

**ARTICLES OF ASSOCIATION OF THE BANKING SOCIETE ANONYME UNDER THE NAME "Optima bank SA", integrating in a unified text the amendments decided by the Ordinary General Meeting of Shareholders of 23<sup>th</sup> of May 2024**

**General Electronic Commercial Register No. 3664201000**

**CHAPTER A**

**Establishment, name, registered office, purpose and duration**

**Article 1**

A banking societe anonyme under the name "Optima bank SA" (hereinafter "the Bank") is hereby established. For the international transactions of the Bank the name shall be "Optima bank SA". The distinctive title of the Bank shall be "Optima bank".

**Article 2**

The registered office of the Bank is the Municipality of Amarousion of Attica. The Bank, upon permission of the competent monetary authorities, may set up branches, agencies and offices, if necessary, to serve its purposes, in other cities of Greece or abroad, by decisions of the Board of Directors, which shall determine at the same time their jurisdiction and method of operation.

**Article 3**

1. The exclusive purpose of the Bank is to carry out on its behalf or on behalf of third parties, all banking, investment and financial activities permitted by law, which are authorized in credit institutions by applicable legislation.

2. The purpose of the Bank includes the following operations:

(a) accepting, with or without interest, any form of deposits or other repayable funds;

(b) granting loans and credits of any kind, including consumer credit, real estate credit agreements, factoring operations with or without a right of grossing up and the financing of commercial transactions (including forfeiting);

(c) organization and management of syndicated loans and participation therein, financing of major development and investment projects, acquisition or assignment of receivables from the above financing;

- (d) leasing;
- (e) payment services of Annex I of Directive 2015/2366 / EU (OJ L 337) of the European Parliament and of the Council, which has been incorporated into Greek law by Law 4537/2018 (Government Gazette A' 84/15.05.2018);
- (f) issuing and managing other means of payment (e.g. travel and bank checks) to the extent that this activity is not covered by payment services (under e);
- (g) provision of guarantees in favor of third parties and the assumption of obligations;
- (h) transactions on behalf of the institution itself or its clientele in any of the following cases:
  - (aa) money market instruments (securities, certificates of deposit, etc.);
  - (bb) foreign exchange
  - (cc) securities futures or financial rights;
  - (dd) interest rate and foreign exchange contracts;
  - (ee) transferable securities,
  - (i) participation in securities issues and the provision of related services, including in particular underwriting services;
  - (j) provision of financial advisory services, such as in particular the provision of capital structure, industrial strategy and related consultancy, as well as mergers and acquisitions services;
  - (k) intermediation in interbank markets;
  - (k) portfolio management or portfolio management consultancy;
  - (l) custody and management of securities;
  - (m) collecting and processing of commercial information, including customer credit rating services;
- (o) box leasing;
- (p) issuance of electronic money;
- (q) any of the investment services and activities of Section A of Annex I as well as the ancillary investment services of Section B of Annex I of Law 4514/2018.

3. In order to achieve its purpose, the Bank may cooperate with other legal or natural persons and all types of businesses, including those pursuing similar purposes, and participate in them, in compliance with the provisions of banking and other laws.

## Article 4

The duration of the Bank is set out at 99 years from the date on which the decision authorizing the incorporation of the Bank and approving its Articles of Association is registered in the Registry of Societes Anonymes. The duration may be extended or shortened by a decision of the General Meeting of shareholders as provided for in Article 38 of the Articles of Association and amendment of this article.

## CHAPTER B

### Share Capital, Shares, Shareholders

## Article 5

1. The share capital of the Bank amounts to two hundred fifty four million five hundred twenty thousand seven hundred eighty nine euros and ninety cents of euro (€254.520.789,90) and is divided into seventy three million seven hundred seventy four thousand and one hundred forty two (73.774.142) registered shares of a nominal value of three euros and forty-five cents (€ 3.45) each. The above total amount of the share capital of the Bank resulted as follows:

1.1. The original Share Capital was set at twenty-six billion five hundred million (26,500,000,000) drachmas divided into two million six hundred and fifty thousand (2,650,000) registered shares of a nominal value of ten thousand (10,000) drachmas each and it was paid up in full in cash.

1.2. By the decision of the Ordinary General Meeting of Shareholders dated 27.11.2001, the Share Capital was converted into EURO. Specifically, the nominal value of the Share increased from the amount of ten thousand (10,000) drachmas to the amount of 10,001.0125 to correspond to the amount of 29,35 Euros (after rounding in accordance with Law 2842/2000), resulting in the total increase of the Share Capital by the amount of two million six hundred eighty-three thousand one hundred twenty-five (2,683,125) drachmas or seven thousand eight hundred seventy-four euros and seventeen cents (7,874.17) [increase of 1.0125 per share X 2,650,000 shares = 2,683,125 drachmas, i.e. 7,874.17 Euros] which shall be paid in full in cash until 27/03/2002.

1.3. By the decision of the Extraordinary General Meeting of Shareholders dated 29.12.2003, the merger by absorption by the Bank of the Societe Anonyme under the name "MARFIN HELLENIC BROKERAGE INVESTMENT SERVICES SOCIETE ANONYME", according to the provisions of Codified Law 2190/1920, Law 2515/1997, Law 2166/1993 and the commercial legislation in general, was approved and the increase of the Share Capital of the Bank was decided by the amount of eleven million eight hundred twenty-eight thousand and fifty (11,828,050) euros by contribution of the share capital of "MARFIN HELLENIC BROKERAGE INVESTMENT SERVICES SOCIETE ANONYME" by the issue of four hundred three thousand

(403,000) new registered shares of a nominal value of twenty-nine euros and thirty-five cents (29.35 euros) each.

1.4. By the decision of the Extraordinary General Meeting of Shareholders dated 12.06.2007, the merger by absorption by the Bank of the societate anonime under the name "EGNATIA FINANCE BROKERAGE INVESTMENT SERVICES SOCIETATE ANONYME", pursuant to Article 68 par. 2 and 69-77 of Cod. Law 2190/1920, Article 16 of Law 2515/1997, Articles 1 -5 of Law 2166/1993 and the commercial legislation in general, was approved and the increase of the Share Capital of the Bank was decided by the amount of seventeen million eight hundred sixteen thousand and thirty-seven euros (17,816,037 euros), which corresponds, on the one hand, to the total contributed share capital of the Absorbed Company amounting to seventeen million eight hundred fifteen thousand eight hundred sixty-five euros and one cent (EUR 17,815,865.01) and, on the other hand, by the amount of one hundred seventy-one euros and ninety-nine cents (EUR 171.99) by the payment of cash by the share holders of the Bank according to the ration of their participation in its share capital for the purpose of rounding the new shares of the Bank by the issue of six hundred seven thousand and twenty (607,020) new registered shares of a nominal value of twenty-nine euros and thirty-five cents (29.35 euros).

