

**DECISIONS**  
**of the ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**  
**“Optima bank SA”**

Optima bank S.A. (hereinafter: the "Bank") announces that today, **Thursday May 23, 2024, at 11:00 a.m.**, the Ordinary General Meeting of its Shareholders was held in Athens in the room "Pella - Mycenae ", on the 1st floor of the Hotel "Divani" Caravel", located at 2 Vasileos Alexandrou Ave, P.C. 161 21.

The shareholders participated in the Ordinary General Meeting, by physical presence or by proxy, represented 50,322,793 common, registered, voting shares, namely 68.29% of the Bank's share capital, thus gathering the quorum required by law for all items on the Agenda. For calculating this percentage of the quorum, in accordance with article 50 of Law 4548/2018, the percentage of own shares held by the Bank was not taken into account.

All agenda items were approved. In particular, the Ordinary General Meeting of Shareholders took the following decisions on the items of the Agenda:

**Item 1°:** Approved the Annual Financial Report of the Bank and the Group for the fiscal year 01.01.2023 - 31.12.2023, together with the relevant Reports and Statements of the Board of Directors and the Audit Report of the Certified Public Accountants.

**Item 2°:** Approved the overall management carried out by the Board of Directors during the fiscal year 2023 and the discharge of the Bank's Certified Public Accountants from any liability for the activities of said fiscal year.

**Item 3°:** Decided to assign the regular audit of the Bank's annual financial statements for the fiscal year 2024, the tax audit for the same fiscal year and the reports of pre-agreed procedures for the Remuneration Report of the members of the Board of Directors, the Deposit and Investment Guarantee Fund (TEKE) and the Guarantee Fund, to the Certified Public Accountants firm "DELOITTE CERTIFIED PUBLIC ACCOUNTANTS SA, based in Maroussi, Attica, at 3a Frangokklisias & Granikou Street, with General Commercial Registry (GCR) No. 001223601000, TIN 094394788, SOEL(The Institute of Certified Public Accountants of Greece) Reg. No.: E120, for a total fee of €390,000.00 plus VAT, broken down as follows:

- an amount of €287,000 for the ordinary audit of the fiscal year 2024;
- an amount of €78,000 for the tax audit for the period 01.01.2024 - 31.12.2024;
- an amount of €15,000 for the remuneration report of the members of the Board of Directors; and
- an amount of €10,000 for the reports of pre-agreed procedures for the TEKE and the Guarantee Fund.

The Bank's Regular and Deputy Certified Public Accountant shall be appointed after consultation between the Bank and the said audit firm. Furthermore, the General Meeting authorized the Board of Directors of the Bank to negotiate with the audit firm any deviations from the above mentioned fee related to additional audit work that may be required and to send the written notice - instruction to the elected audit firm within five (5) days from the date of its election.

**Item 4°:** Approved the allocation of profits for the fiscal year 2023 up to the total amount of €38,175,422.48, for the distribution of dividends for the fiscal year 2023 an amount of €0.44 per share, and for the purposes put to discussion and vote under agenda items 10 and 11 below. Also decided that the total cost to be borne by the Bank for items no. 10 and 11 of the agenda shall not cumulatively exceed the total amount of €5,750,000.

For the dividend distribution, the General Meeting approved the dates of dividend cut-off, determination of dividend beneficiaries and commencement of dividend payment for the fiscal year 2023 as follows:

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

The payment of the dividend for the fiscal year 2023 shall be carried out through the Bank itself acting as paying bank. Finally, the General Meeting authorised the Board of Directors to do anything necessary or appropriate in the context of the implementation of this decision of the Ordinary General Meeting.

**Item 5°:** Approved the election and addition of Mr Nikolaos Giannakakis to the Board of Directors of the Bank as a Non-Executive Member, for the remainder of the term of office of the current Board of Directors elected by the Ordinary General Meeting of Shareholders held on 23.03.2023, that is until the 10th of September 2027.

**Item 6°:** Acknowledgement of the Report of the Audit Committee for the year 2023, pursuant to Article 44 (1)(i) of Law 4449/2017.

