration, of all these components, which the Executive and Non-Executive Members of the Board of Directors are entitled to receive on a case-by-case basis, based on the Remuneration Policy of the Members of the BoD of the Bank, such as travel expenses, car rentals, participation in a group insurance program for hospital and medical care and mobile phone, while employer contributions are not included.

It is clarified for the Executive Members that they do not receive remuneration for their status as Members of the Board of Directors or Committees of the Board of Directors of the Bank, but the amounts mentioned above relate to remuneration paid to the Executive Members, based on an employment contract they have concluded with the Bank for the tasks assigned to them, as well as the benefits provided under the approved Remuneration Policy of the Bank.

Furthermore, it is proposed that the remuneration provided to the Non-Executive Members of the Board of Directors, the amount of which for the year 2025 and until the Ordinary General Meeting of the year 2026 is proposed to be set up to the total amount of € 900,000.00, should consist of a participation in the profits of the fiscal year (article 109 par.2 of Law 4548/2018 and article 20 par. 2 of the Articles of Association) with the possibility of advance payment, otherwise if no profits are achieved during the year 2025 that may be distributed or if the net profits to be distributed are not sufficient as regards the entitled fixed remuneration and other benefits of the Non-Executive Members, that these be charged to the administrative operating costs of the Bank.

DRAFT DECISION ON ITEM 9

The General Meeting, with a quorum and a majority exceeding the minimum threshold of the law, decided to approve remuneration and expenses in general and any kind of compensation paid to the members of the Board of Directors for the period 01.01.2024 to 31. 12.2024 and to determine the amount and pre-approval of these fees for the year 2025 and until the Ordinary General Meeting for the year 2026, in accordance with the relevant recommendation of the Board of Directors, which the General Meeting accepted and approved in full. It further authorised the Board of Directors to take any necessary action for the implementation of the above decision and the determination of remuneration and the amendment of the terms of the relevant contract of the Non-Executive Chairman, as proposed by the Board of Directors above and approved by the General Meeting. The Board of Directors may delegate some of these responsibilities to one or more of its members or to executives of the Bank.

Item 10: Split of the Bank's shares with a ratio of three (3) new shares to replace one (1) old one, with a decrease in the nominal value of each share from 3.45 euros to 1.15 euros. respective amendment of Article 5 of the Bank's Articles of Association – Provision of authorisations.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Board of Directors recommends to the Ordinary General Meeting of the Bank's Shareholders the splitting of all existing shares of the Bank (split), by reducing the nominal value of each share and without changing the share capital, thus seeking, due to the positive climate currently observed in the stock market, to create the appropriate conditions to stimulate the marketability of the share, which will also enhance its attractiveness to investors.

To this end, the Board of Directors recommends to the General Meeting the splitting of all existing shares of the Bank (split), without changing the share capital, with a ratio of three (3) new shares

to replace one (1) old share, through a simultaneous reduction of the nominal value of each new share from 3.45 euros to 1.15 euros.

It is noted that the process of splitting all existing shares (stock split) of the Bank, in accordance with the present item, will follow the process of ex-dividend, identification of beneficiaries and beginning of dividend payment in accordance with the provisions of the item 4 of the Agenda.

In accordance with the above, the Board of Directors recommends to the General Meeting the approval of the amendment of Article 5 of the Bank's Articles of Association, regarding share capital and in particular the amendment of paragraph 1 and the addition of a new paragraph 1.14 to the Bank's Articles of Association as follows:

'CHAPTER B'

Share Capital, Shares, Shareholders

Article 5

1. *The share capital of the Bank amounts to two hundred and fifty-four million five hundred and twenty thousand seven hundred and eighty-nine euros and ninety cents (€254,520,789.90) and is divided into two hundred and twenty-one million three hundred and twenty-two thousand four hundred and twenty-six (221,322,426) registered shares, each with a nominal value of one euro and fifteen cents (€1,15). The above total amount of the Bank's share capital results from the following:*

...

1.14 By decision of the Ordinary General Meeting of Shareholders of 29 April 2025, it was decided to split all existing shares (split) of the Bank, without changing the share capital, by a ratio of three (3) new shares to replace one (1) old share, through a simultaneous decrease of the nominal value of each new share from EUR 3.45 to EUR 1.15.'

DRAFT DECISION ON ITEM 10

The General Meeting of Shareholders with an increased quorum and majority approved the stock split of all existing shares of the Bank, without changing the share capital, with a ratio of three (3) new shares to replace one (1) old share, through a simultaneous decrease of the nominal value of each new share from EUR 3.45 to EUR 1.15, and the relevant amendment of Article 5 of the Bank's Articles of Association on share capital, namely the amendment of paragraph 1 and the addition of a new paragraph 1.14. It also authorised the BoD to take all necessary steps to implement this decision.