1.5. By the decision of the Extraordinary General Meeting of Shareholders dated 05.09.2008, the merger by absorption by the Bank of the societate anonime under the name "LAIKI ATTALOS INVESTMENT SERVICES SOCIETATE ANONYME", according to the provisions of Articles 68 par. 2 and 69-77a of cod.Cod. Law 2190/1920, Article 16 of Law 2515/1997, Articles 1-5 of Law 2166/1993 and the commercial legislation in general, was approved and the increase of the Share Capital of the Bank was decided in total by the amount of three million five thousand four hundred and forty euros (3,005,440), which corresponds to the total amount of the contributed share capital of the Absorbed Company of the amount of three million five thousand four hundred forty euros (3,005,440) by the issue of one hundred two thousand four hundred (102,400) new registered shares of a nominal value of twenty-nine euros and thirty-five cents (29.35 euros) each.

1.6 By decision of the Extraordinary General Meeting of Shareholders dated 25.11.2020, the nominal decrease of the Share Capital of the Bank by offsetting of losses was decided by the total amount of thirty million two hundred eighty seven thousand four hundred eighty one euro (30,287,481.00€), with a reduction of the nominal value of each share from twenty-nine euros and thirty-five cents (€ 29.35) to twenty-one euros and thirty cents (€ 21.30).

1.7 By decision of the Extraordinary General Meeting of Shareholders dated 25.11.2020, the increase of the Share Capital of the Bank was decided by the total amount of eighty million one hundred thirty nine thousand five hundred forty six euros (80,139,546 €), by issuing three million seven hundred and sixty two of four hundred and twenty (3,762,420) new registered shares with a nominal value of twenty-one euros each and thirty cents (21.30 euros).

1.8. By decision of the Extraordinary General Meeting of Shareholders dated 22.03.2023, the decrease of the Share Capital of the Bank was decided by the total amount of thirty million four hundred seventy five thousand six hundred two euros (€ 30,475,602), by reducing the nominal value of each ordinary share from twenty one euro and thirty cents (€ 21.30) to seventeen euros

and twenty five cents (€ 17.25), without changing the total number of ordinary shares, offsetting past accounting losses from the account "Results in new".

1.9. By decision of the Extraordinary General Meeting of Shareholders dated 22.03.2023, the split of the ordinary shares of the Bank was decided with a ratio of five (5) new to one (1) old, by reducing the nominal value of each share from ten to seventeen euros and twenty five cents (€ 17.25) to three euros and forty five cents (€ 3.45) with a simultaneous increase of the total number of shares of the Bank from 7,524,840 ordinary registered shares to 37,624,200 ordinary registered shares.

1.10 The Board of Directors of the Bank ascertained by virtue of its decision dated 21.04.2023 the increase of the share capital of the Bank by the amount of forty eight million five hundred ninety one thousand three hundred euros and seventy five cents of the euro (€ 48,591,300.75), due to conversion of all the convertible bonds issued by the Bank, pursuant to the Ordinary General Meeting of its shareholders dated 28.07.2022, the decision of the Board of Directors dated 01.09.2022, as well as the Bond Loan Issuance Program with Convertible Bonds dated 23 September 2022 up to EUR 60,000,000, with a total nominal value of EUR 60,000,000, by issuing fourteen million eighty-four thousand four hundred and thirty-five (14,084,435) new, ordinary shares with voting rights, of a nominal value of three euros forty-five cents (€ 3.45) each. The conversion price of each bond corresponding to 21,30 € per share was adjusted to 4,26 € per share, as a consequence of the decrease of the share capital of the Bank by reducing the nominal value of each share to equal offsetting of accounting losses of previous years and the reduction of the nominal value of each share of the Bank with simultaneous increase of the total number of shares of the Bank due to split, which were decided by virtue of the decision of the General Meeting of the shareholders of the Bank dated 22.03.2023, which was registered in the G.E.M.I. on 21.04.2023 with Registration Number Code 3560170, while in order to find the total number of new shares due to the conversion, a rounding of fractional balances took place, according to the terms of the Bond Loan Issuance Program. The resulting difference between the nominal value of the Bank's share (€ 3.45) and the conversion price (€ 4.26) and in general fractional balances, totalling eleven million four hundred eight thousand six hundred ninety-nine euros and twenty-five cents (€ 11,408,699.25) is entered in the special reserve account "difference of equity issue".

1.11 By decision of the Ordinary General Meeting of Shareholders dated 07.06.2023, the increase of the share capital of the Bank was decided, through the capitalization of part of the profits of the financial year 2022, by the amount of three million three hundred ninety nine thousand nine hundred ninety nine euros and fifteen cents (€3,399,999.15), divided, as to the amount of the increase, into nine hundred and eighty-five thousand five hundred and seven (985,507) new registered, ordinary, voting shares, with a nominal value of each share of three euros and forty-five cents (€3.45) (the "New Shares"), in order for the New Shares to be disposed free of charge, according to the provisions of Law, to the Chairman and the Executive Members of the Board of Directors (excluding the Independent Non-Executive Members), to senior executives of the Bank (Members of the Executive Committee), as well as to the regular staff of the Bank ("Beneficiaries"), in accordance with the provisions of article 114 of Law 4548/2018.

1.12 By the decision of the Board of Directors of the Bank dated 30.08.2023, by virtue of the authorization granted to it by the decision of the Extraordinary General Meeting of Shareholders dated 22.03.2023, the increase of the share capital of the Bank was decided by the amount of seventy-two million four hundred and fifty thousand ( 72,450,000) Euros, with the possibility of partial coverage pursuant to article 28 of Law 4548/2018, by issuing of up to twenty - one million (21,000,000) new, common, registered shares, with a nominal value of three euros and forty-five cents (€3.45) each.

1.13 By decision of the Ordinary General Meeting of Shareholders dated 23.05.2024, the increase of the share capital of the Bank was decided, through the capitalization of part of undistributed profits of the financial year 2023, by the amount of two hundred seventy six thousand euros (€ 276,000), by issuing eighty thousand (80,000) new registered, ordinary shares, with a nominal value of each share of three euros and forty-five cents (€3.45) (the "New Shares"), in order for the New Shares to be disposed free of charge, according to the provisions of Law, to the Chairman and the Executive Members of the Board of Directors (excluding the Independent Non-Executive Members) and to senior executives of the Bank (Members of the Executive Committee), in the context of establishment of a program for free allocation of shares in accordance with the provisions of article 114 of Law 4548/2018.

2. The capital increase requires a decision of the General Meeting, which decides by qualified quorum and majority (ordinary increase), unless it is an extraordinary increase, which is made in accordance with the applicable legislation and the following.

