

ANNOUNCEMENT

Resolutions of the Annual General Meeting of the shareholders, of the Board of Directors and of the Audit Committee of 23.07.2024

Eurobank Ergasias Services and Holdings S.A. (Eurobank Holdings or Company) announces the following:

A. In the Annual General Meeting of the Company's shareholders, held on July 23, 2024, at 10 a.m., remotely via teleconference in real time, participated shareholders representing 2,849,603,397 shares out of 3.664.399.104 shares (not including the 52,080,673 own shares of the Company in accordance with article 50 par. 1 of Law 4548/2018), corresponding to 77.76% of the paid-up share capital with voting rights. In respect of the items on the agenda, as referred to on the invitation dated 28.06.2024, the General Meeting:

1. Approved, with a majority exceeding the minimum required by the law, the Annual Separate and Consolidated Financial Statements for the financial year 2023, as well as the Directors' and Auditors' Reports.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,845,566,152 (99.86% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,845,566,152
 - Against: 0
- Abstain: 4,037,245

2. Approved, with a majority exceeding the minimum required by the law, the overall management for the financial year 2023 as well as the discharge of the Auditors for the financial year 2023.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,827,359,747 (99.22% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,825,099,601
 - Against: 2,260,146
- Abstain: 22,243,650

3. Approved, with a majority exceeding the minimum required by the law:

- a) the appointment of the firm KPMG Certified Auditors S.A. (KPMG) as statutory auditor for the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2024; and
- b) KPMG's relevant fees for the audit of the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2024 to amount to €0.3 m.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,847,774,572 (99.94% of the share capital with voting rights on the items of the agenda), out of which:

- For: 2,845,120,932
- Against: 2,653,640
- Abstain: 1,828,825

4. Approved, with a majority exceeding the minimum required by the law, the dividend distribution to shareholders, amounting to €342 m, from the “Special Reserves” account and authorized the Board of Directors to do everything necessary or appropriate in the context of the implementation of this decision of the Annual General Meeting.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,892,637 (99.94% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,846,087,759
 - Against: 1,804,878
- Abstain: 1,710,760

5. Approved, with a majority exceeding the minimum required by the law, the amendment of Articles 8 and 9 of the Company’s Articles of Association, by updating paragraph 1 and 2 of article 8 and paragraph 5 of article 9, as follows:

“Article 8

Constitution of the Board of Directors

1. The Board of Directors elects a Chairperson among its members. The Board of Directors may also elect a Vice Chairperson or Vice Chairpersons among its members.

2. In case of absence, impediment or non-existence of the Chairperson, the Chairperson’s duties, as these emerge from the law or in the articles of association, are exercised, in order, by the Vice Chairperson (if such a position exists) or by the most senior independent non-executive director – based on tenure - or, in case that more than one such member exists, the Chairperson shall be substituted by the senior in age member among them or by a non-executive member that the Board of Directors appoints.”

“Article 9

Meetings of the Board of Directors

.....
5. Copies or extracts of the minutes of the Board of Directors’ meetings are officially issued either by the Chairperson or the Chief Executive Officer or any of the Deputy Chief Executive Officers or the Secretary of the Board, without any other ratification required.”

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,892,342 (99.94% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,847,892,342
 - Against: 0
- Abstain: 1,711,055

6. Approved, with a majority exceeding the minimum required by the law:

(a) the addition of a new article 11 to the Company’s Articles of Association, in order to be able to grant to the members of the Board of Directors a remuneration consisting of participation to the profits of the respective financial year in accordance with article 109 par. 2 of Law 4548/2018, as follows:

“Article 11

Remuneration of the members of the Board of Directors

By resolution of the General Meeting and in accordance with the each time applicable legislation, remuneration may be granted to the members of the Board of Directors consisting of participation to the profits of the financial year.”