Item 11: Distribution of part of the profits for the year 2024, as a one-off special remuneration

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

(Bonus)
due to the

achievement of objectives to members of the Board of Directors and staff of the Bank – Provision of authorisations.

The Board of Directors of the Bank, taking into account a number of parameters and in particular:

- the achievement of increased profitability and targets for the financial year 2024, given that the net profit for the Bank for the fiscal year 2024 was EUR 136,712,290.36, following its recommendation under item 4 of the Agenda for the allocation of profits,
- that amounts relating to variable remuneration to reward the achievement of specific objectives of the Bank shall be taken as provisions in the results of the Bank;
- the fact that the amount of variable remuneration is balanced with fixed remuneration and does not exceed the limit of the fixed component of remuneration for each beneficiary employee laid down in Article 86 of Law 4261/2014;
- the extremely conservative approach to variable remuneration adopted by the Bank, which in no way negatively affects or leads in any way to a deterioration in the quality of its regulatory capital;
- the recommendation of the Remuneration & Nominations Committee of the Bank dated 03.04.2025;

suggests to the Ordinary General Meeting of the Shareholders to approve the distribution of part of the net profits for the fiscal year 2024 as a one-off extraordinary remuneration (Bonus) of a total amount of up to Euro 4,800,000.00 for the accrued period from 1.1.2024 to 31.12.2024 and for the performance year 2024 (reference year) to the Executive Members of the Board of Directors, Senior Executives and Other Staff of the Bank, as a reward for their contribution to the achievement of the Bank's profitability and objectives, in accordance with the relevant applicable Remuneration Policy of the Bank.

The proposal for the payment of a one-off extraordinary remuneration (Bonus) is based on and complies with the principles and criteria set out in the current Remuneration Policy for Senior and High Executives and Personnel of the Bank, and is justified both by market conditions and by the successful course of the Bank's operations during the fiscal year 2024 and the significant contribution of its executives and employees to it.

The final breakdown per beneficiary of the extraordinary remuneration (Bonus) attributed for the fiscal year 2024, regardless of the actual time at which it is paid, will be implemented by the competent bodies of the Bank, in accordance with the internal regulations/procedures and the Remuneration Policy of Senior and High Executives and Personnel of the Bank. It is noted that with regard to the performance year 2024 (reference year), the Bank is exempted from paragraph 1 of the requirements laid down in points (k) and (l) and in the second subparagraph of case (n), Article 86(2)(a) of Law 4261/2014 and therefore the requirements for deferral and payment of variable remuneration in shares or other instruments, or regarding a retention period, do not apply

to variable remuneration awarded for the financial year 2024 and relating to the above accrued period.

Finally, it is noted that the amount of variable remuneration paid through profit distribution, as a one-off remuneration (Bonus) does not burden the Bank's net worth, given that it has been forecast in the profit and loss account for the year 2024 and the Bank's capital base remains sound and unchanged, and therefore does not affect its capital adequacy.

DRAFT DECISION ON ITEM 11

Following the decision taken on item 4 of the Agenda, the General Meeting, with a quorum and a majority exceeding the minimum threshold of the law, approved the distribution of part of its net profit of the fiscal year 2024 as a one-off extraordinary remuneration (Bonus) of a total amount of up to Euro 4,800,000.00 to the Executive Members of the Board of Directors, Senior and High Executives and other staff of the Bank, as a reward for their contribution to the achievement of the Bank's profitability and objectives during the financial year 2024 and authorised the Board of Directors to proceed with the implementation of this decision, determining the final distribution of the amount per beneficiary and the appropriate time of payment and to manage all procedural issues related to this decision. The Board of Directors may delegate some of these responsibilities to one or more of its members or to executives of the Bank.

Item 12: Establishment of a share buy-back programme in accordance with Article 49 of Law 4548/2018 – Provision of authorisations.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Board of Directors, following its decision, at the meeting of 7.04.2025, recommends to the General Meeting the approval of the Share buy-back Programme of the Bank and specifically the purchase of up to 2,608,695 ordinary registered shares of the Bank (corresponding to a percentage of 1.18% of the Bank's shares as the number of shares is formed after the split of the Bank's shares in accordance with the above 10th item of the Agenda, with a maximum total cost of acquisition of € 3,000,000, in accordance with Article 49 of Law 4548/2018, under the following conditions:

(a) Maximum number of shares to be acquired:

According to article 49 of Law 4548/2018, the maximum number of shares that the Bank may acquire, combined with its shares that already belong to it, may not exceed 10% of its paid-up share capital. In this case, the number of up to 2,608,695 shares proposed for purchase corresponds to 1.18% of the Bank's share capital as it will be formed after the split provided above under item 10 of the Agenda, which combined with the percentage of any own shares held by the Bank will not exceed 10% of its share capital.

(b) Duration for which the authorisation is granted:

24 months from the date of the decision taken by the Ordinary General Meeting of Shareholders on April 29, 2025, i.e. until 28/04/2027.