3. The General Meeting by its decision may grant to the Board of Directors, for a period not exceeding five years, the right to increase the share capital, in whole or in part, by its decision taken by a majority of at least 2/3 of its members, by the issue of new shares for an amount not exceeding three times the capital existing on the date on which the Board of Directors was granted the respective power. This power of the Board of Directors may be renewed by a decision of the General Meeting for a period not exceeding five years for each renewal. Each renewal shall take effect on the expiry of the previous validity period. The above shall apply accordingly also in the case of a decision to issue a bond loan with convertible bonds as provided for in article 71 of Law 4548/2018.

4. The decision of the competent body of the Bank, according to L. 4548/2018 and these Articles of Association for share capital increase or bond issue must state at least the amount of capital increase or the amount of the bond loan, the manner and deadline for their coverage, the number and type of shares or bonds to be issued, their nominal value and issue price. The General Meeting, which decides on an ordinary capital increase in accordance with the provisions of Articles 27 §§ 3 and 4 and 28 § 2 of the Articles of Association, may authorize the Board of Directors to decide on the issue price of the new shares within a period specified by the General Meeting, which may not exceed one (1) year. In this case, the deadline for payment of the capital according to article 20 of Law 4548/2018 commences from the decision of the Board of Directors, which determines the issue price of the shares. The authorization is subject to publication. In any case of share capital increase, even if it is made by contribution in kind, issue of securities for the

acquisition of shares or issue of bonds convertible to shares, an option shall be provided on the new capital or issued securities for the acquisition of shares or bond loan, in favor of the shareholders at the time of issue, in proportion to their participation in the existing share capital. The option shall be exercised within the deadline set by the body of the Bank which has decided the increase. This deadline, subject to compliance with the deadline for the payment of capital, as set out in Article 20 par. 2 of Law 4548/2018, may not be less than fourteen (14) days. In the case of subparagraphs b and c of this paragraph, the deadline for the exercise of the option shall not begin before the Board of Directors has decided on the issue price of the new shares. Upon the expiry of the above deadlines, the non-subscribed shares, according to the above, shall be disposed by the Board of Directors of the Bank at its discretion at a price not lower than the price paid by the existing shareholders. In case the body of the Bank that decided the increase of the share capital has failed to set the deadline for the exercise of the option, such deadline or any extension thereof, shall be determined by a decision of the Board of Directors within the time limits provided for by Article 20 of Law 4548/2018.

5. The invitation to exercise the option, which mandatorily mentions the deadline within which such option must be exercised, shall be submitted under the responsibility of the Bank to publicity.

6. By decision of the General Meeting taken in accordance with the provisions of Articles 27 §§ 3 and 4 and 28 § 2 of the Articles of Association or by decision of the Board of Directors taken by a majority of at least 2/3 of all its members, following authorization by the General Meeting in the context of an extraordinary increase in the share capital of the Bank in accordance with Article 5 § 3 of the Articles of Association and Article 27 § 4 of Law 4548/2018, the right of pre-emption (option) provided for in paragraph 4 above may be restricted or abolished in accordance with the specific conditions of Article 27 of Law 4548/2018, provided also herein. For such decision to be taken, the Board of Directors shall be required to submit to the General Meeting a written report stating the reasons imposing the restriction or repeal of the pre-emption right and justifying the price or minimum price proposed for the issue of the new shares. In case where it is the Board of Directors that decides to restrict or repeal the pre-emption right, the above report of the Board of Directors must explain the reason why the abolition of the right is decided by a decision of the Board of Directors. The respective report of the Board of Directors and this decision of the General Meeting or the Board of Directors are subject to publicity. There is no exclusion from the option within the meaning of this paragraph, when the shares are subscribed by credit institutions or investment firms entitled to receive securities for custody to be offered to the shareholders in accordance with par. 4 above. Also, there is no exclusion from the option when the capital increase is intended to the participation of the personnel in the capital of the Bank, in accordance with Articles 113 and 114 of Law 4548/2018.

7. The capital may be increased in part by contributions in cash and, in part, by contributions in kind. In such a case, a provision by the body deciding the increase, according to which the shareholders who contribute in kind shall not participate also in the increase made by contribution in cash, shall not constitute exclusion of the option, if the proportion of the value of contributions in kind in relation to the total increase is at least the same as the shareholding of the shareholders

who make such contributions. In the event of a share capital increase with contributions partly in cash and partly in kind, the value of contributions in kind must have been valued in accordance with Articles 17 and 18 of Law 4548/2018 before the taking of the respective decision.

8. Cash payments for the coverage of the initial share capital or any increases thereof, as well as deposits of shareholders intended for the future share capital increase, shall be mandatorily made by deposit into a special bank account of the Bank, held with any legally operating credit institution in Greece or in a country of the European Economic Area (EEA).

## **Article 6**

1. The shares of the Bank are registered as provided for in article 40 of Law 4548/2018.

2. The shares issued by the Bank for trading on the Athens Stock Exchange are dematerialised, held in accounting form and registered in the records of the *societe anonyme* under the name "Greek Central Securities Depository S.A." acting as administrator of the Dematerialised Securities System and Central Securities Depository in accordance with the provisions in force and monitored by registrations made in these records. The transfer of the Bank's shares listed on the Athens Stock Exchange is done through securities accounts with a relevant entry in the records of the Central Securities Depository, in accordance with the provisions in force. As a shareholder regarding the Bank is considered to be the one registered in the Central Securities Depository registry or identified as such through the registered intermediaries.

3. The Bank keeps a book of shareholders, in which the shareholders are registered, indicating their name or company name and address or registered office, as well as the profession and nationality of each shareholder. In each case, the number and category of shares held by each shareholder shall be indicated. The shareholders' book may be kept electronically or, following a relevant decision of the Board of Directors, by a central securities depository, a credit institution or an investment firm, which have the right to keep financial instruments. Without prejudice to paragraph 1 above, shareholder of the Bank shall be the person registered in this book.

4. The issue of redeemable shares by increase of the share capital of the Bank in accordance with the applicable legislation from time to time shall be permitted. The redemption shall be made by a statement of the Bank or the shareholder in accordance with the relevant decisions of the competent body that decided the increase.

5. Other matters related to the issue of shares are regulated by the Board of Directors.

## **Article 7**

1. Each share shall give the right to one vote to the General Meeting.

2. Shares are indivisible. In the case of co-ownership of one or more of the shares, the rights of the shares shall be exercised by a joint representative. If no joint representative is appointed,

the exercise of the above rights shall be suspended. Co-owners of shares shall be jointly and severally liable towards the Bank for the fulfilment of the obligations arising from the shares.

3. The liability of the shares is limited to the amount of the nominal value of the share.

### **Article 8**

Any person who becomes a shareholder shall automatically and unreservedly, according to the law, acquire the exercise of the rights and shall assume all the obligations imposed by the applicable Laws on Societes Anonymes, the Articles of Association, the decisions of the General Meeting of shareholders and the Board of Directors.

## **CHAPTER C**

### **Board of Directors**

### **Article 9**

1. The Bank shall be governed by a Board of Directors consisting of three (3) to fifteen (15) members, who are elected by the General Meeting of Shareholders.