(b) The renumbering of articles 11, 12, 13, 14 and 15 of the Company’s Articles of Association to 12, 13, 14, 15 and 16 respectively.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,892,637 (99.94% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,847,889,937
 - Against: 2,700
- Abstain: 1,710,760

7. Approved, with a majority exceeding the minimum required by the law, the distribution of a total amount of €404,330 to senior management and employees of the Company from the “Special Reserves” account.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,865,975 (99.94% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,254,831,151
 - Against: 593,034,824
- Abstain: 1,737,422

8. Approved, with a majority exceeding the minimum required by the law:

(i) the cancellation, in accordance with article 49 of Law 4548/2018, of 52,080,673 treasury shares of the Company of nominal value €0.22 each; (ii) the subsequent reduction of the Company’s share capital by €11,457,748.06, resulting by multiplying the total amount of own shares for cancellation, according to the above mentioned (under (i) above), by the nominal value of the share (i.e. 52,080,673 shares x €0.22 per share) and (iii) the amendment of article 5 of the Company’s Articles of Association, to reflect the share capital decrease, as follows:

Paragraph 1 of article 5 (defining the total amount of the share capital) is amended as follows:

“1. The share capital of the Company amounts to €806,167,802.88 divided into 3,664,399,104 common voting shares of a nominal value of 0.22 euro each.”

A new subparagraph 2.74 is added to paragraph 2 of article 5 as follows:

“2.74. By decision of the Annual General Meeting of the Shareholders of the Company held on 23rd July 2024, the share capital was decreased by the amount of 11,457,748.06 euros, through the cancellation of 52,080,673 Company’s own shares, of a nominal value of 0.22 euro each, which had been acquired by the Company, under the buy-back of all its shares owned by the Hellenic Financial Stability Fund. This share capital decrease was effected by cancellation of shares of a total nominal value equal to the decrease. Following the above decrease, the share capital of the Company was reduced to 806,167,802.88 euros and the total number of shares to 3,664,399,104, of a nominal value of €0.22 euro each.”

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,892,342 (99.94% of the share capital with voting rights on the items of the agenda), out of which:

- For: 2,847,533,317
- Against: 359,025
- Abstain: 1,711,055

9. Approved with a majority exceeding the minimum required by the law, pursuant to the provisions and following the procedure of article 86 of I. 4261/2014, a higher than 100% maximum level of the ratio between the fixed and variable components of remuneration for the Chief Executive Officer (CEO), the three (3) Deputy CEOs, the Group Chief Risk Officer, Group Chief Financial Officer, the General Manager Group Strategy, the General Manager Markets and the CEO of Eurobank Cyprus Ltd & Head of International Activities & Group Private Banking of Eurobank S.A.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,865,680 (99.94% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,122,477,131
 - Against: 725,388,549
- Abstain: 1,737,717

10. Approved, with a majority exceeding the minimum required by the law, the amendment of the Remuneration Policy for Directors of the Company.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,087,277 (99.91% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 1,801,690,601
 - Against: 1,045,396,676
- Abstain: 2,516,120

11. Approved, with a majority exceeding the minimum required by the law, the remuneration paid during the financial year 2023 to the Board members, for the execution of their duties as Board members and as members of the Board Committees, and the payment of the remuneration to the Board members for the financial year 2024.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,205,637 (99.92% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,357,118,325
 - Against: 490,087,312
- Abstain: 2,397,760

12. Casted a positive vote on the Remuneration Report for the financial year 2023.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,060,910 (99.91% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 1,822,414,987
 - Against: 1,024,645,923
- Abstain: 2,542,487

13. Approved, with a majority exceeding the minimum required by the law, the amendment of the Nomination Policy of the Directors of the Board.