**Item 7°:** Acknowledgement of a report by the independent non-executive members of the Board of Directors in accordance with Article 9 par. 5 of Law 4706/2020.

**Item 8°:** Voted positively on the Remuneration Report for the fiscal year 2023, in accordance with article 112 of Law 4548/2018, without any observations or notices made on its content.

**Item 9°:** Decided to approve the fees and in general expenses and all kinds of compensation paid to the members of the Board of Directors for the period 01.01.2023 - 31.12.2023 and the determination of the amount and pre-approval of such fees for the fiscal year 2024 and until the Ordinary General Meeting of 2025, in accordance with the relevant proposal of the Board of Directors, which the General Meeting accepted and approved in full.

**Item 10°:** (a) Approved the relevant recommendation of the Bank's Remuneration and Nominations Committee and decided the free allocation of the Bank's shares through capitalization of part of the profits of the fiscal year 2023, up to the amount of €1,035,000.00, with an equal increase in share capital, divided, by the amount of the increase, into up to 300,000 new registered, ordinary, voting shares with a nominal value of €3.45 each (the "New Shares"), in order for the New Shares to be allocated free of charge, pursuant to the provisions of Law, to the Chairman and the executive members of the Board of Directors (excluding Independent Non-Executive Members), as well as to the Bank's senior management (Executive Committee Members) ("Beneficiaries"), in accordance with the provisions of article 114 of Law 4548/2018, as in force, and subject to obtaining the relevant approvals from the competent supervisory authorities. Specifically, it approved a Program for free allocation of shares in accordance with article 114 of Law 4548/2018 with the following characteristics:

**Number and category of shares allocated:** up to 300,000 new nominal, common, voting shares, with nominal value of each €3.45.

Origin of the allocated shares: capitalization of part of the profits of the fiscal year 2023, up to the amount of €1,035,000.00, with an equal increase in share capital

Beneficiaries / Categories of Beneficiaries: Chairman, Executive Members of the Board of Directors, Senior Management of the Bank (Members of the Executive Committee), as follows:

a) Chairman: up to 45,000 shares

b) Executive Members of the Board of Directors:

ba) CEO: up to 5,000 shares,

bb) Executive Board Member/CFO: up to 3,000 shares

c) Senior Management of the Bank (Members of the Executive Committee): up to 3,000 shares each.

Especially with regard to the Chairman of the Bank, in accordance with article 86 of Law 4261/2014, it approved a higher than 100% maximum ratio between fixed and variable component of his remuneration, amounting to two hundred percent (200%).

(b) Consequently, due to the increase of share capital through capitalisation of profits, for the purpose of free allocating shares pursuant to article 114 of Law 4548/2018, it decided to amend Article 5 on share capital (amendment of paragraph 1 and addition of paragraph 1.13) of the Bank's Articles of Association.

c) Authorised and assigned to the Board of Directors to take all necessary actions for the share capital increase through capitalisation of profits, up to the amount of €1,035,000.00, to draft the new text of the Bank's Articles of Association and to determine the specific conditions for the free allocation of shares to the Beneficiaries, in accordance with the specific provisions of the Law and the applicable Remuneration Policy for Members of the Board of Directors and Staff of the Bank, respectively.

**Item 11°:** Following the decision taken on the 4th item of the Agenda, approved the distribution of part of the net profits for the fiscal year 2023 as a one-time extraordinary remuneration (Bonus) for a total amount of up to EUR 4,000,000.00 to members of the Board of Directors (excluding independent non-executive members) and the Bank's staff, as a reward for their contribution to the achievement of the Bank's profitability and objectives in the fiscal year 2023 and provided the relevant authorisations to the Board of Directors in order for it to determine the specific terms of distribution of the above amounts and to deal with the procedural issues for the payment of the extraordinary remuneration (Bonus).

**Item 12°:** Approved the amendment of the Policy for the Suitability of Members of the Board of Directors of the Bank.

**Item 13°:** Approved the amendment of the Bank's Staff Remuneration Policy.

**Item 14°:** There were no other issues or announcements.

Maroussi, May 23, 2024