2. A legal person may be elected as member of the Board of Directors. In this case, the legal person shall be obliged to appoint a natural person to exercise the powers of the legal person as member of the Board of Directors. Such appointment shall be subject to publicity, in accordance with article 13 of Law 4548/2018. The natural person shall be jointly and severally liable with the legal person for the corporate management. Failure to appoint a natural person as provided for in Article 77 par. 4 of Law 4548/2018 shall be equivalent to the resignation of the legal person from the position of member.

3. The election of alternate members of the Board of Directors, the number of which shall be determined by the respective decision of the General Meeting that elects them and shall be within the limits mentioned above, is permitted. The aforementioned members may substitute, in accordance with Article 10 hereof, only a member or members of the Board of Directors who resigned, died or lost their capacity in any other way, as specified in the respective decision of the General Meeting.

4. The members of the Board of Directors may be revoked and replaced by the General Meeting at any time.

5. The Board of Directors consists of executive, non-executive, and independent non-executive members, in accordance with Law 4706/2020. The status of the members of the Board of Directors as executive or non-executive is defined by the Board of Directors. The independent non-executive members shall be elected by the General Meeting of Shareholders of the Bank or

appointed by the Board of Directors in accordance with paragraph 4 of Article 9 of Law 4706/2020, as in force.

### **Article 10**

1. The Board of Directors may elect members thereof to replace its members who resigned, died or lost their capacity in any other way. Such election is possible provided that the substitution of the above members is not possible by alternate members, who have been elected by the General Meeting. The above election by the Board of Directors shall be made by a decision of the remaining members, if they are at least three (3), and shall apply for the remainder of the term of office of the replaced member. The decision of the election shall be subject to publicity in accordance with Article 13 of Law 4548/2018 and shall be announced by the Board of Directors at the forthcoming General Meeting, which may replace the elected persons, even if no respective subject has been indicated in the agenda. The acts of the temporary replacement elected by the Board of Directors shall be valid even if the General Meeting does not ratify its election and elects another final director.

2. It is expressly stipulated that, in the event of resignation, death, or loss in any other way of the capacity of a member or members of the Board of Directors, the remaining members may continue to manage and represent the Bank, even without the replacement of the missing members in accordance with the previous paragraph, provided that their number exceeds half of the members, as they were before the occurrence of the above events. In any case, such members may not be less than three (3).

3. In any case, the remaining members of the Board of Directors, irrespective of their number, may convene a General Meeting for the sole purpose of election of a new Board of Directors.

### **Article 11**

1. The term of office of the Directors is four years. It begins from their election and expires with the election of a new Board of Directors by the Ordinary General Meeting that meets within the year in which the expiry of their term of office occurs. The term of office may not be extended beyond five (5) years.

2. The Directors may be reelected.

### **Article 12**

Without prejudice to Article 5 § 3 of Law 4706/2020 regarding the independent non executive members of Board of Directors, a member of the Board of Directors who is unjustifiably absent or not represented in the meeting of the Board of Directors for more than 6 months shall be deemed to have resigned. Such resignation and loss of capacity of the Director shall become final from the date of acceptance of the resignation by the Board of Directors.

### **Article 13**

1. The Board of Directors, immediately after its election, meets and is formed in a body, defining its executive and non-executive members, as provided for in Law 4706/2020 and electing the Chairman and one to three Vice-Chairmen by an absolute majority of the Members present or represented. The Board shall also appoint the Secretary, who does not have to be a Member thereof.
2. The Chairman who is absent or impeded shall be replaced by the Vice-Chairman and in the event of election of more than one, one of them, in accordance with a decision of the Board of Directors. In case of absence or impediment of the Vice-Chairmen, the Chairman shall be replaced by another member of the Board of Directors appointed by it.
3. The Chairman of the Board of Directors or its alternate shall chair the meetings of the Board of Directors and directs its work.
4. The Board of Directors may elect one or more of its Members as Managing Directors and/or alternate Managing Directors.

### **Article 14**

The Board of Directors shall be responsible for deciding on any operation relating to the management of the Bank, the management of its assets and the overall pursuit of its purpose,, without prejudice to the provisions of articles 99-101 of Law 4548/2018. The competence of the Board of Directors is excluded for matters that fall under the exclusive competence of the General Meeting under the provisions of the law or the Articles of Association.

### **Article 15**

1. The Board of Directors may delegate by its decision, in whole or in part, the exercise of its powers or responsibilities, other than those requiring the collective action of the Board of Directors, as well as the management, administration or direction of the affairs or the representation of the Bank, to one or more of its members or non-members, such as Directors or employees of the Bank or other third natural or legal persons as well as committees, determining at the same time by this decision the subjects on which its power is delegated. The Board of Directors may also delegate internal control to one or more persons, whether members or non-members, in accordance with the provisions of the applicable legislation.
2. The above persons may further delegate the exercise of the powers conferred on them or part of them to other members of the Board of Directors, employees of the Bank or third parties, provided that this is provided for in the respective decision of the Board of Directors.
3. The Board of Directors may constitute an Executive Committee, to which it shall delegate certain powers and tasks. The composition, powers, tasks and method of decision-making of the Executive Committee, as well as any matters relating to its operation, as well as the ability to further delegate powers and responsibilities, shall be regulated by a decision of the Board of

Directors according to which it is constituted. Such decision of the Board of Directors may be amended by a subsequent decision of the same body.

### **Article 16**

For oath-taking administered to the Bank, for filing and withdrawing from complaints, for instituting civil action within criminal proceedings in criminal courts during the pre-trial stage and main proceedings and withdrawing therefrom, for lodging appeals against judgments of Criminal Courts, as well as in all cases in general, where the attendance before the Court or the appearance in person before prosecutorial or other judicial authorities is required, the Bank shall be legally represented, following a decision of the Board of Directors, by the Chairman or its legal substitute, or by any employee of the Bank appointed by the Board of Directors.

### **Article 17**

1. The Board of Directors must meet at the registered office of the Bank, whenever the law, the Articles of Association or the needs of the Bank so require.
2. The Board of Directors may meet validly at a place other than the registered office of the Bank, either domestically or abroad, provided that all its members are present or represented at the meeting and no one objects to the meeting taking place and decision-making.
3. The Board of Directors may also meet by teleconference for some or all of its Members. In this case, the invitation to the members of the Board of Directors shall contain the information and technical instructions necessary for their participation in the meeting.
4. The Board of Directors is convened by the Chairman or his substitute, with an invitation notified to its members at least two (2) working days before the meeting and at least five (5) working days if the meeting is to be held outside the seat of the Bank. The invitation must also clearly indicate the subjects of the agenda, otherwise decision-making shall be permitted only if all the Members of the Board of Directors are present or represented and no one objects to decision-making.
5. The Board of Directors may be convened by two (2) of its Members upon application to its Chairman or substitute thereof, who shall be required to convene the Board of Directors in order to meet within seven (7) days of the submission of the application. The application, with a penalty of inadmissibility, must also clearly indicate the subjects to be addressed by the Board of Directors. If the Board of Directors is not convened by the Chairman or its substitute, within the above deadline, the Members who requested the convocation may convene themselves the Board of Directors within a deadline of (5) days from the expiry of the above deadline of seven (7) days, notifying the respective invitation to the other Members of the Board of Directors.