The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,892,637 (99.94% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,847,892,637
 - Against: 0
- Abstain: 1,710,760

14. Approved, with a majority exceeding the minimum required by the law:

(a) The election of the following as Board members of the Company (in alphabetical order):

1. Konstantinos Vassiliou
2. Alice Gregoriadi
3. George Zanias
4. Stavros Ioannou
5. Fokion Karavias
6. Evangelos Kotsovinos
7. Irene Rouvitha Panou
8. Cinzia Basile
9. Burkhard Eckes
10. John Hollows
11. Rajeev Kakar
12. Bradley Paul Martin
13. Jawaid Mirza

The term of office of the members will expire on 23.07.2027, prolonged until the end of the period the Annual General Meeting for the year 2027 will take place.

(b) The appointment of Messrs. Alice Gregoriadi, Evangelos Kotsovinos, Irene Rouvitha Panou, Cinzia Basile, Burkhard Eckes, John Hollows, Rajeev Kakar, Jawaid Mirza as independent non-executive members of the Board.

The voting results of the itemized ballot on the respective item were as follows:

- Number of shares for valid votes given: above 2,845,633,142 (above of 99.86% of the share capital with voting rights on the items of the agenda), out of which:
 - For: above 2,372,978,307
 - Against: up to 474,914,330
- Abstain: up to 3,970,255

15. Approved, with a majority exceeding the minimum required by the law:

(a) The Audit Committee to function as Committee of the Board of Directors (“BoD”) consisting of members of the BoD.

(b) The Audit Committee to consist of five (5) independent non-executive members of the BoD.

(c) The term of office of the members of the Audit Committee that will be appointed by the BoD in accordance with article 44, par. 1c of L. 4449/2017, as in force, to coincide with their term of office as members of the BoD, i.e. the term of office of the Audit Committee members will expire on 23.07.2027,

prolonged until the end of the period the Annual General Meeting for the year 2027 will take place. The voting results on the respective item were as follows:

- Number of shares for valid votes given 2,847,357,148 (99.92% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,847,357,148
 - Against: 0
- Abstain: 2,246,249

16. Was informed on the Annual Activity Report of the Audit Committee for the financial year 2023.

17. Was informed on the Independent Non-Executive Directors' Report.

B. The Board of Directors of the Company, in its meeting of 23 July 2024:

i. decided on its constitution, on the appointment of the Chief Executive Officer (CEO) and the Deputy Chief Executive Officers (Deputy CEOs) and on the determination of its executive and non-executive Directors, as follows:

1. George Zantias, Chairman, Non-Executive Director
2. Fokion Karavias, CEO, Executive Director
3. Stavros Ioannou, Deputy CEO, Executive Director
4. Konstantinos Vassiliou, Deputy CEO, Executive Director
5. Bradley Paul Martin, Non-Executive Director
6. Rajeev Kakar, Independent Non-Executive Director
7. Jawaid Mirza, Independent Non-Executive Director
8. Alice Gregoriadi, Independent Non-Executive Director
9. Irene Rouvitha Panou, Independent Non-Executive Director
10. Cinzia Basile, Independent Non-Executive Director
11. Burkhard Eckes, Independent Non-Executive Member
12. John Hollows, Independent Non-Executive Member
13. Evangelos Kotsovinos, Independent Non-Executive Member

ii. appointed as members of the Audit Committee the following members of the Board of the Company:

1. Irene Rouvitha Panou, Independent Non-Executive Director
2. Rajeev Kakar, Independent Non-Executive Director
3. Jawaid Mirza, Independent Non-Executive Director
4. Burkhard Eckes, Independent Non-Executive Member
5. Alice Gregoriadi, Independent Non-Executive Director

C. The Audit Committee of the Company, in its meeting of 23 July 2024, decided on its constitution and on the appointment of the Chairperson and Vice Chairperson, as follows:

1. Burkhard Eckes, Independent Non-Executive Director, Chairman
2. Jawaid Mirza, Independent Non-Executive Director, Vice Chairman
3. Rajeev Kakar, Independent Non-Executive Director, Member
4. Irene Rouvitha Panou, Independent Non-Executive Director, Member
5. Alice Gregoriadi, Independent Non-Executive Director, Member