(c) Maximum purchase price: €8 per share (after split mentioned above under item 10)

(d) Minimum purchase price: €1,15 per share (equal to the nominal value of the share as it will be after the split mentioned above under item 10)

Upon completion of the purchase of the own shares mentioned above, the Bank may use them for any purpose and use permitted by law (including, but not limited to, the decrease of its share capital, and/or their disposal to the staff and/or members of the management of the Bank and/or an affiliated company) and in accordance with it.

The purchase of the Bank's own shares will be effected through the Bank.

Furthermore, the General Meeting recommends that the BoD be authorised to define at its discretion any other details and specific conditions, as well as to take all necessary steps to implement this decision to establish a share buy-back programme, including the possibility of sub-delegating some or all of these powers.

DRAFT DECISION ON ITEM 12

The General Meeting, with a quorum and a majority exceeding the minimum threshold of the law, decided to establish a Share Buy-Back Program in accordance with the relevant recommendation of the Board of Directors, namely:

a) approved the Share Buy-Back Programme of the Bank for the acquisition of up to 2,608,695 ordinary shares of the Bank, in a price range per share from €1.15 (lower price) to €8.00 (maximum price), within a period of 24 months from the date of the decision of the present General Meeting. The total cost for the acquisition of own shares under the Programme will not exceed the amount of €3,000,000.00 while the total number of own shares to be acquired in any case will not exceed 10% of the paid-up share capital, in accordance with the provisions of the Law.

b) authorized the Board of Directors to determine at its discretion any other detail and specific condition and to take all necessary actions at such time and manner as it deems appropriate for the implementation of this decision, including the possibility of sub-delegating some or all of these powers to its members and/or to Bank executives.

Item 13: Approval of the amendment of the Suitability Policy of the Members of the Board of Directors

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Board of Directors, following the recommendation of the Remuneration and Nominations Committee dated 03.04.2025, which was submitted in the context of its responsibilities for the annual assessment of the Suitability Policy of the Members of the Board of Directors of the Bank, proposes the amendment of the Suitability Policy of the Members of the Board of Directors of the Bank, for updating purposes and in accordance with the provisions of the Procedure (plan) for the succession of the Members of the Board of Directors and Committees of the Board of Directors.

The amended Policy is available on the Bank's website via the following link, with an indication of the amendments:

[General Meetings Optima bank](#) > 2025 > Ordinary General Meeting of 29.04.2025

The amended Suitability Policy of the Members of the Board of Directors was approved by decision of the Board of Directors of 07.04.2025, in accordance with Article 3(1) of Law 4706/2020 and is submitted for approval to the General Meeting in accordance with Article 3(3) of the same Law.

DRAFT DECISION ON ITEM 13

The General Meeting, with a quorum and a majority exceeding the minimum threshold of the law, approved the amendment of the Suitability Policy of the Members of the Board of Directors of the Bank as proposed by the Board of Directors, following a relevant recommendation of the Remuneration and Nominations Committee.

Item 14: Update (amendment) of the Remuneration Policy of the Members of the Board of Directors of the Bank.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Bank has established a Remuneration Policy for the Members of its Board of Directors in accordance with the provisions of articles 109-112 of Law 4548/2018, which was approved by the resolution of the Extraordinary General Meeting of Shareholders dated 22/03/2023. This Remuneration Policy applies to the payment of remuneration from the fiscal year 2023 onwards with a period of validity of four years and is posted on the Bank's website.

In accordance with Articles 110 and 111 of Law 4548/2018 and following the relevant recommendation of the Remuneration and Nominations Committee of 03.04.2025 in the context of the annual review of the Remuneration Policy, the Board of Directors proposes to the Ordinary General Meeting the update and amendment of the Remuneration Policy of the Members of the Board of Directors.

The updated and amended Remuneration Policy of the Members of the Board of Directors is available on the Bank's website via the following link, with an indication of the amendments:

[General Meetings Optima bank](#) > 2025 > Ordinary General Meeting of 29.04.2025

It should be noted that, after the Audit Committee informed the Board of Directors, the amended and updated Remuneration Policy of the Members of the Board of Directors was reviewed by the Bank's Compliance and Internal Audit Divisions in compliance with Act No 231/15.07.2024 of the Executive Committee of the Bank of Greece.

DRAFT DECISION ON ITEM 14

The General Meeting, with a quorum and a majority exceeding the minimum threshold of the law, approved the updated and amended Remuneration Policy of the Members of the Board of Directors, in accordance with Articles 110 and 111 of Law 4548/2018, as proposed by the Board of Directors, following a recommendation of the Remuneration and Nominations Committee.

Topic 15: Other issues – Miscellaneous

This usually includes announcements on issues that the Board of Directors wishes to bring to the attention of the Meeting, but which do not require a vote or decision.

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.