### **Article 18**

1. The Board of Directors shall be in quorum and shall meet legally when half plus one of the Directors are attending in person or represented, in accordance with paragraph 3 of this

Article. The number of persons attending in person may not be less than three (3). Any resulting fraction shall be omitted in finding the quorum number.

2. The Board of Directors shall take decisions by absolute majority of its present and represented Members, unless otherwise provided by the law. In case of a tie, the Chairman of the Board of Directors shall have a casting vote, in accordance with Article 92 par. 2 of Law 4548/2018.

3. Each of the Directors may, following a written authorization, validly represent only one other Director. The representation in the Board of Directors may not be delegated to a person who is not a member of the Board of Directors.

#### **Article 19**

1. Minutes shall be kept on the discussions and decisions of the Board of Directors, which shall be recorded in a special book that can also be kept electronically. These minutes shall be signed by the Chairman or its substitute and by the Directors attending the meeting.

2. Copies and extracts of the minutes of the Board of Directors shall be signed by the Chairman, or, if he is prevented, by its legal substitute, or by another person appointed by the Board of Directors.

3. The drawing up and signing of the minutes by all members of the Board of Directors or their representatives shall be equivalent to a decision of the Board of Directors, even if no meeting has taken place. This arrangement applies even if all Directors or representatives thereof agree to have their majority vote recorded in minutes, without a meeting. The relevant minutes shall be signed by all Directors.

4. The signatures of the Directors or their representatives may be replaced by exchange of e-mails or by other electronic means.

#### **Article 20**

1. The members of the Board of Directors are entitled to receive remuneration or other benefits, in accordance with the Bank's Remuneration Policy, the law and these Articles of Association.

2. The above remuneration may consist of participation in the profits of the fiscal year, and is defined by a decision of the General Meeting, which decides by simple quorum and majority, without prejudice to Articles 110-112 of Law 4548/2018, and is taken from the balance of net profits remaining after deduction of legal deductions for the regular reserve.

3. The Bank shall establish a Remuneration Policy for the members of the Board of Directors, in accordance with Articles 110 and 111 of Law 4548/2018, as in force, which is submitted for approval to the General Meeting. The shareholders' vote on the Remuneration Policy is binding.

4. The Bank is also obliged to draw up a clear and understandable Remuneration Report in accordance with Article 112 of Law 4548/2018, as in force, which contains a comprehensive overview of the total remuneration regulated in the Remuneration Policy of article 110 of Law 4548/2018, as in force, for the last financial year. The Remuneration Report of the last financial year shall be submitted for discussion at the Ordinary General Meeting, as subject of the agenda. The shareholders' vote on the Remuneration Report is advisory.

## **Article 21**

1. The Members of the Board of Directors shall be liable towards the Bank for any damage that it may suffer as a result of an act or omission which constitutes a breach of their duties in accordance with the applicable legislation. In particular, no liability shall exist if a member of the Board of Directors proves that it has exercised the diligence of a prudent businessman operating in similar circumstances. Such diligence shall be judged on the basis of the capacity of each member and the tasks assigned to them. Such liability shall not apply to acts or omissions which are based on a lawful decision of the General Meeting or concern a reasonable business decision, taken in good faith and with the exclusive criterion of serving the corporate interest, in accordance with Article 102 of Law 4548/2018.

2. The members of the Board of Directors shall be obliged to keep absolutely confidentiality regarding the confidential matters of the Bank, of which they took notice in their capacity as Directors.

3. The appointment and dismissal of the Member of the Board of Directors and of the persons authorized to represent it jointly or individually shall be subject to publicity, with the identity details of such persons, in accordance with Article 13 of Law 4548/2018.

## **CHAPTER D**

### **General Meeting of Shareholders**

## **Article 22**

The General Meeting of shareholders, legally constituted, is the supreme body of the Bank. Its decisions are binding on all shareholders, and even on those absent or disagreeing.

## Article 23

The General Meeting of shareholders shall meet in an ordinary meeting at the registered office of the Bank or in the region of another Municipality within the Prefecture of the registered seat or of another Municipality neighbouring the registered office or in the region of the Municipality where the registered seat of the regulated market where the Bank's shares are listed is situated, at least once in each financial year and no later than the tenth (10th) calendar day of the ninth month after the end of the financial year. If the Board of Directors decides to do so, the General Meeting may meet in whole by remote participation of the shareholders, by the electronic means provided for in article 125 of Law 4548/2018.

## Article 24

1. The invitation of the General Meeting shall include at least the following information:

A) the building with the precise address;

B) the date and time of the meeting;

C) clearly the subjects of the agenda;

D) the shareholders entitled to participate;

E) precise instructions on how shareholders will be able to attend the meeting and exercise their rights in person or by proxy or, where appropriate, remotely.

F) the minority rights of the shareholders of paragraphs 2, 3, 6 and 7 of article 141 of Law 4548/2018, indicating the time limit within which any right may be exercised, or alternatively, the final date by which those rights may be exercised. Detailed information on these rights and the conditions of their exercise should be made available by explicit reference of the invitation to the Bank's website;

G) the procedure for exercising the right to vote through a representative and in particular the forms used for this purpose by the Bank, as well as the means and methods provided for in the Articles of Association, in accordance with paragraph 5 of Article 128 of Law 4548/2018, in order for the Bank to receive electronic notifications of appointment and withdrawal of representatives;

H) the procedures for the exercise of the right to vote by correspondence or by electronic means, provided that there is a case as provided for in Articles 125 and 126 of Law 4548/2018;

I) the date of registration, as provided for in paragraph 6 of article 124 of Law 4548/2018, noting that only persons who are shareholders at that date have the right to participate and vote in the General Meeting;

I) the place where the full text of the documents and draft decisions, as provided for in paragraph 4 of article 123 of Law 4548/2018, as well as the manner in which they may be obtained, and

K) the address of the website of the Bank, where the information of paragraphs 3 and 4 of article 123 of Law 4548/2018 are available.

2. The invitation of the General Meeting shall be published by its registration with the Register of the Bank in the General Electronic Commercial Registry and on the Bank's website. It is also made public in a way that ensures quick and non-discriminatory access to it, by means which, at the discretion of the Board of Directors, are considered reasonably reliable for the effective dissemination of information to the investing public, in particular through print and electronic media with national and pan-European range.

3. The invitation of the General Meeting must be published at least twenty (20) full days prior to the day of the meeting.

4. In the case of repeat General Meetings, the above deadlines are reduced to half.

5. No new invitation shall be required, if the original invitation sets out the place and time of the repeat meetings provided for by the law, in the case of quorum not being met, provided that at least five (5) full days elapse between the cancelled meeting and each repeat meeting.

6. The day of publication of the invitation of the General Meeting and the day of the meeting are not counted.

## **Article 25**

1. Any person who has the shareholding capacity at the beginning of the fifth day before the day of the initial meeting of the general meeting (date of registration) may participate in the general meeting (initial meeting and repeat). The above date of registration shall also apply in the case of a postponed or repeated meeting, provided that the postponed or repeated meeting is not more than thirty (30) days from the date of registration. If this is not the case or if a new invitation is published in the case of the repeat general meeting, in accordance with Article 130 of Law 4548/2018, the person who has the shareholding capacity at the beginning of the third day before the day of the postponed or repeated General Meeting participates in the general meeting.

2. The proof of the shareholding capacity can be confirmed by any legal means and in any case based on information received by the Bank from the central securities depository, provided that it provides registry services or through the participants and registered intermediaries in the central securities depository in any other case.

3. The shareholder may participate in the General Meeting in person or through a representative. The shareholder may appoint a representative for one or more General Meetings and for a certain period of time. The representative shall vote, in accordance with the instructions of the shareholder, if any. Any non-compliance of the representative with the instructions he has received does not affect the validity of the decisions of the General Meeting, even if the vote of the representative was decisive for the achievement of the majority. Each shareholder may appoint up to three (3) representatives. The power of attorney is freely revocable.

4. The notification of the appointment and revocation or replacement of a representative may be made in writing or by e-mail to the Bank in an e-mail address specified in the invitation to the General Meeting and submitted to the Bank at least forty-eight (48) hours before the date of the General Meeting. The procedure and conditions for the legalization of the legal representatives or representatives of the shareholders are defined according to para. 3 to 6 of Article 128 of Law 4548/2018.

5. Shareholders who have not complied with the forty-eight hour deadline, defined in paragraph 4 of this Article shall participate in the General Meeting, unless the General Meeting refuses such participation for a material reason justifying its refusal.

6. Following a respective decision of the Board of Directors and under the conditions provided for by the law, the shareholders may participate in the General Meeting by electronic means, without their physical presence at the venue it takes place. In addition, following a respective decision of the Board of Directors, the shareholders may participate in the voting of the General Meeting remotely, either by voting by electronic means or/and by voting by mail, conducted before the meeting in accordance with the terms specified from time to time by the law.

7. In the event that the General Meeting is held in accordance with the preceding paragraph of this Article, the shareholders shall be specifically informed of the procedure through the respective invitation of the corresponding General Meeting.

## **Article 26**

1. Ten days prior to the ordinary General Meeting, the Bank shall make available to its shareholders its annual financial statements, as well as the respective reports of the Board of Directors and the auditors. The Bank may fulfil the obligation referred to in the previous subparagraph by posting the relevant information on its website.

2. From the date of publication of the invitation to convene a General Meeting until the day of the General Meeting, the Bank shall make available to shareholders at its registered office and post on its website at least the following information:

A) the invitation to convene the general meeting;

B) the total number of shares and voting rights that the shares incorporate at the date of the invitation, indicating separate sets by category of shares;

C) the forms to be used for voting through a representative and, where applicable, for voting by mail and by electronic means, unless such forms are sent directly to each shareholder, and

D) the documents to be submitted to the General Meeting, draft decision on each issue of the proposed agenda or, if no decision has been proposed for approval, comment of the Board of Directors, as well as the draft decisions proposed by the shareholders, according to paragraph 3 of Article 141 of Law 4548/2018, immediately after their receipt by the Bank.

## **Article 27**

1. The General Meeting shall be in quorum and shall meet validly on the subjects of the agenda, when shareholders representing at least one fifth (1/5) of the paid-up share capital are present or represented.

2. If such a quorum is not met, the General Meeting shall meet again within twenty (20) days of the date of the meeting being cancelled. The invitation must take place at least ten (10) full days prior to the meeting. No new invitation shall be required, if the original invitation sets out the place and time of the repeat meetings provided for by the law, in the case of quorum not being met, provided that at least five (5) days elapse between the cancelled meeting and the repeat meeting. The General Meeting shall be in quorum at such repeat meeting and shall meet validly on the subjects of the original agenda whichever part of the paid-up share capital is represented therein.

3. Exceptionally, in the case of decisions concerning the change of the nationality of the Bank, the increase of obligations of shareholders, the ordinary increase of the share capital, unless required by the law or made by capitalization of reserves, the reduction of the share capital, unless it is made according to par. 5 of Article 21 or par. 6 of Article 49 of Law 4548/2018, the change of the method of distribution of profits, merger, split, conversion, revival, extension of the term or dissolution of the Bank, as well as in any other case where the Law or these Article of Association stipulate that for taking a specific decision the quorum of this paragraph is required, the Meeting shall be in quorum and shall meet validly on the subjects of the agenda, when shareholders representing at least half (1/2) of the paid-up share capital are present or represented therein.

4. If the quorum of the preceding paragraph is not met, the General Meeting shall be convened and meet again in accordance with the provisions of paragraph 2 of this Article, it shall be in quorum and shall meet validly on the subjects of the original agenda, when shareholders representing at least one fifth (1/5) of the paid-up share capital are present or represented therein. No new invitation shall be required, if the original invitation sets out the place and time of the repeat meetings provided for by the law, in the case of quorum not being met, provided that at least five (5) full days elapse between the respective cancelled meeting and any repeat meeting.

## **Article 28**

1. The decisions of the General Meeting shall be taken by an absolute majority of the votes represented therein.

2. Exceptionally, decisions on the matters listed in paragraph 3 of Article 27 of the Articles of Association shall be taken by a majority of two-thirds (2/3) of the votes represented in the Meeting.

## **Article 29**

1. The Chairman of the Board of Directors shall temporarily chair the General Meeting. If it is prevented from performing this task, it shall be substituted by his alternate in accordance with Article 13 § 2 of the Articles of Association. If the latter is also prevented, the senior shareholder or representative of shareholders shall temporarily chair the General Meeting. The person appointed by the Chairman shall temporarily serve as the Secretary of the General Meeting.
2. Following the declaration of the list of shareholders entitled to vote as final, the Meeting shall elect its Chairman and one (1) Secretary, who shall also serve as teller.

## **Article 30**

1. The debates and decisions of the General Meeting shall be limited to the subjects listed in the agenda.
2. Summary of all debates and decisions of the General Meeting shall be recorded in a special book of minutes and signed by the Chairman and the Secretary. The Chairman of the General Meeting, at the request of a shareholder, shall be obliged to record a summary of the latter's opinion in the minutes, unless it refers to subjects which are obviously off the agenda or its content is manifestly contrary to accepted principles of morality or the law.
3. Copies and extracts of the minutes of the General Meeting shall be certified by the person who chaired such meeting, if it refuses or is prevented, by the Chairman of the Board of Directors or by its substitute according to Article 13 § 2 of the Articles of Association.

## **Article 31**

The General Meeting is the only competent to decide on the following matters: (a) the amendment of the Articles of Association, including the increase or decrease of the share capital, (b) the election of the members of the Board of Directors and the auditors, (c) the approval of overall management according to the applicable legislation from time to time and the discharge of auditors, (d) the approval of the annual and any consolidated financial statements of the Bank, (e) the disposal of annual profits, (f) the approval of remuneration or advance payment of remuneration under Article 109 of Law 4548/2018 and approval of the remuneration policy according to articles 110 et seq. of Law 4548/2018, (g) the merger, split, conversion, revival, extension of term or dissolution of the Bank, (h) the appointment of liquidators and (i) on any other matter provided for by the law or these Articles of Association. The provisions of the preceding paragraph shall not apply to the matters indicated in Article 117 par. 2 of Law 4548/2018, as well as to other matters provided for in the applicable legislation from time to time and these Articles of Association.

## **Article 32**

1. After the approval of the annual financial statements, the General Meeting shall decide by open vote on the approval of overall management that took place in the respective financial year.

2. In the voting on the approval of overall management, only the members of the Board of Directors by the shares they own, or as representatives of other shareholders may participate, provided that the latter have been granted respective authorization with explicit and specific voting instructions. The same applies to the employees of the Bank.

## CHAPTER E

### Auditors and minority rights

#### Article 33

1. The annual financial statements of the Bank shall be prepared, audited and approved in accordance with the specific provisions of the applicable legislation from time to time that governs these matters.

2. The audit referred to in the previous paragraph is a prerequisite for the validity of the approval of the annual financial statements by the General Meeting.

3. The Certified Auditors - Accountants shall be appointed by the ordinary General Meeting, which shall take place during the audited financial year, in accordance with the relevant legislation. A natural person who holds shares listed on the Athens Stock Exchange issued by the Bank and which is a member of the Board of Directors, does not participate in the vote of the General Meeting and is not counted for the formation of the quorum and the majority, when the General Meeting decides to assign the obligatory control of the financial statements to a certified auditor or an audit firm, unless the majority of the independent members of the board of directors declare that they agree with the assignment of the audit to the proposed persons.

4. Auditors may be reappointed, but not for more than five (5) consecutive financial years. Subsequent reappointment may not take place, unless two (2) full financial years have elapsed.

5. The appointment of the Certified Auditors - Accountants shall be notified to them by the Bank. Certified Auditors - Accountants shall be deemed to have accepted their appointment, if they don't dismiss it within five (5) business days.

6. The remuneration of the Certified Auditors - Accountants, appointed for carrying out regular audit, shall be determined on the basis of the applicable relevant provisions on Certified Auditors - Accountants.

#### Article 34

##### 1. Minority rights 5%

(a) Upon application of shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors shall be obliged to convene an Extraordinary General Meeting of

shareholders, setting a date for such meeting, which shall not be more than forty-five (45) days apart from the date of service of the application on the Chairman of the Board of Directors. The application shall contain the subject of the agenda. If the General Meeting is not convened by the Board of Directors within twenty (20) days of the service of the relevant application, the meeting shall be convened by the applicant shareholders at the expense of the Bank, by a court judgement adopted according to interim measures proceedings. This judgement shall specify the place and time of the meeting, as well as the agenda.

(b) Upon application of shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors shall be obliged to enter in the agenda of the General Meeting, which has already been convened, additional subjects, if the Board of Directors receives the respective application at least fifteen (15) days prior to the General Meeting. Additional subjects must be published or communicated, under the responsibility of the Board of Directors, in accordance with Article 24 par. 2 of the Articles of Association, at least seven (7) days prior to the General Meeting. The application for the inclusion of additional items on the agenda shall be accompanied by a justification or a draft decision for approval at the General Meeting and the revised agenda with the additional issues shall be made public thirteen (13) days before the date of the General Meeting and shall be made available to the shareholders on the Bank's website, together with the justification or draft decision submitted by the shareholders as provided for in point (d) below. If these issues are not published, the applicant shareholders are entitled to request the postponement of the General Meeting, according to par. 1d of this article and proceed to the publication themselves, as defined in the second subparagraph of this paragraph at the expense of the Bank.

(c) Shareholders representing one twentieth (1/20) of the paid-up capital have the right to submit draft decisions on matters included in the original or any revised general meeting agenda. The relevant application must be submitted to the Board of Directors at least seven (7) days before the date of the General Meeting, and the draft decisions are made available to the shareholders as defined in paragraph 3 of Article 123 of Law 4548/2018, at least six (6) days before the date of the General Meeting.

The Board of Directors is not obliged to record issues on the agenda or to publish or notify them together with justification and draft decisions submitted by the shareholders in accordance with para. 1 points (b) and (c) of this Article, if their content is clearly contrary to law and accepted principles of morality.

(d) Upon application of a shareholder or shareholders representing one-twentieth (1/20) of the paid-up share capital, the Chairman of the Meeting shall be obliged to postpone only once the decision-making by the General Meeting, Ordinary or Extraordinary, for all or certain subjects, setting as date for the continuance of the meeting the one specified in the application of the shareholders, which may not be more than twenty (20) days from the date of postponement. The postponed General Meeting shall consist continuation of the previous one and no repetition of formalities of publication of the invitation of shareholders shall be required and new shareholders

may also participate therein, subject to the relevant formalities of participation and without prejudice to par. 6 of article 124 of Law 4548/2018 (date of registration).

(e) Upon application by shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors shall be obliged to announce to the General Meeting, if Ordinary, the amounts paid during the last two years to each member of the Board of Directors or to the managers of the Bank, as well as any benefits to such persons for any cause or contract of the Bank with them. In all the above cases, the Board of Directors may refuse to provide the information for a substantive due cause, which shall be recorded in the minutes. Such a cause may be, where appropriate, the representation of the applicant shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018.

(f) In case of an application by shareholders representing 1/20 of the paid-up share capital, decision-making on any subject of the agenda of the General Meeting shall be made by open vote.

## 2. Minority rights 10%:

Upon application of shareholders representing one-tenth (1/10) of the paid-up share capital, submitted to the Bank within the deadline set out in the preceding paragraph, the Board of Directors shall be obliged to provide to the General Meeting information on the course of corporate affairs and the financial situation of the Bank. The Board of Directors may refuse to provide the information for a substantive due cause, which shall be recorded in the minutes. Such a cause may be, where appropriate, the representation of the applicant shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received sufficient information.

## 3. Right to information:

Upon application of any shareholder submitted to the Bank at least five (5) full days prior to the General Meeting, the Board of Directors shall be obliged to provide the General Meeting with the requested specific information on the affairs of the Bank, insofar as they relate to the subjects of the agenda. The Board of Directors may respond in a united fashion to applications of shareholders with the same content. There is no obligation to provide information when the relevant information is already available on the website of the Bank, in particular in the form of questions and answers. The Board of Directors may refuse to provide the information for a substantive due cause, which shall be recorded in the minutes. Such a cause may be, where appropriate, the representation of the applicant shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018.

4. In the cases of para. 1e, 2 and 3 of this Article, any dispute on whether the reasoning to provide information was well founded or not shall be settled by a judgement of the court, adopted according to interim measures proceedings. By the same judgement, the court shall also oblige the Bank to provide the information it has refused.

5. In all the above cases of this article, the applicant shareholders must prove their shareholder status and, except in the case of par. 3, the number of shares held during the exercise of the relevant right. The proof of the shareholder status can be done by any legal means and in any case based on information received by the Bank from the central securities depository, if it provides registry services, or through the participants and registered intermediaries in the central securities depository in any other case.

6. Right of extraordinary audit:

(a) Shareholders of the Bank representing at least one-twentieth (1/20) of the paid-up share capital shall be entitled to request an extraordinary audit of the Bank by the court hearing the case according to non-contentious proceedings.

(b) The audit referred to in this paragraph shall be ordered, if acts that are in breach of the provisions of laws or the Articles of Association of the Bank or the decisions of the General Meeting are presumed. In any case, the application for audit must be submitted within three (3) years from the approval of financial statements of the financial year, in which the alleged acts were performed.

(c) Shareholders of the Bank representing one fifth (1/5) of the paid-up share capital, shall be entitled to request the audit of the Bank from the court, provided that from the whole course of the Bank and based on specific evidence, it is believed that the management of the corporate affairs is not exercised as required by sound and prudent management.

(d) The court may judge that the representation of the applicant shareholders in the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018, does not justify an audit based on paragraphs 10 and 12 above.

7. For any other matter regarding the minority rights the provisions stipulated in the applicable legislation from time to time shall apply.

## CHAPTER F

### Annual Financial Statements and Profit Distribution

#### Article 35

1. The financial year has a twelve-month duration. It starts on the first (1<sup>st</sup>) of January of each calendar year and ends on the thirty-first (31<sup>st</sup>) of December of the same calendar year.

2. At the end of each financial year, the Board of Directors shall prepare the annual accounts (annual financial statements) in accordance with applicable legislation. The annual financial statements must clearly present the true picture of the assets structure, the financial position and the profit and loss account for the financial year of the Bank.

3. In order for the General Meeting to take a valid decision on the annual financial statements approved by the Board of Directors, they must have been certified and signed by three different persons, namely: (a) the Chairman of the Board of Directors or its substitute; (b) the Managing Director or the Executive Director or, in the absence of such Director, or its capacity coincides with the one of the above persons, by a member of the Board of Directors designated by the Board of Directors for that purpose; and (c) the accountant certified by the Economic Chamber of Greece, holder of license of A class, who is responsible according to the law for the preparation of financial statements, or by a person or persons to whom the Board of Directors has delegated the responsibility for the preparation of financial statements.

The above persons, in case of disagreement as to the lawfulness of the preparation of the annual financial statements, must submit their objections in writing to the General Meeting.

4. The Annual Financial Statements are approved by the General Meeting.

5. The Board of Directors is obliged every year to prepare and submit to the General Meeting a management report in accordance with articles 150 et seq. of Law 4548/2018, which also includes the corporate governance declaration.

6. The Bank publishes in the GEMI: (a) the legally approved annual financial statements from the Ordinary General Meeting, (b) the management report and (c) the opinion of the chartered accountant or the audit firm where required, within twenty (20) days from their approval by the ordinary general meeting. Where under case 1 of subparagraph A1 of par. A' of Article 2 of Law 4336/2015 (A '94) an opinion of a certified auditor or audit firm is required, the annual financial statements and the management report are published in the form and content on the basis of which the certified auditor or the audit firm has drawn up the audit certificate. They are also accompanied by the full text of the audit report. In addition, the above data are posted on the Bank's website and remain accessible for a period of at least two (2) years from their first publication and are submitted to the Hellenic Capital Market Commission.

## **Article 36**

1. The net profits of the Bank shall be reflected in the profit and loss account and shall be those resulting from the application of the applicable law.

2. Net profits, if and to the extent that they may be disposed, in accordance with article 159 of Law 4548/2018, shall be disposed by a decision of the General Meeting in the following order:

(a) The amounts of the credit lines of the statement of profit, which are not realized profits, are deducted, (b) The statutory law and the statutory reservation for the formation of a regular reserve are removed; (c) The balance of net profits, as well as any other profits, may arise and be made

available in accordance with Article 159 of Law 4548/2018, shall be disposed at the discretion of the ordinary General Meeting.

3. The General Meeting or, upon its authorization, the Board of Directors shall determine each time the date on which any dividend may be paid, at the latest within two (2) months from the decision of the General Meeting that approved the financial statements.

## **CHAPTER G**

### **Dissolution - Liquidation**

#### **Article 37**

If the total equity of the Bank is less than half (1/2) of the share capital, the Board of Directors shall be obliged, within six (6) months of the end of the financial year, to convene the General Meeting, which shall decide on the dissolution of the Bank or the adoption of another measure.

#### **Article 38**

The Bank shall be dissolved: (a) by the expiry of its term of office defined in the Articles of Association, (b) by a decision of the General Meeting taken with increased quorum and majority, (c) as otherwise stipulated by the legislation in force, in particular the legislation governing the operation of credit institutions.

## **CHAPTER H**

### **Final Provisions**

#### **Article 39**

1. For matters not regulated by these Articles of Association, the provisions of Law 4548/2018, as applicable from time to time, Law 4261/2014 and the general legislation on credit institutions and public limited companies with shares listed on a regulated market shall apply.

2. Until the commencement of the trading of the Bank's shares in the Main Market of the Athens Stock Exchange, the provisions of Law 4548/2018 to the extent that they provide for a different arrangement in relation to the amendments to the Bank's Articles of Association decided by the Extraordinary General Meeting of Shareholders dated 22.03.2023 regarding the shares (Article 6), the Board of Directors (Articles 9 and 12) , the remuneration policy (Article 20), the invitation to a General Meeting (Article 24), the participation in the General Meeting (Articles 25 and 26), the quorum and majority of the General Meeting (Article 27), the minority rights of the shareholders (Article 34 ) and the corporate governance declaration (Article 35).

Exact copy of the Articles of Association of the banking society anonyme under the name "Optima bank S.A.", incorporating in a single text the amendments decided by the Ordinary General Meeting of Shareholders of 23<sup>th</sup> of May 2024

Maroussi, 23.05.2024

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Georgios Taniskidis

Chairman of the Board of Directors